

**BYLAWS**  
**OF**  
**CHARLOTTESVILLE AREA PLANNED GIVING COUNCIL**

**ARTICLE I**  
**NAME**

**Section 1.**     **Name.** The name of the organization is Charlottesville Area Planned Giving Council (CAPGC). For purposes of the CAPGC, planned giving shall be defined as the profession that works with donors and their professional advisors to encourage gifts to qualified non-profit organizations, with due consideration given to the donor's overall financial and estate plan.

**ARTICLE II**  
**PURPOSES AND OBJECTIVES**

**Section 1.**     **Overall Purpose.** The purposes of the CAPGC are:

To provide an educational forum which will promote and support charitable planned giving with the intent to benefit both donors and nonprofit organizations, and to carry on all lawful activities that support and advance the foregoing purposes within the meaning of the Internal Revenue Code Section 501(c)(3).

**Section 2.**     **Specific Purposes.** The specific purposes of the CAPGC are:

- a. To provide a forum for communication and a clearinghouse for information about planned giving issues.
- b. To create and further an awareness of regulatory and legislative issues affecting the non-profit sector (but shall expressly avoid all political lobbying for candidates or legislation of any kind at any jurisdictional level).
- c. To advance the education and professional expertise of CAPGC members.
- d. To encourage inter-disciplinary interaction of members and other allied professionals.
- e. To help enhance planned giving as a profession and provide mutual support to the National Committee on Planned Giving (NCPG), of which the CAPGC is a chapter member council.
- f. To sponsor the Thomas Jefferson Area Leave a Legacy program in accordance with the direction of NCPG.

**Section 3.** The CAPGC shall not be used for the promotion of personal interest or gain.

### **ARTICLE III** **MEMBERSHIP**

**Section 1.** **Qualifications.** Any individual that is interested in charitable planned giving is eligible for membership, provided they subscribe to the most recent "Model Standards of Practice for the Charitable Gift Planner" of the American Council on Gift Annuities. Violation of such standards is cause for removal from membership by a vote of the majority of those members present at any regularly scheduled meeting.

**Section 2.** **Membership Fees.** The Board of Directors may determine from time to time the amount of annual membership fees that shall be payable to the CAPGC and the date or dates upon which such fees shall be due and payable.

**Section 3.** **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 4.** **Resignation.** Any member may withdraw from membership in the CAPGC by giving written notice of such intention.

**Section 5.** **Termination of Membership.** If any member fails to pay dues and owing fees within six months from the date they become due, his/her membership shall automatically terminate.

### **ARTICLE IV** **MEETINGS OF MEMBERS**

**Section 1.** **Annual Meetings.** An annual meeting of the members shall be held during the month of May of each year, on a date and at a place to be designated by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The first annual meeting shall be held in May 2005.

**Section 2.** **Regular Meetings.** Regular meetings of the CAPGC will be held at least three (3) times yearly (Fall, Winter, May) at a location and time agreed upon by the Board of Directors. The annual meeting shall be one of the regular meetings. The regular meetings shall be primarily devoted to subjects of interest to planned giving professionals. The Board may also call and schedule other meetings as it deems necessary to fulfill the purposes of the CAPGC.

**Section 3.** **Special Meetings.** Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by ten percent (10%) of the members having voting rights.

**Section 4.** **Notice.** Except as otherwise provided herein or required by Virginia law, written notice stating the place, day and hour of any meeting of members shall be delivered by US mail, facsimile, email or in person to each member entitled to vote not less than five (5) nor more than forty (40) days before the date of such meeting; and in the case of a special meeting, the notice shall state the purpose for which it is being called. Members are deemed to have consented to any form of notice by electronic transmission unless they record their objection with the Secretary.

**Section 5.** **Quorum; Proxies.** A quorum shall consist of those members having voting rights present at any meeting. A vote of a majority of the quorum shall be necessary for the purpose of any matter voted on by the members. Voting by written proxy is permitted provided a copy of the written proxy is filed with the Secretary at the meeting of which the proxy vote is to be cast.

## **ARTICLE V**

### **BOARD OF DIRECTORS, OFFICERS, AND DIRECTORS-AT-LARGE**

**Section 1.** **Powers of the Board.** The property and affairs of the CAPGC shall be managed by a Board of Directors. Except as limited by law, the Board of Directors shall have and is invested with the power and authority to do, or cause to be done, any and all things for and on behalf of the CAPGC, to exercise or cause to be exercised any and all of its powers, privileges or franchises and to seek the effectuation of its purposes and objectives.

**Section 2.** **Number and Election.** The Board of Directors shall consist of at least one (1) director-at-large, but may consist of up to nine (9) persons (excluding any ex-officio non-voting Directors), and also the elected officers as provided in Section 6 below. Directors must be Members during the period of their service as such. In the event the immediate past President is not a member of the Board of Directors, he/she shall be an ex-officio non-voting member of the Board of Directors.

**Section 3.** **Terms of Office.** The members of the Board and the officers shall hold office for a term of one year, except that the term for the initial Board of Directors and the initial officers shall be until July 1 after the first annual meeting of the members. At all annual elections thereafter, all officers and directors-at-large shall be elected by the members for a term of one year beginning each July 1. Nothing herein shall be construed to prevent a director from serving succeeding terms. Directors serving at the time of adoption of these bylaws shall serve for a term to end upon Board elections at the 2005 Annual Meeting of the Members. At that meeting, approximately one-half (1/2) of the Directors to be elected shall be elected to terms of one (1) year, and the remainder shall be elected to terms of two (2) years. Thereafter, except as otherwise provided herein, Directors shall be elected at each successive Annual Meeting and immediately take office at the Annual Meeting, and shall be elected to terms of two (2) years and shall serve until their death, disability, resignation or removal prior to the expiration of their term. The Secretary shall maintain a Board Service Record relating the history of Board service of all Directors, said Record to date from the day of adoption of these revised Bylaws.

Notwithstanding the foregoing provisions of this Section 3. of Article V, upon the recommendation of the Nominating Committee and the affirmative vote of a majority of Members present at a meeting at which there is a quorum present: (1) the regular terms of any or all Directors may be modified, provided that the notice of such meeting must state the recommended action and the prior consent of the Directors whose terms are recommended to be modified has been obtained by the Nominating Committee; (2) Directors may be elected at any regular or special meetings of the Members, and (3) special non-Voting Directors (ex-officio) may be elected for any term for the purpose of providing special service or expertise to the Board (regardless of the number of regular voting Directors then serving); provided that the notice of such meeting must state the recommended action. While not limiting the authority of the Board, the intention of the foregoing sentence is to permit adjustments in Directors' terms to preserve the benefit of staggered terms, particularly when the Board size changes with resignations, vacancies or Board growth, and to provide as much flexibility as possible in recruiting persons to serve as Directors.

**Section 4. Vacancies.** Vacancies on the Board of Directors occurring through death, disability, resignation or removal shall be filled by the remaining members of the Board for the unexpired term for that vacancy.

**Section 5. Resignation.** Any director may resign at any time by giving written notice of such resignation to the President or Secretary of the CAPGC.

**Section 6. Officers and Duties.** Officers are those Directors elected as such and to the designated office as described herein for a one (1) year term commencing as of July 1 of each year. Officers and their respective duties are:

a. **President.** The President shall preside at all meetings of the members and of the Board of Directors, and shall be a member ex-officio, with the right to vote, on all committees. He/she shall also, at the annual meeting of the Board of Directors and at such other times as he/she deems proper, communicate to the members and to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the CAPGC. In addition, he/she shall perform such other duties as are necessarily incident to the office of the President.

a. **Past-President.** Upon the end of each successive President's term, such person shall continue serving as Past-President for a term of one (1) year. However, if the same person continues as President for an additional term as such, there shall be no Past-President serving during any such additional terms of the same Past-President. The Past-President shall have such duties as the Board of Directors may set, and shall serve on the Borad Development Committee.

b. **Vice President.** The Vice President shall act in the capacity of the President in the event of the President's absence, disability or death and shall perform such other specific supervisory duties as may be assigned to him/her by the President or the Board of Directors.

c. **Secretary.** The Secretary shall record the minutes of all proceedings of meetings of Board of Directors and membership. The Secretary shall give notice of all meetings of the Board of Directors and the membership. The Secretary shall keep and maintain the membership roll, accept new members and record attendance of all meetings. The Secretary shall

have the general duties, powers and responsibilities of a secretary of an organization and shall perform such other duties as may be prescribed from time to time by the President or the Board of Directors.

d. **Treasurer.** The Treasurer shall have the responsibility for the safekeeping of the funds and property of the CAPGC; and shall keep a full and accurate account of all receipts and disbursements and books belonging to the CAPGC. The Treasurer shall render to the President and the Board of Directors, whenever they may require it, an account of transactions and of the financial condition of the CAPGC. The Treasurer shall perform such other duties as may be prescribed from time to time by the President or the Board of Directors.

e. **Program Chair.** The Program Chair(s) shall be primarily responsible for the programming activities of the CAPGC. Up to three (3) members may be co-chairs, each of whom shall also be a Director.

f. **NCPG Liaison.** The NCPG liaison shall maintain communication with the NCPG and report to the Board of Directors periodically.

g. **Thomas Jefferson Area Leave A Legacy Chairperson.** The Thomas Jefferson Area Leave a Legacy chairperson shall chair the Steering Committee of the Thomas Jefferson Area Leave a Legacy.

**Section 7. Appointment of Other Officers and Agents.** The Board of Directors may also appoint an Executive Director and such other officers, agents and attorneys-in-fact as it may deem necessary or advisable. All appointed officers, agents, and attorneys-in-fact shall hold their respective positions at the pleasure of the Board or for such terms as the Board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors or by an elected officer empowered by the Board to make such determination. Any Officer or Agent appointed pursuant to this Section 7 shall not become a Director by virtue of such appointment (but may be a Director if elected as such).

**Section 8. Meetings.** Annual meetings of the Board of Directors shall be held at the same place and immediately after the annual meeting of the members for the purpose of appointing committees and conducting such other business as may come before the meeting. Special meetings may be called by the President or by at least three directors at such time and at such place as fixed by the person or persons calling the meeting. No notice to the membership shall be required for any meeting of the Board of Directors. If and when the directors shall severally or collectively consent in writing to any action to be taken by the CAPGC, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**Section 9. Quorum; Proxy.** At all meetings of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which there is a quorum, except as may be otherwise specifically provided by law or by these Bylaws, shall be the act of the Board of Directors. Voting by written proxy is permitted provided a copy of the written proxy is filed with the Secretary at the meeting of which the proxy vote is to be cast.

**Section 10.** **Removal.** Any Director (including an officer) may be removed, with or without cause, by the vote of three-fourths of the members of the Board of Directors at a regular meeting or at a special meeting called expressly for that purpose. Absence from three consecutive duly called Board of Directors' meetings without reasonable excuse shall be cause for automatic removal.

**Section 11.** **General.** Any two or more offices may be held by the same person (but they shall only have one vote as a Director), except the offices of President and Secretary.

## **ARTICLE VI** **COMMITTEES**

**Section 1.** **Committees.** The Board of Directors may, from time to time, establish such committees as it deems necessary or appropriate, with such powers and authority as the Board shall designate. As each committee is established, its membership, tenure of committee members and function shall be defined by the Board of Directors. Each committee shall have at least one director as an ex-officio member.

**Section 2.** **Board Development Committee.** The Board Development Committee shall be appointed by the Board of Directors and shall consist of the President, the Past-President, and two other Directors. This committee shall provide nominations for the Board of Directors, officers and directors-at-large, to be elected at the next annual meeting. These nominations shall be provided to the Secretary to be included in the notice of the annual membership meeting. A nominee must agree to serve, if elected, before that nomination is provided to the Secretary. The committee shall provide one candidate for each position and members may nominate candidates at the annual meeting. This committee shall also be responsible for development of the Board of Directors, such as planning Board “retreats” and similar development activities.

**Section 3.** **Thomas Jefferson Area Leave A Legacy Committee.** The Thomas Jefferson Area Leave a Legacy Committee shall be a standing committee of the CAPGC, responsible for implementing the “Leave a Legacy”® program in the local area under the guidelines, rules and regulations of the NCPG.

**Section 4.** **Program Committee.** The Program Committee shall be a standing committee of the CAPGC, primarily responsible for the planning and coordination of the programs for the Members with the aide and advice of the Board of Directors.

**Section 5.** **Finance Committee.** The Finance Committee shall be comprised of the Treasurer and at least two (2) Directors and/or members as appointed by the Board of Directors. The Finance Committee is responsible for preparing a budget to be presented to the Borad for approval, overseeing expenditures, and otherwise reviewing and acting on significant financial matters that come before the CAPGC. The Finance Committee shall meet at least once annually in the two-month period prior to the Annual Meeting of the members of the CAPGC in order to prepare a budget.

**Section 6. Executive Committee.** The Executive Committee shall be composed of the President, Vice President, Secretary and Treasurer of the CAPGC, and any other members as the Board of Directors may designate from time to time. The Executive Committee shall act in the place and stead of the entire Board of Directors between its regular meetings and may exercise all authority of the Board of Directors under these Bylaws, provided that all such actions shall be reported to the entire Board of Directors at its next regular or special meeting.

## **ARTICLE VII** **GENERAL PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the CAPGC shall be from July 1 through June 30.

**Section 2. Financial Controls.** Funds of the CAPGC shall be handled and expended by the Treasurer in keeping with accepted budget and accounting practices under policies established by the Board of Directors and in accordance with the applicable requirements of the NCPG and Section 501(c)(3) of the Internal Revenue Code.

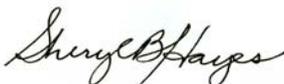
**Section 3. Bond.** On the Board's approval, any officer or employee handling money or securities for the CAPGC may be bonded at the CAPGC's expense and in such amount as may be determined by the Board of Directors.

**Section 4. Records.** The CAPGC shall keep accurate books and records of account and shall also keep minutes of the meeting of its membership and Board of Directors and each committee having any of the authority of the Board of Directors.

**Section 5. Amendments to Bylaws.** These Bylaws may from time to time be altered, amended, or repealed, or new Bylaws may be adopted by a two-thirds (2/3) vote of the members present at any duly held meeting of the membership, where the proposed change has been included in the notice of the meeting, and such notice was sent at least fourteen (14) days prior to the meeting of the members at which such amendments are to be voted on.

**Section 6. Affiliation.** The CAPGC shall maintain chapter affiliation status with the National Committee on Planned Giving, Indianapolis, Indiana, or its successor(s).

These revised Bylaws were duly adopted by affirmative vote of a majority of the Members present and voting at the Annual Meeting of the Members of the CAPGC held May 17, 2006.



Sheryl B. Hayes  
Secretary