

Articles of Association

I. NAME

The name of the association shall be “The Peninsula Estate Planning Council” and shall herein be referred to as the “**Council**.”

II. OBJECTS AND PURPOSES

The objects and purposes of the **Council** shall be to promote knowledge of and interest in estate planning and related subjects; to provide a forum where trust officers, attorneys, accountants, life underwriters and other professionals whose practice pertains to the arena of estate planning may exchange views and become better acquainted with each other and their work; to foster intelligent cooperation among practitioners in these fields and to promote a better understanding of the proper relationship which the work of each bears to the others; and generally to promote the best interests of the members and that of the general public through helpful service in matters of estate planning.

The **Council** shall be advisory in character and shall have no power to bind its members to any action or conclusion that is not provided for in this instrument. These restated Articles of Association were approved by the **Board of Directors** at a meeting held on February 2, 2022 and following proper notice to the membership were approved and adopted by those members of the Council present and eligible to vote at the meeting of the **Council** held on May 4, 2022. These restated Articles of Association are immediately effective and replace all prior Articles of Association approved and adopted by the membership of the **Council**.

III. MEMBERSHIP

- A. *Eligibility*: New members must meet minimum requirements of their membership in one of the categories set forth below as follows:
1. Legal Field: Must be an attorney and have practiced law for three years with an emphasis on estate planning or trust and probate law.
 2. Accounting Field: Must be a Certified Public Accountant (CPA), or Public Accountant (PA) or an Enrolled Agent (EA).
 3. Insurance Field: Must be a Chartered Life Underwriter (CLU), Chartered Financial Consultant (ChFC), or have five years' experience as a life insurance agent or broker.
 4. Fiduciary Field: Must have been active in the Trust field for three years and be currently employed by a Corporate Trust Company, hold the designation of CTFA, or be currently licensed to practice as a Private Fiduciary by the State of California.

Articles of Association



5. Charitable Giving Field: An individual employed by a Charitable Organization or whose private philanthropic practice is focused on planned giving.
 6. Financial Planning Field: Must be a Chartered Financial Consultant (ChFC), a Certified Financial Planner (CFP), a Chartered Financial Analyst (CFA), or have five years' experience as a financial advisor or planner.
 7. Member at Large: There shall be four subcategories of the Member-at-Large Category:
 - (1) Member at Large – Elder Care Subcategory: Regarding persons active in elder care who do not come within any of the first seven membership categories, nor within any of the other member-at-large subcategories, the **Board of Directors** shall decide whether such person who applies for membership in the **Council** is sufficiently involved in the Estate Planning Field to warrant his/her becoming a member of the Council.
 - (2) Member at Large – Mortgage Loan Subcategory: Regarding persons whose business is that of a California licensed real estate broker or agent and who primarily brokers mortgage loans, and who do not come within any of the first seven membership categories, nor within any of the other member-at-large subcategories, the Board of Directors shall decide whether such person who applies for membership in the Council is sufficiently involved in the Estate Planning Field to warrant his/her becoming a member of the Council.
 - (3) Member at Large – Real Estate Subcategory: Regarding persons with active practices as licensed California real estate brokers or agents (and whose business is not primarily that of a mortgage loan broker) and who do not come within any of the first seven membership categories, nor within any of the other member-at-large subcategories, the Board of Directors shall decide whether such person who applies for membership in the Council is sufficiently involved in the Estate Planning Field to warrant his/her becoming a member of the Council.
 - (4) Member at Large Subcategory – Other: Regarding persons active in estate planning who do not come within any of the first seven membership categories, nor within any of the other member-at-large subcategories, the Board of Directors shall decide whether such person who applies for membership in the Council is sufficiently involved in the Estate Planning Field to warrant his/her becoming a member of the Council.
- B. *Applications for Membership:*
1. *Prerequisites and Procedure.* Applicants for membership must have attended one regular meeting and be sponsored by two members of the **Council** in good standing. Applications for membership must include payment for annual dues and be submitted in writing to the

Articles of Association

Secretary, with the written endorsement of the two sponsors. Completed applications will be submitted by the Secretary to the **Board of Directors** at its next meeting to be held following receipt of the completed application by the Secretary. A favorable vote of a majority of the members of the **Board of Directors** present at the meeting of the **Board of Directors** in which an Application for Membership is being considered shall be necessary to approve said application.

- 2, *Membership Limits.* No category of membership shall consist of more than 30% of the total membership of the **Council**. For the purpose of the membership limits, the total membership of the **Council** shall be determined on the date each membership application is considered by the **Board of Directors** and shall be equal to the greater of (a) the total membership at the close of the prior fiscal year, or (b) the current total membership on such date.

- (1) The total number of members in each of the Member-at-Large subcategories shall not exceed 10% of the total membership of the **Council**. However, the limits on Members-at-Large as a category, and on each Member-at-Large subcategory, shall be effective only for applications submitted after September 6, 2017, and shall not affect the existing membership of any Member-at-Large admitted prior to September 6, 2017.

- (2) If applications for any membership category exceed the total permitted for that category, then the applicant shall be placed on a waiting list for that category; however, should that applicant also be eligible for membership in another category which is not full, the applicant shall be given the choice of remaining on the waiting list in the original category, or applying in the alternate category.

- (3) Notwithstanding the above provisions of this Section III.B.2, the **Board of Directors** may, in its discretion, approve an application that will exceed the above limitations for membership if the **Board of Directors** determines that such applicant will make significant contributions to the **Council** through active participation in and/or sponsorship of the **Council's** programs and activities.

2. *The Annual Year & Membership Period.* The annual year of the **Council** shall be the fiscal year that shall commence each July 1st and end on June 30 of the following year and which shall hereinafter be referred to as the "**Annual Year of the Council**." The annual membership period for each member shall commence on the date during the Annual Year of the **Council** in which the member pays his or her annual dues or renews his or her membership and shall end on the last day of said Fiscal Year. As a condition precedent to renewing one's membership, the applicant must be: (a) still eligible for membership in one of the categories set forth in Subparagraph A. of Article **III. MEMBERSHIP** and (b) shall have paid all dues and meeting registration fees for all past Annual Years of the **Council** in which he or she was a member of the **Council**. A member who has paid his or her annual dues for the current Annual Year of the **Council** and who has paid in full all meeting registration

Articles of Association

fees for each meeting attended during the current **Annual Year of the Council** shall be defined as a member in good standing and shall hereinafter be referred to as a “**Member in Good Standing**.”

- C. *Attendance:* The **Board of Directors**, in its discretion, shall review the attendance of the membership annually. Each member, except **Past Presidents Emeritus**, must attend at least three regular meetings during each **Annual Year of the Council**. Any member who does not fulfill this attendance requirement shall be subject to being dropped from membership at the discretion of the **Board of Directors** by a majority vote of the members of the **Board of Directors** present at the meeting in which this matter is being addressed. However, before any such member is dropped from membership, he or she shall be given an opportunity to present in writing any unusual circumstances that prevented his or her attendance. If the member is dropped from membership, such member may, after one year, reapply for membership in accordance with Paragraph B. *Applications for Membership:* of this Article **III. MEMBERSHIP**.
- D. *Dues or Meeting Registration Fee:* Annual dues shall be established annually by the **Board of Directors** by a majority vote and be for the **Annual Year of the Council**. The registration fee for each **Council** meeting shall be set from time to time in an amount the **Board of Directors** deems needful or necessary to cover a portion or all of the monthly dinner (food, room and service) and beverage expense being charged by the venue wherein the meetings are held.
- E. *Past President and Emeritus:* Any person who has served as President of the **Council** shall automatically be entitled to the status of “Past President Emeritus” and upon payment of annual dues, shall be entitled to all the rights, privileges and preferences of membership. Members qualifying as “Past President Emeritus” shall not be subject to attendance requirements set forth in Paragraph C. *Attendance:* of this Article **III. MEMBERSHIP**.
- F. *Immediate Past President:* In addition to having the status of “Past President Emeritus,” the person who last served as president of the **Council** shall, during the next **Annual Year of the Council**, be designated as and serve in the position of Immediate Past President of the **Council**, which position and person therein serving are hereinafter referred to as “**Immediate Past President**.” The **Immediate Past President** shall serve as an unelected member of the **Board of Directors** with the same authority, voting rights, powers, duties and privileges of any other member of the **Board of Directors** as set forth below in the first paragraph of Paragraph A. *Composition and powers:* of Article **IV. BOARD OF DIRECTORS**. In the event that the **Immediate Past President** is for any reason unable to complete the year as **Immediate Past President** that position shall remain vacant for the remainder of that **Annual Year of the Council**. When determining whether a quorum is present in order to start a meeting of the **Board of Directors**, the **Immediate Past President** shall be counted. The **Immediate Past President** shall serve as the head of the Nominating Committee and shall perform such other duties as directed by the **President**.

Articles of Association



IV. BOARD OF DIRECTORS

- A. *Composition and Powers:* Subject to any limitations contained in these Articles, the policies and affairs of the **Council** shall be managed and controlled by a board of directors consisting of and including: (1) the **President, Vice President, Treasurer and Secretary** of the **Council** serving thereon ex-officio and who are herein referred to individually as “**Officer**” or collectively to as “**Officers**,” (2) directors, the number which shall be determined annually as set forth below in this paragraph, who are herein individually referred to as “**Director**” or collectively as “**Directors**,” and (3) the **Immediate Past President**, who serves ex officio by reason of being the immediate past president of the **Council**, herein collectively referred to as the “**Board of Directors**.” Each year, acting in its sole discretion and pursuant to the power and authority granted to it by these Articles of Association as set forth in the last paragraph contained in Paragraph B. *By Directors* of Article **VIII. AMENDMENT**, the **Board of Directors**, shall set the size/number of members sitting on the **Board of Directors** which shall govern the **Council** during the next **Annual Year of the Council**. The number so set shall be no less than 10 nor more than 17 members, which shall in turn determine the number of **Directors** serving on that **Board of Directors** which shall be equal to the difference between the size of the **Board of Directors** as set by the **Board of Directors** less the sum of four **Officers** and one **Immediate Past President**. Each member of the **Board of Directors** shall have equal authority and power to perform and carry out the duties and responsibilities of the **Board of Directors** and in doing so shall have one vote with respect to any and all matters coming before the **Board of Directors** that require a vote in order to be approved or enacted.

When compiling a **Slate** of **Officers** and **Directors** for presentation to the **Council** at its Annual meeting to elect the following years **Board of Directors**, it is recommended, but not required, that said **Slate** be composed in such a manner that if elected, the **Board of Directors** for the next **Annual Year of the Council** shall consist of at least one member from six of the eight categories of membership and no more than three members from any one of the eight categories of membership (*regardless of the number of subcategories in that membership category*) as same are set forth in Paragraph A. *Eligibility* of Article **III. MEMBERSHIP**. In determining whether the above limitations have been satisfied, the **Board of Directors** shall include in its count the category of membership of all **Directors, Officers** and the **Immediate Past President**.

In order to carry out the banking needs of the **Council**, the **Board of Directors** shall from time to time by resolution voted on and approved by a majority of the members on the **Board of Directors** determine which one or more of the **Officers** shall have authority to sign checks drawn on any checking account of the **Council**.

Vacancies occurring in the **Board of Directors** during the **Annual Year of the Council** shall be filled by candidates selected by the **Board of Directors** and approved by a majority vote of the **Board of Directors**.

Articles of Association

- B. *The Election and Term of Office:* At the Annual meeting of the **Council** an election shall be held in accordance with the terms of Article **VI. NOMINATION AND ELECTION** to fill the position of each **Director** whose term of office has expired or is vacant due to the resignation of a **Director** or needs filling pursuant to the exercise by the **Board of Directors** of its authority and power set forth in the last paragraph in Paragraph B. *By Directors* of Article **VIII. AMENDMENT** to expand the number of **Directors**. For each **Director** elected on or after May 2, 2012, the term of office is two years. However, for each **Director** elected at the Annual meeting, that Director's two-year term of office shall commence on the date of the Annual meeting at which the **Director** is elected and terminate on the date of the second Annual meeting following the Annual meeting at which the **Director** was elected. In the event that a **Director** is appointed to fill a vacancy caused by the resignation or death of a **Director** during the **Annual Year of the Council**, then that **Director** shall serve out the remaining portion of the two-year term of office. Although there is no limit on the total number of terms served by a Director, no Director may serve for more than eight consecutive years. If and when a Director becomes ineligible to serve due to the completion of eight consecutive years of service, that Director will again become eligible to serve once one full term of office has elapsed since the conclusion of the Director's previous service. The **Board of Directors** may in its sole discretion and by majority vote of the members of the **Board of Directors**, modify the term of office that **Directors** are elected to serve or modify the term of office of any one or more of the **Directors** if the sole purpose of doing so is to reconfigure the **Directors** into two or more groups of **Directors** whose term of office is staggered so as to expire one year after the other.

V. OFFICERS AND ELECTIONS:

- A. *Officers and Elections:* The offices and title of the officer serving in each of the offices of the **Council** are President, Vice President, Secretary and Treasurer, which are herein respectively referred to as "**President**," "**Vice President**," "**Secretary**," and "**Treasurer**" as the case may be or individually by the term "**Officer**" or collectively as a group "**Officers**." The **Officers** shall be elected at the annual meeting of the **Council** and shall hold office for one year from the date of their election and until their successors shall be elected at the next Annual meeting. No member may serve as an **Officer** of the **Council** unless he or she has served one term as a **Director** of the **Council**. It is desirable, but not required, that the **Officers** represent a succession of members from different membership categories. No term limitation shall exist or apply to any person serving as an **Officer** of the **Council**.
- B. *Duties:* The duties of the **President** shall be to preside at all meetings of the **Council**. The **President** shall also preside over all meetings of the **Board of Directors**. The **President** shall serve ex-officio as a member of all standing committees of the **Council** and the **Board of Directors**. The **President** shall generally act as Chief Executive Officer of the **Council**.

The duties of the **Vice President** shall be to perform all the duties of the President when the President either cannot perform such duties or requests the **Vice President** to perform such

Articles of Association



duties. When so acting, the **Vice President** shall have all the powers of and be subject to all restrictions upon the President. In the event that the President resigns or is otherwise unable to complete his or her term of office, the **Vice President** shall serve as President for the remainder of that term and the duties of the office of **Vice President** shall be delegated by and amongst the remaining **Officers** as they, in their sole discretion shall determine. The **Vice President** shall have such other powers and perform such other duties as shall from time to time be prescribed by the **Board of Directors**. In addition thereto, the duties of the **Vice President** include serving as the Chairperson of the program committee whose function is to ensure that there is a speaker for each monthly **Council** meeting for the current **Annual Year of the Council** and to arrange a full slate of speakers for the following **Annual Year of the Council**.

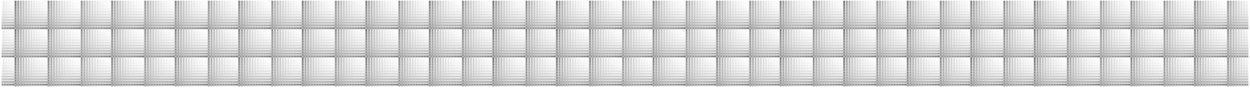
The duties of **Secretary** shall be to keep, or cause to be kept, a book of minutes of the meetings of the membership and of the **Board of Directors**; to keep a register showing the names and addresses of the members and **Board of Directors**; to give notice of the meetings of the **Council** and meetings of the **Board of Directors**.

The duties of **Treasurer** shall be to act as Chief Financial Officer; to keep and maintain correct accounts of the finances of the **Council**; to receive and deposit all monies in the name and to the credit of the **Council** with such depositories as may be designated by the **Board of Directors**; to disburse the funds of the **Council** to meet current expenses of the **Council** as approved by the **Board of Directors**; and to render periodically an accounting of the financial condition of the **Council**.

VI. NOMINATION AND ELECTION

- A. At least 60 days prior to the date of the annual meeting, the President shall appoint a Nominating Committee consisting of five members of the **Board of Directors** including the **President** and **Immediate Past President**. The committee shall be headed by the **Immediate Past President**. The composition of said Nominating Committee to the extent that is practical shall consist of no more than one member from any one of the categories of membership of the **Council**. Following consultation with the **Board of Directors**, said committee shall submit for a vote of the members present at the annual meeting of the **Council** a list of nominees for each of the of the **Offices** of the **Council** and all positions of Director then expiring or otherwise vacant or to become vacant at the end of the Annual Year of the Council, herein referred to as the "**Slate**."
- B. The **Slate** proposed by the Nominating Committee shall be advisory only, and shall be presented to the **Council** at the annual meeting wherein voting shall take place. Only those members of the **Council** who are present at said meeting and who are entitled and eligible to vote pursuant to the terms of these Articles of Association as set forth below herein in Subsection (6) *Voting* of section A. *Meeting of the Council* of Article VII. **MEETINGS** shall be entitled to vote and each shall have one vote unless otherwise provided for or required herein. Except as otherwise set forth in this Article, a majority vote shall be required to adopt any matter presented at this meeting.

Articles of Association



Voting by absentee ballot or via proxy shall not be allowed on any matter presented and voted upon at this meeting.

- C. After presenting the **Slate** to the membership, the **Officer** conducting said meeting shall call for nominations from the floor. If none are made, said **Officer** shall announce that nominations from the floor are closed and shall call for a motion from the floor to adopt and elect the **Slate** as a whole and as presented. Upon being seconded, the **Officer** conducting said meeting shall call for discussion of said motion and following same or if none is forthcoming, shall call for a vote. The motion shall pass upon receiving a majority vote pursuant to the terms of Subparagraph B. of this Article **VI. NOMINATION AND ELECTION** and the **Slate** shall be deemed elected. At the end of said meeting those persons so elected as **Officers** and **Directors** shall assume and commence serving in the position to which they were elected.
- D. In the event that the motion to adopt the **Slate** shall fail, the **Officer** conducting said meeting shall proceed by calling for separate elections to fill the offices of President, the Vice President, Secretary and the Treasurer. Each separate election shall be conducted in the same manner as set forth below in this paragraph and in the same order as the **Officers** are set forth above in this paragraph. The person set forth on the **Slate** for each of said offices shall be deemed as having been properly nominated for said office and shall therefore be a candidate for said office. As each of said elections is conducted, nominations from the floor for said office shall be called for and accepted until such time as no further nominations are forthcoming. At that time the nominations for said office shall close and those nominees from the floor shall be deemed to also be candidates for said office. A vote shall be conducted with the candidate receiving the most votes deemed elected to that office. If no nominations from the floor are forthcoming, then the nominee set forth on the **Slate** for each office shall be deemed elected. If nominations from the floor are received, then the candidate receiving the largest number of votes shall be deemed duly elected and the **Officer** conducting the meeting shall proceed to the election for the next office in the same order as they set forth above. Upon completing the election of **Officers** the **Officer** conducting this meeting shall proceed to conduct an election in the manner set forth below in this paragraph to elect the same number of **Directors** as set forth on the **Slate**. For the purposes of this election, those persons set forth on the **Slate** shall be deemed as having been properly nominated for the office of **Director**. In addition, the **Officer** conducting the meeting shall call for nominations from the floor and shall accept nominations until such time as no further nominations are forthcoming. At that time the nominations for said office shall close and those nominees from the floor as well as those from the **Slate** shall be deemed candidates for the position of **Director**. If no nominations from the floor are forthcoming, then the nominees set forth on the **Slate** for the position of **Director** shall be deemed elected. In the event that there are nominations from the floor, then the election of **Directors** shall proceed as follows, to wit: Each member present and entitled and eligible to vote shall have a number of votes equal to the number of **Directors** being elected and shall cast as many of said votes as he or she elects, provided however that no more than one vote shall be cast for any one candidate. Those candidates equal in number to the number of **Directors** being elected who receive the highest number of votes shall be deemed elected.

Articles of Association



VII. MEETINGS

A. *Meetings of the Council:*

1. Annual meetings:

The annual meeting of the members shall coincide with the Regular Meeting of the **Council** held during the month of May during each **Annual Year of the Council** or at such other date and time as may be designated by a majority vote of the **Board of Directors**.

2. Regular Meetings:

Regular meetings shall be held on the first Wednesday of September, October, November, December, January, February, March, and May at such time of day as may be designated by the **Board of Directors** or on such other date and time as may be designated by a majority vote of the **Board of Directors**.

3. Special Meetings:

Special Meetings of the members, for any purpose or purposes, may be called at any time by resolution of a majority of the **Board of Directors**, by the President acting alone, or by a majority of the members.

4. Place of meetings:

Meetings of the members shall be held at such place as may be designated by the **Board of Directors**.

5. Quorum:

Unless otherwise specifically stated elsewhere in these Articles of Association, 20 members of the **Council** shall constitute a quorum for any annual, regular or special meeting of the **Council**.

6. Voting:

Unless otherwise provided elsewhere in these Articles of Association, each member shall be entitled to one vote at any meeting or upon any issue. A majority of the votes cast at a meeting, at which a quorum is present, shall be sufficient to pass any measure at such meeting, except as may be otherwise provided by these articles. Only a **Member in Good Standing** shall be entitled and eligible to vote at any annual, regular or special meeting of the members of the **Council**.

Articles of Association



7. Notice of meetings:

A written notice of each meeting shall be given to each of those members who are a **Member in Good Standing**. Said notice may be given via any one or combination of more than one of the following methods, to wit: (a) email transmitted to the last email address of the member appearing on the records of the **Council**; (b) U.S. mail addressed to the member at the last address appearing on the records of the **Council**; or (c) facsimile transmission to the last fax number appearing on the records of the **Council** at least 10 days prior to such meeting. Such notices shall specify the time and place of the meeting, and in the case of a special meeting the nature of business to be transacted.

B. *Meetings of the Board of Directors:*

1. Annual meetings:

The annual meeting of the **Board of Directors** shall take place at the call of the President as soon as practicable after the annual meeting of the membership and the election of the **Board of Directors**.

2. Regular meetings:

The **Board of Directors** shall hold regular meetings at such times as may be determined by the **Board of Directors** at the annual meeting of the **Board of Directors** or as scheduled and called by the President.

3. Special meetings:

Special meetings of the **Board of Directors**, for any purpose or purposes, shall be called at any time by the President or by a majority of the **Board of Directors**.

4. Place of meetings:

Meetings of the **Board of Directors** shall be held at such place or places as may be designated by the President or the **Board of Directors**. Meetings may also be held via email communication, video conferencing, or via any other electronic means that permits the members of the **Board of Directors** to communicate with each other and cast votes provided each member of the **Board of Directors** is given at least 48 hours' notice by email with instructions on how to connect to said meeting.

5. Quorum:

A majority of the members of the **Board of Directors** shall constitute a quorum for the transaction of business of the **Board of Directors** at any meeting of the **Board of Directors**.

Articles of Association

6. Voting:

All members of the **Board of Directors** shall be entitled to one vote on any and all matters presented, considered and voted on at any regular or special meeting. Unless otherwise set forth elsewhere herein, a "majority vote" of the members of the **Board of Directors** is defined to mean a vote in which more than one-half of the members of the **Board of Directors** then present and voting is required to approve and pass the matter then being voted upon by the **Board of Directors**.

VIII. AMENDMENT

These Articles of Association may be amended or repealed or restated at any time or from time to time at a meeting called for that purpose as follows, to wit:

A. *Petition by Members:*

Restated Articles of Association may be adopted or Articles of Association may be repealed or amended by filing a petition setting forth proposed restated Articles of Association or by filing a petition seeking to repeal or amend existing Articles of Association and which shall have been served upon any **Officer** of the **Council**. Said petition shall contain the original signature of the petitioner and fourteen members of the **Council** each of whom must be a **Member in Good Standing** at the time said petition is presented served. In addition to the original petition, petitioner must also submit an electronic version of same to the **Officer** upon whom the original was served. After receipt of both the original and electronic versions of the petition, said **Officer** shall email the electronic version to the **Board of Directors**. At the next regular meeting of the **Board of Directors** the **Board of Directors** shall vote to either favorably or unfavorably recommend the petition to the members of the **Council**. In addition, the **Board of Directors** may present amendments to the petition. The petition and any amendments thereto proffered by the **Board of Directors** shall be posted on the **Council's** website. Each **Member in Good Standing** of the **Council** will be notified of this meeting in the manner set forth in Paragraph A(7) Notice of meetings: of Article VII. **MEETINGS**: using any one or combination of methods therein set forth. Only those **Council** members who are a **Member in Good Standing** and present at said meeting shall vote. Said vote will not take place unless a quorum consisting of twenty five percent (25%) of the membership of the **Council** entitled to vote is present at said meeting. If the required quorum is not present to vote at said meeting, the vote will be continued to the next regular meeting (meeting the 25% quorum requirement) of the **Council** with notice being provided to the membership in the same manner as for the meeting wherein said vote was to have originally taken place. A separate vote will be conducted to approve the petition and each amendment proffered by the **Board of Directors** and in order to pass will require a majority vote of those present and entitled and eligible to vote at said meeting. Absentee voting or voting by proxy will not be allowed. In the event that the two meetings referenced in this paragraph fail to draw the required quorum,

Articles of Association



the petition and all amendments thereto will be deemed to have been rejected and the matter will be deemed terminated.

B. *By Directors:*

Notwithstanding the right of the members of the **Council** to restate, amend or repeal the Articles of Association, the **Board of Directors** may restate the Articles of Association or amend or repeal the existing Articles of Association by presenting a proposal setting forth restated Articles of Association or the repeal or amendment of the existing Articles of Association to the membership at a regular, special or annual meeting of the members of the **Council** after providing each member of the **Council** who is a **Member in Good Standing** with notice of said meeting and posting said proposal on the website of the **Council** and including same in the notice of the meeting at which said proposal will be voted on. A quorum of 25% of the members of the **Council** who are **Members in Good Standing** will be required before a vote can be conducted. In the event that a quorum is not present, the vote will be continued to the next regular meeting of the **Council** membership. Notice of the continuance of the vote on this matter shall be placed on the website of the **Council** and in the email newsletter announcing the meeting to which the vote was continued. The failure to have a quorum, as set forth above in this paragraph, present at the meeting to which the vote was continued shall terminate any and all consideration of the proposed restated Articles of Association or the proposed repeal or amendment of the existing Articles of Association and same shall be deemed to have failed to win the approval of the **Council**. Absentee voting or voting by proxy will not be allowed.

Notwithstanding the provisions of this article, and without seeking a vote of the membership of the **Council**, the **Board of Directors** is hereby authorized in its sole discretion by majority vote of the **Board of Directors** to annually set the number of individuals who shall serve and sit on the **Board of Directors** within the minimum and maximum limits set forth in Paragraph A. *Composition and powers of Article IV. BOARD OF DIRECTORS.*