

**BYLAWS**

**OF THE**

**ESTATE PLANNING COUNCIL**

**OF CENTRAL TEXAS, INC.**

Adopted February 2, 1994; and  
Amended (Article 2.01) June 19, 2001 and January 10, 2002

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**BYLAWS**  
**OF**  
**THE ESTATE PLANNING COUNCIL OF CENTRAL TEXAS, INC.**  
**(formed under the Texas Non-Profit Corporation Act)**

**ARTICLE 1. OFFICES**

The principal office of The Estate Planning Council of Central Texas, Inc. (the "Council") in the State of Texas shall be located in the City of Austin, County of Travis. The Council may have such other offices, either within or without the State of Texas, as the Board of Directors may designate or as the business of the Council may require from time to time.

**ARTICLE 2. MEMBERS**

**SECTION 2.01. Who Shall Be Members.**

(a) Membership is open to individuals who meet one of the following criteria:

1. licensed in Texas as an attorney or CPA;
2. certified as a Chartered Life Underwriter (CLU), or as a Chartered Financial Consultant (ChFC); or as a Certified Financial Planner (CFP); or as a Certified Financial Analyst (CFA).
3. employed as a Trust Officer at a bank or trust company licensed in Texas;
4. In addition, at the discretion of the board, other individuals may be admitted to membership if one of the following conditions exist:
  - (1) the individual is licensed as an attorney or CPA in another state, or
  - (2) the individual is not engaged in the financial services industry (insurance, investments, and banking) and possesses substantial experience from which the membership could benefit, for example: planned giving officers, executives of charitable organizations, appraisers, court or governmental employees, educators, and other individuals whose business involves frequent contact with members of the association. Individuals admitted under this paragraph shall be referred to as "other" members. Once admitted in the "other" category, the individual shall be eligible for annual membership renewal so long as her employment remains substantially unchanged.

5. Individuals who have retired while a member of the association.

(b) Once admitted to membership, a member shall fulfill the following requirements:

1. Members admitted on the basis of license or credential must maintain good standing with the relevant agency.

2. Members shall maintain a substantial business presence in the greater Austin community.

3. Membership may be terminated by action of the board when the qualifications for membership cease to exist.

4. The Renewal Application form approved by the board must be completed annually and all fees paid when due.

(c) Procedure for Initial Membership Application.

1. All applicants shall complete the new membership application approved by the board. Applicants for "other" membership are subject to providing such additional information as may be requested by the board.

2. The board shall consider all applications and promptly notify applicants of unapproved status. Dues for unapproved applicants will be promptly refunded.

3. Members shall be admitted on an annual basis (subject to annual renewal), commencing on September 1 of the year in which the membership application is accepted.

(d) Honorary Membership -- The board shall have the power to create and offer gratis honorary memberships each year to current and retired probate judges, law school professors, business school professors, and agents of the Internal Revenue Service who specialize in estate, gift, and trust matters or persons associated with charitable organizations.

(e) The provisions of this Section are effective for new and renewal applications received after August 31, 2000.

## SECTION 2.02. Membership Term and Dues.

(a) Transfer and Term of Membership.

Membership in the Council shall not be transferable. Notwithstanding the foregoing, any member may resign at any time by mailing or delivering written notice to the Secretary of the Council (any resignation to take effect as specified therein or, if not specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by majority vote of the other members. Dues shall not be prorated upon resignation.

(b) Dues. Dues shall be set annually by the Board of Directors and shall be the same for all members. The Board may prorate dues for members joining mid-year. There shall be no refunds.

### SECTION 2.03. Meetings of Members; Annual and Special.

Annual. An annual meeting of the members shall be held on the fourth Tuesday of May for the election of directors and the transaction of other business as may properly come before the members. There shall be no refunds.

Special. Special meetings of the members may be called at any time by the Chair of the Board, if any, by the Vice Chair of the Board, if any, or by the Board of Directors. Such meetings may also be called by members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting; these members may, in writing addressed to the Secretary of the Council, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two (2) months nor more than three (3) months from the date of such written demand. The Secretary of the Council upon receiving such written demand shall promptly give notice of such meeting, or if the Secretary shall fail to do so within five (5) business days thereafter, any member signing such demand may give such notice and shall be reimbursed by the Council for the costs of delivery.

Regular. Regular meetings of the members for educational seminars shall be held at such times and dates as the Board shall approve and shall be held at least seven (7) times each calendar year. There may also be, with the approval of the Board, one meeting where there is not a specific educational program. Regular meetings will be open to the general public as set forth herein and the cost of attendance for nonmembers will be set by the Board.

Place. Meetings of members may be held at such places within or without the State of Texas as may be fixed by the Board of Directors from time to time. If no place is so fixed, such meetings shall be held at the principal office of the Council in the State of Texas.

Time. Meetings of the members shall be held at such time as may be fixed by the Board of Directors from time to time.

Notices. Notice of each meeting of the members shall be given to each member either by mail or in person not less than ten (10) nor more than fifty (50) days before the date of the meeting, and shall state the time and place of such meeting (provided that unless otherwise notified, monthly meetings except in June, July, August, and December shall be held on the fourth Tuesday of the month beginning at 5.30 p.m. and attendance at such meeting shall constitute a waiver of any notice). Notices shall be deemed to have been given by mail when deposited in the United States Mail, by telegram, and cable at the time of filing, and by messenger at the time of delivery. Notices by mail, telegram, cable, or messenger shall be sent to each director at the address designated by him or her for that purpose, or, if none has been so designated, at such member's last known residence or business address. Oral or telephonic notices of meetings shall not be permitted. However, to the extent allowed by law, notices may be given by facsimile or similar communications equipment.

Waiver. Notice of a meeting of the members need not be given to any member who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him or her.

#### SECTION 2.04. List of Record of Members at Meetings.

A list or record of members entitled to vote, certified by the Secretary of the Council, shall be produced at any meeting of the members upon the request of any member who has given written notice to the Council at least ten (10) days prior to such meeting that such request will be made. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list or record to be members entitled to vote may vote at such meeting.

#### SECTION 2.05. Quorum.

Members who are present in person at a meeting and who are entitled to cast one-tenth (1/10) of the total number of votes entitled to be cast at a meeting shall constitute a quorum at a meeting of members for the transaction of any business. (Presence by proxy shall not count in determining if there is a quorum.) The members who are present, in person, and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

#### SECTION 2.06. Proxies.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. If a person attends a meeting by proxy on behalf of a member, he or she must present the Secretary with the original proxy prior to the beginning of the meeting and a copy of such proxy shall be made a part of the record of such meeting.

Each proxy must be signed by the member. No proxy shall be valid after the expiration of eleven (11) months from the date on which it was signed unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member signing it.

#### SECTION 2.07. Votes.

Members, by a majority of the votes cast at a meeting of members entitled to vote in an election, shall elect two (2) Directors from each of the four (4) professions in the Council.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote at the meeting.

Except as provided in the preceding paragraph, any reference in these Bylaws to corporate action at a meeting of members by "majority vote" shall require the action to be taken

by such proportion of the votes cast at such meeting (rather than a proportion of the total number of members entitled to vote thereon), provided that the affirmative votes cast in favor of any such action be at least equal to the quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

Upon demand of any member, the vote at any election of directors, or the vote on any question before a meeting, shall be by ballot; otherwise, the method of voting shall be discretionary with the person presiding at the meeting.

#### SECTION 2.08. Qualification of Voters; Fixing Record Date; Voting Entitlement.

The Board of Directors may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting or action without a meeting.

Any member in good standing, otherwise eligible to vote, is entitled to vote at any meeting of members, except that the Board of Directors may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting or for the purpose of any other action by the members. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting or action without a meeting. If no such record date is fixed: (a) the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; and (b) the record date for determining members for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

When a determination of members of record entitled to notice of, or to vote at, any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment, unless the Board fixes a new record date for the adjourned meeting.

In any case in which a member is entitled to vote, such member shall have no more than, nor less than, one (1) vote.

#### SECTION 2.09. Presiding Officer and Secretary.

At any meeting of the members, if neither the Chair of the Board, nor President, nor a Vice President, nor a person designated by the Board to preside at the meeting shall be present, the members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.



## ARTICLE 3. BOARD OF DIRECTORS

### SECTION 3.01. General Powers; Election of Directors.

The business and affairs of the Council shall be managed by its Board of Directors. Directors must be residents of the State of Texas and members of the Council. The Immediate Past President, President, First Vice President, Second Vice President, Treasurer, and Secretary of the Council shall be appointed as six (6) of the Directors and the members shall elect the other Directors as follows: two (2) from each of the four (4) professions in the Council.

### SECTION 3.02. Number, Tenure, and Qualifications.

The number of directors of the Council shall be fourteen (14). The number of directors may be increased or decreased by amendment of the Bylaws, or by action of the Board as herein provided. A majority of the total number of directors entitled to vote which the Council would have, prior to any increase or decrease, if there were no vacancies, may amend this Bylaw to increase or decrease the number of directors, provided that no decrease shall shorten the term of any incumbent director and provided further that the number of directors shall never be less than eight (8) nor more than fifteen (15).

Each officer shall serve as a Director during such time as he or she is serving as an officer of the Council. Each other Director shall hold office for a term of two (2) years until the next annual meeting of the Board and until his or her successor has been elected and qualified; provided that four (4) of the first eight (8) directors elected to the Board shall serve a term of one (1) year and four (4) shall serve a term of two (2) years in order to establish staggered terms, and the term served shall be established by lot. A director may be re-elected to serve successive terms.

### SECTION 3.03. Newly-Created Directorships and Vacancies.

Newly-created directorships resulting from an increase in the number of directors, and vacancies occurring for any reason may be filled by vote of the members at any annual or special meeting and if not so filled, then by the affirmative vote of a majority of the directors then in office provided there shall be three (3) or more directors in office. If there shall be less than three (3) directors serving at any time, the directors then in office shall promptly by unanimous vote name at least such number of directors as shall be necessary to have three (3) directors in office. A director elected to fill a vacancy shall hold office for the unexpired term and until his or her successor is elected and qualified.

### SECTION 3.04. Removal.

Any one or more or all of the directors may be removed with or without cause at any time by action of the members, provided that written notice of such removal is given to any director so removed.

Any one or more or all of the directors may be removed with cause at any time by action of the Board, provided there is a quorum of not less than a majority of the entire Board present if such action is taken at a meeting of the Board.

#### SECTION 3.05. Resignations.

Any director may resign at any time by giving written notice to the Board or to the President or to the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

#### SECTION 3.06. Quorum of Directors and Voting: Proxies.

A majority of the number of directors then fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors then present may adjourn the meeting. Directors present by proxy may not be counted toward a quorum. Notice of any adjournment shall be given in the manner described in Section 3.07 hereof to directors who attended the meeting who were not present at the time of the adjournment and, unless time and place are announced at the meeting, to the other directors.

The Articles of Incorporation or Bylaws may be amended to provide for a greater number of directors that shall be necessary for the transaction of business or any specified item of business, provided such amendment is authorized by a vote of a majority of the entire Board.

Proxies. Every director entitled to vote at a meeting or to express consent or dissent without a meeting, as hereinafter provided, may authorize another person or persons to act for him or her by proxy. If a person attends a meeting by proxy on behalf of a member, he or she must present the Secretary with the original proxy prior to the beginning of the meeting and a copy of such proxy shall be made a part of the record of such meeting.

Each proxy must be signed by the director. No proxy shall be valid after the expiration of three (3) months from the date on which it was signed. Every proxy shall be revocable at the pleasure of the director signing it.

#### SECTION 3.07. Meetings of the Board: Annual and Special.

Annual. An annual meeting of the Board of the Council shall be held each year in June for the recognition of the election of Directors and the transaction of business, including the appointment of Committees.

Special. Special meetings of the Board may be held at any time whenever called by the Chair of the Board, if any, a Vice-Chair, if any, the President, or any two directors.

Place. Meetings of the Board may be held at such places within or without the State of Texas as may be fixed by the Board from time to time. If no such place is so fixed, such meetings shall be held at the principal office of the Council in the State of Texas.

Time. Meetings of the Board shall be held at such time as may be fixed by the Board of Directors from time to time.

Notices. Notice of each meeting of the Board shall be given to each director either by mail or in person not less than ten (10) nor more than fifty (50) days before the date of the meeting, and shall state the time and place of the meeting. Notices shall be deemed to have been given by mail when deposited in the United States Mail, by telegram and cable at the time of filing, and by messenger at the time of the delivery. Notices by mail, telegram, cable, or messenger shall be sent to each director at the address designated by him or her for that purpose, or, if none has been so designated, at his last known residence or business address. Oral or telephone notices of meeting shall not be permitted. To the extent allowed by law, notices may be given by facsimile or similar communications equipment.

Purpose of Meeting. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board.

Waiver. Notice of a meeting of the Board need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, either prior to or at the commencement of such meeting, the lack of notice to him or her.

#### SECTION 3.08. Action Without a Meeting; Consent in Writing; Conference Telephone Calls.

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by directors shall be filed with the minutes of the proceedings of the Board.

Subject to the provisions of these Bylaws for notice of meetings, any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons, participating in a meeting can hear each other. Participation by such means shall constitute presence at the meeting, except where a person participates in a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

#### SECTION 3.09. Purchase, Sale, Mortgage, or Lease of Real Property.

No purchase of real property shall be made by the Council.

#### SECTION 3.10. Annual Report.

The Board shall direct the President and Treasurer of the Council to present at the annual meeting of the members and of the Board a report verified by them or by a majority of the directors, and if the Board so directs and in the Board's estimation the cost is not too great, also certified by an independent or certified public accountant or a firm of such accountants selected

by the Board, which report conforms to accounting standards as promulgated by the American Institute of Certified Public Accountants. The report must show in detail the following:

(a) the assets and liabilities, including trust funds, of the Council as of the end of a twelve (12)-month fiscal period terminating not more than six (6) months prior to the annual meeting of the members;

(b) the principal changes in assets and liabilities, including trust funds, during said fiscal period;

(c) the revenue or receipts of the Council, both unrestricted and restricted to particular purposes, during said fiscal period; and

(d) the expenses or disbursements of the Council for both general and restricted purposes, during said fiscal period.

The annual report shall be filed with the records of the Council and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.

#### SECTION 3.11. Compensation of Directors.

The Council shall not pay any compensation to directors for services rendered to the Council as directors; provided, however, that nothing herein shall preclude a director from receiving compensation that is not excessive for personal services, rendered in other than a "director" capacity, that are reasonable and necessary in carrying out the Council's purposes.

### ARTICLE 4. COMMITTEES

#### SECTION 4.01. Executive Committee and Other Standing Committees.

The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate from among the directors an Executive Committee and other standing committees, each consisting of two (2) or more directors, and each of which, to the extent provided in the resolution designating such committee, shall have all the authority of the Board, except that no Committee shall have authority as to the following matters:

(a) filling vacancies in or removing members of the Board of Directors or of any Committee;

(b) amending or repealing the Bylaws or Articles of Incorporation or adopting new Bylaws or Articles of Incorporation;

(c) amending or repealing any resolution of the Board which by its terms cannot be amended or repealed except by the Board; and

(d) removing directors.

The Board may designate one or more directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such Committee.

Committees on Programs, Membership, Ethics, Cooperation, Education, Legislation, Publicity, Nominations, and the like may be either standing or special committees.

#### SECTION 4.02. Committees Other Than Standing.

The Board, by a resolution adopted by a majority of the directors at a meeting at which a quorum is present, may designate and appoint other committees. Such committees shall have only the powers specifically delegated to them by the Board and shall not have any power to exercise the authority of the Board in the management of the Council. Membership on such committees may, but need not be, limited to directors.

#### SECTION 4.03. Committee Rules.

Unless the Board of Directors otherwise provides, each committee designated by the Board shall follow the most recent version of Roberts Rules of Order in the conduct of its business. In the absence of a contrary provision by the Board or in Roberts Rules of Order, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under these Bylaws.

#### SECTION 4.04. Service of Committees.

Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed by law.

### ARTICLE 5. OFFICERS, AGENTS, AND EMPLOYEES

#### SECTION 5.01. Officers.

At the annual meeting, the Board of Directors shall elect or appoint as officers of the Council the following: a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. These officers, and the outgoing President of the Council, shall be appointed as directors by virtue of serving in such office. The Board may also elect or appoint a Chair and Vice Chair of the Board and such other officers (including additional or assistant Vice

Presidents, Secretaries, and Treasurers) and assistant officers as the Board of Directors may deem necessary, all of whom must be directors of the Council. Any two or more offices may be held by the same person, except the offices of President and Secretary. A committee duly designated may perform the functions of any officer and the functions of any two or more officers may be performed by a single committee, including the functions of both President and Secretary.

#### SECTION 5.02. Term of Office and Removal.

Each officer shall hold office for the term for which he or she is elected or appointed (which shall be presumed to be one (1) year in the absence of a vote specifically extending it) and until his or her successor has been elected or appointed and qualified. All officers shall be elected or appointed at the annual meeting of the Board.

An officer may be removed by the Board whenever, in the judgment of the directors, the best interests of the Council will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

#### SECTION 5.03. Resignation.

Any officer may resign by giving written notice to the President or the Secretary. The resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

#### SECTION 5.04. Vacancies.

Vacancies occurring for any reason may be filled by the affirmative vote of a majority of the directors then in office. An officer elected to fill a vacancy shall hold office for the unexpired term and until his or her successor is elected and qualified.

#### SECTION 5.05. Powers and Duties of Officers.

Subject to the control of the Board, all officers as between themselves and the Council shall have such authority and perform such duties in the management of the Council as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices. In particular, each officer shall have the following duties:

1. The President shall preside at the meetings of the members of the Council and of the Board of Directors.
2. The First Vice President shall chair the Program Committee and shall perform the duties of the President in the absence of the President.
3. The Second Vice President shall chair the Membership Committee and perform the duties of the President in the absence of the President and First Vice President.

4. The Treasurer shall have custody of all funds and property of the Council. The Treasurer shall deposit all funds of the Council in the name of the Council in one or more banks, credit unions, or trust companies located in Travis County, Texas. All withdrawals of such funds shall be on checks or orders signed by the Treasurer or President or in the absence of both by one or more directors who have been authorized as signatories by the Board. The Treasurer shall prepare and submit a statement of the financial condition of the Council at the annual meeting of the members and at such times and in such manner as the Board may require.

5. The Secretary shall keep a record of the proceedings of all meetings of the members and the Board and shall be responsible for mailing all notices of meetings and other communications to members.

#### SECTION 5.06. Compensation.

The Council shall not pay compensation to its officers for services rendered as officers. The Board may require officers to give security for the faithful performance of their duties.

#### SECTION 5.07. Loans to Directors and Officers Prohibited.

No loans shall be made by a Council to its directors or officers.

#### SECTION 5.08. Power to Indemnify and Purchase Indemnity Insurance; Duty to Indemnify.

(a) Indemnification. The Council shall indemnify any director or officer or former director or officer of the Council and any person who, while a director or officer of the Council, is or was serving at the request of the Council as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against reasonable expenses incurred by him or her in connection with any action, suit or proceeding in which he or she is a named defendant or respondent if he or she has been wholly successful, on the merits or otherwise, in the defense of such action, suit, or proceeding. The Council may indemnify any director or officer or former director or officer of the Council, and any person who, while a director or officer of the Council, is or was serving at the request of the Council as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise who was, or is, threatened to be named a defendant or respondent in an action, suit or proceeding against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by him or her in connection with an action, suit or proceeding to the full extent permitted by Article 2.22A of the Texas Non-Profit Corporation Act.

(b) Advancement of Expenses. The Council may pay in advance any reasonable expenses which may become subject to indemnification subject to the provisions of Article 2.22A of the Texas Non-Profit Corporation Act.

(c) Insurance. The Council may purchase and maintain insurance on behalf of any person who is or was a director, or officer, employee, or agent of the Council or is or was serving at the request of the Council as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her 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 him or her against such liability under these Bylaws or the laws of the state of Texas.

(d) Other Indemnification. The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which a director or officer or former director or officer, or present or former employee or agent of the Council, may be entitled, under any agreement, insurance policy, or otherwise.

#### SECTION 5.09. Interested Directors and Officers.

(a) If paragraph (b) of this Section is satisfied, no contract or other transaction between the Council and any of its directors (or any corporation, partnership, firm, or company in which any of them are directly or indirectly interested) shall be invalid solely because of this relationship or because of the presence of such director, at the meeting authorizing such contract or transaction, or his or her participation in such meeting or authorization.

(b) Paragraph (a) of this Section shall apply only if:

(1) The material facts of the relationship or interest of each such director are known or disclosed to the Board of Directors or a committee and the Board or committee nevertheless authorizes or ratifies the contract or transaction by a majority of the directors present, each such interested director to be counted in determining whether a quorum is present but not in calculating the majority necessary to carry the vote; or

(2) The contract or transaction is fair to the Council as of the time it is authorized or ratified by the Board of Directors or a committee of the Board.

(c) This provision shall not be construed to invalidate a contract or transaction which would be valid in the absence of this provision.

### ARTICLE 6. MISCELLANEOUS

#### SECTION 6.01. Guests and Nonmembers.

Members may bring guests to any regular, monthly meeting of the Council, but in no event may a member bring the same guest to more than two (2) meetings from September through June (the "educational year" of the Council). Each member shall pay for guest meals in accordance with the price fixed by the Board. Nonmembers may attend any regular, monthly meeting of the council, but in no event may the same nonmember attend more than two (2)



meetings from September through June without applying to join the Council. (If membership is not granted, the nonmember may request permission from the Board to continue to attend as a nonmember.) Each nonmember shall pay for nonmember meals in accordance with the price fixed by the Board.

#### SECTION 6.02. Fiscal Year.

The fiscal year of the Council shall be the calendar year or such other period as may be fixed by the Board.

#### SECTION 6.03. No Corporate Seal.

The Council need not have a corporate seal.

#### SECTION 6.04. Books and Records.

The Council shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and any committee, and shall keep at its principal office a record of its directors and officers and their residence addresses and its application to the Internal Revenue Service for recognition of its tax-exempt status, its determination letter from the Internal Revenue Service, and the past three (3) years of informational returns (IRS Form 990 or 990EZ) it has filed with the Internal Revenue Service.

#### SECTION 6.05. Amendment of Articles of Incorporation and Bylaws.

Articles of Incorporation may be amended or repealed by a majority of the members at a meeting where a quorum is present. Bylaws of the Council may be adopted, amended, or repealed in accordance with a specific Bylaw provision or by the Board; provided, that any Bylaw provision dealing with the election of directors by the members, the total number of members, or the limitation of the number of directors to ten (10), may be changed only upon the authorization of both the members and the Board.

#### SECTION 6.06. No Advertisements.

Members of the Council shall not use membership in the Council in advertisements. This provision does not prevent a member from including the fact of such membership on a resume, in a description of the member accompanying a published article, or in an introduction of the member when making a speech.