

Chicago Estate Planning Council By-Laws As of May 17, 2006

Introduction

The Chicago Estate Planning Council ("Council") became the successor on June 3, 1965 to The Chicago Life Insurance and Trust Council, which was organized on June 1, 1938. The Council was incorporated under the General Not For Profit Corporation Act of Illinois on June 23, 1977. The Council was established by a group of forward-looking individuals who recognized the need of combining the efforts of lawyers, accountants, trust officers and life insurance underwriters in the best interest of the client. High tax rates and the complexity of tax laws had introduced many new problems of estate conservation and distribution. A new specialty, "estate planning" had come into being.

With the recognition that estate planning is a cooperative task, the Council started as, and continues to be, a carefully selected group of qualified specialists in their own fields who have the necessary knowledge and experience to accomplish the broad job of estate planning for the best interest of the client and his or her beneficiaries.

ARTICLE I Purposes

The purposes for which the Council is organized are:

- 1) To maintain the highest standards of service in providing informed guidance in the creation, conservation, and distribution of estates;
- 2) To continue and further the education of its members and the public in estate planning matters;
- 3) To increase public understanding of the need for competent estate planning;
- 4) To promote cooperation, and to foster a better understanding of the proper relationship among estate planning specialists from different fields and to bring together in one association those specialists who have a common interest in promoting the Council's purposes;
- 5) To encourage the highest standards of ethical conduct.

ARTICLE II Offices

The corporation shall have and continuously maintain in this State a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the board of directors ("board") may from time to time determine.

ARTICLE III Members

Section 1. Classes of Members. The Council shall have the following membership classifications:

Regular: Any person who

- 1) is currently practicing in the field of estate planning (even though such person may work primarily in the field of financial planning) (i) as a lawyer, certified public accountant, chartered life underwriter, chartered financial consultant, certified financial planner or (ii) as a director, officer, manager or its equivalent of a business or organization performing estate planning in connection with (A) trust and estate administration, (B) wealth management, (C) planned giving, (D) valuation services, (ii) or (iii) in such other capacity as the board approves; capacity as the board approves; a lawyer, certified public accountant chartered life underwriter, chartered financial consultant, certified financial planner, or officer in a trust company or a bank who works primarily in the field of financial planning and also practices estate planning.

- 2) has a minimum of five years experience in estate planning; and

- 3) maintains his or her principal place of business in the Chicago metropolitan area.

Associate Any person who has a minimum of two years experience in estate planning and otherwise meets the criteria of regular membership. An associate member shall have all rights of membership, except voting rights.

Senior Any person who is at least 65 years old and has been a member of the Council for 10 years.

Retired Any member who has retired from active practice in the field of estate planning. An applicant for retired status shall submit the request in writing, detailing the nature of the change in status. Retired status may be granted to a member upon review of the member's written request and approval of the change in status by two-thirds vote of the board present and voting at a meeting in which the request is considered.

Honorary The presiding Judge of the Probate Division of the Circuit Court of Cook County, Illinois, and the Dean of each accredited Law School located in the Chicago metropolitan area, or the designated faculty representative, shall be honorary members of the Council. An honorary member shall have all the rights of membership, except voting rights.

Section 2. Election of Members. An applicant for regular or associate membership who meets the criteria therefor shall become a member if so elected by a two-thirds vote of the board present and voting at a meeting in which the application is considered. As a condition of election, the applicant shall certify to the Council that he or she is familiar with, and will take an active interest in furthering the purposes of the Council. The board may, from time to time, promulgate such regulations, consistent with these by-laws, pertaining to applications for memberships and election to membership, as the board may deem proper.

Section 3. Voting Rights. Each regular, retired and senior member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Resignation. Any member may resign by filing a written resignation with the secretary.

Section 5. Transfer of membership. Membership in the Council is not transferable or assignable.

ARTICLE IV Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held each year at such time and place as may be selected by the board for the purpose of electing directors and officers and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called either by the president, the board, or by not less than fifty percent of the members having voting rights.

Section 3. Place of Meeting. The board may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the board. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Council in the State of Illinois.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members and, in the case of a special meeting, the purpose or purposes for which such meeting is called, shall be delivered, either personally or by mail, to each member, not less than five nor more than forty

days before the date of such meeting, by or at the direction of the president, or the secretary, or the members calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the Records of the Council, with postage thereon prepaid.

Section 5. Quorum. Ten percent of the members shall constitute a quorum at any meeting of the members.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member of his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Section 7. Other Meetings. The board may plan and conduct such other meetings (including, without limitation, luncheon and lecture meetings) and other programs and events for the benefit of the members and guests of the Council. All such meetings shall be open to all members and all members shall be given notice thereof. The programs for such other meetings shall be arranged by or with the approval of the board. No official corporate action shall be taken by the members at any such meeting; provided, that nothing herein shall prevent the holding of any annual or special meeting immediately before or after any such meeting if the requirements of the Article IV have been satisfied with respect to such annual or special meeting.

Section 8. Member Requests for Discussion of Items. Any member may in writing addressed to the secretary request the board to bring up for discussion at any meeting of the members any matter in which such member may be interested. Except as otherwise required by law, the board, in its discretion may present any such matter for consideration at any such meeting.

ARTICLE V Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its board.

Section 2. Number, Tenure and Qualifications. The number of directors shall be eleven, five of whom shall be the president, vice president, treasurer, secretary, and immediate past president, and six of whom shall be members not occupying any of the foregoing position. Two of the latter category of directors shall be elected for a term of three years at each annual meeting of the members, as provided in Article VIII. Each director shall serve the term for which he or she was elected until his or her successor shall have been elected and qualified unless prior thereto he or she becomes disqualified to hold the office of director. Only members entitled to vote may serve as directors.

Section 3. Regular Meetings. A regular annual meeting of the board will be the first board meeting after the annual meeting of members. The board may provide by resolution the time and place, either within or without the State of Illinois, for the holding of not less than six regular meetings of the board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the board shall be called by the president at the president's discretion or when he or she is requested to do so by three directors. The president may fix any place either within or without the State of Illinois, as the place for holding any special meeting of the board.

Section 5. Notice. Notice of any special meeting of the board shall be given at least three days prior thereto by written notice delivered, either personally or by mail, to each director at his or her address as shown by the records of the Council. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the

notice or waiver of notice of such meeting.

Section 6. Quorum. Five directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, except where otherwise provided by law or by these bylaws.

Section 8. Informal Action by Board of Directors. Any action required to be taken by law at a meeting of the board, or which may be taken at such a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors.

Section 9. Vacancies. Any vacancy occurring in the board because of death, resignation, removal, disqualification or otherwise may be filled by the board for the unexpired portion of the term.

Section 10. Compensation. Directors as such shall not receive any salary for their service as directors.

ARTICLE VI Officers

Section 1. Officers. The officers of the Council shall be a president, a vice president, a treasurer, and a secretary.

Section 2. Election and Term of Office. The officers of the Council shall be elected at each annual meeting of the members, as provided in Article VIII. Each officer shall hold office for a term of one year and until such officer's successor shall have been duly elected and qualified. Only members entitled to vote may serve as officers.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board for the unexpired portion of the term.

Section 4. President. The president shall be the principal executive officer of the Council and shall in general supervise all the activities, business and affairs of the Council; shall preside at all meetings of the members and of the board; may sign, with the secretary or any other proper officer of the Council authorized by the board, any documents or instruments which the board has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the board or by these bylaws or by statute to some other officer or agent of the corporation; and shall in general perform or delegate all duties incident to the office of president and such other duties as may be prescribed by the board from time to time.

Section 5. Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president; and shall in general perform or delegate all duties incident to the office of vice president and such other duties as may be assigned by the president or by the board from time to time.

Section 6. Treasurer. The treasurer shall be the principal financial officer of the Council; shall have custody of all funds and property of the Council and shall deposit all funds of the Council in accordance with the provisions of Article XI; shall prepare and submit a statement of the financial condition of the Council at the annual meeting of members and at such other times and in such manner as the board may require; and shall in general perform or delegate all the duties incident to the office of treasurer and such other duties as may be assigned by the president or the board from time to time.

Section 7. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of

the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and shall in general perform or delegate all duties incident to the office of secretary and such other duties as may be assigned by the president or the board from time to time.

Section 8. Compensation. Officers as such shall not receive any salary for their services as officers.

ARTICLE VII Committees

Section 1. Committees of Directors. The board, by resolution adopted by a majority of the directors in office, may designate one or more committees and the chairman and membership thereof, which shall consist of two or more directors. Such committees shall, to the extent provided in said resolution, have and exercise the authority of the board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed by law.

Section 2. Other Committees. The president shall have the power to designate such other committees not having and exercising the authority of the board in the management of the Council as the president shall deem advisable to further the purposes of the Council. The president shall appoint the chairman and members of each such committee from the membership of the Council. All members so appointed shall serve at the pleasure of the president.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Council and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled in the same manner as provided in this Article VII for the appointment of the original membership of such committee.

Section 5. Quorum. Unless otherwise provided in the board resolution or direction of the president; as the case may be, through which a committee was designated, a majority of such committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board.

ARTICLE VIII Nominations and Elections

Section 1. Nominating Committee; Nominations. The president shall, not less than forty days prior to the date of the annual meeting of members, appoint a nominating committee of six members to select one or more nominees for each of the positions to be filled by election at such annual meeting, as provided in Articles V and VI. The nominating committee shall file the names of its nominees with the secretary at least thirty days before the date of such meeting. No less than 15 days prior to the annual meeting, the secretary shall notify all members of the names of the nominees and the positions for which each is nominated.

Section 2. Other Nominations. In addition, any 25 members no more than 10 of whom shall be from the same discipline and, no two of whom shall be from the same firm or corporation, may nominate any member for any position to be filled by election at the annual meeting, as provided in Articles V and VI, by filing written notice thereof with the secretary at least ten days before the date of the annual meeting. The secretary shall forthwith notify all members of the names of the members so nominated and the positions for which each is nominated. Other nominations shall

not be permitted at the annual meeting.

Section 3. Elections. Each member entitled to vote shall be entitled to cast one vote for each of the positions to be filled by election as set forth in Articles V and VI. The nominee receiving the largest number of votes for each position shall be declared elected.

ARTICLE IX Suspension, Expulsions, Removals and Reinstatements

Section 1. Members. Any member may be suspended or expelled for conduct which, in the judgment of the board, is inconsistent with the purposes of the Council or injurious to the Council.

Such suspension or expulsion shall require an affirmative vote of two-thirds of the board; provided, that the board may by resolution provide for the automatic suspension or expulsion of any member for nonpayment of dues. Any member who has been convicted of a felony shall be expelled from the Council. The board may also reinstate suspended or expelled members upon such terms, including the payment of reinstatement fees, as it deems appropriate.

Section 2. Directors and Officers. Any director or officer may be removed from such position by the members entitled to vote when, in their judgment, the best interests of the Council will be served thereby. Such removal shall require a notice specifying the director or officer to be removed and an affirmative vote of a majority of the members voting at any meeting of members called for the purpose of considering such removal.

Section 3. Notice and Hearing. No member shall be suspended or expelled, except for the nonpayment of dues, and no director or officer shall be removed, unless written notice of such proposed action, together with a concise statement of the alleged conduct upon which such action is based, shall be given to such member, director or officer by first class mail not less than thirty days prior to the final action by the body authorized to act upon his or her suspension, expulsion or removal (hereinafter in this Section 3 the "authorized body"). Such notice shall be given by or at the direction of those officers, directors or members empowered elsewhere in these bylaws to call or to require the calling of a special meeting of the authorized body upon written notice sent by first class mail to the president of the Council within ten days after the mailing of the foregoing notice.

ARTICLE X Indemnification of Officers and Directors

Section 1. The Council may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he or she is or was a director, officer, employee or agent of the Council, or who is or was serving at the request of the Council as a director, officer, employee or agent of another Council, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Council, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. The Council may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Council, or is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Council, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Council, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the Council has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article X, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Any indemnification under Sections (1) and (2) of this Article X (unless ordered by a court) shall be made by the Council only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article X. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Council in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Council as authorized in this Article X.

Section 6. The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested director, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. The Council may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Council, or who is or was serving at the request of the Council as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Council would have the power to indemnify such person against such liability under the provisions of this Article X.

ARTICLE XI
Contracts, Checks, Deposits and Funds

Section 1. Contracts. The board may authorize any officer

or officers, agent or agents of the Council, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of moneynotes or other evidences of indebtedness issued in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council, and in such manner, as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the president or treasurer.

Section 3. Deposits. All funds of the Council not otherwise employed shall be deposited from time to time to the credit of the Council in a bank or trust company located in the City of Chicago and approved by the board.

ARTICLE XII
Books and Records

The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board and committees having any of the authority of the board, and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the Council may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII
Fiscal Year

The fiscal year of the Council shall begin on the first day of July of each year and end on the last day of June of each year.

ARTICLE XIV
Dues

The annual dues for each member shall be such amount as the board shall determine from time to time is reasonably necessary to meet the financial requirements of the Council. No dues shall be payable by honorary members. The board shall determine the time for the payment of the annual dues and may, in its discretion, prorate the initial dues of new members in such a manner as it may determine to be fair and equitable.

ARTICLE XV
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Genreal Not For Profit Corporation Act of Illinois, or under the provision of the Articles of Incorporation or bylaws of the corporation, a waiver thereof in writing, by the person or persons entitled to such notice, whether before or after the stated date therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI
Advertisement

No member of the Council shall use his or her membership in the Council in any form of advertisement or solicitation of business.

ARTICLE XVII
Amendments

These bylaws may be amended at any meeting of the members of the Council at which there is a quorum, by a vote of two-thirds of the members present, provided that notice setting forth such proposed amendment or amendments shall have been communicated in writing to all members at least ten days prior to the date of such meeting.