

ESTATE PLANNING COUNCIL OF NORTH GEORGIA, INC.
AMENDED AND RESTATED BY-LAWS

(as of January 24, 2008)

ARTICLE I - Name and Purpose

1.1. Name. The name of this organization shall be the **ESTATE PLANNING COUNCIL OF NORTH GEORGIA, INC.** (hereinafter referred to as the Council).

1.2. Office Location. The principal office of the Council shall be maintained in the metropolitan Atlanta area as may be designated by the Board of Directors from time to time.

1.3. Purposes. The purpose of the Council is to encourage a standard of excellence in the field of estate planning, to encourage members in their estate planning practices and businesses, and to develop a greater understanding of the skills and abilities provided to the estate planning field by each member and their disciplines.

ARTICLE II - Membership

2.1. Membership. The Council shall consist of the following classes of members. All members of the Council must, for a period of not less than three of the previous five years, be actively engaged in the practice of estate planning or related areas of practice or business and be in good standing with any group from which such person has received a certification or license.

Class A - Trust Officers

Trust Officers shall be defined as individuals who have been dedicated primarily to the professional servicing of trusts and/or estates or whose primary function has been to supervise or engage the professional servicing of trusts and/or estates. This class shall not exceed a membership of 20 members.

Class B – Insurance and Investment Advisors

Insurance and Investment Advisors shall be defined as individuals who are primarily engaged in the risk management or investment business through the sale of related products or through charging a fee and who have a recognized focus on and expertise in estate planning and who hold such insurance and/or financial service designations as may be approved by the Board of Directors. This class shall not exceed a membership of 25 members.

Class C – Financial Planners

Financial Planners shall be defined as individuals who are primarily engaged in a multi-disciplined process for a fee, to encompass insurance, investments, tax, estate and retirement planning and who hold financial service designations as may be approved by the Board of Directors. This class shall not exceed a membership of 20 members.

Class D – Attorneys

Attorneys shall be defined as individuals licensed to practice law in the state of Georgia and who have a recognized focus on and expertise in estate planning. This class shall not exceed a membership of 35 members.

Class E – Certified Public Accountants

Certified Public Accountants shall be defined as individuals holding a CPA designation who practice public accounting and who have a recognized focus on and expertise in estate planning. This class shall not exceed a membership of 30 members.

Class F – Members at Large

Members at Large shall be defined as individuals whose primary professional responsibilities do not meet the requirements of membership in one of the previously specified disciplines but whose primary professional responsibilities have been directly related to the field of estate planning. Examples include, but are not limited to, Academics, Probate Judges, Business Valuation Specialists, Family Office Managers and Charitable Foundation Directors. This class shall not exceed a membership of 15.

Class G – Grandfathered Members

Grandfathered Members shall be defined as individuals who do not meet the requirements of membership of Classes A, B, C, D, E or F but who were members in good standing of the Council prior to October 24, 2006.

2.2. Sponsorship. All prospective members of the Council, except for members in good standing prior to October 24, 2006, shall be sponsored for membership by a current member in good standing. Sponsors shall present, in person or by proxy, prospective members to the Board of Directors for election to membership and shall affirm, based on personal knowledge, the eligibility of the prospective member for membership as provided under 2.1.

2.3 Election. Upon sponsorship by a current member in good standing, all applicants shall be considered for election to membership by the Board of Directors, and, if approved by the Board of Directors in their sole discretion, shall be elected to membership in the Council.

2.4. Resignation. Any member whose dues are not in arrears may terminate his membership in the Council by submitting a written resignation to the Secretary of the Council.

2.5. Suspension. Any member of the Council may be suspended or expelled from membership by a two-thirds (2/3) vote of the Board of Directors with or without cause.

2.6. Advertising. No member of the Council shall use his membership in any form of advertisement or solicitation of business, except in a listing in the member's professional biography published in a professional directory or in the member's firm brochure or literature.

ARTICLE III - Board of Directors

3.1. **Powers**. Except as provided for herein, any and all powers necessary for the governing and conduct of the Council shall be vested solely in the Board of Directors. The Board of Directors shall consist of not more than thirteen (13) members. Five (5) of the members shall be the Officers of the Corporation described in Article IV. Remaining members of the Board of Directors (excluding the foregoing Officers), shall be representatives from each of the classes of membership. To the extent that individuals are not available to hold the directorships of their particular disciplines, the Board shall be entitled to waive these representation requirements.

Board members shall be members of the Council. Board Members shall be nominated by the existing Board of Directors. Members at the Council's annual meeting have the right to propose other nominees. Board Members shall be elected by a majority vote of the members of the Council present at the annual meeting (whether or not a quorum exists), and shall hold office for a period of two years and until their successors shall have been elected and assumed office.

3.2. **Vacancy**. In the event any vacancy exists on the Board of Directors, the vacancy shall be filled by majority vote of the Executive Committee.

3.3. **Expenditures**. The Board of Directors and the Executive Committee of the Board of Directors shall be authorized to direct the expenditures of any funds of the Council for such purposes as it shall determine to be consistent with the objectives of the Council. The Board shall be entitled to employ such persons or organizations as it shall deem appropriate to transact the business of the Council, including obtaining continuing education credits and organizing events.

3.4. **Notice**. Any notice may be waived by Members constituting not less than a majority of the Board.

3.5. **Executive Committee**. From time to time, the Board of Directors may elect an Executive Committee of Board members to transaction business on behalf of the Board as may be provided for by resolution of the Board and/or take such actions as may be provided for the Executive Committee in these Bylaws. In the absence of an Executive Committee, the Board shall have the authority vested in the Executive Committee hereunder. The Executive Committee shall consist of the President, the Vice President of Programs, the Treasurer and such other Board Members as may be selected by the Board of Directors. Any member of the Executive Committee may be removed by vote of a majority of the Board of Directors. Decisions by the Executive Committee shall require approval of a majority of its members.

ARTICLE IV - Council Officers

4.1. Officers. The Officers shall consist of an Immediate Past President, President, a Vice-President of Programs, a Vice-President of Membership, a Secretary and a Treasurer. All officers of the Council shall be members of the Council and shall be elected by a majority vote of the members of the Council present at the annual meeting (whether or not a quorum exists), and shall hold office for a period of one year and until their successors shall have been elected and assumed office. It is recommended, but not required, that no more than two Officers be a member of the same Class of membership.

Officers shall be nominated by the Board of Directors. Members at the Council's annual meeting shall have the right to propose other nominees. It is recommended, although not required, that the President have prior service as a Vice-President, that a Vice-President have prior service as Secretary or Treasurer, and that any officer have prior service as a member of the Board of Directors.

4.2. President. The President shall have at least one year of immediate prior service on the Board of Directors. The President shall be the chief executive officer of the Council and shall preside at all meetings of the Council and the Board of Directors. The President may assign tasks to other members of the Council or take such action as he may deem necessary to carry out the purposes and objectives of the Council. The President shall have the power to sign all written contracts entered into by the Council; however, such contracts shall be approved by a majority of the Board of Directors or by the Executive Committee of the Board of Directors.

4.3. Vice Presidents. The Vice-President of Programs shall be in charge of coordinating programs for the Council and the Vice-President of Membership shall be in charge of coordinating membership activities for the Council. In the absence of the President, the Vice-President of Programs shall perform the functions of the President and in the absence of both of the foregoing persons, the Vice-President of Membership shall perform the functions of the President.

4.4. Secretary/Treasurer. As secretary, the Secretary/Treasurer shall act as secretary at all Council meetings and at all meetings of the Board of Directors. The Secretary/Treasurer shall ensure that appropriate minutes of the proceedings of the Council are maintained that an accurate list of the members of the Council is distributed to the membership at least annually. As treasurer, the Secretary/Treasurer shall have custody and general charge of all funds and property of the Council and shall deposit all Council funds in such bank or trust company as determined by the Board of Directors. The Secretary/Treasurer shall disburse funds as ordered by the Board of Directors, keep account of said funds, and prepare and submit a statement of the financial condition of the Council at the annual meeting and at such other times and in such manner as the Board of Directors may otherwise require.

4.6. Vacancies. Any vacancy in the office of President shall be filled by the Vice-President of Programs who shall assume said office. All other vacancies in Council offices or the Board of Directors may be filled by the vote of the Board of Directors until the expiration

of the term of the office vacated. The member filling the vacancy in any office shall serve until the next annual meeting of the Council.

ARTICLE V - Quorums

5.1. Board Meetings. A quorum for the transaction of business by the Board of Directors shall consist of the presence of a majority of the members of the Board of Directors.

5.2. Member Meetings. A quorum of the membership for the transaction of business shall consist of the presence of 25% of the membership at any regular, special, or annual meeting of the Council.

ARTICLE VI - Meetings

6.1. Annual Member Meeting. The annual meeting of the Members of the Council shall be held each year at such time and place as may be selected by the Board of Directors. The Secretary shall mail each member of the Council a notice of the annual meeting at least ten (10) days prior to the date thereof which notice shall state the time and place the annual meeting is to be held.

6.2. Annual and Special Board Meeting. The annual meeting of the Board of Directors shall be held at least one week prior to the annual meeting of the Membership of the Council. Upon three days notice, special meetings of the Board of Directors may be called by the President, at his discretion, or when requested to do so by three (3) members of the Board of Directors. It shall be the duty of the Board of Directors to establish rules of procedure and practice for its meetings.

6.3. Regular Member Meetings. Meetings of the Council shall be held at least four (4) times annually, including the annual meeting at such time and place as may be selected by the Board of Directors. A written announcement of each meeting shall be mailed to each member by the Secretary at least twenty (20) days prior to the date set for such meeting. Any member may bring guests to any meeting of the Council except such meetings as may be declared closed meetings by the Board of Directors. Any member bringing guests to any meeting of the council shall be billed, therefore, by the Treasurer in an amount which shall be determined by the Board of Directors from time to time.

6.4. Special Member Meetings. Special meetings of the membership may be called at any time by the President, a majority of the Board of Directors or upon petition to the President by 30% of the membership. Twenty (20) days written notice of the time, place and purpose of each special meeting shall be given to each member.

ARTICLE VII - Committees

The President of the Council, and in his absence, the Vice-President, shall with the advice and consent of the Board of Directors, have the power to appoint committees on meetings, ethics, education, legislation, publicity, and such other committees as shall be deemed advisable to further the interest of the Council and its members and to delegate to such committee such power and authority as the Board of Directors shall deem advisable and proper. The Board of Directors shall have general supervision of the work and control of any expenditures of all committees.

ARTICLE VIII - Expenses and Dues

8.1. Dues. The expenses of the Council shall met by annual dues. First year dues shall be prorated on a quarterly basis for those joining during the year. Annual dues shall be payable in advance, membership shall be billed by mail each December and shall be due on the first day of January of each year. Any member failing to pay his dues by March 15 shall be sent a notice advising him of his suspension from the Council effective March 31. If payment of such member's dues are not received by April 30, a notice of his termination from the Council will be sent out on May 1 by the Secretary. Re-admittance to the Council would need to be made by a new application for membership for such a member.

8.2. Amount. Annual dues are established by the vote of a majority of the Board of Directors at any time.

ARTICLE IX - Miscellaneous

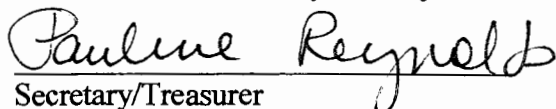
9.1. Fiscal Year. The fiscal year of the Council shall be from January 1 to December 31st each year.

9.2. Binding Nature. The Council is advisory in character and shall not have any power to bind its members to any action or commitment that is not provided for in these By-Laws.

ARTICLE X - Amendment

The By-Laws may be amended at any annual or special meeting of the Board of Directors by a two-thirds (2/3) vote of the members present provided a quorum for the transaction of business is constituted as provided herein in these By-Laws, and provided further that notice setting forth the proposed amendment shall have been mailed to all members of the Board of Directors at least ten (10) days prior to the date of such meeting. Any notice may be waived by Members constituting not less than a majority of the Board.

Attested to this 24th day January, 2008.


Secretary/Treasurer