

**AMENDED AND RESTATED BY-LAWS OF
FINANCIAL AND ESTATE PLANNING
COUNCIL OF HUNTSVILLE**

ARTICLE I

OFFICE

Section 1. Principal Office. The principal office of the corporation shall be at such place in the City of Huntsville, Alabama, as may be designated from time to time by the Board of Directors.

Section 2. Other Offices. The corporation shall also have officers at such other places without, as well as within, the State of Alabama as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERSHIP

Section 1. Membership in the organization shall consist of professionals practicing in one or more of the following categories:

- (a) Officers of trust companies or banks maintaining trust departments which are actively engaged in trust or estate operations and administration;
- (b) Chartered Life Underwriters;
- (c) Attorneys;
- (d) Certified Public Accountants;
- (e) Certified Financial Planners;
- (f) Related Estate Planning Services – other professionals offering to the public financial planning services, asset management services or other related estate planning services.

All members must be interested in and actively practicing financial planning, estate planning or related subjects and shall have so practiced a minimum of five (5) years prior to admission into the council. An associate (non-voting) membership may be granted to a person actively practicing financial and estate planning, or related subjects, and who has more than 2 but less than 5 years experience.

Section 2. Charter members shall be those persons listed on Schedule A and hereto attached. A new member must be nominated by a current member. The nomination shall be given to the President. The President shall present the nomination to the Board of Directors which shall approve membership of the nominee by majority vote. The Board of Directors shall attempt to maintain parity among the categories of membership when admitting new members and no new members shall be admitted under a category if that category has 35% or more of the membership, unless approved by all board members present at meeting. No more than two members of any single category for membership qualification shall serve on the Board of Directors at one time and each category shall be represented by one member at all times.

ARTICLE III

BOARD OF DIRECTORS

All powers necessary for the government of the organization shall be vested in the Board of Directors composed of the President, Vice President, Secretary-Treasurer, four members elected at the last full membership meeting of the year by the membership, and the past president who shall serve as a director without being subject to election.

ARTICLE IV

OFFICERS

Section 1. President. The President shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 2. Vice President. At the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; the Vice President with the assistance of the Executive Committee shall be in charge of programs and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meeting of the Board of Directors. He shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors.

Section 4. The officers shall serve from January 1 to December 31. The Secretary-Treasurer for the coming year shall be elected by the membership at the last meeting of the full membership of the current year. The current Secretary-Treasurer shall become the Vice President for the coming year and the current Vice President shall become the President for the coming year. If a current officer or an incoming officer resigns or is unable to serve for any reason, a replacement shall be elected by the full membership.

Section 5. If a vacancy during the year occurs in a position on the Board of Directors (other than officers), the position shall be filled by a majority vote of the Board of Directors.

Section 6. The Board of Directors shall nominate a slate of candidates for all vacant positions to be voted on by the full membership. Nominations may be received from the floor.

ARTICLE V

QUORUMS

Any three members of the Board of Directors shall constitute a quorum for the transaction of business. One-fifth of the membership shall constitute a quorum at meetings of the full membership for the transaction of business.

ARTICLE VI

MEETINGS

The full membership shall meet at least four times a year, the dates to be determined by the Board of Directors. The Board of Directors shall meet at the call of the President or at the call of three other members of the Board of Directors.

ARTICLE VII

EXPENSES AND DUES

The expenses of the organization shall be provided by annual dues of \$125.00 per member, or as otherwise approved by a quorum of the Board of Directors, payable in January of each year. The Board of Directors may assess special charges as admission to seminars or other special events sponsored by the organization.

ARTICLE VIII

ADVERTISEMENT

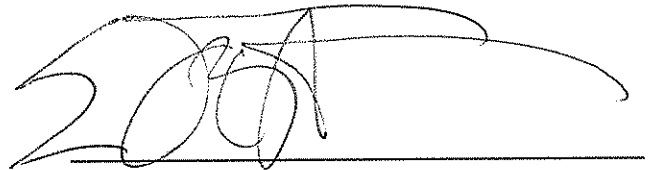
No member of the organization shall use his membership herein in any form of advertisement or solicitation of business.

ARTICLE IX

AMENDMENTS

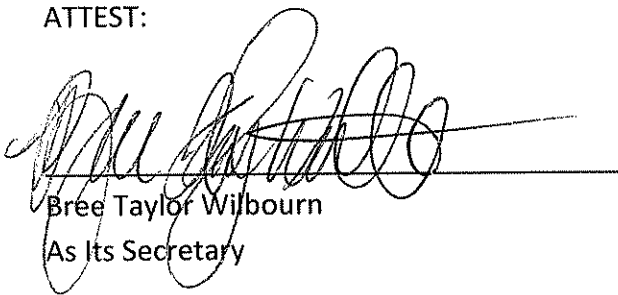
These By-Laws may be amended in full membership meetings of the organization by vote of two-thirds of the members present assuming a quorum exists; provided, that notice setting forth the proposed amendment shall have been provided to all members at least five days prior to the date of such meeting, and provided further, that the Board of Directors shall have theretofore approved such amendment.

Dated this 9th day of December, 2010.



Travis Bartee
As Its President

ATTEST:



Bree Taylor Wilbourn
As Its Secretary