

**RESTATED B Y L A W S**

**OF**

**WESTERN MICHIGAN PLANNED GIVING GROUP**

**A MICHIGAN NONPROFIT MEMBERSHIP CORPORATION**

Effective January 12, 2021

**TABLE OF CONTENTS**

	<u>Page</u>
ARTICLE I NAME AND PURPOSES.....	1
Section 1.1 Name .....	1
Section 1.2 Purposes .....	1
ARTICLE II MEMBERS .....	1
Section 2.1 Criteria .....	1
Section 2.2 Annual Meeting .....	2
Section 2.3 Special Meetings .....	2
Section 2.4 Place of Meetings.....	2
Section 2.5 Notice of Meeting .....	2
Section 2.6 Waiver of Notice.....	2
Section 2.7 Quorum .....	3
Section 2.8 Action by Consent, Ballot or Polling Place .....	3
ARTICLE III OFFICERS .....	3
Section 3.1 Officers .....	3
Section 3.2 Election .....	3
Section 3.3 Removal or Resignation.....	4
Section 3.4 Vacancies .....	4
Section 3.5 President.....	4
Section 3.6 Vice President .....	4
Section 3.7 Secretary .....	4
Section 3.8 Treasurer .....	4
Section 3.9 Other Officers .....	4
Section 3.10 Absence of Officer.....	5
Section 3.11 Compensation.....	5
ARTICLE IV DIRECTORS.....	5
Section 4.1 Powers.....	5
Section 4.2 Election and Number of Directors .....	5
Section 4.3 Vacancies .....	5
Section 4.4 Conflicts of Interest.....	5
Section 4.5 Compensation .....	6
ARTICLE V BOARD MEETINGS.....	6
Section 5.1 Regular Meetings .....	6
Section 5.2 Special Meetings .....	6
Section 5.3 Notice of Meetings.....	6

Section 5.4	Waiver of Notice: By Writing or Attendance .....	6
Section 5.5	Participation in Meeting by Remote Communication .....	6
Section 5.6	Quorum and Vote Required .....	6
Section 5.7	Place of Meetings.....	6
Section 5.8	Unanimous Action Without a Meeting.....	7
Section 5.9	Conduct of Meetings.....	7
Section 5.10	No Proxies or Agents .....	7
ARTICLE VI COMMITTEES .....		7
Section 6.1	Executive Committee.....	7
Section 6.2	Committees: General .....	7
ARTICLE VII LIABILITY PROTECTION; INDEMNIFICATION .....		8
Section 7.1	Protection from Corporate Obligations.....	8
Section 7.2	Volunteer Protection from Personal Actions .....	8
Section 7.3	Indemnification: Service and Conduct.....	8
ARTICLE VIII GENERAL .....		8
Section 8.1	Authority to Execute Documents.....	8
Section 8.2	Fiscal Year .....	8
Section 8.3	Amendments .....	8
Section 8.4	Notice Requirements.....	8
Section 8.5	Dissolution .....	9
ARTICLE IX REFERENCE TO INTERNAL REVENUE CODE .....		10

RESTATED BYLAWS  
OF  
WESTERN MICHIGAN PLANNED GIVING GROUP

**ARTICLE I**

**NAME AND PURPOSES**

Section 1.1 Name. This corporation shall be known as Western Michigan Planned Giving Group.

Section 1.2 Purposes. The corporation is formed for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation is specifically formed to unite planned giving officers representing charitable organizations and related financial professionals, in educating and mutually assisting planned giving practitioners in the promotion, execution, administration, and maintenance of planned charitable gifts, and through meetings, publications, fraternal comradeship, national organizational affiliation, public relations efforts, and other activities and also to provide a forum at both the local and the national levels at which matters of mutual professional concern may be discussed and appropriate action initiated.

The corporation may exercise any power permitted under the Michigan Nonprofit Corporation Act (the "Act") for those purposes, but only to the extent permitted by a corporation (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

The corporation has not been formed for pecuniary profit or gain. None of the corporation's assets, income or profit may inure to the benefit of officers, directors or any other person to whom inurement is prohibited by law.

The corporation may not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any public office candidate. The corporation may not have any substantial part of its activities be the influencing of legislation, including carrying on of propaganda.

**ARTICLE II**

**MEMBERS**

Section 2.1 Criteria. Membership in the Corporation shall be open to fund development and planned giving officers for charitable organizations and individuals such as professional advisors and fundraising consultants who are interested in and who wish to facilitate charitable planned giving among their clients. Members of this organization shall subscribe to the Model Standards of Practice for the Charitable Gift Planner adopted by the National Association for Charitable Gift Planners. Members shall include those individuals who have timely paid annual dues, subject to any special arrangements made with the board of directors.

Any changes to dues shall be set by the board of directors and ratified by the members at the annual meeting.

Section 2.2 Annual Meeting. The annual meeting of the members of the corporation, for the election of directors and to transact such other business as may properly be brought before the meeting, shall be held in January at such date, time and place as determined by resolution of the board of directors. For purposes of the Annual Meeting, a quorum shall consist of all members in attendance, either physically or electronically, at the Annual Meeting.

Section 2.3 Special Meetings. Special meetings of the members may be called by the president or the board of directors, or in writing at the request of not less than ten percent (10%) of all the members entitled to vote at the meeting. Such request shall state the purpose or purposes of the proposed meeting.

Special meetings shall be held at such time and date as may be designated by the president or the board of directors in the notice of the meeting. Business transacted at all special meetings shall be confined to the objects and the matters stated in the notice of the meeting, unless the majority of members that are present agree to the transaction of business relating to objects not stated in the notice of the meeting.

Section 2.4 Place of Meetings. All meetings of the members, whether annual meetings or special meetings, shall be held at such place or places, within or without the State of Michigan, as a majority of the board of directors may from time to time determine by resolution, or as set forth in a waiver signed by a majority of the members. Any member may participate electronically or via telephone conference, or by other means of remote communication, if prior approval is obtained by a majority of the board of directors. Such participation shall be deemed participation in person.

Section 2.5 Notice of Meeting. At least ten (10) days but not more than sixty (60) days' notice of the purpose, place, day and hour of each meeting of the members, whether annual or special, shall be given by written notice served upon each member of record entitled to vote at the meeting. Notice of a special meeting must state the business to be considered and only that business may be transacted at that meeting. Notices may be given only by the methods and other rules described in Article VIII.

Section 2.6 Waiver of Notice. Notice of the time, place and purpose of any meeting of the members may be waived by telegram or any other writing either before or after such meeting has been held. If the majority of the members attending the meeting waive notice of the meeting, no notice of same shall be required. Whenever all the members shall meet in person or by proxy, such meeting shall be valid for all purposes, without call or notice, provided, however, that the attendance of a member at a meeting shall not constitute a waiver of notice of such meeting where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member failing to designate the member's address to the secretary, or a change of address, shall be deemed to have waived notice of such meeting except at the address on record with the secretary.

Section 2.7 Quorum. Except as provided in Section 2.2 above, fifty-one percent (51%) of the members, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation.

Section 2.8 Action by Consent, Ballot or Polling Place.

(a) Action by Consent. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice and without a vote, if all the members entitled to vote thereon consent thereto in writing.

(b) Action by Ballot. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, if all members are given the opportunity to vote by ballot. Quorum rules apply to actions taken by ballot. The ballot may be in written or electronic form. It must be provided to all members shall meet all of the following:

1. It set forth each proposed action;
2. Provide an opportunity for the members to vote for or against each proposed action; and
3. Specify a time by which the corporation must receive a ballot in order to be counted as a vote of the member.

(c) Action by Polling Place. Any action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, if the corporation provides a ballot, in written or electronic form, to each member that is entitled to vote that allows the member to vote at a polling place or polling places established by the corporation that are reasonably accessible to the members. The corporation shall provide notice to each member. The notice shall describe each proposed action that is included on the ballot, the location of the polling place or places, and the times when the polling places are open. Quorum rules apply to actions taken by polling place.

### ARTICLE III

#### OFFICERS

Section 3.1 Officers. All officers shall also serve as directors of the corporation. The corporation shall have a president, one (1) vice president, a secretary, a treasurer and such other officers as the directors may elect or the directors may appoint. Any two (2) or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two (2) or more officers.

Section 3.2 Election. The officers of the corporation shall be chosen annually by the directors and those elected officers shall also serve as the board of directors. Each officer

shall hold office until the officer's successor shall have been duly elected and qualified, or until the officer's death, resignation or removal.

Section 3.3 Removal or Resignation. The board of directors may remove any officer at any time with or without cause. Any officer may resign from office at any time, such resignation to take effect upon receipt of written notice thereof by the corporation unless otherwise specified in the resignation.

Section 3.4 Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of the office by the board of directors.

Section 3.5 President. The President shall be the chief executive officer of the Corporation and shall have general and active management of the activities of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall execute all authorized conveyances, contracts, or other obligations in the name of the Corporation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. He or she shall preside at all meetings of the Board of Directors and of the Members. In his or her absence, the Board of Directors may designate another presiding officer. The President shall also be an ex-officio member of all committees, except the Nominating Committee. In addition, the President shall consider representing WMPGG at the National Association of Charitable Gift Planners Summit, or sending a delegate member or board member from the WMPGG Chapter.

Section 3.6 Vice President. The vice president(s), in the order designated by the board of directors, shall exercise the functions of the president during the president's absence or disability. Each vice president shall have such powers and perform such duties as the board of directors shall assign from time to time.

Section 3.7 Secretary. The secretary shall give notice of each meeting of the members, the board of directors or committees of the corporation as to which notice is required; shall record minutes of such meetings in books kept for that purpose; shall have custody of the records of the corporation; and shall perform such other duties as may be specified from time to time by the board of directors.

Section 3.8 Treasurer. The treasurer shall have custody of the funds and other property of the corporation; shall keep records of all property, receipts and disbursements of the corporation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the corporation with such depository or depositories as shall be designated by the board of directors; shall disburse the funds of the corporation; and shall render to the directors such reports as they shall prescribe. The treasurer shall perform such other duties as may be specified from time to time by the board of directors.

Section 3.9 Other Officers. All other officers, as may from time to time be appointed by the members of the board of directors pursuant to this Article, shall perform such duties and exercise such authority as the members of the board of directors shall prescribe.

Section 3.10 Absence of Officer. In the case of the absence of any officer, or for any other reason that the board may deem sufficient, the board may delegate from time to time the powers or duties of such officer to any other officer or to any director.

Section 3.11 Compensation. Officers serve without compensation. The corporation may reimburse officers for reasonable expenses of attending board and committee meetings. Nothing in this section prohibits an officer from being compensated for serving the corporation in a non-officer capacity.

## ARTICLE IV

### DIRECTORS

Section 4.1 Powers. The affairs of the corporation shall be managed by the board of directors subject to the limitations of the Articles of Incorporation of the corporation, these Bylaws and the laws of the State of Michigan. The board of directors is empowered on behalf of the corporation to do and perform all acts reasonably necessary, appropriate or incident to the accomplishment of the purposes of the corporation, as determined by the board of directors in their sole discretion.

Section 4.2 Election and Number of Directors. The board of directors shall be duly elected by a majority of the members in attendance at the annual meeting. The board of directors shall be composed of not less than three (3) members and not more than fifteen (15) members. Each director shall serve for a term of three years, or until a successor is appointed. Board members are eligible for re-election, provided that no director shall serve more than two (2) full, consecutive terms. A director who has served two full, consecutive terms shall not be eligible for re-election for two (2) years.

Section 4.3 Vacancies. In the event any vacancy shall occur on the board of directors because of death, resignation, removal, incapacity to act, or disqualification of a director, the remaining directors shall immediately appoint a new director for the former director and the appointed director shall fill the unexpired term of the former director.

#### Section 4.4 Conflicts of Interest.

(a) Interested Transactions. Transactions between the corporation and any of the following are unenforceable unless the procedures in (b) are followed:

- (i) a director or officer;
- (ii) an entity in which any of this corporation's directors or officers holds a position that imposes a duty of loyalty or due care to that entity.

(b) Procedures to Approve Interested Transactions. Transactions described above may be enforceable only if all the following are met:

- (i) the transaction is fair to the corporation and reasonable when approved;
- and



(ii) the board knows the material facts about the director's or officer's interest;  
and

(iii) the board approves the transaction without counting toward approval the vote of any interested director (but interested directors count for quorum purposes).

Section 4.5 Compensation. Directors serve without compensation. The corporation may reimburse directors for reasonable expenses of attending board and committee meetings. Nothing in this section prohibits a director from being compensated for serving the corporation in a non-director capacity.

## ARTICLE V

### BOARD MEETINGS

Section 5.1 Regular Meetings. The board may adopt a schedule of board meetings ("regular meetings") and must hold at least one meeting annually.

Section 5.2 Special Meetings. The President or any 2 directors may instruct the Secretary at any time to schedule a special director meeting, defined as any meeting other than a regular meeting.

Section 5.3 Notice of Meetings. The Secretary will give to each director a) notice containing a schedule of regular meetings at least 10 days before the first meeting on that schedule, and b) notice of any special meeting at least 10 days before but not more than 60 days before that meeting. Notice of a special meeting must state the business to be considered and only that business may be transacted at that meeting. Notices may be given only by the methods and other rules described in Article VIII.

Section 5.4 Waiver of Notice: By Writing or Attendance. A director may waive a meeting notice in writing before or after the meeting. A director's attendance at a meeting waives that director's objections to that meeting's notice unless that director objects to the transaction of any business for the reason that the meeting is not lawfully called or convened.

Section 5.5 Participation in Meeting by Remote Communication. Any director may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting under this section constitutes presence in person at the meeting.

Section 5.6 Quorum and Vote Required. Not less than a majority of all of the directors is a quorum for the transaction of business at any meeting. Board action requires the affirmative vote of a majority of directors present at a meeting having a quorum, unless law or these bylaws requires a larger vote.

Section 5.7 Place of Meetings. Meetings may be held in or outside of Michigan.

Section 5.8 Unanimous Action Without a Meeting. Unless prohibited by the articles, any action required or permitted to be taken at a board meeting may be taken without a meeting if all directors consent in writing before or after the action. The Secretary must file the consents with the minutes of the board meeting. The consents have the same effect as votes of the directors.

Section 5.9 Conduct of Meetings. The President will preside at all board meetings. If the President cannot attend, the directors present may choose a meeting chair. The chair may decide all matters of procedure unless a majority of directors present determine otherwise.

Section 5.10 No Proxies or Agents. A director may not submit a proxy allowing another person to cast that director's vote at a meeting. A director may not designate any agent or other person to attend a board meeting in that director's absence.

## ARTICLE VI

### COMMITTEES

Section 6.1 Executive Committee. The board may create an Executive Committee consisting of the President, Vice President, Treasurer, Secretary and any other members appointed by the board. The Executive Committee may exercise all powers of the board between board meetings where it is not feasible to wait until the next board meeting, except that the Executive Committee may not:

- (a) amend the Articles of Incorporation,
- (b) adopt an agreement of merger or conversion;
- (c) sell, lease or exchange all or substantially all of the corporation's assets,
- (d) dissolve the corporation or revoke a dissolution,
- (e) amend the Bylaws,
- (f) fill vacancies in the board,
- (g) fix compensation of directors for serving on the board or a committee, or
- (h) terminate memberships.

The Executive Committee will promptly report to the board on any actions it takes between board meetings.

Section 6.2 Committees: General. The board may create other committees from time to time. All committee chairs must be directors. With or without cause, the board

may at any time disband any committee, including the Executive Committee, or remove any committee member.

## ARTICLE VII

### LIABILITY PROTECTION; INDEMNIFICATION

Section 7.1 Protection from Corporate Obligations. No director, officer, employee or agent is personally liable for obligations of the corporation, except as applicable law requires otherwise.

Section 7.2 Volunteer Protection from Personal Actions. To the extent the articles describe, volunteer directors, volunteer officers, and other volunteers are protected against personal liability for actions taken on the corporation's behalf.

Section 7.3 Indemnification: Service and Conduct. The corporation has the power to indemnify a person as allowed by law.

## ARTICLE VIII

### GENERAL

Section 8.1 Authority to Execute Documents. The board may authorize any number of officers or other persons to execute any document on the corporation's behalf. That authority may be general or limited to specific transactions. The board may also ratify any execution. If the board authorizes a document's execution without specifying the executing persons, then the President may execute the document.

Section 8.2 Fiscal Year. The board will designate the corporation's fiscal year.

Section 8.3 Amendments. These Bylaws may be amended only by a majority vote of all members after the Secretary gives to all members at least 10 days written notice that a meeting will be held to vote on the proposed amendment. The notice must contain the proposed amendment's specific language.

Section 8.4 Notice Requirements.

(a) Permitted Methods. Notice may be given only in one or more of the following methods:

(i) hand delivery

(ii) U.S. first class, registered or certified mail

(iii) electronic transmission (email or fax) if the recipient consents as described

below.

(b) Addresses and Expense. Unless otherwise provided by law, any notice or other communication required or permitted under these bylaws must:

- (i) be in writing,
- (ii) have its delivery expenses prepaid by the sender,
- (iii) for notices given by the Secretary on the corporation's behalf, addressed to the address most recently received by the Secretary from the recipient,
- (iv) for notices given to the corporation, be addressed to the Secretary's attention unless otherwise provided in these bylaws. If the sender holds the office of Secretary, that sender must give the notice to the President. If that sender also holds the office of the President, that sender must give the notice to each director, and
- (v) for notices of meetings, describe the means of remote communication by which the recipient may participate.

(c) Option for Electronic Methods. By written notice containing the recipient's electronic mail or facsimile address, a recipient may authorize the sender to give notices and other communications to that recipient by electronic mail or facsimile.

(d) Effective Date of Notice. Notice given on the corporation's behalf i) that is mailed by first-class, registered or certified mail is deemed given when deposited in the U.S. Postal Service, postage prepaid, and ii) that is sent by electronic transmission is deemed given when electronically transmitted to the person entitled to the notice in a manner that person authorized, and iii) that is hand delivered is deemed given when handed to the recipient by the sender or left at the recipient's address in either a mailbox or with a person the sender reasonable believes will deliver the notice to the recipient.

#### Section 8.5 Dissolution.

(a) Methods. The corporation may be dissolved in any of the following ways:

(i) by a majority vote of members at a meeting. Notice of that meeting must be given to each member, at least 10 days before the meeting, state that the meeting's purpose is to vote on dissolution, and include the plan (or a summary) of distribution of assets.

(ii) automatically for failure to file annual reports as required by law.

(b) Procedure. If the dissolution is approved under i) above, the corporation must stop conducting its affairs except as may be necessary for the corporation's winding up. The board must promptly file a certificate of dissolution as required by the Act.

(c) Distribution of Assets. Upon dissolution, and after providing for payment of all liabilities and otherwise complying with applicable law, the corporation must distribute all of its remaining assets only to organizations that are tax-exempt under 501(c)(3) of the Internal Revenue Code.

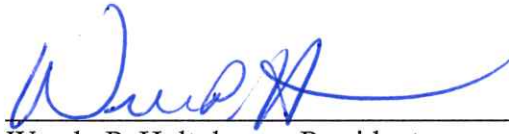
**ARTICLE IX**

**REFERENCE TO INTERNAL  
REVENUE CODE**

Any reference in these Bylaws to a provision of the Internal Revenue Code shall refer to that provision in the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

**CERTIFICATE**

I, Wendy P. Holtvluwer, President of Western Michigan Planned Giving Group, hereby certify that the above Restated Bylaws were duly adopted by the members on January 12, 2021.



---

Wendy P. Holtvluwer, President