

**AMENDED AND RESTATED
BYLAWS
OF
PLANNED GIVING ROUNDTABLE
OF ARIZONA**

April, 2008

ARTICLE I

Name

The name of this organization shall be the PLANNED GIVING ROUNDTABLE OF ARIZONA (the "Roundtable").

ARTICLE II

Purpose and Objectives

Section 1. Charitable and Educational Purposes. The Roundtable 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 Roundtable 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 Roundtable shall be open to those individuals engaged in gift planning and its 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 Roundtable, unless the majority of the Board votes to deny membership.
- c. Membership in the Roundtable vests with the individual and is not transferable. There shall be no corporate or institutional memberships in the Roundtable.

Section 3. Responsibility of Members.

- a. Continuance of membership in the Roundtable shall be contingent on payment of annual dues as set by the Board.
- b. Members of the Roundtable 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 National Committee on Planned Giving, as amended from time to time.

Section 4. Privileges of Members. The following privileges are extended to all Roundtable 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 officers, removal of 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 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 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.

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

ARTICLE IV

Officers

Section 1. Composition and Duties. The Roundtable shall be managed by a Board, which shall be responsible for the development and execution of the Roundtable's policies and the prudent management of its programs and affairs, according to these Bylaws. There shall be at least seven but no more than eleven board members, including seven officers and up to four At-Large members. The officers shall be: President, Vice President, Secretary, Treasurer, Membership Chairman, Government Relations Chairman and Leave a Legacy Chairman.

- a. President. The President shall serve as the Chief Executive Officer of the Roundtable and shall diligently enforce its Bylaws. He/she shall preside at all meetings and shall serve as Program Chair.
- b. Vice President. The Vice President is president-elect of the Roundtable and shall preside in the absence of the President. The Vice President shall also prepare an educational program for the following year.
- c. Secretary. The Secretary shall be responsible for maintaining records, distributing membership rosters, sending notices of meetings to members, recording meeting minutes, and handling general correspondence for the Roundtable. The Secretary shall also serve as liaison to the National Committee on Planned Giving.
- 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. Membership Chair. The Membership Chairman shall be responsible for endeavoring to maintain and expand membership rolls and services.
- f. Government Relations Chair. The Government Relations Chairman shall be responsible for monitoring and reporting legal and governmental developments that are relevant to Planned Giving.
- g. Leave a Legacy Chair. The Leave and Legacy Chairman shall be responsible for leading the "Leave a Legacy" program in the geographic area served by the Roundtable.
- h. 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 Roundtable.

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 Roundtable 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. Officers shall be elected by the members at each April meeting of the Round Table. A written slate of 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. All candidates for the office 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 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. Appointment of At-Large Members. At-large members shall be appointed by a vote of the Officers of the Board.

Section 3. Terms of Office. All officers shall be elected for a term of one year which shall commence on the first day of July following the election.

Section 4. Voting. Each member of the Board 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 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 may resign at any time by giving written notice of such resignation to the Board.

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

ARTICLE V

Meetings

Meetings of the Roundtable 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 a program of interest consistent with the purposes and objectives of the Roundtable, as described in Article II.

ARTICLE VI

Committees

Section 1. Nominating Committee.

- a. **Duties.** There shall be a Nominating Committee, which shall prepare a written slate of officer candidates to be sent to the Roundtable membership with the notice of the April meeting.
- b. **Composition.** 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 also current members in good standing shall be invited to serve on the committee. The Board shall appoint any additional Nominating Committee members.

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 Roundtable activity.

ARTICLE VII

Member of National Committee on Planned Giving

The Roundtable is a member and a local Council of the National Committee on Planned Giving (the "NCPG") and shall remain affiliated with the NCPG so long as it meets the membership requirements set by NCPG. The Roundtable recognizes that local Councils are subject to NCPG rules in order to continue the membership relationship between NCPG and the local Councils.

ARTICLE VIII

Tax Exempt Status

Section 1. Prohibited Activities. No part of the net earnings of the Roundtable shall inure to the benefit of or be distributable to its officers, members, or other private persons, except that the Roundtable 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 Roundtable's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Roundtable 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 Roundtable 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 Roundtable, 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 Roundtable, 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 Roundtable is then located, exclusively for the tax-exempt purposes of the Roundtable 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 Roundtable shall indemnify every officer, Board member, employee, or agent of the Roundtable 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 Roundtable. 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 Roundtable 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 Roundtable of Arizona at a meeting in September of 2000.



Harlan Loffman, President



Nancy Gerald, Secretary