

**AMENDED AND RESTATED  
BYLAWS  
OF  
PLANNED GIVING ROUND TABLE  
OF ARIZONA**

*(May 2013)*

**ARTICLE I**

**Name**

The name of this organization shall be the PLANNED GIVING ROUND TABLE OF ARIZONA (the "Round Table").

**ARTICLE II**

**Purpose and Objectives**

Section 1. Charitable and Educational Purposes. The Round Table is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The charitable and educational purposes of the Round Table are to provide and encourage education and training of the planned giving community and its allied professionals, and to promote planned giving in general. The planned giving community shall be defined as those individuals who work for charitable organizations with donors and professional advisors in order to encourage gifts to organizations exempt under Section 501(c)(3), of the Internal Revenue Code, with due consideration given to the donor's overall financial and estate plan.

**ARTICLE III**

**Membership**

Section 1. Eligibility for Membership. Membership in the Round Table shall be open to those individuals engaged in estate and gift planning allied professions.

Section 2. Admission of Members.

- a. An eligible applicant shall complete an application form prescribed by the Board.

- b. The applicant shall become a member effective as of the date that the applicant's application and dues are received by the Round Table, unless the majority of the Board votes to deny membership.
- c. Membership in the Round Table vests with the individual and is not transferable. There shall be no corporate or institutional memberships in the Round Table.

Section 3. Responsibility of Members.

- a. Continuance of membership in the Round Table shall be contingent on payment of annual dues as set by the Board.
- b. Members of the Round Table are encouraged to adhere to the code of ethics outlined in the Model Standards of Practice for the Charitable Gift Planner, as adopted by the Partnership for Philanthropic Planning, as amended from time to time.

Section 4. Privileges of Members. The following privileges are extended to all Round Table members:

- a. Attendance and direct participation at all meetings. Notice of all meetings shall be sent to members at least ten days in advance of the meeting dates.
- b. Voting power on all matters relating to the membership, including but not limited to the election of board members and amendment of the Bylaws. Each member shall be entitled to one vote on all matters. A vote of the members can be conducted at a meeting of the members or by written or electronic transmission. Except as otherwise specifically provided in these Bylaws, the vote by a majority of members, provided a quorum participates, shall constitute an act of the members. With respect to votes by written or electronic transmission, except as otherwise specifically provided in these Bylaws, the affirmative vote of a majority of the members shall constitute an act of the members.
- c. The opportunity to submit planned giving cases for discussion.
- d. Access to any and all membership benefits supported by the board of directors, including but not limited to favorable pricing at Round Table events, discounted attendance options at allied professional events, or access to industry based publications and subscriptions supporting estate and planned giving planners.

Section 5. Removal of Members. Any member may be removed from the Round Table, with or without cause, by a vote of the majority of the Board.

## ARTICLE IV

### Board of Directors and Officers

Section 1. Composition and Duties. The Round Table shall be managed by a Board of Directors, which shall be responsible for the development and execution of the Round Table's policies and the prudent management of its programs and affairs, according to these Bylaws. There shall be at least five but no more than seven At Large board members, not including five officers.

The officers shall be: President, Vice President, Secretary, Treasurer, and Past President (non-voting).

- a. President. The President shall serve as the Chief Executive Officer of the Round Table and shall diligently enforce its Bylaws. He/she shall preside at all meetings and shall serve as Program Chair, or participate directly in any active Program Committee.
- b. Vice President. The Vice President is president-elect of the Round Table and shall preside in the absence of the President. The Vice President shall also directly participate in any active program committee, be responsible for preparing the educational program for the following year, and actively participate in any major educational special event oversight committee. The Vice President is the presumed President Elect.
- c. Secretary. The Secretary shall be responsible for maintaining records, distributing/overseeing current membership rosters, sending notices of meetings to members, recording meeting minutes, and handling general correspondence for the Round Table. The Secretary shall also serve as liaison to the Partnership for Philanthropic Planning.
- d. Treasurer. The Treasurer shall be responsible for the collection of dues from members and all fees, and the deposit of funds received in a designated bank. The Treasurer shall also be responsible for the disbursement of funds for meetings and other purposes as authorized by the Board.
- e. Past President. The Past President shall serve in an advisory capacity to the Boar, and shall join the nominating committee. This is a non-voting position.
- f. At-Large Members. At-Large Board Members shall fully participate in all Board business and meetings. They also may be assigned particular

projects and responsibilities according to the needs and activities of Round Table.

Section 2. Eligibility and Election.

- a. General Requirements. Candidates for each position must be members in good standing.
- b. Special Requirements for the Office of President. Only those individuals who are presently serving or have served in an elected office of this Round Table will be eligible for nomination and election as President; provided, however, that if no such individuals are willing and able to serve as President, then any member in good standing shall be eligible for nomination and election as President.
- c. Election. At large directors and officers shall be elected by the members each April. A written slate of proposed directors and officers, prepared by the Nominating Committee, shall be sent to the Round Table membership with the notice of the April meeting. Members shall have the opportunity at the April meeting to nominate additional candidates from the floor, in addition to write in candidate options on all ballots. All candidates for the board must either be present at the meeting in which the election is held, or have given prior written consent to serve if elected. In the event directors and officers are not elected at the April meeting, they shall be elected by written transmission, or at the next regularly scheduled meeting, or at a special meeting called for that purpose, as determined by the Board.
- d.

Section 3. Terms of Office. All At Large directors serve rotating, staggered 2 year terms of office, ensuring that at least two to four At Large directors are elected annually. All officers shall be elected for a term of one year which shall commence on the first day of July following the election. If an At Large board member vacates At Large status to fill an Officer position, the At Large position shall be deemed to be a vacancy.

Section 4. Voting. Each member of the Board, with the exception of the Past President, shall have one vote. Any Board action shall require the affirmative vote of the majority of the members, whether present or absent.

Section 5. Vacancies. Any vacancy in an office or At-Large position may be filled by a majority vote of the remaining members of the Board. Any person so elected shall hold office for the remainder of the term.

Section 6. Resignation. Any officer or At-Large member may resign at any time by giving written notice of such resignation to the Board.

Section 7. Removal. Any officer or At-Large member may be removed from office, with or without cause, by a majority vote of the Board or by a vote of the members.

Section 8. Term Limits: Any At Large director or officer may be elected up to two terms before rotating off of the board for one year. An At Large director may serve up to 4 years consecutively, and an Officer may serve up to 2 years consecutively in any single office. No At Large director or Officer may serve more than 6 years cumulatively in any board position before rotating off of the board for one year.

## ARTICLE V

### Meetings

Meetings of the Round Table shall be held at least six times yearly, with the first meeting to be held in January, and at least quarterly thereafter. Meetings shall consist of a business portion and an educational program of interest consistent with the purposes and objectives of the Round Table, as described in Article II.

## ARTICLE VI

### Committees

Section 1. Standing Committees. Any Round Table member in good standing may serve as a Committee Chair, however active committee members need not be active Round Table members to participate in committee discussions or activities. The Round Table shall have the following Standing Committees and the Board of Directors may establish and appoint other committees in accordance with policies and procedures adopted by the Board.

- A. Executive Committee. The Round Table Executive Committee shall be composed of the following officers: President, Vice President, Secretary, Treasurer, and Past President (non-voting Officer). The Executive Committee shall have the powers of the Board necessary to conduct the business of the Round Table between meetings of the Board of Directors. The Executive Committee shall maintain written minutes of any meetings and submit such minutes to the full board at the next regularly scheduled board meeting. The Executive Committee shall seek full board affirmation of any actions that impact governance or financial matters. The Executive Committee shall convene upon the call of the President. A majority of the Executive Committee shall constitute a quorum.
- B. Membership Committee. The Membership Committee shall be responsible for endeavoring to maintain and expand membership rolls and services. One At Large board member shall be appointed board liaison to the membership committee.

- C. Government Relations Committee. The Government Relations Committee shall be responsible for monitoring and reporting legal and governmental developments that are relevant to Planned Giving. One At Large board member shall be appointed board liaison to the Government Relations Committee.
- D. Leave a Legacy Committee. The Leave and Legacy Committee shall be responsible for leading the "Leave a Legacy" program in the geographic area served by the Round Table. One At Large board member shall be appointed board liaison to the Leave a Legacy Committee.
- E. Nominating Committee. The Nominating Committee shall be comprised of at least three members. The president-elect shall serve as Committee Chair. The outgoing President and all past Presidents who are current members in good standing shall be invited to serve on the committee. The Board may appoint additional Nominating Committee members. The Nominating Committee shall prepare a written slate of At Large and officer candidates to be sent to the Round Table membership with the notice of the April meeting.
- F. Annual Major Educational Event Committee. The Annual Major Educational Event Committee shall be responsible for producing one signature event annually relevant to Article II. This committee shall seek active participation from at least one member of every other standing committee, and shall report to the Vice President of the board. The committee chair is appointed by the Vice President of the board, and must be a member in good standing of the Round Table. The Vice President of the board may choose to serve as committee chair.
- G. Sponsorship Chair: The sponsorship committee shall assist the Treasurer of the board with determining revenue targets annually for the next year from Round Table sponsorships options, and shall seek to actively fill all open sponsorships and develop options that are deemed valuable to potential sponsors, consistent with fulfilling the mission and purpose of the Round Table.

Section 2. Special Committees. The Board shall have the power to appoint special committees as may be deemed necessary and advisable to carry out any Round Table activity.

## ARTICLE VII

### Member of Partnership for Philanthropic Planning

The Round Table derives its publicly funded charitable status from its membership as a local Council of the Partnership for Philanthropic Planning ("PPP") and shall remain affiliated with PPP so long as it meets the membership requirements set by PPP. The Round Table

recognizes that local Councils are subject to PPP rules in order to continue the membership relationship between PPP and the local Councils.

## ARTICLE VIII

### Tax Exempt Status

Section 1. Prohibited Activities. No part of the net earnings of the Round Table shall inure to the benefit of or be distributable to its officers, members, or other private persons, except that the Round Table shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the Round Table's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Round Table shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Round Table shall not carry on any activities not permitted to be carried on by an organization exempt from income tax under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws or by an organization contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code or corresponding provision of any future federal tax laws.

### Section 2. Dissolution.

- a. Procedure. Dissolution shall only occur as a result of the vote of active members.
- b. Distribution. Upon dissolution or termination of the Round Table, the Board, after making provision for the payment of all the liabilities, shall arrange for the distribution of all of the assets exclusively for the tax-exempt purposes of the Round Table, by distribution to one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding provision of any future federal tax laws, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Round Table is then located, exclusively for the tax-exempt purposes of the Round Table or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

### Indemnification

To the fullest extent permitted by law, but only to the extent of available funds, the Round Table shall indemnify every officer, Board member, employee, or agent of the Round Table against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him/her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which he/she is or was a party or is threatened to be made a party by reason of the fact that he/she is or was an officer, Board member, employee, or agent of the Round Table. The foregoing rights of indemnification shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Notwithstanding the foregoing, the Board shall have the right to refuse indemnification as to any expenses unreasonably incurred.

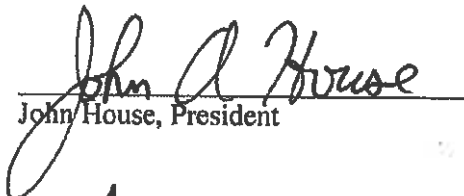
### ARTICLE X

#### Amendment of Bylaws

These Bylaws may be amended by affirmative vote of two-thirds of the members who are either present at a regular meeting, a special meeting called for this purpose, or who cast their vote by written transmittal; provided, in all cases, that a quorum of one-half of the membership is present in person or by proxy. Notice of such meeting, including a copy of the proposed amendments, shall be sent to each member of the Round Table at least ten days prior to such meeting.

#### CERTIFICATE OF ADOPTION

The undersigned President and Secretary do hereby certify that the foregoing Amended and Restated Bylaws were adopted by the members of the Planned Giving Round Table of Arizona at a meeting in (month) of 2013.

  
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John House, President

  
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Frank Bourget, Secretary