

BYLAWS

OF

NATIONAL ASSOCIATION OF CHARITABLE GIFT PLANNERS, INC.

ARTICLE I

Membership

Section 1.1. Membership Classes. Membership in the National Association of Charitable Gift Planners, Inc. (the “Corporation”) shall be divided into classes as described in the Articles of Incorporation.

Section 1.2. Duration of Membership; Resignation. Membership in the Corporation may terminate by voluntary withdrawal as herein provided, or as otherwise provided in these Bylaws. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any Council Member may voluntarily withdraw from membership by giving written notice of such intention to the Corporation. The Chair shall notify the Board of Directors of the withdrawal of a Council Member at the next succeeding meeting of the Board of Directors.

Section 1.3. Suspension and Termination of Membership. Any Council Membership may be suspended or terminated, for cause. Sufficient cause for suspension or termination of membership shall be violation of these Bylaws, nonpayment of membership dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation as criteria for membership, or any other conduct prejudicial to the interests of the Corporation. Proceedings for suspension or termination of a Council Member may be instituted by a petition to the Board of Directors in writing signed by one-tenth (1/10) of the Council Members, or by the

Board of Directors on its own motion. The affirmative vote of two-thirds (2/3) of the entire membership of the Board of Directors shall be required in order for a Council Member to be suspended or expelled. A statement of the cause on which such action is based shall be mailed by certified mail to the last recorded address of the Council Member at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which time the charges shall be considered and the Council Member shall have the opportunity to appear by its representative and present any defense to such charges before final action is taken thereon.

The Board of Directors shall have the authority to establish specific criteria applicable to the suspension or termination of provisional and individual members.

Section 1.4. Dues, Fees, and Assessments. The amount of the membership fees, dues, and assessments applicable to membership in the Corporation or to any class of such membership and the time and manner of payment thereof shall be determined by the Board of Directors.

Section 1.5. Membership Criteria. The Board of Directors shall have the authority to establish specific criteria applicable to membership in the Corporation.

ARTICLE II

Meeting of Council Members

Section 2.1. Assembly of Delegates. An annual meeting of the Council Members of the Corporation shall be held on such date as may be designated by the Board of Directors.

This meeting shall be chaired by the Chair and known as “The Assembly of Delegates” (the “Assembly”).

At the Assembly, the Council Members of the Corporation shall:

- (i) receive from the Chair complete information about the current finances and programs of the Corporation;
- (ii) elect up to six (6) individuals as At Large Members of the Board of Directors;
- (iii) adopt or reject changes to the Bylaws proposed by the Board of Directors and recommend additional changes to the Board of Directors; and
- (iv) review the strategic directions and long-range objectives of the Corporation, discuss the dues structure for the following year, discuss changes to the membership criteria, and develop recommendations for action by the Board of Directors.

Section 2.2. Voting Rights. Each Council Member of the Corporation shall have the voting rights specified in the Articles of Incorporation. For purposes of voting at the Assembly and other meetings of the Council Membership, each Council Member of the Corporation shall have one (1) vote; provided, however, any Council Member with more than 150 individual members shall be entitled to two (2) votes. The two (2) votes may be exercised either by one or two representatives of the Council Member. A Council Member shall not be entitled to vote unless it has currently paid all membership fees, dues, and assessments. The representative who shall exercise voting rights shall be designated in writing to the Corporation by each Council Member prior to the meeting.

Section 2.3. Voting by Proxy. A representative of a Council Member entitled to vote at any meeting of Council Members may vote either in person or by proxy executed in writing by the Council Member. (For purposes of this section, a signed proxy transmitted by facsimile or electronic mail to the Corporation by a Council Member shall be deemed “executed in writing by the Council Member.”) No proxy shall be voted at any meeting of members unless the same shall be filed with the Secretary prior to the commencement thereof.

Section 2.4. Special Meetings. Special meetings may be called by the Chair, by a majority of all Voting Directors, or by a petition in writing of at least one-tenth (1/10) of the Council Members.

Section 2.5. Notice of Meetings. Written notice stating the place, day and hour of any meeting and, in the case of special meetings or when otherwise required by law, the purposes for which any such meeting is called, shall be delivered, mailed or sent by facsimile or electronic mail by the Corporation to each voting Council Member of record, at such address as appears upon the records of the Corporation, at least thirty (30) days before the date of such meeting.

Section 2.6. Waiver of Notice. Notice of any meeting may be waived by any Council Member in writing filed with the Secretary. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 2.7. Quorum. At any meeting of Council Members, a majority of the Council Members qualified to vote represented at the meeting either in person or by proxy, shall constitute a quorum. A majority vote of such quorum shall be necessary for the transaction of any business

by the meeting, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 2.8. Voting List. The Secretary shall at all times keep at the principal office of the Corporation a complete and accurate list of all Council Members entitled to vote. Such list may be inspected by any member for any proper purpose at any reasonable time.

Section 2.9. Written Ballots. Any action required or permitted to be taken at any meeting of the Council Members may be taken without a meeting if the Corporation delivers a written ballot to every voting Council Member describing each proposed action to be taken at the meeting and providing an opportunity for each Council Member to vote for or against each proposed action. The written ballot must (i) indicate the number of responses needed to meet the quorum requirements of a meeting of Council Members, (ii) state the percentage of votes in favor necessary to approve each matter, and (iii) specify the time by which the ballot is valid only when (i) the number of votes cast by ballot on any matter equals or exceeds the quorum required to be present at a meeting of the Council Members and (ii) the number of votes in favor of any matter equals or exceeds the number of votes that would have been required to approve the matter at a meeting of the Council Members at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE III

Board of Directors

Section 3.1. Duties and Qualifications. The business and affairs of the Corporation shall be governed by the Board of Directors. Each Director shall be an Individual Member as well as a member of at least one Council Member.

Section 3.2. Number, Election and Term of Office. The members of the Board of Directors shall be elected as follows:

a. At Large Directors. The At Large Directors shall be elected by the Council Members at the Assembly from the slate of nominations prepared by the Directors' Nominating Committee. There shall be up to eighteen (18) At Large Directors. The At Large Directors shall be divided into three groups of up to six (6), whose terms shall be staggered. At Large Directors shall be elected to serve for a term of three years to begin the following January 1.

Newly elected At Large Directors shall be invited to attend the regular meeting of the Board of Directors immediately preceding the commencement of their terms.

If the Assembly is not held at the time designated by the Board of Directors, the Directors shall continue to serve in office until their successors are elected and qualified, or until their resignation, removal or death.

b. Ex-Officio Directors. In order to elect as Chair or Chair-Elect someone whose term as a Director would otherwise expire, the Board of Directors may elect that person as Chair or Chair-Elect and that person will be ex-officio a Voting Director to serve a one-year term. A Chair-

Elect who is so elected may also be elected by the Board of Directors to serve an additional one-year term in order to serve as Chair.

c. Special Directors. The Board of Directors may from time to time elect up to four (4) Special Directors to serve one-year terms. Special Directors shall serve as non-voting members of the Board.

d. Selection of Directors' Nominating Committee. The Directors' Nominating Committee shall be chaired by the Immediate Past Chair of the Corporation and composed of four other ex-officio members and four appointed members. The ex-officio members shall consist of the Immediate Past Chair from one year prior, the Chair, the Chair-Elect and the President. The President shall be a non-voting member of the Directors' Nominating Committee. The appointed members shall consist of one former member of the Board of Directors, one current member of the Board of Directors and a minimum of two Council presidents who shall not be current or former members of the Board of Directors. The appointed members shall be appointed by the Immediate Past Chair in consultation with the Chair. Directors' Nominating Committee members shall serve a term commencing immediately following their appointment and ending upon the adjournment of the next Assembly.

e. Nominations of At Large Directors. Prior to the Assembly, the Directors' Nominating Committee shall seek suggestions from the Councils, the Board of Directors, former Directors, and committee and task force chairs. Any Council or Member may suggest a candidate for consideration. The Directors' Nominating Committee may consider the geographic and professional diversity of potential At Large Directors in preparing its slate of nominees. The

Directors' Nominating Committee shall then prepare a slate of nominees which shall be sent to the president of each Council Member at least thirty (30) days before the date of the Assembly. Additional nominees shall be added to the slate if a nominee is sponsored in writing by more than ten percent (10%) of the Council Members not less than ten (10) days before the Assembly.

Section 3.3. Vacancies. Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by a majority vote of the remaining Directors entitled to vote. In the event the vacancy is created by an increase in the number of Directors by amendment of the Bylaws, the election of the additional Director(s) shall be by vote of the Council Members. A Director chosen to fill a vacancy caused by other than an increase in the number of Directors shall serve for the remainder of the unexpired term for which the previous Director was designated or elected. The Directors Nominating Committee shall nominate one or more candidates to fill such vacancy or vacancies.

Section 3.4. Removal. Any Director may be removed, with cause, by the Board of Directors whenever two-thirds (2/3) of all Directors entitled to vote shall vote in favor of such removal.

Section 3.5. Annual Meeting. Unless otherwise agreed upon, the Board of Directors shall hold its annual meeting immediately following the Assembly at the place where the meeting of Council Members is held.

Section 3.6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board of Directors to such effect, and shall be held at least three times annually. The Chair shall fix the time and place of regular meetings. Unless otherwise

agreed upon, the Board of Directors shall meet (i) sometime during the first quarter of the calendar year, (ii) immediately following the Assembly, and (iii) in conjunction with the National Conference. Thirty (30) days written notice shall be given each Director for regular meetings. Special meetings of the Board of Directors may be held upon the call of the Chair or of any three (3) Directors and upon ten (10) days notice specifying the time, place and general purposes of the meeting, given to each Director either personally or by mail, facsimile, telephone or electronic mail. Notice of a special meeting may be waived in writing, by facsimile or by electronic mail before the time of the meeting, at the time of the meeting, or after the time of the meeting. Attendance at any special meeting shall constitute waiver of notice of such hearing.

Section 3.7. Quorum. A majority of all Directors entitled to vote shall be necessary to constitute a quorum for the transaction of any business. 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 law, the Articles of Incorporation, or these Bylaws.

Section 3.8. Unanimous Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all Directors entitled to vote. The action must be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 3.9. Participation by Telephone Conference. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as telephone conference, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 3.10. Executive Committee. There shall be an Executive Committee of the Corporation, which shall consist of the Chair, Chair-Elect, Secretary, Treasurer, Conference Chair, and Conference Chair-Elect (who shall be voting members) and the President (who shall be a non-voting member). During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the corporation except as otherwise limited by these Bylaws or by the Board of Directors. The Executive Committee shall cause minutes of its proceedings to be distributed to all Directors and to be kept and filed with the minutes of the proceedings of the Board of Directors. The Chair shall serve as Chair of the Executive Committee.

Section 3.11. Standing Committees. The following Standing Committees shall be established and maintained:

Audit Committee. The Audit Committee shall be composed of the Treasurer and other members of the Board of Directors appointed by the chairperson in consultation with the Chair. The chairperson of the Audit Committee shall be appointed by the Chair. Neither the President nor any other employee of the Corporation may serve on the Audit Committee. At least one committee member should possess financial expertise. The Audit

Committee shall assure that the Board of Directors and its members are adequately and currently informed of the financial condition of the Corporation. The Audit Committee shall be responsible for the selection of the auditor and shall meet with the auditor, either in person or by telephone conference, on at least an annual basis.

Conference Program Committee. The Conference Program Committee shall serve as an advisory committee to the Board of Directors and shall be composed of the Conference Chair, who shall be its chairperson, Conference Chair-elect, and other individuals appointed by the Conference Chair in consultation with the Chair. It shall plan the educational program for the National Conference.

Section 3.12. Other Committees. The Chair or the Board of Directors may from time to time create and appoint other committees, including task forces, to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation.

Section 3.13. Authority; Governance of Committees; Qualification of Committee Members

a. Each Board committee may exercise authority to the extent specified by the Board of Directors in the resolutions creating a committee or as otherwise specified by these Bylaws; provided, however, that a committee may not:

- (1) authorize any distributions as defined by the Indiana Nonprofit Corporation Act of 1991, as amended;
- (2) approve or propose to Council Members action that is required to be approved by Council Members, including, but not limited to,

- (i) dissolution;
- (ii) merger,
- (iii) sale,
- (iv) pledge, or
- (v) transfer

of all or substantially all of the Corporation's assets;

- (3) elect, appoint, or remove Directors or fill vacancies on the Board of Directors;
- (4) adopt, amend, repeal, or waive any provisions of the Corporation's Articles of Incorporation; or
- (5) adopt, amend, repeal, or waive any provision of these Bylaws.

b. Except to the extent inconsistent with the resolutions creating a committee, Sections 3.6 through 3.9 of this Article, which govern meetings, actions without meetings, notices and waivers of notice, quorum and voting requirements, and telephone participation in meetings of the Board of Directors, shall apply to the committee and its members.

ARTICLE IV

Offices

Section 4.1. Offices and Qualifications Therefor. The officers of the Corporation shall consist of a Chair, a Chair-Elect, a Secretary and a Treasurer. Each officer shall be an Individual Member as well as a member of at least one Council Member. The President shall also be an

officer of the Corporation; provided, however, that such officer shall not be subject to the provisions of this Article.

Section 4.2. Terms of Office. Each officer of the Corporation (and Conference Chair and Conference Chair-elect) shall be elected annually by the Board of Directors from among the membership of the Board of Directors and shall hold office for a term of one (1) year beginning on the following January 1, and until his or her successor shall be duly elected and qualified, or until resignation, removal or death.

Section 4.3. Nominations. The officers, Conference Chair and Conference Chair-elect shall be elected from a slate of nominations prepared by an Officers' Nominating Committee. The Officers' Nominating Committee shall be chaired by the Immediate Past Chair and consist of the Chair-Elect and four current or past Directors recommended by the Immediate Past Chair in consultation with the Chair. The Officers' Nominating Committee shall prepare a slate of nominees which shall be sent to the Directors at least ten (10) days before the date of the meeting at which the election is to be held. Additional nominees shall be added to the slate if the person is sponsored by at least three Directors.

Section 4.4. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by nomination by the Executive Committee upon approval of the Board of Directors at any meeting thereof, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until his or her successor shall be duly elected and qualified.

Section 4.5. Removal. Any officer of the Corporation may be removed, with cause, by the Board of Directors whenever two-thirds (2/3) of all Directors entitled to vote shall vote in favor of such removal.

ARTICLE V

Powers and Duties of Officers

Section 5.1. Chair of the Board of Directors. The Chair of the Board of Directors (the “Chair”), if present, shall preside at all meetings of the members, the Board of Directors, and the Executive Committee.

Section 5.2. Chair-Elect. Subject to the general control of the Board of Directors, the Chair-Elect shall discharge all the usual functions of the Chair if the Chair is not present and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe.

Section 5.3. Secretary. The Secretary shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and the Secretary shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to or cause the giving and serving of all notices of the Corporation required by these Bylaws and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws or the Board of Directors may prescribe.

Section 5.4. Treasurer. The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the

Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer and such other duties as these Bylaws or the Board of Directors may prescribe.

Section 5.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

ARTICLE VI

President

Section 6.1. President. The Corporation shall have a President selected by the Board of Directors. The President shall serve at the will of the Board of Directors and shall be an ex-officio non-voting member of the Board.

Section 6.2. Compensation. The President of the Corporation shall receive such compensation for his or her services in such office as may be fixed by action of the Board of Directors, duly recorded.

Section 6.3. Duties. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall be the chief

executive officer of the Corporation. The President shall be an ex-officio non-voting member of all committees and task forces.

ARTICLE VII

Miscellaneous

Section 7.1. Corporate Seal. The Corporation shall have no seal.

Section 7.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the Chair or President, and, if required, attested by the Secretary.

Section 7.3. Loans and Indebtedness. Unless authorized by the Board of Directors no loan shall be made or contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name. The Corporation may not lend money or guarantee the obligations of any Director or officer of the Corporation.

Section 7.4. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

ARTICLE VIII

Amendments

Subject to the law and the Articles of Incorporation, the Board of Directors shall have the power to propose new Bylaws and to propose alterations to, amendments of or the repeal of any

part of these Bylaws. The power to adopt or reject changes proposed by the Board of Directors is vested in the Council Members. The adoption of changes proposed by the Board of Directors shall require the affirmative vote of two-thirds (2/3) of the Council Members present at the Assembly or any other duly-called meeting of Council Members.

The Board of Directors shall send notice of any proposed change to all Council Members at least thirty (30) days prior to the Assembly or any other time set for discussion of the proposed change, except that this notification requirement may be waived by a vote of two-thirds (2/3) of Council Members present at the Assembly or any other duly-called meeting of Council Members