

The Pittsburgh Planned Giving Council Bylaws

Amended and Restated

November 11, 2008

ARTICLE I. NAME

This nonprofit corporation shall be known as The Pittsburgh Planned Giving Council, hereinafter referred to as the Council.

ARTICLE II. PURPOSE

The Council is organized exclusively for the purpose of being a professional association with charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III. ACTIVITIES

The Council shall operate on a calendar year and its overall activities shall include the following:

- A. Provide continuing education to planned giving professionals in the technical, legal, accounting and marketing aspects of planned giving;
- B. Promote awareness of planned giving among professionals and the public, and its consideration as a vehicle of giving to non-profit organizations by charitably-minded citizens;
- C. Foster the identification of resources, including individual practitioners, available to planned giving professionals in need of advice and counseling.

ARTICLE IV. MEMBERSHIP

There shall be two classes of dues-paying membership, the individual membership and the firm membership. The individual membership shall be open to the following planned giving professional categories:

- A. Fund-raising professionals employed by not-for-profit organizations, or by for-profit firms whose primary business is to counsel or assist not-for-profit organizations on fund-raising matters;
- B. Attorneys, accountants, trust officers, financial planners, life insurance underwriters and other allied professionals who assist clients from time to time in evaluating or establishing planned gifts.

The firm membership shall be open to firms or banking institutions comprised of individuals described in A or B, and each firm or institution shall designate a single member representative from among its practitioners. Nothing in this paragraph shall be construed to prevent any person from becoming an individual member.

ARTICLE V. GOVERNANCE

Section 1. Officers

The officers shall include:

- A. The President, who shall preside at all meetings of the Council or its officers, and shall perform the duties pertinent to that office;
- B. The President-Elect, who shall chair Planned Giving Day in Pittsburgh and perform the duties of the President in his/her absence;
- C. The Vice-President, who shall chair the Program Committee and perform the duties of the President-Elect in the event of his/her absence, disability or resignation;
- D. The Secretary, who shall preserve all documents and minutes of meetings by the full Council or its officers;
- E. The Treasurer, who shall receive and disburse the funds of the Council and submit an annual report;
- F. **The Assistant Treasurer, who shall assist the Treasurer in all his/her duties and perform them in the event of his/her absence;**
- G. The Immediate Past President, who shall serve as chair of the Nominating Committee.
- H. Any other Assistant Officers as authorized by the Council.

Section 2. Executive Board

The Executive Board shall be comprised of the President, President-Elect, Vice President, Secretary, Treasurer, **Assistant Treasurer**, Immediate Past President, and Chairpersons of any standing committees. Committee chairs shall be appointed by the officers. At all times, not-for-profit representation shall constitute a majority of the Executive Board. Any member who by changing professional affiliation causes this requirement to be violated shall be deemed to have resigned from the Executive Board. The Executive Board shall have authority to transact all business of the Council, and to fill any vacancies in its membership for the remainder of the term of office. The presence of a majority of the Executive Board shall constitute a quorum. The Executive Board may additionally transact business by majority vote via telephone meetings, or by unanimous written consent.

Section 3. Committees

The committees shall include:

- A. The nominating Committee, which is chaired by the Immediate Past President. At least four other members of the Council will be appointed by the Chairperson with the consent of the Executive Board. No other member of the Executive Board may serve on the Nominating Committee;
- B. The Program Committee, which shall have as its charge the activities listed in Article III, Section A of these Bylaws;

- C. The Leave a Legacy Committee, which shall have as its charge the activities listed in Article III, Section B of these Bylaws;
- D. The Annual Conference Committee, which shall have as its charge the activities listed in Article III, Sections A and B of these Bylaws;
- E. The Resources Committee, which shall have as its charge the activities listed in Article III, Section C of these Bylaws;
- F. The Membership Committee, which shall market and promote the benefits of membership through a variety of public relations and marketing techniques;
- G. The Legislative Affairs Committee;
- H. The Ethics Committee, which will review and advise with respect to ethical considerations of planned giving professionals; and
- I. Any other committees which the President, after consultation with the Executive Board, may appoint for a designated purpose and term.

ARTICLE VI. MEETINGS

A minimum of five meetings/education opportunities open to the full membership shall be conducted annually (over the calendar year), including the annual educational conference which shall be held in Pittsburgh or the surrounding area.

An annual meeting will be held with at least 30 days advance written notice given to the membership.

Other meetings may be called whenever and wherever designated by the Executive Board.

Should the Executive Board be unable or otherwise fail to fulfill its obligation to call the annual meeting in a timely fashion, any ad hoc committee of the Council's membership may assume that right subject to the notification requirements of these Bylaws.

Nominations may be made from and of those persons listed on the Council's most recent membership roster, and voted upon by that membership.

ARTICLE VII. ELECTION

The Nominating Committee shall annually, at least thirty (30) days before the annual meeting, distribute a ballot to each member with a recommended slate of candidates for the elected offices. Members may vote for any candidates(s) on this slate and/or any other member(s) he/she chooses to write-in. Officers are elected by a simple majority and serve for the upcoming calendar year. Candidates receiving a plurality of all votes shall be declared elected. The results of the election are to be announced at the annual meeting.

ARTICLE VIII. PROHIBITED ACTIVITIES

The Council, its Executive Board, and its members are prohibited from engaging in any act of self-dealing as defined in section 4941(d) of the Code, from retaining any excess business holdings as defined in section 4943 (c) of the Code which would subject the Council to tax under section 4943 of the Code, from making any investments which would subject the Council to tax under section 4944 of the Code, and from making any

taxable expenditures as defined in section 4945 (d) of the Code. If section 4942 of the Code is deemed applicable to the Council by reason of section 508 (d) of the Code or otherwise, the Council shall make distributions at such time and in such manner as not to subject the Council to tax under section 4942 of the Code.

ARTICLE IX. FINANCES

The Executive Board shall set the amount of membership dues annually and the date for their payment. All bank accounts shall stand in the name of the Council, and no part of the Council's net earnings shall inure to the benefit of any private individual. At least two officers' signature shall be required for the disbursement of funds for any reason.

A financial statement for the Council's activities will be prepared annually and a report shall be presented to the membership.

The Executive Board shall serve without compensation, except that reasonable expenses, duly documented and approved by the Executive Board, may be reimbursed to any member of the Executive Board or any Council member acting on the Council's behalf.

ARTICLE X. AMENDMENT

These Bylaws may be amended at any regular or special meeting of the membership, provided that:

1. Notice of the proposed amendment, with ballot, be sent to each member of the Council at least thirty days previous to the meeting at which action is to be taken; and
2. Two-thirds of all ballots returned at or before the time of the meeting favor the amendment.

ARTICLE XI. PERSONAL LIABILITY AND INDEMNIFICATION OF THE EXECUTIVE BOARD

A. Limitation of Personal Liability of Executive Board.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Article XI or as such laws are thereafter amended, permit elimination or limitation of the liability of members of the Executive Board ("Directors), no Director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director. Specifically, a Director shall not be personally liable for monetary damages, unless (1) the Director has breached or failed to perform the duties of his office and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any amendment or repeal of this Article XI or adoption of any other provision of these By-laws or the Corporation's Articles of Incorporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Executive Board, committees of the Executive Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Article XI shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

Nature and Extent of Rights. The provisions of this paragraph (A) shall be deemed to be a contract with each member of the Executive Board who serves as such at any time while this paragraph (A) is in effect and each such member of the Executive Board shall be deemed to be so serving in reliance on the provisions of this paragraph (A). Any amendment or repeal of this paragraph (A) which has the effect of increasing liability of the Executive Board (director liability) shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment , repeal or provision.

B. Indemnification.

Right to Indemnification. As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Council) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a member of the Executive Board of the Council.

Unless in a particular case indemnification would jeopardize the Council's tax exempt status under Section 501 (a) of the Code or result in the Council's failure to be described in section 501 (c)(3) of the Code, and except as prohibited by law, each member of the Executive Board of the Council shall be entitled as of right to be indemnified by the Council against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

A person who is not a member of the Executive Board of the Council may be similarly indemnified in respect of service to the Council to the extent the Executive Board at the time designates such person as entitled to the benefits of this paragraph (B).

As used in paragraph (B), "indemnitee" shall include each member of the Executive Board of the Council and each other person designated by the Executive Board as entitled to the benefits of this paragraph (B); "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Council has not at its expense assumed the defense of the action on behalf of the indemnitee with reputable and experienced counsel selected by the Council, or (ii) if it shall have been determined pursuant to subsection (3) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that subsection.

Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Council's tax exempt status under Section 501(a) of the Code or result in the Council's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the Council, as incurred, provided that the Council received as written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

C. Right of Indemnitee to Initiate Action; Defenses.

If a written claim under subparagraph (1) or subparagraph (2) of this paragraph (B) is not paid in full by the Council within thirty days after such claim has been received by the Council, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under subparagraph (1) shall be (i) that the indemnitee's conduct was such that under applicable law the Council is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that the indemnification would jeopardize the Council's tax exempt status under Section 501 (a) of the Code or result in the Council's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Council.

The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under subparagraph (2) shall be that the indemnitee failed to provide the undertaking required by subparagraph (2).

D. Non-Exclusively: Nature and Extent of Rights.

The rights to indemnification and advancement of expenses provided for in this paragraph (B) shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each

indemnatee who serves the Council at any time while this paragraph (B) is in effect (and each indemnatee shall be deemed to be so serving in reliance on the provisions of this paragraph (B)), and (iii) continue as to each indemnatee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this paragraph (B) and shall inure to the benefit of the heirs and legal representatives of each indemnatee.

Effective Date of
Amendment and Restatement: November 11, 2008