

AMENDED & RESTATED TACOMA ESTATE PLANNING COUNCIL ARTICLES OF ASSOCIATION

(As amended through February 9, 2010)

ARTICLE I. NAME

The name of this Association shall be TACOMA ESTATE PLANNING COUNCIL.

ARTICLE II. PURPOSE

The purposes of the Council shall be:

To promote intelligent estate planning; and

To promote an understanding of the areas of cooperation between the professions represented by the membership essential to successful estate planning.

The Council shall be advisory in character and shall have no power to bind its members to any action or conclusion that is not provided for in this instrument.

ARTICLE III. MEMBERSHIP

1. The membership of the Council shall consist of Active Members and Senior Members. The Active Members of the Council shall be persons actively (although not necessarily exclusively) engaged in the field of estate planning whose principal business office is in Pierce County, Washington or the city of Federal Way, Washington. Active Members shall have a minimum of three years of experience in estate planning. The Active Members shall consist of persons in the following five groups: (1) Chartered Life Underwriters (having the "CLU" designation), Chartered Financial Consultants (having the "ChFC" designation), Certified Financial Planners (having the "CFP" designation); (2) officials or employees of trust companies; (3) Attorneys at Law; (4) Certified Public Accountants (having the "CPA" designation); and (5) members "At Large" (persons who are ineligible for membership in one of the first four groups, other than because of the number limitation, but who are otherwise actively engaged in the field of estate planning). There shall be no more than thirty-five (35) Active Members in each of the five groups at one time. To assist the Executive Committee in making determinations concerning the qualifications for At Large membership, the following are examples of potentially qualified candidates: planned giving professionals, elder care advisors/consultants/providers, private banking officers, investment management professionals, and executive directors/staff of qualified charities. In making the determination of qualified candidates for At Large membership, the Executive Committee shall be guided by the requirement that candidates must be actively engaged in the field of estate planning. Additionally, the Executive Committee shall determine to its satisfaction that a prospective At Large member is not circumventing a requirement for a professional designation to otherwise

qualify for membership in one of the first four categories. For example, a practicing accountant, seeking membership based on employment as an accountant, must be a CPA, and insurance professionals actively engaged in the insurance profession and financial planners actively engaged in financial planning must hold a CLU, ChFC or CFP designation. Upon application, any Active Member who has attained the age of 65 years, or who has retired from active practice of his or her profession, may elect to remain in this organization as a Senior Member. Senior Members shall have no attendance requirements, shall not be entitled to vote on any matters coming before the membership and effective for the next fiscal year of the Council (or the current one if the application is received by the Secretary prior to the first meeting of the year) shall have reduced dues as provided in Article VII. The application must be to the Secretary on the form provided by that officer. A Senior Member must pay for meals at meetings not attended unless he or she has timely notified the Secretary or Treasurer of nonattendance (the same rule as applies to all other members).

2. The membership of any Active Member shall be subject to termination by the Executive Committee for failure to attend 50% of the meetings during the Council's fiscal year unless the member shall have been granted a leave of absence. Leave of absence will be granted, upon written or oral request, by the Secretary. Leave of absence will be granted for sickness, travel, out-of-town commitments, professional obligations requiring continued out-of-town activity, and educational improvement. All members must be in good standing in their state or local professional associations (as applicable) and loss of such shall result in immediate termination of membership in the Council.

3. Applications of new members to the Council shall be submitted to the Executive Committee, who thereupon will vote on each application separately, not sooner than 10 days' after mailing (or transmitting via e-mail) written notice of the application to the membership, and a majority of votes for such applicant shall be required for the election of the applicant as a member of the Tacoma Estate Planning Council.

ARTICLE IV. OFFICERS

1. The Officers of the Council shall consist of a President, a Vice President, a Secretary, and a Treasurer. All of the Officers shall be selected by a vote of a majority of the members of the Council present at each annual meeting, and shall hold office for one year and until their successors shall be chosen. Not more than one member of each of the five groups described in Article III may be elected, appointed, or serve as an officer of the Council for concurrent terms.

2. The President shall be chief executive officer and shall preside at all meetings of the Council.

3. The Vice President, in addition to assuming the duties of President when the President is unable to act or is unavailable, shall have the responsibility for providing the programs, speakers, entertainment and the like for each regular meeting of the Council.

4. The Secretary shall keep Minutes of all meetings of the Council, carry on the correspondence of the Council, execute official documents with the President in the name of the Council, and perform such other duties as are ordinarily performed by the Secretary.

5. The Treasurer shall have custody of all funds and property of the Council and shall deposit all funds of the Council in a Bank or Trust Company located in the City of Tacoma; all withdrawals of such funds shall be on checks or orders signed by one of the officers. The Treasurer shall prepare and submit a statement of the financial condition of the Council at the annual meeting and at such time and in such manner as the Executive Committee shall require.

6. The officers shall perform such other duties as may be specified from time to time by the Executive Committee.

7. Each year before the regular meeting in March, the Executive Committee shall compile a slate of candidates for the offices for the coming year, to consist of one candidate per office. Unless in the judgment of the Executive Committee it would be contrary to the Council's best interests, the candidate for President shall be the currently serving Vice President, the candidate for Vice President shall be the currently serving Secretary, and the candidate for Secretary shall be the currently serving Treasurer. The candidate for Treasurer shall be selected from the Active Members of the group described in Article III from which the current immediate past President comes. The slate shall be distributed with the notice for the March meeting. Members may submit additional nominations in writing to the Secretary any time during the six weeks following the March meeting. Nominations may not be made at any other time or in any other manner. The election of officers shall be conducted at the annual meeting and the new officers thereupon installed.

ARTICLE V. COMMITTEES

1. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer and the immediate past President. In addition to the duties herein specifically designated, the Executive Committee shall be vested with all powers and authority necessary or proper to carry on all business of the Council as well as its governance.

2. Other Committees. Such other committees as shall be deemed necessary may be appointed by the Executive Committee, with such duties and responsibilities as the Executive Committee may designate.

ARTICLE VI. MEETINGS

Meetings for the furtherance of the objects of this Council may be called by the Executive Committee at stated times, or from time to time in its discretion, and the program of such

meetings shall be arranged by the Executive Committee. No person may attend as a guest more than one meeting each fiscal year. The annual meeting of the Council shall be held on the second Tuesday in May of each year at such time and place as may be selected by the Executive Committee. The Secretary shall mail each member (or transmit via e-mail) a notice of the meeting at least five (5) days prior to the date of same. The Secretary shall mail to the membership (or transmit via e-mail) a notice of each regular meeting not less than seven days before the date of the meeting. Forty per cent of the members of the Council shall constitute a quorum at any regular, special or annual meeting of the Council. Any member may, in writing addressed to the Secretary (and mailed or transmitted via e-mail), request the Committee to bring up any matter for discussion at any meeting, except the annual meeting.

ARTICLE VII. INITIATION FEE AND DUES

The revenues of the Council shall be provided by the following charges: an initiation fee of \$60 to be paid by each new Member within thirty (30) days after notice of admission to the Council; annual dues of \$40 for each Active Member; annual dues of \$25 for each Senior Member. All dues are payable by the Friday following the regular December meeting of each year, provided that any Member who pays his or her dues later than the Friday following the regular November meeting of a year shall pay dues in the amount of \$80 (regardless of whether the Member is an Active Member or a Senior Member). Any Member who has not paid the annual dues by the Friday following the regular December meeting shall be automatically terminated as a Member. A person whose Membership is terminated for failure to timely pay annual dues may apply for readmission on the same basis as any other person, including the requirement to pay the initiation fee.

ARTICLE VIII. ADVERTISEMENT; USE OF ROSTER

Members of this Council may refer to their membership in the Council in routine biographical/profile statements, websites, social media and networking sites, and other advertising or promotional materials. The membership roster of the Council shall generally be made public, e.g. through publication on a website.

ARTICLE IX. AMENDMENTS

These Articles of Association may be amended at any regular, annual or special meeting of the Council at which there is a quorum, by vote of two-thirds of the members present, provided that notice setting forth such proposed amendments shall have been mailed (or transmitted via e-mail) to all Active Members at least ten (10) days prior to the date of such meeting.

ARTICLE X. DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of the final dissolution of this Council, its assets shall be distributed to such organization (determined to be qualified under Section 501(c)(3) of the Internal Revenue Code) which the Executive Committee selects which promotes the interests of estate planners or the public.

I hereby certify that the foregoing is a true and correct copy of the Amended & Restated Articles of Association as adopted by vote of the Tacoma Estate Planning Council on February 9, 2010.



SECRETARY