

**ARTICLES OF ASSOCIATION
ESTATE PLANNING COUNCIL OF ROCHESTER**

ARTICLE I - NAME

The name of this Association shall be the Estate Planning Council of Rochester, New York.

ARTICLE II - PURPOSE

The purpose of the Estate Planning Council of Rochester, New York (Council) shall be to provide a means whereby members, duly qualified on the basis of experience and interest, can discuss mutual problems arising in their respective fields of work, and can become informed of developments and ideas in the areas of estate planning and administration, to the end that they, cooperatively, may better serve the interests of their customers and clients.

ARTICLE III - MEMBERSHIP

1. Categories of Membership

The membership of the Council shall consist of all members in good standing. Consideration shall be given to applicants for membership who are presently actively engaged in estate planning or estate administration and who have at least three years of experience in one or more of the following categories:

A. Representatives of Trust Companies or banks maintaining Trust Departments An applicant shall be a trust officer or a fiduciary officer of a bank or trust company who is engaged in the management and administration of trusts and or estates, or fiduciary governance and management of the fiduciary practice and is recommended for membership by a senior officer of the Trust Department who is a member of the Estate Planning Council of Rochester. For purposes of this Paragraph A, trust officer of a bank or trust company shall include senior trust officer, trust team leader, trust manager, trust executive or titles of similar meaning or nature within a trust company or trust department.

B. Attorneys An applicant shall be an admitted attorney in New York State who practices in the areas of estate planning or administration and who is either: (i) employed with a local Surrogate's Court, or (ii) a member of the Monroe County Bar Association and a member of either its Trusts and Estates Section or its Elder Law Committee.

C. Life Insurance Agents and Representatives An applicant shall have been engaged, in substantial part, in the field of estate planning and shall be a Chartered Life Underwriter and a member of the Rochester Chapter of the Society of Financial Service Professionals.

D. Accountants An applicant shall be a Certified Public Accountant who is a member of the American Institute of Certified Public Accountants or a member of the New York State Society of Certified Public Accountants, and who has been engaged, in substantial part, in the field of estate planning or estate administration.

E. Financial Planners An applicant shall be a Certified Financial Planner who is continually licensed in accordance with the policies of the Certified Financial Planner Board of Standards or a Chartered Financial Consultant who is a member of the Rochester Society of Financial Service Professionals, and has been engaged, in substantial part, in the field of estate planning or estate administration.

2. Transition between Categories of Membership

The Council acknowledges that its members may transition between the categories of membership identified above from time to time. Should a member of the council transition between categories of membership, such member should provide notice to the Membership Committee of his or her request to change his or her discipline of record, confirming that he or she satisfies the criteria of the new discipline of record. Upon review, the Membership Committee shall advise the Executive Committee and the member's discipline of record shall be revised and recorded accordingly.

3. Classes of Membership

The membership of the Council shall be divided into two classes. The first class shall be known as **Regular Members**. The total number of persons in this class shall be limited to two hundred thirty (230). They shall have all the rights and duties of members. The second class shall be known as **Senior Members**. A Senior Member shall be a Regular Member who reaches the age of sixty-five (65) years or has retired. Upon commencement of the Council's fiscal year following such Regular Member's eligibility for senior status, such Regular Member shall be transferred to the Senior Member list. There shall be no maximum number of Senior Members. No person shall be admitted to Senior Member status without having first been a Regular Member of the Council.

A Senior Member shall have all the rights and obligations of a Regular Member except he or she shall not be obligated to attend any minimum number of meetings unless he or she is an officer."

In addition to the two classes of members indicated, the Executive Committee may from time to time elect **Honorary Members**, who shall have the same rights and obligations as a Senior Member, providing that at no time shall there be more than five (5) Honorary Members.

4. Proportions of Regular Members

No more than forty percent (40%) of the Regular Members shall come from any one of the five (5) categories of members referred to above.

5. Membership Committee

The President shall appoint each year a Membership Committee of five (5) members, one representing each of the five (5) categories of members (bankers, attorneys, life insurance agents, financial planners and accountants). One of these members shall be appointed Chairman. The

Chairmanship shall be rotated among the five (5) general categories. The Committee shall meet at the Chairman's call for the purpose of considering applications for membership.

6. Application for Membership

All applicants shall be sponsored by two members: one from the Applicant's discipline and one from a separate discipline. The member sponsors shall obtain recommendation forms from a member of the Membership Committee and, having completed such form, shall return it to the Chairman for consideration by the Membership Committee.

Each applicant for membership who is eligible for more than one category of membership shall declare his or her discipline of record on his or her membership application.

7. Election to Membership

Members shall be elected by a majority vote of the Executive Committee upon recommendation of a majority of the Membership Committee.

8. Termination of Membership

A. The Executive Committee by a majority vote shall have the power to terminate, upon due notice, the membership of any member for good cause, including non-payment of dues or failure to attend at least two meetings each year. Attendance at the social and/or business portion of one meeting shall constitute attendance of one meeting.

B. The Executive Committee shall have the power to terminate, upon due notice, the membership of any Regular Member, as of the end of the current fiscal year, upon the report of the Membership Committee that such Regular Member no longer maintains all the qualifications required of him or her at the time of original admission to membership under this article.

ARTICLE IV - THE EXECUTIVE COMMITTEE

All powers necessary for the government of the Council shall be vested in an Executive Committee, which shall be composed of the elected officers and such additional members as are hereinafter specified:

- A. Three (3) shall be trust bankers, one (1) being elected each year, and each serving for a term of three (3) years.
- B. Three (3) shall be attorneys, one (1) being elected each year, and each serving for a term of three (3) years.
- C. Three (3) shall be life insurance agents, or representatives, one (1) being elected each year, and serving for a term of three (3) years.
- D. Three (3) shall be accountants, one (1) being elected each year, and each serving for a term of three (3) years.
- E. Three (3) shall be financial planners, one (1) being elected each year, and each serving for a term of three (3) years.

Each member of the Executive Committee shall serve for the term for which he or she shall have been elected and until the election of his or her successor. The Executive Committee may fill any vacancies in its own body, or among the officers, whenever a vacancy occurs between annual meetings.

ARTICLE V - OFFICERS

The officers of the Council shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. The Presidency shall be rotated among the five (5) categories of members (bankers, attorneys, life insurance agents, financial planners and accountants).

All of the officers shall be selected by a vote of a majority of the members of the Council present at which a quorum shall be present, and shall hold office for one (1) year and until their successors shall be chosen.

ARTICLE VI - QUORUMS

Any six (6) members of the Executive Committee shall constitute a quorum for the transaction of business.

Forty percent (40%) of the members of the Council shall constitute a quorum at any meeting of the Council duly called.

ARTICLE VII - NOMINATIONS

The President shall, at least twenty (20) days prior to the date of any annual meeting, appoint a committee of five (5) members, one representing each of the five (5) general categories of members (bankers, attorneys, life insurance agents, financial planners and accountants) to submit a list of nominees for officers of the Council and for members of the Executive Committee, to be acted upon at the annual meeting.

Such committee shall file the names of its nominees with the Secretary at least ten (10) days before the date of the annual meeting. In addition, any seven (7) members, by notice in writing filed with the Secretary at least two (2) days before the date of the annual meeting, may nominate candidates for officers of the Council and for members of the Executive Committee. The members of the Council shall be entitled to vote at such annual meeting for any candidates named by either of the above methods. The candidate receiving the majority of votes from the members present shall be declared elected.

ARTICLE VIII - MEETINGS

1. Annual Meetings

The annual Meeting of the Council shall be held anywhere from May 1st through June 30th of each year, at such time and place as may be selected by the Executive Committee.

2. Additional Meetings

Regular Meetings of the Council shall be held at such times as the Executive Committee may direct. From time to time the Council contemplates

the sponsorship, either alone or in conjunction with other groups, of meetings or events of particular interest to the constituent membership and/or to the general public for the purpose of fostering a better understanding of estate planning.

3. Notice

The Secretary shall send each member a notice of each meeting at least five (5) days prior to the date of the same. Each notice shall specify the time, place and topic of the meeting and the notice of Annual Meeting shall include the report of the Nominating Committee. Notices may be sent by any means reasonably certain to be received by the members, including e-mail.

ARTICLE IX - EXECUTIVE COMMITTEE MEETINGS

Meeting of the Executive Committee may be called by the President at his or her discretion, or shall be called by the Secretary upon the request of three (3) members of the Executive Committee. It shall be the duty of the Executive Committee to establish rules for procedure and practice for any meeting, subject to the approval of or amendment by the Council.

ARTICLE X - DUTIES OF OFFICERS

A. The President shall preside at all meetings of the Executive Committee and all meetings of the Council. He or she shall, with the advice and consent of the Executive Committee, have the power to appoint such committees as he or she may deem advisable to further the interests and discharge the functions of the Council and to delegate to such committees such power and authority as the Executive Committee may approve.

B. The First Vice-President shall perform the duties of the President in the latter's absence, and shall succeed to the presidency after one year. He or she shall have the responsibility of selecting and arranging for all meetings of the Council. In addition to the second Vice-President, he or she may select other members of the Council to serve with him or her as a Program Committee. The selection of programs for the regular meetings of the Council shall be subject to approval by the Executive Committee.

C. The Second Vice-President shall assist the first Vice-President in the selection of and arrangements for all meetings of the Council. In addition, he or she shall be responsible for any special projects or meetings, such as forums or seminars, which the Council may wish to undertake.

D. The Secretary shall keep records and minutes of all meetings of the Executive Committee and the Council. He or she shall maintain a current roster of members, shall be responsible for sending notices of all meetings of the council to all members, shall be responsible for sending notices of delinquencies in dues payments or attendance, and shall arrange meetings of the Executive Committee and give notice thereof to members upon instruction from the President. The Secretary shall be the custodian of all permanent records of the Council.

E. The Treasurer shall be responsible for the collection of dues and shall have custody of all funds and property of the Council. He or she shall deposit all funds of the Council in a bank or trust company located in the City of Rochester. All withdrawals of such funds shall be on checks or orders signed by the Treasurer or the President. The Treasurer shall prepare and submit a statement of financial condition of the Council at the annual meeting and at such times and in such manner as the Executive Committee may require.

ARTICLE XI - FISCAL YEAR OF THE COUNCIL

The fiscal year of the Council shall be July 1st to June 30th.

ARTICLE XII - EXPENSES AND DUES

Expenses of the Council shall be provided for out of the annual dues of members and program revenues.

Annual dues shall be payable during July of each year. Dues may be adjusted by the membership, pursuant to Article XIV, or at any meeting of the Executive Committee at which there is a quorum, by a vote of two-thirds (2/3) of the Executive Committee members present.

ARTICLE XIII - ADVERTISEMENT

No member of the Council shall use his or her membership in the Council nor his or her office in the Council in any form of advertisement or solicitation of business.

ARTICLE XIV - AMENDMENT

These Articles of Association may be amended at any meeting of the Council at which there is a quorum, by a vote of two-thirds (2/3) of the members present, providing that notice setting forth such proposed amendment shall have been sent to all members at least ten (10) days prior to the date of such meeting.

ARTICLE XV - EFFECTIVE DATE

These amended Articles of Association shall be effective as of May 12, 2015. Technical corrections were approved by the Executive Council in May, 2010 to more accurately reflect the Council's current operating procedures.

Updated 5/15/18