

BYLAWS  
OF  
PLANNED GIVING ROUNDTABLE OF SOUTHEAST MICHIGAN  
(A Michigan Nonprofit Corporation)

ARTICLE I  
Members

Section 1. Members. The Corporation is organized on a membership basis. The Members of the Corporation shall consist of any individual interested in supporting the purposes and goals of the Corporation, who applies for membership pursuant to these Bylaws and pays the membership fee as fixed by the Board of Directors from time to time. Membership may also include an organization, institution, or governmental unit if approved by and subject to conditions set by the board.

Section 2. Application for Membership. Applications for membership will be submitted to the Secretary of the Corporation or his or her designee. Applications for individual membership must include the name, current job title and employer, address, telephone number, and email address of the applicant. Applications for corporate membership (if approved by the board) must identify an employee or other contact at the organization. Additional information may be requested by the Secretary of the Corporation.

Section 3. Transferability of Membership. Membership may not be transferred and will terminate upon the death, resignation, expulsion or expiration of term of the Member.

Section 4. Suspension and Termination. Any Member may be suspended or terminated for cause. Sufficient cause for suspension or termination of a Member is violation of these Bylaws, violation of any lawful rule or practice duly adopted by the Corporation, including the Model Standard of Practice for the Charitable Gift Planner, or any other conduct prejudicial to the interests of the Corporation. Proceedings for suspension or expulsion of a Member may be instituted by a petition to the Board of Directors in writing signed by one-tenth (1/10) of the Members or by the Board of Directors on its own motion. The affirmative vote of three-fourths (3/4) of the Directors is required in order for a Member to be suspended or expelled. A statement of the charges on which the suspension or expulsion is based will be mailed by registered mail to the last recorded address of the Member at least fifteen (15) days before final action is taken. This statement will be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges will be considered and the Member will have an opportunity to appear in person or by his or her representative and present any defense to the charges before action is taken. These rules will be equally enforced against all Members.

Section 5. Use of Planned Giving Roundtable Affiliation. Members shall not in any personal or political effort of their own or of their company, use or quote any Corporate action or use their affiliation as a means of supporting their position, request or argument, without the prior approval of the Board of Directors.

Section 6. Annual Meeting. The annual meeting of the Members of the Corporation will be held at a place and date designated by the Board of Directors near the end of each fiscal year for the purpose of electing Directors, receiving reports of officers and committees and transacting other business properly brought before the meeting.

Section 7. Special Meetings. Special meetings of the Members may be called by the Board of Directors and will be called by the President or Secretary at the direction of not less than two Directors or at the request in writing of at least two of the Members entitled to vote at the meeting with notice provided to the Members at least ten (10) days prior to the special meeting. Informational and social meetings of the Members will be called by the Secretary at the direction of the Program Committee. Special meetings will be held at a place designated in the notice of meeting. Any request for a special meeting must state the purpose or purposes of the proposed meeting.

Section 8. Notice of Meetings. Except as otherwise provided by these Bylaws or by law, written notice containing the time, place and purpose of a meeting of the Members will be given either personally, by mail, or by Email to each Member of record entitled to vote at the meeting or by publication in the newsletter of the Corporation not less than fourteen (14) days no more than sixty (60) days before the meeting. No notice of an adjourned meeting need to be given if the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting.

Section 9. Quorum. The quorum requirement for a meeting of the Members shall be as stated in the Articles of Incorporation. The Members present in person or by proxy at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The vote of the majority of the Members present at the meeting at which a quorum is present constitutes the action of the Members, unless a greater number is required by other sections of these Bylaws or the Articles of Incorporation.

Section 10. Conduct of Meetings. Meetings of the Members will be presided over by the President. The Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 11. Participation by Conference Telephone. A Member may participate in a meeting by a conference telephone, computer web conference, or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Section 12. Voting. Each Member in good standing at any meeting of Members will have the right to cast one vote in person or by written proxy.

Section 13. Dissent. With respect to any action proposed to be taken by the Corporation, any Member may dissent from that specific action by providing notice of the Member's position to the Secretary of the Corporation and a record will be kept of all such dissenting positions.

ARTICLE II  
Directors

Section 1. Number, Qualification and Term of Office. The property, activities and affairs of the Corporation will be managed by its Board of Directors. The Board of Directors of this Corporation will consist of the immediate past President, the current President, Vice-President, Treasurer, Secretary, Delegate to the National Committee on Planned Giving, the Chair of each standing committee, and at least three (3) directors at large elected by the Members. The term of office for all director positions shall be for two (2) years. Any individual may simultaneously serve in more than one capacity. Board terms may be staggered in alternating years as determined by the existing Board of Directors.

Section 2. Resignation, Removal and Vacancies. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Director may be removed, either with or without cause, by the affirmative vote of a majority of all Members entitled to vote.

If a vacancy has occurred in the Board of Directors as a result of death, resignation, removal, election to another position or otherwise, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

Section 3. General Powers as to Negotiable Paper. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate persons who will be authorized to make, sign or endorse the same of behalf of the Corporation.

Section 4. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of the Corporation by the President or Vice-President, and, if necessary, attested by the Secretary or the Treasurer.

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice if the time and place of the meeting has been determined by resolution of the Board. At least one regular meeting of the Board must be held each year.

Section 6. Special Meetings. Special meetings of the Directors may be called by the President and will be called by the President or Secretary at the direction of not less than two Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the President or Secretary and stated in the notice of meeting. Any request for a meeting by Directors must state the purpose or purposes of the proposed meeting.

Section 7. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board of Directors will be given either personally, by mail, or by Email to each Director not less than ten (10) days before a regular meeting and not less than two (2) days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting by Directors must state the purpose or purposes of the proposed meeting.

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 8. Quorum and Voting. If there are eight (8) or more Directors in office, then one-third (1/3) of all the Directors will constitute a quorum of the Board of Directors at any meeting. If there are less than eight (8) Directors in office, then a majority of all the Directors will constitute a quorum at any meeting. Each Director is entitled to one vote, including any Director who may be serving in more than one capacity. The vote of a majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting until a quorum has been obtained.

Section 9. Conduct at Meetings. Meetings of the Directors will be presided over by the President. The Secretary of an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting will act as Secretary of the meeting.

Section 10. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if all of the Directors consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

Section 11. Telephonic Conferences. A Director may participate in a meeting of Directors by conference telephone, computer web conference or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 12. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director.

Section 13. Committees. There shall be a Nominating Committee to make and present nominations for election of officers and directors at large which shall be chaired by the immediate past President. In addition, the Board of Directors will have the power to establish and to appoint the members of any number of committees and to delegate to the committees those responsibilities and powers the Board of Directors deems necessary, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, to successfully manage the affairs and carry out the purposes of the Corporation. The Acting Chair of each committee will be a Director. Each committee may be standing or *ad hoc*. Committee Chairs will be selected in the manner determined by the Board of Directors with the exception of the Nominating Committee which shall be chaired by the immediate past President. However, if the immediate past President is unable or unwilling to serve, then the chair of the Nominating Committee shall be selected by the Board of Directors.

ARTICLE III  
Officers

Section 1. Election or Appointment. The Members will elect a President, a Vice-President, a Secretary, a Treasurer and a Delegate to the National Committee on Planned Giving of the Corporation and may elect an Assistant Secretary and Assistant Treasurer. The same person may hold any two or more offices, but no officer will execute, acknowledge or verify any instrument in more than one capacity. The Members may also appoint any other officers and agents as they deem necessary for accomplishing the purposes of the Corporation.

Section 2. Term of Office. The term of office of all officers will be for a period of two (2) years effective on the first day of the fiscal year after their election, and if the annual meeting is held after the fiscal year-end, until their respective successors are elected at the second succeeding annual meeting of the Members, or until their resignation or removal. Any officer may be removed from office at any meeting of the Members, with or without cause, by the affirmative vote of a majority of the Members, whenever in their judgment the best interest of the Corporation will be served.

An officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

If the office of any officer becomes vacant during the officer's normal term, the Board of Directors may elect a successor to finish the term.

Section 3. Compensation. Officers will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by an officer in his or her capacity as an officer. Any officer who is an employee, agent or independent contractor of the Corporation will receive reasonable compensation for his or her services as fixed by the Board of Directors provided that compensation will not amount to an excess benefit transaction under Section 4958 of the Internal Revenue Code.

Section 4. The President. The President will be the chief executive officer of the Corporation and will have general and active management of the activities of the Corporation. The President will see that all orders and resolutions of the Board of Directors are carried into effect. The President will execute all authorized conveyances, contracts or other obligations in the name of the Corporation except where required by law to be otherwise signed and executed, and except where in his or her absence the signing and execution is expressly delegated by the Directors present at the meeting to another presiding officer.

Section 5. Vice-President. The Vice-President will, in the absence or disability of the President, perform the duties and exercise the powers of the President and will perform any other duties prescribed by the Board of Directors or the President.

Section 6. The Secretary. The Secretary will attend all meetings of the Board of Directors and the Members and record the minutes of all proceedings in a book to be kept for that purpose. The Secretary will keep and file all reports, statements and other documents required by law, receive and act upon requests for membership lists, give or cause to be given notice of all meetings of the Board of Directors and Members for which notice may be required and perform any other duties prescribed by the Board of Directors.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her death, resignation or removal from office.

Section 8. Delegate to the National Committee on Planned Giving. The Delegate to the National Committee on Planned Giving will be the representative of the Corporation to the National Committee on Planned Giving. If the Delegate is unable or unwilling to perform his or her responsibilities as the representative to the National Committee, the President may appoint an alternate Delegate to sit in his or her place.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretary and the Assistant Treasurer, respectively, in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Directors.

## ARTICLE V Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation or its Members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VI  
Conflicts of Interest

Section 1. Disclosure. When a Director or officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

Section 2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data when applicable. The minutes of the meeting should reflect that the disclosure was made, that the interested Board member or members abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

Section 3. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

ARTICLE VII  
Miscellaneous

Section 1. Fiscal year. The fiscal year of the Corporation will end on the last day of June.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the Members entitled to vote at a regular or special meeting.

Adopted and Approved:

April 20, 2005