

PLANNED GIVING ROUND TABLE OF NORTHERN NEVADA
Operating Principles
(Amended July 18, 2017)

INTRODUCTION

The National Association for Charitable Gift Planners (hereinafter referred to as the CGP), was previously known as National Council on Planned Giving, as well as, Partnership for Philanthropic Planning. CGP is a public benefit corporation, as defined in Section 501(c)(3) of the Internal Revenue Code, and is located in Indianapolis, Indiana. The objectives and purposes of the CGP are to facilitate, coordinate, and encourage the education and training of the planned giving community, and to facilitate effective communication among the many different allied professionals in the community who participate in the planned giving process. In accordance with the CGP articles of incorporation and bylaws, the Planned Giving Round Table of Northern Nevada is a Council Member.

ARTICLE I - NAME AND LOCATION

Section 1. Name

The name and title by which this organization shall be known is the Planned Giving Round Table of Northern Nevada (hereinafter referred to as the Council).

Section 2. Location

The principal place of business and records of the Council shall be located in Reno, Nevada.

Section 3. Non-incorporation

The Council is a non-incorporated entity and is a Council Member of the CGP so that it is incorporated under CGP's 501(c)(3) group exemption status.

ARTICLE II - NOT-FOR-PROFIT PURPOSES

Section 1. Internal Revenue Code Section 501(c) 3 Purposes

In accordance with the CGP's group exemption, the Council is exempt from taxation under Section 501(c) 3 of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The charitable and educational objectives and purposes of the Council shall be those of the CGP; namely to facilitate, coordinate and encourage the education and training of the charitable gift planning community; to facilitate effective communication among the many allied professionals

in the community; to take any other action appropriate to a Council member of the CGP, including the monitoring of local governmental legislation and regulation in the area of charitable gift planning; and to further the purposes of the Council through meetings, workshops, publications and other relevant activities.

Section 3. Planned Giving Membership Defined

For purposes of the Council, eligible planned giving members shall be defined as the professions that work with donors to promote and/or plan gifts to qualified non-profit organizations, with due consideration given to the donor's overall financial and estate plan.

ARTICLE III - MODEL STANDARDS OF PRACTICE

Members of the Council are expected to adhere to the Model Standards of Practice for the Charitable Gift Planner first adopted by the CGP and the American Council on Gift Annuities in May 1991 and subsequently revised.

ARTICLE IV - MEMBERSHIP

Section 1. Membership, Generally

Membership in the Council is open to any individual working in a field related to planned giving. Membership is available only to individuals and is not transferable to other individuals. Individuals shall be provided Council membership if they subscribe to the objectives, philosophies, policies and procedures of the CGP and are approved by the Council Board of Directors. Although recommended, individual membership in the CGP is not required for Council membership.

Section 2. Procedures

The Council Board of Directors shall determine the rights of members, including voting privileges, eligibility for membership, application and acceptance procedures, procedures for reviewing and voting on membership applications, payment schedules, procedures for notifying delinquent members, and the date after which members will be dropped from membership for non-payment. The Council Board of Directors shall establish procedures for determining Council dues.

Section 3. Dues

Membership in the Council is contingent upon the payment of annual dues. The annual dues for membership in the Council shall be reviewed annually by the Council Board of Directors. A change in the amount of the annual dues of the Council shall be recommended to the membership by the Council Board of Directors at the Annual Meeting and requires approval by a simple majority of the members voting.

Council dues shall be in addition to annual fees for individual membership in the CGP if a member decides to join both. Members shall pay Council annual dues to the Council CGP in amounts to be determined from time to time by the Council Board of Directors according to the requirements of the Council on their membership anniversary date. Fees and dues shall not be prorated.

Section 4. Grace Period

In accordance with standards established by the CGP, Council members shall be allowed a specified grace period of 30 days for the payment of CGP Council dues and shall be in arrears thereafter.

Section 5. Reinstatement

Lapsed Council members may be reinstated upon payment of any CGP Council dues in arrears.

Section 6. Voting

Each member of the Council whose dues and fees are current shall be entitled to one vote. Members may vote in person or by telephone at a membership meeting of the Council, or via e-mail prior to a membership meeting in response to an email calling for votes from the President of the Council.

Section 7. Removal

A member may lose membership benefits by an affirmative vote of a majority of Council Board of Directors if eligibility requirements are no longer met.

Section 8. Emeritus Members

Emeritus membership in the Council is open to any Council member who is in good standing and has volunteered their time and expertise to the Council and/or has made significant contributions to the field of planned giving. Members must apply to the Council Board of Directors for Emeritus Member status. Emeritus members of the Council enjoy all the rights and privileges of regular membership and may, with Council Board approval, be entitled to pay reduced membership dues or be exempted from paying dues.

ARTICLE V - MEETINGS OF MEMBERSHIP

Section 1. Regular Meetings

Regular meetings of the Council shall be held as required by law and at least once annually on such dates and at such times and places as the Council Board of Directors shall determine. Notice of regular meetings shall be given to the members at least ten (10) days prior to the meeting. Special educational events and charitable activities in addition to the regular program meetings may be scheduled.

Section 2. Special Meetings

Special meetings may be called by the Council Board of Directors, or by petition of Twenty-five percent (25%) of the membership delivered to the Secretary. Notice of special meetings shall be given to members at least ten (10) days prior to the meeting.

Section 3. Annual Meeting

There shall be a regularly scheduled meeting once every twelve (12) months to be known as the Annual Meeting. It shall be for the purposes of conducting business as determined by the Council Board of Directors.

Section 4. Quorum

One-third (33%) of the members of the Council constitute a quorum for purposes of revising Operating Principles and electing Officers. Unless otherwise stipulated, a simple majority is required to approve.

ARTICLE VI - COUNCIL OFFICERS

Section 1. Officers

The Officers of the Council shall be a President, Vice President/President-elect, a Secretary and a Treasurer, and Past President. All Officers shall be members of the Council Board of Directors. All Officers shall serve without compensation. These Officers shall perform the duties prescribed by law, by these bylaws, and by the parliamentary authority adopted by the Council.

Section 2. Election

(A) The Officers shall be elected by ballot to serve for one (1) year or until their successors are elected, and their term of office shall begin at the beginning of the calendar year. A majority vote of the quorum shall elect the Council Officers.

(B) Term of Office –All Officers shall hold office for one (1) year beginning on January 1 (or until their respective successors shall be duly elected and become qualified). No Officer shall hold more than one office at a time.

Section 3. CGP Assembly Delegates

The Council, as a Council Member of the CGP, is entitled to representation at the CGP Delegate Assembly. The Delegate shall be the Council President unless the Council President shall appoint another Council Member as the Delegate and the Council Board of Directors approves such appointment. The term is one year and shall commence on January 1 immediately following the delegate's selection to the Delegate Assembly, except that the term of a delegate selected to complete an uncompleted term shall begin upon selection. Delegate votes on the CGP proposed Board of Directors, changes in by-laws, and other matters proposed by the CGP.

Section 4. Resignations

Any Officer may resign at any time by serving written notice to the President or Council Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the President or the Council Board of Directors.

Section 5. Vacancies

In case of resignation of an Officer of the Council or if for any other reason, including ineligibility, an Officer is unable to complete the term, the Nominating Committee shall present a candidate for consideration by the Council Board of Directors. The Council Board shall elect a successor to complete the unexpired term. If the office of President becomes vacant, the President-elect shall become President for the unexpired term and shall continue to serve as President for a full term beginning at the end of the unexpired term.

Section 6. President of the Council

The President of the Council shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the president of the Board of Directors of a corporation including, but not limited to, chairing all meetings of the Board of Directors and the Council, preparation of the agenda for the Annual Meeting and other regular meetings, and having general knowledge of and responsibility for supervision of the business of the Council. The President shall have the power to appoint the standing committees listed in Article VIII. The President shall have the power to appoint such other ad hoc committees as the President considers necessary, subject to the approval of the Council Directors. The President shall also perform such other duties as the Council Directors may designate and shall serve ex officio on all standing committees. The President of the Council shall serve as the liaison to the CGP. The President may appoint a member to follow any State or local legislative changes that pertain to charitable giving.

Section 7. Vice President/President-elect

At the request of the President (or the President-elect during the absence or disability of the President) or the Council Board of Directors, a Vice President/President-elect shall perform all duties of the President of the Council Board of Directors during the absence or disability of the President and perform such other duties as the President as the Council Board of Directors may designate.

Section 8. Treasurer

The Treasurer of the Council shall ensure the fiscal integrity of the Council, and shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the treasurer of a corporation and other such duties as the President or Council Board of Directors may designate. The Treasurer shall receive, disburse and maintain adequate records of the Council's funds in accordance with Internal Revenue Code requirements and any state requirements. The Treasurer shall assist in the preparation of the budget and monitor Council expenditures. The Treasurer shall provide all records as requested by the Council board to

auditors, state or federal authorities. The Treasurer and the Secretary shall be authorized signers for any Council bank accounts, including but not limited to checking, savings, Paypal, and credit card accounts as may be authorized to be opened by a majority of the Council Directors. The Treasurer shall maintain the tax-exempt status for state sales taxes.

Section 9. Secretary

The Secretary of the Council shall have all the powers and shall perform all the powers and shall perform all the duties commonly incident to and vested in the office of secretary of a corporation as defined by state law, and further such duties as the President and Council Board of Directors may designate. The Secretary shall supervise the nomination and election process for new directors in accordance with the Board's policies. The Secretary shall certify and keep the original or a copy of these Operating Principles as amended or otherwise altered to date, and shall ensure that current copies of the Council's Operating Principles, policies and procedures are provided to the President and other Officers and Directors as appropriate. The Secretary shall keep a book of minutes of all regular meetings of the Board and, if applicable, meetings of committees and of members. The Secretary shall see that all notices are duly given in accordance with the provisions of these Operating Principles or as required by law. Records maintained by the Secretary shall be made available to any member and maintained on the Council web site.

Section 10. Nominating Committee

The Nominating Committee shall consist of not less than three (3) members. The Chair shall be the Immediate Past President. Immediate Past President, President and Vice President/President-elect shall be members. The remaining members of the Nominating Committee shall be appointed by the current Council President.

The Nominating Committee shall meet at least thirty (30) days prior to the Annual Meeting and choose a slate of nominees to fill vacancies on the Council Board of Directors and the proposed Officers to be presented to the Annual Meeting of the Council. The term of office for members of the Nominating Committee shall be one (1) year. Additional nominations may be made from the floor at the Annual Meeting. The Nominating Committee shall mail or email a slate of nominees to all Council members at least ten (10) days prior to the Annual Meeting.

ARTICLE VII - COUNCIL BOARD OF DIRECTORS

Section 1. Composition

The Council Board of Directors shall consist of no less than eight (8) nor more than fifteen (15) individuals (including Officers) who shall be elected by the voting members of the Council. Directors shall serve without compensation.

The Council Board shall strive to have each of the following professional groups be represented by one or more Board members at all times:

- A. Attorney at Law
- B. CPA
- C. Investment Professional (Licensed Securities Broker), CFP or CFA, Certified Life Underwriter, or Financial Planner, or Registered Investment Advisor
- D. Trust Officer
- E. Professional Development Officer

The Council Board of Directors shall seek to maintain a balance between the professionals noted above. The Nominating Committee shall strive to have at least two Directors from the five (5) types of allied professionals listed above.

Maintaining a healthy and diverse group representing different races, genders, ages, national origins and professions shall be a priority in the composition of the Council Board. In addition to the duly elected Officers of the Council, the Council Board shall include the immediate Past President and chairs of standing committees and chairs of any ad hoc committees.

Ex-officio members of the Council Board may include the Presidents of the Sierra Chapter of the Association of Fundraising Professionals (AFP) and the Estate Planning Council of Northern Nevada (EPCNN).

Approval of the Council Board of Directors is required for more than two (2) individuals who are employed by the same organization or institution to serve on the Council Board.

Section 2. General Authority

There shall be a Board of Directors of the Council which shall: manage, supervise and control the business, property and affairs of the Council; be vested with the powers possessed by the Council itself, including the powers to: determine the policies of the Council; prosecute its purposes; appoint and remunerate agents; collect and disburse the funds of the Council; adopt such rules and regulations for the conduct of its business; supervise the affairs of the Council between Council meetings; have the power to fix the dates, times, and places of its meetings. No action taken by the Council Board of Directors shall conflict with action taken by the CGP Board of Directors.

The Council Board of Directors shall be subject to the order of the Council, and may delegate responsibilities as shall be deemed advisable insofar as such delegation of authority is not inconsistent with nor repugnant to the Operating Principles of the Council (in their present form or as they may be amended) or to any applicable law.

Section 3. Council Board of Director Meetings

(A) Regular Meeting(s)

The Council Board of Directors shall meet as required by law and at least quarterly on such dates and at such times and places as the Council Board of Directors shall determine. Additional regular meetings may be held as determined and scheduled by the Council Board of Directors. Notice of regular meetings shall be given to members at least ten (10) days prior to the meeting.

(B) Special Meetings

Special meetings may be called as provided by the Council's Operating Principles, at the discretion of the President of the Council, or by a majority of the voting members of the Council Board of Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meetings as described in Article VII, Section 3(C) of these Operating Principles.

(C) Notice

Notice of the time, day, and place of any meeting of the Council Board of Directors shall be given at least ten (10) days in advance by notice sent by mail, e-mail, telegram, or telephone to each Director. The purpose or purposes for which a special meeting is called shall be stated in the notice.

Section 4. Quorum

Twenty five percent (25%) of the duly elected members of the Council Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Council Board of Directors.

Section 5. Term of Office

All Directors shall serve for three (3) years beginning at the January meeting of the Council Board of Directors following election. No Director shall be eligible to serve more than three (3) consecutive full terms of three (3) years each on the Board, unless additional terms are authorized by a majority vote of the members voting in the election.

Section 6. Vacancies

When a vacancy, which is not an Officer, occurs on the Council Board of Directors, notice of the vacancy shall be publicized to members (through email, newsletter and/or announced at a meeting) inviting interested members to indicate their willingness to serve and/or inviting members to suggest names to fill the vacancy. The Council Board shall select an individual, either from names garnered from Council members or from names suggested by Board members, to serve the balance of the three (3)-year term or if the vacancy is due to board expansion as approved by a Special Meeting then the newly appointed Director may serve out the year in which appointed and start a three (3)-year initial term beginning in January of the following year.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees

The Council Board of Directors has the authority to create Standing Committees of the Council, and ad hoc committees as necessary, to conduct the business of the Council. The Standing Committees may include those listed below. The President shall be an ex officio member of, and shall appoint a Director to chair, each of the Council committees. The Chair of each committee may appoint as many additional committee members as he or she deems necessary.

(A) Membership Services

Membership Services promotes membership and diversity, maintains an accurate mailing list, maintains the Council's online directory, monitors renewals and reconciles Council and CGP membership records. The Membership Services Committee may also serve as a member recruitment, welcoming and retention committee. The Membership Services Committee may also track RSVPs for Council events.

(B) Communications

The Communications Committee shall develop and maintain the Council website. It may carry out a program of publicity and public relations consistent with the aims and purposes of the Council and the CGP, and shall be responsible for notifying members about meetings, events or activities. Communications Committee activities may include a periodic newsletter with meeting notices, brochures for membership recruitment and other purposes, and maintaining and improving the Council website.

(C) Program

The Program Committee shall develop and execute informative and educational programs for the membership meetings of the Council. The Program Committee shall initiate forums, symposiums and other types of meetings for the benefit of the membership of the Council. The Program Committee shall also be responsible for securing necessary facilities for meetings, arrangements for food, providing equipment for speakers, and assuring that travel, lodging and hospitality for speakers from out-of-town are arranged.

(D) Other Committees

The Council's Board of Directors shall establish such other standing committees such as the Nominating Committee or special committees as they deem necessary to carry on the work of the Council.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Operating Principles or any special rules of order the Council may adopt.

ARTICLE X - Internal Revenue Code 501 (C)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations

The Council shall use its funds only to accomplish the objectives and purposes specified in these Operating Principles, and no part of the net earnings, gains or assets of the Council shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operating for profit, except that the Council is authorized and empowered to pay reasonable compensation for services rendered by outside providers. Members of the Council Board of Directors shall be entitled to reimbursement for reasonable expenses incurred individually in carrying out the work of the Council.

Section 2. Dissolution

On dissolution (or final liquidation of the Council), any remaining assets shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Council, be distributed to the nearest CGP affiliated Council, or to the CGP or to one or more regularly organized and qualified not-for-profit organizations to be selected by the Council Board of Directors in conformance with these Operating Principles. A final report shall be filed with the CGP office indicating the date and nature of dissolution; an account of the vote for dissolution; the disposition of assets and liabilities; and any action which may be pending.

ARTICLE XI - REVIEW AND AMENDMENT OF OPERATING PRINCIPLES

Section 1. Amendment

These Operating Principles may be amended by a two-thirds vote of the members voting, provided that the amendment has been distributed to the members in writing at least thirty (30) days prior to the vote. Notification to the members may be made by email or physical mail.

Section 2. Review

Prior to each Annual Meeting, the Council Board of Directors shall review these Operating Principles and suggest any necessary changes thereto.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Council shall commence on January 1 and terminate on December 31.

ARTICLE XIII- INDEMNIFICATION

Section 1. Non-Liability of Directors

Members of the Council Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Council.

Section 2. Indemnification by Council of Directors and Officers

The Directors and Officers of the Council shall be indemnified by the Council to the fullest extent permissible under the laws of this state.