

**Amendment by Replacement BY-LAWS
OF THE
MCLEAN ESTATE PLANNING COUNCIL
A Virginia Non-Stock Corporation**

ARTICLE I - PURPOSE

1. **PURPOSE.** The purpose of the McLean Estate Planning Council is the continued professional education in estate and related planning. It is organized as a Non-Stock corporation (organization) in Virginia and shall maintain its principal office in Virginia.

2. **APPROVAL.** The initial Directors are appointed by the Incorporator pursuant to the Articles of Incorporation. These By-Laws were adopted by the Board of Directors on July 10th, 2009.

ARTICLE II - DIRECTORS

1. **MANAGEMENT.** The business and affairs of the organization shall be managed by its Board of Directors. The acts and actions of Directors as members of the Board of Directors shall in all cases be acts as a Board of Directors, and they may adopt such policies, rules and regulations for the conduct of their meetings and the management of the organization as they may deem proper, not inconsistent with these By-Laws and applicable law. The Board of Directors may adopt and revise one or more Policies or Policy Manual(s) or sections in their sole discretion.

2. **NUMBER, QUALIFICATIONS, ELECTION, AND, TENURE OF THE DIRECTORS.** The number of Directors of the Board of Directors shall be no fewer than three or as otherwise set by a resolution of the Board of Directors.

- 2A. Persons qualified to serve as a Director must be a member of MEPC for at least the twelve month period immediately preceding the election in which the person will run as a candidate for Director, and must have attended a minimum of eight (8) MEPC sponsored events during that twelve month period.
- 2B. Directors shall be elected by the members.
- 2C. The Board of Directors may from time to time determine by resolution how elections are to be conducted.
- 2D. Directors shall be elected with staggered terms such that as equal a portion as practicable of one-third of the directors positions are to be elected during October of each year to take office as of January of the next year.
- 2E. A Director appointed to fill a vacancy caused by resignation, death, or removal, shall hold office for the unexpired term of his or her predecessor.
- 2F. Directors shall serve until their successor has been duly designated, qualified, and accepted their appointment by their agreeing to serve.

3. **MEETINGS OF THE DIRECTORS.** The directors shall meet in any manner they choose but not less often than once a year. They may hold meetings, conduct business, and make decisions and resolutions by electronic means. Any Director or any Officer may request a meeting in

person by formal written Notice sent by first class mail postage prepaid after at least one bonafide good faith effort to have a meeting by telephone or by electronic means.

4. NOTICE. If any meeting or decision requires a formal meeting with written Notice, then any such notice of a meeting and its purpose or the business to be discussed shall be given at least ten (10) days previously thereto by written notice delivered personally, or by e-mail, or mailed by regular U.S. Post Office mail to each director at his regular business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, by registered or certified mail, return receipt requested. The attendance of a director at a 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 pending ten days notice of the meeting. To be effective, any such Objection to the Notice of any such Meeting shall state a copy has been provided to the Secretary and the Registered Agent as the third parties of record of any such Objection to the Notice of any such Meeting.

5. QUORUM. At any meeting of the Directors, a majority of the Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If meetings are conducted by e-mail message or otherwise by electronic means, a Quorum shall exist if a majority of Directors have responded to the electronic message.

6. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7. VACANCIES. Vacancies occurring in the Board of Directors from death, removal, or resignation may be filled for the remainder of the term of the vacated position by the remaining Directors of the Board by a vote of a majority of the Directors then in office, although less than a quorum exists.

8. RESIGNATION. A Director may resign at any time by giving written notice to the other Directors with a copy to the Secretary and the Registered Agent. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Registered Agent, and the acceptance of the resignation shall not be necessary to make it effective.

9. COMPENSATION. No compensation shall be paid to Directors or Officers, as such, for their services, but the Board by resolution may provide for the reimbursement of expenses actually incurred and documented on behalf of the organization. Virginia Code §8.01-220.1:1 is noted as good and sufficient cause for Directors and Officers to be uncompensated.

10. PRESUMPTION OF ASSENT. A director of the organization who is present at a meeting of the directors at which action on any matter of the organization is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the members of the board and to the registered agent immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

For meetings held by electronic means, written dissent may be furnished by electronic means with distribution equal to that of the item dissented to.

11. EXECUTIVE AND OTHER COMMITTEES. The board, by resolution, may designate from among its members or otherwise such committees, boards, or other groups on such terms and conditions as the Board may determine. Each such committee shall serve at the pleasure of the Board of Directors.

12. REMOVAL. Directors serve at the pleasure of the Board of Directors. Removal of a Director isn't effective until the successor has taken office as otherwise set forth herein. Directors can be removed for cause by a majority vote of all the directors but only upon written notice and the opportunity for the affected director to have a meeting in person with a Quorum of the board and the opportunity to be heard on the issues and cause of removal.

ARTICLE III - OFFICERS

1. OFFICERSHIPS. The officers of the organization shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, each of whom shall be appointed by and serve at the pleasure of the Board of Directors. Each of the Directors not otherwise serving as an officer shall be deemed to be an ex-officio officer without portfolio who has the right to attend meetings of the officers. Such other officers, assistant officers, and members of other Boards and Committees as may be deemed necessary may be appointed by the Board of Directors.

2. ELECTION AND TERM OF OFFICE. The officers of the organization shall be appointed annually by the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign, or shall have been removed in the manner hereinafter provided.

3. REMOVAL. Officers shall serve at the pleasure of the Board of Directors. Any officer or agent elected or appointed by the directors may be removed by the Board of Directors whenever in their judgment the best interests of the organization would be served thereby.

4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. CHAIR. The Chair shall be the principal executive officer of the organization and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the organization and such other duties as may be agreed upon by the Directors and the Chair. The Chair shall, when present, preside at all meetings of the organization unless an alternate has been asked and agreed to serve. The Chair is a full voting member of the Board of Directors.

6. VICE-CHAIR. The Vice-Chair shall preside at the meetings of the Board of Directors in the absence of the Chair. Vice-Chair may preside at the meetings of the members in the absence of the Chair.

7. **SECRETARY.** The secretary shall be the custodian of the organization's records and keep a register of the address of each Director and Member and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Board of Directors.

8. **TREASURER.** The treasurer shall have charge and custody of and be responsible for all funds of the organization, see to the deposit of the same in such accounts as may be selected by the Board of Directors, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the directors.

ARTICLE IV - CONTRACTS, LOANS, CHECKS, DEPOSITS AND FINANCE

1. **CONTRACTS.** The Directors by a majority vote may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

2. **LOANS.** No loan shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

3. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such Officer or Officers, Agent or Agents of the organization and in such manner from time to time be determined by resolution of the Board of Directors. Absent other authorizing resolution, the Treasurer shall write and sign the checks of the organization with at least one officer authorized to sign checks as an alternate in the absence of the Treasurer.

4. **DEPOSITS.** All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks as the Treasurer may select with the affirmation of the Board of Directors.

5. **ACCOUNTING YEAR.** The organization's financial records shall be kept on a calendar year basis from January 1st to December 31st of each year.

ARTICLE V - MEMBERS

1. **ONE CLASS OF MEMBERSHIP.** There shall be one class of voting members.

1A. To be a member a person must:

1A.1. Be a member of one of the traditional professions of estate planning which are accountants, attorneys, insurance agents, investment and financial advisors and managers, and trust officers.

1A.2. Have attended at least one (1) MEPC sponsored event within the six (6) months period preceding his or her application for membership;

1A.3. Submit a membership application and annual dues payment to MEPC.

1A.4. Be approved for membership by the Board of Directors or a committee appointed by the Board of Directors for this purpose.

1B. A member shall have the right to vote for Directors for the Board of Directors and/or vote or provide guidance to the Board of Directors on such other matters as the Board of Directors may bring before the membership.

2 **Others** may be invited to meetings, but who:

2A. Do not pay dues; and

2B. May not vote for Directors for the Board of Directors.

3. **DUES.** Members shall pay dues of Forty Five Dollars (\$45.00) per calendar year which expire December 31st of each year and are not prorated for partial years.

4. MEMBERSHIP BOARD may be designated by a Resolution of the Board of Directors and shall serve at the pleasure of Board of Directors. The Board of Directors may select anyone for the Membership Board including Directors. In the absence of a Membership Board, the Board of Directors shall serve as the Membership Board.

4A. Approves Applications for Membership. The Membership Board may be delegated to approve all applications for Membership.

4B. Recommendations to Remove Members. The Membership Board may recommend any Member to the Board of Directors to be removed as a Member of the Organization.

- Upon tentative approval of removal of a Member by the Board of Directors, the Membership Board shall serve written or electronic Notice on the Member to be removed setting forth the reason for the removal and providing for an opportunity for the member so designated to meet with the Membership Board.

- The Notice to the member to be removed shall include such Members right to request an in-person meeting with the Board of Directors which shall set the date, time, and place for any such meeting and may continue the date, time, and place for the mutual convenience of everyone to attend.

- If no meeting is requested by the Member within ten (10) days of notice, then the Member may be removed by the Resolution of the Membership Board with a copy to the Board of Directors and the Officers of the Organization.

- If a meeting is requested by the Member, the decision to remove or not to remove the Member shall be made by Resolution of the Board of Directors. Notice of pending removal and any personal meeting shall be confidential. No announcement shall be made pending a final determination, and any announcement shall be limited to the least necessary for the proper conduct of the regular meetings of the organization. There is no requirement to make any announcement unless determined by the Board of Directors to be necessary for the health of the organization.

- If a removed Member petitions the Board for reinstatement, with or without a reason, such as being out of town when Notice was sent, the Board of Directors may reinstate the member and may require a personal meeting with of the member removed with representative members of the Board of Directors.

- The Board of Directors may removed any participant or member of the

organization with or without cause subject to the foregoing procedures and the Membership Board or the Board of Directors may establish criteria for acceptance, rejection, or removal of any such membership.


ARTICLE VI - REGISTERED AGENT

1. **SERVICE.** The Registered Agent as defined by the Virginia Code shall serve at the pleasure of the Board of Directors.

2. **REPLACEMENT.** The removal of the prior Registered Agent shall not be effective until the appropriate form designating the new Registered Agent has been filed with the State Corporation Commission with a copy to the prior Registered Agent, the new Registered Agent, and to all of the officers of the organization.

ARTICLE VII - AMENDMENTS


The By-Laws may be amended or replaced by the Board of Directors in accordance with any applicable the provisions of the Articles of Incorporation.



Michael F. Bynan, Director

1/11/12

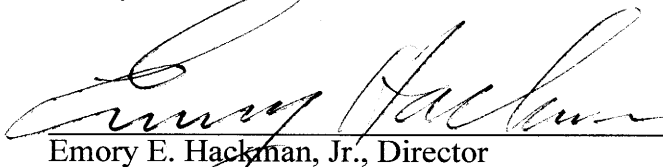
Date



Vera L. Golenzer, Director

1/11/2012

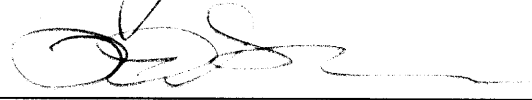
Date



Emory E. Hackman, Jr., Director

Jan 11, 2012


Date



David Greene, Director

1/11/2012

Date



Riyad M. Said, Director

1/11/12

Date