

Maine Planned Giving Council Mission Statement

The mission of the MPGC is to:

- Promote broad-based public awareness of the benefits of planned giving
- Provide education and training opportunities to MPGC members on planned giving techniques, strategies and trends
- Provide an effective forum for communication, networking and collaboration among MPGC members
- Serve as an informational resource for individuals and organizations seeking advice on making planned gifts, starting a planned giving program or enhancing an existing planned giving program
- Encourage the highest ethical standards among planned giving professionals in Maine

THE MAINE PLANNED GIVING COUNCIL, INC.

BYLAWS

Adopted December 5, 1995
Amended December 6, 2001
Amended November 19, 2009
Amended September 27, 2017

ARTICLE I

Membership

Section 1.1 Membership criteria. To be eligible for Membership in the Maine Planned Giving Council (hereinafter "MPGC"), an individual must agree to abide by these Bylaws; agree to abide by the Model Standards of Practice, possess all required qualifications to be a member in good standing in his or her profession, and pay MPGC's annual membership dues. Additional criteria applicable to Membership in the MPGC may be approved by the Board of Directors, from time to time, in its sole discretion.

Section 1.2 Termination of Membership. Membership may voluntarily terminate by voluntary withdrawal as herein provided, or as otherwise provided in these Bylaws. All rights and privileges of a member in the MPGC shall cease on the termination of Membership.

Section 1.3 Voluntary Termination of Membership. Any member may voluntarily terminate his or her Membership by giving written notice of such intention to the President. Membership shall terminate upon receipt of such written notice. Any member may also voluntarily terminate his or her Membership by failing to pay MPGC's annual membership dues. Membership shall terminate 90 days after such dues would otherwise have been due. The President shall notify the Board of Directors of voluntary terminations at the next succeeding meeting of the Board of Directors.

Section 1.4 Involuntary Termination of Membership. Any Membership may be terminated for cause. Sufficient cause for termination of Membership shall be: violation of these Bylaws, violation of the Model Standards of Practice, violation of any lawful rule or practice duly adopted by the MPGC as criteria for Membership, or any other conduct prejudicial to the interests of MPGC. Proceedings for termination of a member may be instituted by a petition to the Board of Directors in writing signed by one-tenth (1/10) of the Members, or by the Board of Directors on its own motion. The affirmative vote of two-thirds (2/3) of the voting Members of the Board of Directors shall be required in order for a Member to be terminated. A statement of the charges on which such action is based shall be mailed to the last recorded address of the Member at least ten (10) 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 the charges shall be considered, and the Member shall have the opportunity to appear in person or by his or her representative and present any defense to such charges before final action is taken thereon.

Section 1.5 Membership Dues, Fees and Assessments. The amount of any Membership fees, dues, and assessments applicable to membership in the MPGC, and the time and manner of payment thereof, shall be determined by the Board of Directors.

Section 1.6 Membership Classes. Membership in the MPGC shall be limited to one (1) class as described in the Articles of Incorporation.

ARTICLE II

Governance of the MPGC

Section 2.1 Board of Directors. The business and affairs of the MPGC shall be managed by the Board of Directors. The Board of Directors is responsible for strategic and long-range planning for the MPGC. All rights and responsibilities not specifically delegated to another body within the MPGC are retained by the Board of Directors.

Section 2.2 Composition of the Board of Directors. Initially, to create staggered board terms, the Board of Directors shall consist of four (4) volunteer Member Directors. Member Directors shall be divided into two groups of two (2). Each member of the first group will serve two-year terms, and each member of the second group will serve three year terms. At the first Annual Meeting, two (2) additional Member Directors will be elected according to these Bylaws, bringing the total number of Member Directors to six (6). Except as provided above, the Board of Directors shall be composed of no fewer than six (6) Member Directors and up to four (4) Special Directors.

Section 2.3 Number, Election and Term of Office. Except as provided above, the Board of Directors shall be elected as follows:

- a) Member Directors. The Member Directors shall be elected at the Annual Meeting by the Members from a slate of Member nominees presented to the Members by the Board of Directors. There shall be no fewer than six (6) Member Directors. Following the composition of the initial Board of Directors, members shall serve for a term of three (3) years to begin January 1, following the Annual Meeting provided that the Board of Directors reserves the right to implement staggered board terms of one (1), two (2) and three (3) year terms, should the need arise to ensure staggered terms for Board Members. Newly-elected Member Directors shall be invited to attend regular meeting of the Board of Directors immediately preceding the commencement of their terms. If the Annual Meeting is not held at the time designated by the Board of Directors, the Member Directors then in office shall hold over until their successors shall be elected and qualified, or until their resignation, removal or death. Each Member Director shall be entitled to one (1) vote.
- b) Special Directors. The Board of Directors may, from time to time, in its sole discretion, elect up to four (4) Special Directors to serve one-year terms. Special Directors are not required to be Members of the MPGC. Special Directors may be selected because of their particular expertise or value to the MPGC. Special Directors are not entitled to vote.
- c) The total number of Member Directors and Special Directors of the MPGC shall not exceed twelve (12).
- d) There shall be no maximum number of terms permitted for Member Directors.

Section 2.4 Nominations of Member Directors. The Board of Directors shall instruct the President to solicit nominations for Member Directors from the Members. The Board of Directors may consider the geographic and professional diversity of potential Member Directors in preparing its slate of nominees. The Board of Directors shall then prepare a slate of nominees which shall be mailed to each Member at least ten (10) days before the date of the Annual Meeting. Additional nominees shall be added to the slate if a nominee is sponsored in writing by more than ten percent (10%) of the Members not fewer than five (5) days before the Annual Meeting.

Section 2.5 Vacancies. Any vacancy among the Member Directors caused by death, resignation, removal, or otherwise may be filled by a majority vote of the remaining Member Directors entitled to vote; provided, that 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 Members at the following Annual Meeting. A Director chosen to fill a vacancy by other than an increase in the number of Member Directors shall serve for the remainder of the unexpired term for which the previous Director was designated or elected.

Section 2.6 Removal. Any Director may be removed, for cause by the Board of Directors whenever two-thirds (2/3) of all Directors entitled to vote shall vote in favor of such removal. Sufficient cause for removal shall be violation of these Bylaws, violation of the Model Standards of Practice, violation of any lawful rule or practice duly adopted by the MPGC as criteria for membership, or any other conduct prejudicial to the interests of the MPGC. Proceedings for removal may be instituted by a petition to the Board of Directors in writing signed by at least one-half (1/2) of the voting Members of the Board of Directors entitled to vote. The affirmative vote of two-thirds (2/3) of the voting Members of the Board of Directors shall be required in order for a Director to be removed. A statement of the charges on which such action is based shall be mailed to the last recorded address of the Director at least ten (10) 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 the charges shall be considered, and the Director shall have the opportunity to appear in person, or by his or her representative, and present any defense to such charges before final action is taken.

Section 2.7 Board of Directors' Annual Meeting. Unless otherwise agreed upon, the Board of Directors shall hold its annual meeting immediately following the Annual Meeting at the place where the Annual Meeting is held.

Section 2.8 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 four (4) times annually. The President shall fix the time and place of regular meetings. Unless otherwise agreed upon, the Board of Directors shall meet (i) immediately following the MPGC Annual Meeting and (ii) during each other quarter of the calendar year. Thirty (30) days' written notice shall be given to each Director for regular meetings. Special meetings of the Board of Directors may be held upon the call of the President 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 personally or by mail, facsimile, telephone, email or equivalent electronic means.

Section 2.9 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 2.10 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 2.11 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 2.12 Executive Committee. There shall be an Executive Committee of the MPGC, which shall consist of the President, President-Elect, Secretary, Treasurer, and any other Member(s) designated by the President. 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 MPGC, 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 President shall serve as Chair of the Executive Committee.

Section 2.13 Standing Committees. The following Standing Committees shall be established:

Finance. The Finance Committee shall be composed of the Treasurer who shall be its chairperson, and other Members appointed by the chairperson in consultation with the President. It shall review and monitor the fiscal affairs of the MPGC.

Membership. The Membership Committee shall be composed of a chairperson appointed by the President, and other Members by the chairperson in consultation with the President. It shall promote and design Membership programs and policies.

Program Services. The Program Services Committee shall be composed of a chairperson appointed by the President, and other Members appointed by the chairperson in consultation with the President. It shall plan, implement, and review the services and activities designated by the President.

Section 2.14 Other Committees. The President or the Board of Directors may, from time to time, create and appoint other committees to undertake studies, make recommendations, and carry on functions for the purpose of efficiently accomplishing the purposes of the MPGC.

Section 2.15 Authority; Governance of Committees. Each 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

- a) authorize any distribution of MPGC assets;
- b) approve or propose to Members action that is required to be approved by Members, including, but not limited to, dissolution, merger, sale, pledge, or transfer of all of substantially all of the MPGC's assets;

- c) elect, appoint, or remove Directors or fill vacancies on the Board of directors or on any of its committees;
- d) adopt, amend, repeal, or waive any provisions of the MPGC's Articles of Incorporation: or
- e) adopt, amend, repeal, or waive any provisions of these Bylaws.

Except to the extent inconsistent with the resolutions creating a committee, Sections 2.8 through 2.11 or 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 III

Executive Offices of the MPGC

Section 3.1 Offices and Qualifications. The offices of the MPGC shall consist of President, President -Elect, Secretary and Treasurer. Each Officer shall be a Member of the MPGC.

Section 3.2 Terms of Office. Each Officer of the MPGC shall be elected annually by the Members and shall hold office for a term of one (1) year beginning January 1, following the Annual Meeting and until his or her successor shall be duly elected and qualified, or until resignation, removal , or death.

Section 3.3 Nominations. The Officers shall be elected from a slate of nominations submitted by the Members to the President. The President shall prepare a slate of nominees which shall be mailed to the Members at least ten (10) days before the date of the annual 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 Members.

Section 3.4 Vacancies. Whenever any vacancies shall occur in any of the offices of the MPGC for any reason the same may be filled by 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 3.5 Removal. Any Officer of the MPGC may be removed, for cause, by the Board of Directors whenever two-thirds (2/3) of all Directors entitled to vote shall vote in favor of such removal. Sufficient cause for removal shall be violation of these Bylaws, violation of the Model Standards of Practice, violation of any lawful rule or practice duly adopted by the MPGC as criteria for Membership, or any other conduct prejudicial to the interests of the MPGC. Proceedings for removal may be instituted by a petition to the Board of Directors in writing signed by at least two (2) of the President, President-Elect, Secretary or Treasurer. The affirmative vote of two-thirds (2/3) of the voting Members of the Board of Directors shall be required in order for an Officer to be removed. A statement of the charges on which such action is based shall be mailed to the last recorded address of the Officer at least ten (10) 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 the charges shall be considered, and the Director shall have the opportunity to appear in person, or by his or her representative, and present any defense to such charges before final action is taken thereon.

ARTICLE IV

Powers and Duties of Officers

Section 4.1 President. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the MPGC and shall be the chief executive officer of the MPGC. The President shall be an ex-officio member of all committees and task forces. The President, if present, shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee.

Section 4.2 President-Elect. Subject to the general control of the Board of Directors, the President-Elect shall discharge all the usual functions of the President if the President is not present and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe.

Section 4.3 Secretary. The Secretary shall attend all meetings of the Members and of the Board of Directors, and keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and he or she shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, he or she shall attest the execution by the MPGC of deeds, leases, agreements, and other official documents. He or she shall attend to or cause the giving and serving of all notices of the MPGC required by these Bylaws, shall have custody of the books (except books of account) and records of the MPGC, 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 4.4 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 MPGC. He or she shall have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables which may from time to time come into the possession of the MPGC. He or she shall deposit, or cause to be deposited, all funds of the MPGC into such depositories as Board of Directors shall designate. He or she shall be responsible for all required MPGC tax filings. He or she shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the MPGC, and in general shall perform all duties pertaining to the office of Treasurer and such duties as these Bylaws or the Board of Directors may prescribe.

Section 4.5 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 MPGC.

ARTICLE V

Meetings of the MPGC Members

Section 5.1 MPGC Regular Meetings. Regular meetings of the Members of the MPGC shall be held on such dates as may be designated by the Executive Committee. Such meetings will be chaired by the President and shall be known as Regular Meetings.

Section 5.2 MPGC Annual Meetings. An annual meeting of the Members of the MPGC shall be

held on such date as may be designated by the Board of Directors. This meeting shall be chaired by the President and known as the Annual Meeting. At the Annual Meeting, the Members of the MPGC shall

- a) receive from the President complete information about the current budget and programs of the MPGC;
- b) elect a President, President-Elect, Secretary and Treasurer for the MPGC;
- c) elect individuals to the Board of Directors;
- d) adopt or reject changes to the Bylaws proposed by the Board of Directors;
- e) recommend changes to the Bylaws to the Board of Directors;
- f) review the strategic direction and long-range objectives of the MPGC
- g) discuss dues structure for the following year;
- h) discuss changes to the Membership criteria; and
- i) develop recommendations for action by the Board of Directors.

Section 5.3 Voting Rights. Each Member of the MPGC shall have the voting rights specified in the Articles of incorporation. For purposes of voting at the Annual Meeting and other meetings of the Membership, each Member of the MPGC shall have one (1) vote.

Section 5.4 Voting by Proxy. A Member entitled to vote at any meeting of Members may vote either in person or by proxy executed in writing by the Member or a duly authorized attorney-in- fact of such Member. (For purposes of this section, a signed proxy transmitted by facsimile to the MPGC by a Member shall be deemed "executed in writing by the 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 5.5 Special Meetings. Special meetings of the Members may be called by the President, by a majority of all Directors entitled to vote, or by a petition in writing of at least one-tenth (1/10) of the Members.

Section 5.6 Notice of Meetings. Written notice stating the place, day, and hour of any meeting of Members 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 or mailed by the MPGC to each Member of record, at such address as appears on the records of the MPGC, at least thirty (30) days before the

date of such meeting.

Section 5.7 Quorum. At any meeting of Members, a majority of the Members qualified to vote and represented at the meeting 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 5.8 Voting List. The Secretary shall at all times keep a complete and accurate list of all Members entitled to vote. Such list may be inspected by any Member for any proper purpose at any reasonable time.

Section 5.9 Written Ballots. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if the MPGC delivers a written ballot to every Member describing each proposed action to be taken at the meeting and providing an opportunity for each 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 for a meeting of Members, (ii) state the percentage of votes in favor necessary to approve each matter, and (iii) specify the time by which the ballot must be received by the MPGC to be counted. Approval by written ballot is valid only when (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the Members, and (ii) the number of votes in favor of each matter equals or exceeds the number of votes that would have been required to approve the matter at a meeting of the Members at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE VI

Miscellaneous

Section 6.1 Corporate Seal. The MPGC shall have no seal.

Section 6.2 Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the MPGC shall be executed on behalf of the MPGC by the President or Executive Director, and, if required, attested by the Secretary.

Section 6.3 Loans and Indebtedness. Unless authorized by the Board of Directors, no loan shall be made or contracted on behalf of the MPGC, and no evidence of indebtedness shall be issued in its name.

Section 6.4 Fiscal Year. The fiscal year of the MPGC shall begin on January 1 or each year and end on the immediately following December 31.

ARTICLE VII

Amendments

Subject to 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

Members. The adoption of changes proposed by the Board of Directors shall require the affirmative vote of two-thirds (2/3) of the Members present at the Annual Meeting or any other duly-called meeting of Members.

The Board of Directors shall send notice of any proposed changes to all Members at least thirty (30) days prior to the Annual Meeting 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 Members present at the Annual Meeting or any other duly-called meeting of Members.

Amended December 6, 2001.

Amended November 19, 2009.

Ethics & Standards

Model Standards of Practice for the Charitable Gift Planner

PREAMBLE

The purpose of this statement is to encourage responsible gift planning by urging the adoption of the following Standards of Practice by all individuals who work in the charitable gift planning process, gift planning officers, fund raising consultants, attorneys, accountants, financial planners, life insurance agents and other financial services professionals (collectively referred to hereafter as "Gift Planners"), and by the institutions that these persons represent. This statement recognizes that the solicitation, planning and administration of a charitable gift is a complex process involving philanthropic, personal, financial, and tax considerations, and as such often involves professionals from various disciplines whose goals should include working together to structure a gift that achieves a fair and proper balance between the interests of the donor and the purposes of the charitable institution.

I. PRIMACY OF PHILANTHROPIC MOTIVATION

The principal basis for making a charitable gift should be a desire on the part of the donor to support the work of charitable institutions.

II. EXPLANATION OF TAX IMPLICATIONS

Congress has provided tax incentives for charitable giving, and the emphasis in this statement on philanthropic motivation in no way minimizes the necessity and appropriateness of a full and accurate explanation by the Gift Planner of those incentives and their implications.

III. FULL DISCLOSURE

It is essential to the gift planning process that the role and relationships of all parties involved, including how and by whom each is compensated, be fully disclosed to the donor. A Gift Planner shall not act or purport to act as a representative of any charity without the express knowledge and approval of the charity, and shall not, while employed by the charity, act or purport to act as a representative of the donor, without the express consent of both the charity and the donor.

IV. COMPENSATION

Compensation paid to Gift Planners shall be reasonable and proportionate to the services provided. Payment of finders fees, commissions or other fees by a donee organization to an independent Gift Planner as a condition for the delivery of a gift are never appropriate. Such payments lead to abusive practices and may violate certain state and federal regulations. Likewise, commission based compensation for Gift Planners who are employed by a charitable institution is never appropriate.

V. COMPETENCE AND PROFESSIONALISM

The Gift Planner should strive to achieve and maintain a high degree of competence in his or her chosen area, and shall advise donors only in areas in which he or she is professionally qualified. It is a hallmark of professionalism for Gift Planners that they realize when they have reached the limits of their knowledge and expertise, and as a result, should include other professionals in the process. Such relationships should be characterized by courtesy, tact and mutual respect.

VI. CONSULTATION WITH INDEPENDENT ADVISORS

A Gift Planner acting on behalf of a charity shall in all cases strongly encourage the donor to discuss

the proposed gift with competent independent legal and tax advisors of the donor's choice.

VII. CONSULTATION WITH CHARITIES

Although Gift Planners frequently and properly counsel donors concerning specific charitable gifts without the prior knowledge or approval of the donee organization, the Gift Planners, in order to insure that the gift will accomplish the donor's objectives, should encourage the donor, early in the gift planning process, to discuss the proposed gift with the charity to whom the gift is to be made. In cases where the donor desires anonymity, the Gift Planners shall endeavor, on behalf of the undisclosed donor, to obtain the charity's input in the gift planning process.

VIII. DESCRIPTION AND REPRESENTATION OF GIFT

The Gift Planner shall make every effort to assure that the donor receives a full description and an accurate representation of all aspects of any proposed charitable gift plan. The consequences for the charity, the donor and, where applicable, the donor's family, should be apparent, and the assumptions underlying any financial illustrations should be realistic.

IX. FULL COMPLIANCE

A Gift Planner shall fully comply with and shall encourage other parties in the gift planning process to fully comply with both the letter and spirit of all applicable federal and state laws and regulations.

X. PUBLIC TRUST

Gift Planners shall, in all dealings with donors, institutions and other professionals, act with fairness, honesty, integrity and openness. Except for compensation received for services, the terms of which have been disclosed to the donor, they shall have no vested interest that could result in personal gain.

Adopted and subscribed to by the National Committee on Planned Giving and the American Council on Gift Annuities, May 7, 1991. Revised April 1999.