

BYLAWS
OF
SUNCOAST ESTATE PLANNING COUNCIL, INC.

These bylaws have been amended and restated on this 14th day of February, 2013 and replace the previously amended and restated bylaws in 2008 replacing the previous bylaws dated September 1990.

Article I – Name

Section 1. Name. The name of the Corporation is SUNCOAST ESTATE PLANNING COUNCIL, INC. (the “Corporation”)

Section 2. Seal. The Corporation shall have a seal which shall be in the following form: The words SUNCOAST ESTATE PLANNING COUNCIL, INC. and the words “Corporation not for Profit” and the year of incorporation shall appear on the seal.

Article II – Purposes

The Corporation is organized exclusively within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) for the following purposes:

- (a) The promotion of the study of the technical and practical aspects of estate planning;
- (b) The improvement of relations among members of the different disciplines which are part of the estate planning process;
- (c) The presentation of high quality education and study programs for professional engaged in the estate planning process; and
- (d) Any other purposes which serve to promote or enhance the above purposes.

Article III – Membership and Annual Meeting

Section 1. Membership. This Corporation shall be organized on a non-stock basis and shall not issue shares of stock.

Section 2. Qualification. Those persons who make contributions to this Corporation and are in the following occupations or have one of the following professional designations who spend a significant portion of their professional time in the estate planning or estate/trust administrative process shall be eligible for membership in this Corporation:

1. Attorney at Law
2. Trust Company/Division/Department Employee
3. Chartered Life Underwriter
4. Chartered Financial Consultant
5. Certified Public Accountant
6. Charitable Organization Executive
7. Certified Financial Planner
8. Accredited Estate Planner
9. Emeritus – (Retired from any of the above mentioned designations)

Section 3. Associate Membership Category

This membership category is intended to broaden membership to allow ancillary professions, other than the ones indicated by the designations in Section 2, above, to contribute to the Corporation, on a case-by-case basis. This category of membership shall meet the criteria of spending a significant portion of their professional time in the estate planning process and not hold the above designations. Associate members are required to have three (3) sponsors and answer the following questions:

1. Specific duties in your position that relate to estate planning.
2. Licenses or designations that you currently hold are?
3. Give a specific example of recent work product or engagements specifically related to the estate planning process.

There will be no more than five (5) Associate members and each member must be approved by the Board of Directors for membership annually.

Section 4. Sponsorship and Approval of Members. In order to become a member, an eligible person must be sponsored by two members of the Corporation, one of whom shall be of the same profession or discipline as the proposed members, and the other of whom shall be of a different profession or discipline from the proposed member. Only one of the two sponsoring members may come from the same organization as the prospective member. The name and qualifications of the proposed member shall be submitted to the Board of Directors at any regular or special meeting on an application form approved by the Board of Directors from time to time. In addition, the application shall include a letter from each sponsor recommending the membership of the applicant and detailing the extent of the personal knowledge of the sponsor concerning the applicant's expertise in estate planning or estate/trust administration. Upon approval by the affirmative vote of at least 75% of the Board of Directors, the proposed member shall, upon payment of the appropriate dues, become a member of the Corporation.

Section 5. Disqualification of Members. Any member who ceases to meet the qualifications required set forth in Article 3, Section 2 above shall become disqualified to be a member and shall immediately notify the Secretary of his disqualification. If an individual's membership falls under a previous membership category no longer listed in these bylaws, it shall not fall under disqualification.

Section 6. Removal of Members. The Board of Directors by two-thirds vote shall remove any member for any reason.

Article IV – Meetings

Section 1. Meeting. Meetings of the members may be called by the President or by the Board of Directors or when requested in writing by not less than one-third (1/3) of the members entitled to vote at such meeting. A special meeting shall be called by proper notice given at least two weeks prior to such meeting.

Section 2. Voting. Each member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. The members in attendance at any duly called meeting shall constitute a quorum and majority rule shall govern as to all matters subject to vote, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Article V – Board of Directors

Section 1. Function. All corporate powers shall be exercised by or under the authority of, and the business and affairs of a Corporation shall be managed under the direction of, the Board of Directors.

Section 2. Number and Qualification. The number of Directors shall be no less than three (3) and no greater than eleven (11), including the five (5) Officers and six (6) other Directors. Each of the Officers shall serve as a Director for a term of one (1) year. The non-officer Directors shall serve for a term of three (3) years as set forth in Section 4.

Section 3. Classification of Board. Each member of the Board of Directors shall have equal voting rights.

Section 4. Election and Term. Each non-officer member of the Board of Directors shall hold office for a term of three (3) years and until election and qualification of a successor.

Upon expiration of the terms of office of the Directors, as classified above, their successors shall be elected to office by a majority vote of the remaining Directors.

The Board of Directors may, but shall not be required to, consider recommendations of persons qualified to act as Director, as proposed by nominating committees established by the Board of Directors.

In no event shall an individual, serve as a Director of the Corporation for more than two consecutive non-officer terms.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of members comprising the full Board of Directors, the resignation, removal or death of a Director or the election of a Director to an Office of the Corporation may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of

Directors. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director whose place is vacant.

Section 6. Removal of Directors. Any member of the Board of Directors may be removed, with or without cause, by a two-thirds vote of the other Directors.

Section 7. Quorum and Voting. A majority of the number of the members comprising the full Board of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business by the Board of Directors. 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, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws or law.

Section 8. Presumption of Assent. A Director of a Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 9. Duties of Directors. Each member of the Board of Directors shall perform duties as a Director, including a member's duty as a member of any committee of the Board of Directors upon which Director may serve, in good faith in a manner Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing duties, as a member of the Board of Directors, each Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (c) a committee of the Board of Directors upon which Director does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a member of the Board of Directors of the Corporation.

Section 10. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

- (a) approve or recommend to members actions or proposals required by the Articles of Incorporation, these Bylaws or law to be approved by members;
- (b) designate candidates for the office of Director for purposes of proxy solicitation or otherwise;
- (c) fill vacancies on the Board of Directors or any committee thereof; or
- (d) amend these Bylaws.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 11. Place of Meetings. Regular and special meetings of the Board of Directors shall be designated by the majority vote of the Board of Directors.

Section 12. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held without notice on the date established by the Board of Directors by resolution delivered to all members of the Board of Directors. The annual meeting of the Board of Directors shall be held as called by the President . Proper notice of the time and place of special meetings of the Board of Directors shall be give to each Director by either personal delivery, facsimile, or e-mail at least two (2) days before the meeting or by notice mailed to the Director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice wither before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Meetings of the Board of Directors may be called by the President of the Corporation or by written request of a majority of the Board of Directors.

Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the Directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or of the committee as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 14. Compensation. No member of the Board of Directors shall receive compensation for service as a Director, but each member of the Board of Directors may be reimbursed for reasonable expenses incurred in the capacity of Director in behalf, and for the benefit, of the Corporation as may from time to time be specifically approved by the Board of Directors.

Article VI – Officers

Section 1. Officers. The Officers of the Corporation shall be a President, a Vice President, the Immediate Past President, a Secretary and a Treasurer. The President, Vice President and Treasurer shall be elected annually by the Board of Directors and serve for a term of one year in each office. Officers shall be required to be members of the Corporation. The officers shall serve without salary. Vacancies in any offices may be filled by the Board of Directors, such appointees serving until the next annual elections. To be eligible to hold a position of officer, the member will be required to be a member in good standing of the Corporation for a minimum of one year prior to election.

Section 2. Removal of Officers. An officer of the Corporation may be removed by a two-thirds vote, for any reason, at any regular meeting of the Board of Directors, or at any meeting called specially for that purpose.

Section 3. President. The President shall have general superintendence of the affairs of the Corporation, and shall have such other authority as the Board of Directors may grant. The President shall convene the Board of Directors whenever in their opinion the affairs of the Corporation so require and shall preside at all meetings of members or Directors.

Section 4. Vice President. In the absence of the President, the Vice President shall act in place of the President. The Vice President shall serve as Program Chair during such year as serving as Vice President.

Section 5. Immediate Past President. The Immediate Past President shall be the President of the Corporation during the prior year. In the absence of the President and Vice President, the Immediate Past President shall act in the place of the President. The Immediate Past President shall also serve as Chairperson of the Nominating Committee described in Section 8 below. The Immediate Past President shall perform such other duties as may be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall, when required, record the proceedings and actions of the Corporation. The Secretary shall be responsible for the seal of the Corporation and shall have such other authority as the Board of Directors may grant.

Section 7. Treasurer. The Treasurer shall supervise the receipt and disbursement of all monies of the Corporation, and shall keep or approve accounts thereof, in accordance with such policies and procedures for the signing of checks, the deposit of funds and keeping of records as may from time to time be approved by the Board of Directors. The Treasurer shall make an annual report of all receipts and disbursements thereof, may be required to be under bond and shall have such other duties as the Board of Directors may direct.

Section 8. Nominating Committee. A Nominating Committee shall propose a list of nominees for Officers and Directors to be voted upon at the annual meeting of Directors. The Nominating Committee shall consist of four (4) members composed of the President and the three (3) most recent past Presidents available and willing to serve. The Immediate Past President shall be the Chairman of the Nominating Committee. If there are less than three (3) recent past Presidents available and willing to serve, then the Immediate Past President shall select a member or members to fill the vacancies on the Nominating Committee.

Article VII – Dissolution

At any time that dissolution of this Corporation is authorized, pursuant to the law, the Board of Directors shall apply and distribute the assets as follows:

(a) All liabilities and obligations of the Corporation shall be discharged, or adequate provision made thereof;

(b) Assets held on condition requiring return or other disposition in case of dissolution shall be so returned or disposed of;

(c) All other assets of the Corporation shall be transferred to one or more organizations, as determined by the Board of Directors, that are organized and operated exclusively for the purposes set forth in Article II of these Bylaws within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or an organization or organizations that are organized and operated exclusively for charitable, scientific, or educational purposes, that qualify as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and that are exempt from Federal income taxation under Section 501 (a) of the Internal Revenue Code of 1986, as amended.

Article VIII – Amendment

The power to adopt, amend or repeal these Bylaws shall be vested in the Board of Directors.

Dated: January 2013