

**BYLAWS
OF
DELMARVA PLANNED GIVING COUNCIL, INC.**

ARTICLE I. NAME

Section 1. Name. The name of the organization is Delmarva Planned Giving Council, Inc. (DPGC).

ARTICLE II. PURPOSES AND OBJECTIVES.

Section 1. Purpose. The purposes of the organization 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 Internal Revenue Code Section 501(c)(3).

ARTICLE III. MEMBERSHIP

Section 1. Qualifications. Any person (whether individual, partnership, corporation or other entity) that is interested in charitable planned giving is eligible for membership, provided they subscribe to the most recent "Model Standards of Practice for Charitable Gift Planner" of the National Committee on Planned Giving and the Committee on Gift Annuities.

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 organization 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 organizational by giving written notice of such intention.

Section 5. Termination of Membership. If any member fails to pay dues and owes fees more than six (6) 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 November 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.

Section 2. 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 3. Notice. Written notice stating the place, day and hour of any meeting of members shall be delivered by ordinary mail to each member entitled to vote not less than five (5) not 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.

Section 4. Quorum. A quorum shall consist of a majority of those members having voting rights present in person or by proxy at any meeting. A vote of a majority of the quorum shall be necessary for the purpose of approving any matter voted on by the members

ARTICLE V. BOARD OF DIRECTORS, OFFICERS AND DIRECTORS-AT-LARGE.

Section 1 Powers of the Board. The property and affairs of the organization 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 organization, to exercise or cause to be exercised and all of its powers, privileges or franchises and to seek the effectuation of its purposes and objectives.

Section 2. Number and Election. The organizing Board of Directors, for the 2002-2003 year, shall consist of eleven (11) persons, including both directors-at-large and the elected officers as provided in Section 6. The Board of Directors after the 2002-2003 initial year shall consist of nine (9) persons, including both directors-at-large and the elected officers as provided in Section 6. 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. Term of Office. The members of the Board for the 2002-2003 year shall hold office for one (1) year. The members of the Board for the 2003-2004 year shall hold office for staggered terms. Three (3) directors shall hold office for three (3) years, three (3) directors shall hold office for two (2) years and three (3) directors shall hold office for one (1) year. Thereafter, at subsequent annual elections, directors shall be elected to terms of three (3) years beginning on the day of the Annual Meeting at which the election of officers occurs. Directors may serve up to two (2) succeeding three-year terms, after which an absence of one (1) year must elapse before a director may be reelected.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled until the next annual meeting by appointment made by the remaining directors.

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

Section 6. 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 organization. In addition, he/she shall perform such other duties as are necessarily incident to the office of President.

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 the Board of Directors and the 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 at 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 organization, and shall keep a full and accurate account of all receipts and disbursements and books belonging to the organization. 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 organization. The Treasurer shall perform such other duties as may be prescribed for time to time by the President or the Board of Directors.

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 of 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.

Section 8. Meetings. Annual meetings of the Board of Directors shall be held at the same place and 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 organization, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Section 9. Quorum. At all meeting 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.

Section 10. Removal. Any director 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 shall be cause for automatic removal.

Section 11. General. Any two or more offices may be held by the same person, except the offices of President and Secretary or the offices of President and Vice President.

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 Board of Director member as an ex-officio member.

Section 2. Nomination Committee. The Nomination Committee shall be appointed by the Board of Directors and shall include the President and two other persons from the general membership. 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.

ARTICLE VII. GENERAL PROVISIONS.

Section 1. Fiscal year. The fiscal year of the organization shall be such as may be designated from time to time by the Board of Directors. In the absence of action by the Board of Directors, the fiscal year of the organization shall be the calendar year.

Section 2. Financial Controls. Funds of the organization shall be handled and expended in keeping with accepted budget and accounting practices under policies established by the Board of Directors and in accordance with the applicable requirements of 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 organization may be bonded at the organization's expense and in such amount as may be determined by the Board of Directors.

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

Section 5. Seal. The Board of Directors may adopt a seal and may alter it at its pleasure. The seal may be used by causing it or a facsimile thereof to be impressed, affixed or reproduced in any manner.

Section 6. Amendments to Bylaws. These Bylaws may from time to time be altered, amended or repealed, or new Bylaws may be adopted, by a majority vote of the members present in person or by proxy at any duly held meeting of the membership, where the proposed change has been included in the notice of the meeting.

Section 7. Affiliation. The DPGC shall maintain chapter affiliation status with the National Committee on Planned Giving, or its successor(s).

Section 8. Indemnification. Directors, officers and agents are hereby exempted from personal liability for the liabilities of the organization.

Approved

Approved by a Meeting of the Membership, March 20, 2003 at 9am at the Talbot Country Club, Easton, Maryland.