

**BYLAWS
OF
WIREGRASS ESTATE PLANNING COUNCIL**

July 12, 2023

WIREGRASS ESTATE PLANNING COUNCIL

BYLAWS

ARTICLE I.

LOCATION OF CORPORATE OFFICES

Section 1.01. Principal Office. The principal office of Wiregrass Estate Planning Council (the "Corporation") shall be located in Dothan, Alabama.

Section 1.02. Other Offices. The Corporation may also have offices at other places within and without Alabama as the board of directors may from time to time designate.

ARTICLE II.

MEMBERSHIP

Section 2.01. Membership. Persons eligible for membership in the Corporation shall consist of individuals who are actively engaged in the practice of estate planning or matters directly related to estate planning and whose principal occupation is one or more of the following: (1) Trust officers of banks or trust companies; (2) Chartered Life Underwriters or Chartered Financial Consultants who are members of the Society of Chartered Financial Consultants; (3) Attorneys who are members of the Alabama State Bar; (4) Certified Public Accountants who are members of the Alabama Society of Certified Public Accountants; (5) Certified Financial Planners who have received such designation from the Certified Financial Planners Board of Standards; or (6) Any other occupation that calls for active involvement in estate planning or matters directly related to estate planning. Members shall be elected by a majority vote of the board of directors pursuant to such policies and procedures as may be adopted by the board of directors from time to time. Any member may be suspended or expelled from membership upon a majority vote of the board of directors.

Section 2.02. Meetings. The annual meeting of the members of the Corporation shall be held during the month of May of each year at such time and place as may be determined by the board of directors. Additional meetings of the members of the Corporation may be called by the President or by the board of directors. The Secretary shall provide the

members with written notice of each meeting that shall be delivered not less than seven (7) days nor more than thirty (30) days before the date of the meeting, either personally or by mail. Attendance in person or representation by proxy of at least one-third (1/3) of the members shall constitute a quorum. Each member shall be entitled to one (1) vote.

Section 2.03. Dues. The expenses of the Corporation shall be primarily funded by annual dues payable by its members. The amount of the dues shall be determined, from time to time, by the board of directors. Dues shall be payable in advance on or before the date of the first meeting of each fiscal year of the Corporation. Dues are set in advance for the fiscal year, regardless of entry date of new members.

Section 2.04. Guests. A member may by advance notice and approval of any officer invite a guest to a meeting of the members. The host member shall reimburse the Corporation for the costs of the guest in such amount as may, from time to time, be determined by the board of directors.

Section 2.05 Election Directors and Officers. The board of directors shall nominate candidates for officers of the Council and members of the board of directors. The Council members present or represented by proxy shall be entitled to vote at such meetings for any candidate nominated by the board of directors. With the exception of a candidate for treasurer, the candidate receiving a majority of the votes of the members present shall be declared elected so long as quorum is present. The member receiving the majority of votes for secretary shall be declared elected to both the secretary and treasurer positions.

ARTICLE III.

DIRECTORS

Section 3.01. Number and Qualifications. The business, affairs, and property of the corporation shall be managed by a board of directors, consisting of not less than four (4) members nor more than twelve (12) members. Subject to the foregoing limitation, such number may be fixed from time to time by action of the board of directors; if the number is not so fixed, the number shall be equal to the number of the first board of directors as named in the Articles of Incorporation. The number of directors may be increased

or decreased by action of the board of directors, provided that any action of the directors to effect such increase or decrease shall require the vote of a majority of all of the then-serving directors. No decrease shall shorten the term of any incumbent director.

Section 3.02. Election and Term. Directors who are elected at an annual meeting of the members as provided in Section 2.05, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of the board of directors and until their successors have been elected and qualified. Each director is to hold office and have the full right and power to vote until his successor is elected or he resigns or is removed. Directors may succeed themselves in office. Newly created directorships and any vacancies may be filled by a vote of the remaining directors then in office. A director may resign at any time upon notice to the Corporation. A director may be removed by action of a majority of the other directors with or without cause.

Section 3.03. Annual Meetings. The annual meeting of the board of directors shall be held concurrently with the annual meeting of the members at a time and place designated by the board of directors.

Section 3.04. Other Meetings. The board of directors may provide by resolution for regular periodic meetings of which no notice shall be required. Special meetings may be held at any place or time upon three (3) days' notice to each director, either written or verbal, or by telephone or facsimile, or with or without notice if notice is waived in writing signed by all of the directors before or after the meeting. Attendance at a meeting shall be considered waiver of notice of the meeting, unless the sole purpose of attending is to object to the failure to give proper notice. The President shall call a special meeting of the board of directors within fourteen (14) days of the receipt of a request therefor signed by two (2) or more of the directors. In the event that the annual meeting is omitted by oversight, or otherwise, the directors shall cause a meeting in lieu thereof to be held as soon thereafter as practical, and any business transacted or elections held at that meeting shall be valid and considered as transacted or held at the annual meeting.

Section 3.05. Quorum of Directors. At all meetings of the board of directors, a majority of the directors shall constitute a quorum authorized to transact business. Any matter may be adopted by a majority vote of those present. The act of the majority of the directors

present at a meeting at which a quorum is present shall be the act of the whole board of directors.

Section 3.06. Voting. At all meetings of the board of directors, each director shall have one (1) vote.

Section 3.07. Responsibilities, Powers and Duties.

(a) The board of directors shall be charged with the general authority and responsibility for soliciting, accepting, administering and investing assets of the Corporation. The board of directors may, however, delegate its administrative and investing powers and engage a professional manager to handle matters of that nature.

(b) The board of directors is authorized and empowered, for and on behalf of the Corporation, to refuse or accept any bequest, devise, grant or gift for any of its objects and purposes, of any property, real, personal and mixed, of whatever kind, nature and description and wherever situated.

(c) The board of directors is authorized and empowered, for and on behalf of the Corporation, to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any property, real, personal, and mixed, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(d) The board of directors is hereby authorized and empowered, for and on behalf of the Corporation, to invest and reinvest assets of the corporation in such stocks, common or preferred, bonds, debentures, notes, bills, certificates of deposit, bank accounts, custodial accounts, mortgages, and such other securities and property as the board of directors shall deem advisable without the limitation on investments prescribed by the Constitution or laws of the State of Alabama or any other state, but subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of applicable sections of the Internal Revenue Code of 1986 or any other laws and statutes and the regulations thereunder, as they now exist or as they may hereafter be amended and provided further that such limitations and conditions are not in conflict with the purposes and objectives of the Corporation.

(e) The board of directors is authorized and empowered, for and on behalf of the Corporation, to employ such custodians and investment advisors as it may deem advisable to assist it in connection with the management and investment of the assets of the Corporation.

Section 3.08. Designation of Committees. The board of directors may, by resolution passed by a majority of the then-serving directors designate one or more committees, each committee to consist of two (2) or more directors of the Corporation, or outside personnel, or both. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The designation of any committee and the delegation to it of authority shall not operate to relieve the board of directors or any member of it of any responsibility imposed upon it or him by law. The board of directors may have the power at any time to increase or decrease the number of members of any committee, to fill vacancies on it, to remove any member of it, and to change its functions or terminate its existence.

Section 3.09. Powers of Committee. Any committee established by resolution of the board of directors, to the extent provided in the resolution, shall have the power to study and make recommendations concerning the matters delegated to it, but it shall not have the authority of the board of directors in regard to the management of the Corporation or with regard to: amending, altering, or repealing the Bylaws; amending the Certificate of Formation, restating Certificate of Formation, adopting a Plan of Merger, or adopting a Plan of Consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; or amending, altering, or repealing any action or resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. Any committee, within the functions set out by the resolution of the board of directors establishing the committee, may also formulate and recommend to the board of directors for approval general policies regarding the management of the affairs of the Corporation.

Section 3.10. Meetings of Committees. Meetings of committees, regular or special, may be held within or without Alabama. Regular meetings may be established by resolution of the board of directors. A special meeting of any committee shall be called at the request of any member of the committee and shall be held upon notice delivered personally or by

mail at least three (3) days prior to the meeting. Three (3) days' notice shall also be required for any regular meeting of the committee. Notice may be waived in writing either before or after the time of the meeting. Attendance of any member of a committee shall constitute waiver of notice of the meeting.

Section 3.11. Record of Proceedings. Any committee established by the resolution of the board of directors shall keep minutes of its acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the board of directors for approval, but failure to submit or to receive approval of these minutes shall not invalidate any action taken upon authorization contained in them.

Section 3.12. Quorum of Committee. A majority of any committee established by the board of directors shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3.13. Telephone Meetings. Any one or more members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.14. Written Consent. Notwithstanding any other provision contained herein, any action required or permitted to be taken by the board of directors or any committee thereof may be taken without a meeting if all members of the board of directors or the committee, as the case may be, consent in writing to the adoption of a resolution authorizing such action.

Section 3.15. Delivery of Notice to Directors. Any notice to the directors of the Corporation will be in writing and will be deemed to have been duly given if: (a) personally delivered; (b) mailed via the United States Postal Service, first class postage prepaid, at the director's address as it appears on the records of the Corporation; (c) delivered via a recognized, reputable express courier (such as Federal Express); or (d) electronically transmitted by telecopier or other facsimile device to the director's then serviceable facsimile device located at the director's address as it appears on the records of the Corporation or to the

director's published telephone number for such device. All notices will be deemed to have been given as follows: personal delivery - date of receipt; mail - two days after the date of deposit with the United States Postal Service; express courier - the next national banking business day after deposit with the express courier; and facsimile device - date of transmission.

ARTICLE IV.

OFFICERS

Section 4.01. Appointment. At the annual meeting of the members, or at any special meeting called for that purpose, the board shall appoint a president, a president-elect, a vice president, a secretary, and a treasurer. In addition, the person who is then serving as president shall serve as the immediate past president upon the election of the new president. Any two or more offices may be held by one person, except that no person shall be able to hold the offices of president and secretary simultaneously. As set forth in Section 2.05, the person serving as secretary shall also serve as treasurer. All of the officers so elected shall hold office until the next annual meeting of the directors and until their respective successors shall be duly elected and shall qualify. If any vacancy occurs among the above offices, the vacancy may be filled for the remainder of the term by the board of directors, at a regular or special meeting, and any officer so elected shall hold office until his successor is duly appointed and qualified. It is anticipated that the person who is then serving as president-elect shall become president, the person then-serving as vice-president shall become president-elect, and the person serving as secretary and treasurer shall become vice-president. However, any person so elected shall serve at the pleasure of the Corporation and the board of directors in the same manner as any other officer.

Section 4.02. Suspension and Removal. Any officer of the Corporation may be removed or suspended by a majority vote of the board of directors at any time, with or without cause. Any agent or employee appointed or employed by the President may be removed or discharged or suspended by him at any time, with or without cause.

Section 4.03. Powers and Duties of President. It shall be the duty of the President to preside at members' meetings and at all meetings of the board of directors. The President shall cause to be called regular and special meetings of the directors in accordance with these Bylaws. The President, subject to the approval of the board of directors, shall appoint and remove, employ and discharge, and determine the compensation of all agents and employees of this Corporation other than officers appointed by the board of directors. The President shall see that the books, reports, statements, and certificates required by law are properly kept, made, and filed according to law. The President or his designee shall submit a report of the operations of the Corporation for each year to the directors at their regular annual meeting, or at a special meeting called for that purpose, and from time to time he shall report to the directors all matters within his knowledge which the interest of the Corporation may require to be brought to their attention. In general, he shall perform all the duties incident to his office including such duties as may be assigned to that office from time to time by the board of directors.

Section 4.04. Powers and Duties of Immediate Past President. The last-serving President will serve as an officer of the Corporation for the year following his term as the President and shall have such duties and powers as may be assigned to him from time to time by the President.

Section 4.05. Powers and Duties of President-Elect. The President-Elect of the Corporation shall generally assist the President and shall perform those duties that may be assigned to him by the board of directors. In the event of death, resignation, absence or inability to act of the President, the President-Elect shall assume and discharge pro tempore the powers and duties of the President of the Corporation. It is expected that the President-Elect will succeed as the President of the Corporation for the next fiscal year following, given that he is duly elected by the members of the Corporation at the Annual Meeting.

Section 4.06. Powers and Duties of Vice President. The Vice President of the Corporation shall generally assist the President and shall perform those duties that may be assigned to him by the board of directors. In the event of the death, resignation, absence, or inability to act of the President-Elect, the Vice President shall assume and discharge pro tempore the powers and duties of the President-Elect of the Corporation. It is expected that the Vice President will succeed as the president-Elect of the Corporation for the next fiscal year

following, and as President the second year following, given that he is duly elected by the members of the Corporation at the Annual Meeting. The board of directors may appoint one or more additional vice presidents as it may desire from time to time, and these vice presidents shall have the duties assigned to them by the board of directors.

Section 4.07. Powers and Duties of Secretary. The Secretary shall be ex officio secretary of the board of directors. He shall keep the minutes of all meetings of the board of directors. He shall have charge of the corporate books and records. He shall keep in safe custody the seal of the Corporation, and shall affix it to any instrument requiring the corporate seal. He shall give and serve all notice for special meetings of directors called at the request of two (2) or more directors as provided in Section 3.04. In general, he shall perform all the duties incident to his office including such duties as may be assigned to that office by the board of directors from time to time. It is expected that the Secretary will succeed as the Vice-President of the Corporation for the next fiscal year following, and as President-Elect the second year following, and as President the third year following, given that he is duly elected by the members of the Corporation at the Annual Meeting.

Section 4.08. Powers and Duties of Treasurer. The Treasurer shall have the care and custody of and be responsible for all the funds, securities, evidences of indebtedness and other valuable documents of the Corporation. He shall deposit all funds in the name of the Corporation in those banks, or trust companies, or other depositories, or in the safe deposit vaults that the board of directors may designate. The Treasurer shall render a statement of the condition of the finances of the Corporation at any meeting of the board of directors which the board shall request, and at any other times as shall be required of him. The Treasurer shall keep full and accurate books of account of all its business and transactions and any other books of account that the board of directors may require, and shall exhibit the books to any director of the Corporation upon the request of the director. In general, he shall perform all the duties incident to his office including such duties as may be assigned to that office by the board of directors from time to time. It is expected that the Treasurer will succeed as the Vice-President of the Corporation for the next fiscal year following, and as President-Elect the second year following, and as President the third year following, given that he is duly elected by the members of the Corporation at the Annual Meeting.

Section 4.09. Assistant Officers. The board of directors may elect an assistant to any officer, and the assistant shall exercise the duties of that office in the absence of the officer whom he was elected to assist.

Section 4.10. Returns and Statements. It shall be the duty of each officer of the corporation to make and file any and all returns, reports, lists, or statements required by law to be made and filed by him, and to make full report to the board of directors respecting the affairs of the Corporation in his charge whenever he may be requested to do so.

Section 4.11. Compensation. No compensation shall be paid to any director or officer for his services rendered to or on behalf of the Corporation; provided however, the board of directors may waive the payment of dues by one or more officers or the organizations with which they are affiliated, in such amounts as determined by the board of directors. An officer or director may be entitled to reimbursement for any reasonable expense incurred by him in the furtherance of the purposes of the Corporation.

ARTICLE V.

CORPORATE SEAL

The board of directors shall provide a suitable corporate seal which shall bear the following words and figures as:

Wiregrass Estate Planning Council
Nonprofit Corporation
1986
Alabama

ARTICLE VI.

EXCULPATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

No director or officer of the Corporation shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such director or officer, except for his or her own willful neglect or default. No director or

officer shall be liable to anyone for any acts of neglect or default on the part of any one or more of the other directors or officers in the absence of specific knowledge on the part of such director or officer of such neglect or default.

Any person made a party to any civil or criminal action, suit or proceedings by reason of the fact that he (or a person for whom he is the legal or personal representative or heir or devisee) is or was a director or officer or other agent of the Corporation shall be indemnified by the Corporation against the reasonable expenses, including, without limitation, attorneys' fees and amounts paid in satisfaction of judgment or in settlement other than amounts paid to the Corporation by him, actually and necessarily incurred by or imposed upon him in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding, or in connection with or resulting from any appeal therein, except in relation to matters as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his duties. In the case of a criminal action, suit or proceeding a conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not of itself be deemed an adjudication that such person is liable for negligence or misconduct in the performance of his duties to the Corporation. Any amount payable pursuant to this Article may be determined and paid, at the option of the person to be indemnified, pursuant to procedure set forth from time to time by any of the following procedures: (a) order of the court having jurisdiction of any such civil or criminal action, suit or proceeding; (b) resolution adopted by a majority or quorum of the board of directors of the Corporation without counting the interested directors in such majority or quorum; or (c) order of any court having jurisdiction over the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors or officers of the Corporation, and the other persons above mentioned, may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provisions of law or otherwise, as well as their rights under this Article.

ARTICLE VII

CONFLICT OF INTEREST POLICY

Section 7.1. Conflict of Interest Transaction. A conflict of interest transaction is a transaction with the Council in which a director of the Council has a direct or indirect interest. A conflict of interest transaction is not voidable by the Council on the basis for imposing liability on a director solely because of a director's interest in the transaction if any one (1) of the following is true:

(a) Before a vote of the board of directors, the material facts of the transaction and the director's interest were disclosed or known to the board of directors and the Board of Directors authorized, approved, or ratified the transaction;

(b) Before a vote of the members, the material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction;

(c) Before or after the transaction is consummated, the board of directors obtains the approval of the attorney general for the State or a court of competent jurisdiction approves the transaction in an action where the attorney general for the State is joined as a party; or

(d) The transaction was fair at the time it was entered into.

Section 7.2 Indirect Interest. A director or officer of the Council has an indirect interest in the transaction if, but not only if, another entity in which the director or officer has a material financial interest in is a party to the transaction; another entity in which the director or officer is a general partner is a party to the transaction; or another entity of which the director or officer is a governor, director, manager, officer, or trustee is a party to the transaction. All such interest should be disclosed to and considered by the board of directors.

Section 7.3. Board of Director Authorization, Approval, and Ratification. A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors who have no direct or indirect interest in the transaction ("Disinterested Directors"), but a transaction may not be authorized, approved, or

ratified by a single Director. If a majority of the Disinterested Directors vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section, unless otherwise provided.

Section 7.4. Member Authorization, Approval, and Ratification. A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the members entitled to vote under this Section. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Section 7.2 (Indirect Interest), may not be counted in a vote of the members to determine whether to authorize, approve, or ratify a conflict of interest transaction under this section. A majority of the voting power, whether or not present, that are entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this subsection.

ARTICLE VIII.

MISCELLANEOUS

Section 8.01. Contracts. The board of directors may authorize any officer or officers, agent or agents, employee or employees to enter into any contract or other instrument on behalf of the Corporation, and the authority granted may be general or confined to specific instances. Except as provided in this section or as authorized by the board of directors, no officer, agent, or employee, other than the president, vice president, secretary or treasurer, shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable for any purpose or for any amount.

Section 8.02. Deposits, Checks and Drafts. All checks and drafts or funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or trust companies, or to other depositories as the board of directors may from time to time designate. All checks shall be drawn out of the regular checkbooks of the Corporation and upon the stub of each check, the purpose and amount for which the check is drawn shall be

specified. All checks, notes, drafts, bills of exchange, acceptances or other orders for the payment of money or other evidences of the indebtedness of the Corporation, shall be signed as shall from time to time be designated by resolution of the board of directors.

Section 8.03. Gender and Number. Reference in these Bylaws to the masculine, feminine or neuter gender, and the singular or plural number, shall be deemed to include the others whenever the context so indicates.

Section 8.04. Descriptive Headings. The descriptive headings to these Bylaws are for convenience of reference only and shall not be deemed to alter or affect the meaning of any of the Bylaws.

Section 8.05. Severability. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect any other provisions and these Bylaws shall be construed in all respects as if any invalid or unenforceable provisions were omitted.

ARTICLE IX.

AMENDMENT OF BYLAWS

The board of directors shall have power to make, amend, and repeal the Bylaws of the Corporation, by vote of a majority of all of the then-serving directors, at any regular or special meeting of the board. However, the board of directors may not alter, amend, or repeal any Bylaws in any manner that would exceed the limitations of the Certificate of Formation and the Alabama Nonprofit Corporation Act.

CERTIFICATE OF CORPORATE SECRETARY

I, April D. Wise, Secretary of Wiregrass Estate Planning Council, certify that the foregoing, consisting of Articles I to IX, inclusive, is a true and complete copy of the Bylaws of the Corporation as adopted by unanimous written consent in lieu of a first meeting of the directors held on July 12, 2023.

I have subscribed my name and affixed the seal of the Corporation this July 12, 2023.



April D. Wise
Secretary

(CORPORATE SEAL)