

BYLAWS  
of  
THE ESTATE PLANNING COUNCIL  
OF  
HAMPDEN COUNTY, INC.

ARTICLE I  
Purposes

The corporation is organized exclusively as a business league and for educational purposes 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) and to carry on activities in furtherance of such purposes. More specifically, the corporation is organized to provide its members with a better understanding of the estate planning, estate settlement and trust administration services they may render to the general public, to increase the public's awareness of the services available to aid individuals in such endeavors, to promote cooperation among its members, to foster a better understanding of the teamwork required and proper relationship among various groups of professionals represented by its membership and other related purposes. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE II  
Members

Section 2.1 Members. The corporation's Members shall be representatives of trust companies and banks maintaining trust departments or the like, life underwriters, attorneys, accountants, financial planners, planned giving officers, professional trustees, and such other persons as the Board of Directors deem qualified who are actively involved in the estate planning process in the greater Springfield, Massachusetts area.

Section 2.2 Election of Members. The Directors may elect as a Member any person proposed by a nominating petition signed by no fewer than two (2) Members as sponsors.

Section 2.3 Term. The term of a Member shall commence upon election and shall end on the earliest to occur of his or her resignation from membership, failure to remain actively involved in estate planning in the greater Springfield area, or failure to timely pay Membership dues.

Section 2.4 Annual Meetings. The annual meeting of the Members shall be held at Springfield, Massachusetts, on the second Tuesday in May, if it be not a legal holiday, and if it be a legal holiday, then on the next succeeding day not a legal holiday, at the place and time determined by the Directors not less than one month in advance of such meeting.

Section 2.5 Special Meetings of Members. Special meetings of the Members may be called by the President, by the Directors, or by written application of ten (10) or more Members.

Section 2.6 Notices of Meetings of Members. A written notice of each meeting of Members, stating the place, date and time thereof and the purpose for which the meeting is called, shall be given by the Secretary or another officer to each Member at least seven (7) days before the meeting. In case of the death, absence, incapacity or refusal of all the officers, such notice may be given by a person designated by the persons calling the meeting or by the Directors. Electronic messages shall be considered "written."

Section 2.7 Quorum and Voters of Members. At any meeting of the Members, one-third (1/3) thereof shall constitute a quorum, but a lesser number of Members may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the Members thereat shall, except where a larger vote is required by law or by these bylaws, decide any matter brought before such meeting.

Section 2.8 Use of Membership. No Member shall use his or her membership in any form of advertisement or solicitation of business.

### ARTICLE III Board of Directors

Section 3.1 Election. The Members, at their annual meeting, shall elect four (4) at-large Directors to take office immediately upon election. In addition to the four (4) Directors so elected, the officers and immediate past President of the corporation shall serve, ex officio, as voting Directors. The President shall serve as chair of the Board.

Section 3.2 Vacancies. Between annual meetings of the Members, a majority of the Directors then in office may fill any vacancies on the Board caused by death, resignation, removal or otherwise.

Section 3.3 Term. The term of each at-large director shall be one (1) year or until the next annual meeting of Members following the election of said Director and until the successor to said Director shall be elected. No Director shall serve for more than fifteen (15) consecutive years.

Section 3.4 Powers. The Directors shall have and may exercise all of the powers of the corporation except such as are conferred by law or by these bylaws upon the Members.

Section 3.5 Regular Meetings of the Board of Directors. Regular meetings of the Directors may be held without call or formal notice at such places and at such times as the Directors may by vote from time to time determine.

Section 3.6 Special Meetings of the Board of Directors. Special meetings of the Directors may be held at any time and at any place when called by the President, the Treasurer or two (2) or more Directors, written or electronic notice thereof having been given at least two (2) days in advance to each Director by the Secretary or, in case of the death, absence, incapacity or

refusal of the Secretary, by the officer or directors calling the meeting, or at any time without call or formal notice, provided all the Directors are present or waive notice thereof by a writing filed with the records of the meeting. Electronic messages stating waiver of notice shall be considered "written."

Section 3.7 Consent in Lieu of Meeting. Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of Directors' meetings. Electronic messages stating consent shall be considered "written."

Section 3.8 Quorum and Votes of the Board of Directors. A majority of the Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the Directors thereat shall, except where a larger vote is required by law or by these bylaws, decide any matter brought before such meeting.

#### ARTICLE IV Committees

Section 4.1 Nominating Committee. At least thirty (30) days prior to the annual meeting of Members, the President shall appoint a nominating committee of five (5) Members who shall submit to the Members at their annual meeting a list of nominees for officers and Directors of the corporation. The President shall designate one of the Members of the committee to serve as chair thereof.

Section 4.2 Other Committees. The Directors may from time to time create and abolish such other committees as they deem necessary or desirable for the conduct of the affairs of the corporation, to which may be appointed such persons as the Directors may determine. Except as the Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted in a manner similar to that provided in these bylaws for the Directors.

#### ARTICLE V

##### Officers

Section 5.1 Election and Term. The officers of the corporation shall consist of a President, a Vice President, a Treasurer, a Secretary and such other officers as the Directors may determine. All officers shall be elected by the Members at their annual meeting and shall take office immediately upon election to serve until the next annual meeting. No person may serve in a particular office for more than two (2) consecutive terms except for the Treasurer, who shall not have a term limit. All officers shall serve, ex officio, as voting Directors.

Section 5.2 Vacancies. Between annual meetings of the members, a majority of the Directors then in office may fill vacancies in any office caused by death, resignation, removal or otherwise.

Section 5.3 Power Generally. Each officer shall have, subject to these bylaws, in addition to the duties and powers specifically set forth in these bylaws, such duties and powers as are customarily incident to the office and such duties and powers as the Directors may from time to time designate.

Section 5.4 President. The President shall preside at all meetings of the Members and Directors and shall be the chief executive officer of the corporation. The President shall act as the duly authorized representative of the corporation. The President shall act as the duly authorized representative of the Directors in all matters in which the Directors have not designated some other person for that specific purpose, and the President shall be responsible only to the Directors for the proper performance of his or her duties.

Section 5.5 Vice President. The Vice President shall serve as program chairman and shall have such powers at the Directors may from time to time designate.

Section 5.6 Treasurer. The Treasurer shall, subject to the direction and under the supervision of the Directors, have general charge of the financial concerns of the corporation and the care and custody of the funds, securities and valuable papers of the corporation, except the Treasurer's own bond, if any, and the Treasurer shall have power to endorse for deposit or collection all notes, checks, drafts and other obligations and orders for the payment of money payable to the corporation or its order, and to accept drafts on behalf of the corporation. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the corporation. If required by the Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such form, in such sum, and with such sureties as the Directors shall require.

Section 5.7 Secretary. The Secretary shall keep the records of all meetings of Members and Directors, and in the event of absence from any such meeting, the assistant Secretary, if any, or a temporary Secretary elected by the meeting shall record the proceedings thereof.

#### ARTICLE VI

#### Resignations and Removals

Any Director, officer or agent may resign at any time by delivering his or her resignation in writing to the President or Secretary or to a meeting of the Directors. Any Director or officer or agent may be removed from office at any time, with or without cause, by vote of two-thirds (2/3) of the Directors then in office at any meeting called for the purpose.

#### ARTICLE VII

#### Fiscal Year

Except as from time to time otherwise prescribed by the Directors, the fiscal year of the corporation shall end on the last day of June.

ARTICLE VIII  
Indemnification

In addition to any other rights to which any such person may be entitled by contract or otherwise under law, and subject to any applicable law, the corporation shall indemnify, defend and save harmless any person and his heirs and personal representative against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment or liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such person shall be threatened, by reason of such person being or having been a Director, officer or employee of the corporation or serving or having served in any such capacity in any other organization at the request of the corporation unless with respect to any matter such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation.

ARTICLE IX  
Amendments

These bylaws may be amended or repealed by the affirmative vote of two thirds (2/3) of the Members present at any regular or special meeting of the Members duly called at which a quorum is present, notice of which shall specify that one of the purposes of the meeting is the amendment of these bylaws.