BYLAWS

OF

COLORADO PLANNED GIVING ROUNDTABLE

ARTICLE I

Membership

Section 1.1. Membership Classes. Membership shall be divided into one or more classes as is prescribed by the Articles of Incorporation or these Bylaws.

Section 1.2. Membership Certificates. As provided by law, each member of the Corporation may but need not be given a certificate signed by the President and attested by the Secretary certifying the membership held by the member, the class, if there is more than one and such other information as may be required by law. The form of such certificate shall be prescribed by the Board of Directors. Such certificate shall not be transferable.

Section 1.3. Duration of Membership: Resignation. Membership in the Corporation may be terminated by voluntary withdrawal as herein provided, or as is otherwise provided in these Bylaws. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any member may voluntarily withdraw from membership by giving written notice of such intention to the President. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. Withdrawal of a member shall be effective upon fulfillment of all obligations of such member to the effective date of such resignation.

Section 1.4. Suspension and Termination of Membership. Any membership may be suspended or terminated, for cause. Sufficient cause for suspension or termination of membership shall be violation of these Bylaws, nonpayment of dues, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct

prejudicial to the interests of the Corporation. Proceedings for suspension or expulsion of a member may be instituted by a petition to the Board of Directors in writing signed by one-tenth (1/10) of the members, or by the Board of Directors on its own motion. The affirmative vote of two-thirds (2/3) of the entire membership of the Board of Directors shall be required in order for a member to be suspended or expelled. A statement of the charges on which such action is based shall be mailed by registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person or by such member's representative and present any defense to such charges before action is taken thereon.

Section 1.5. Dues, Fees, and Assessments. The amount of any membership fees, dues, and assessments applicable to membership in the Corporation, or to any class of such membership, and the time and manner of payment thereof, shall be determined by Resolution of the Board of Directors.

Section 1.6. Membership Criteria. Membership in the Corporation shall be open to all professionals working in the field of planned giving. Additional criteria applicable to membership in the Corporation or to any class of such membership may be established by the Board of Directors. All members of the Corporation shall at all times adhere to the planned giving code of ethics as is outlined in the Model Standards of Practice of the Charitable Gift Planner as has been adopted by the National Committee on Planned Giving, Inc.

ARTICLE II

Meeting of Members

Section 2.1. Annual Meeting. An annual meeting of the members of the Corporation shall be held within six (6) months prior to the close of each calendar year on such date as may be designated by the Board of Directors. This meeting shall be chaired by the President. At the meeting, the members of the Corporation shall: (i) receive from

the President of the Board of Directors complete information about the current budget and programs of the Corporation; (ii) elect such members of the Board of Directors as may be necessary to fill all expiring terms of office; (iii) adopt or reject any changes to the Bylaws or Articles of Incorporation that are proposed to them for approval by the Board; and (iv) review the strategic directions and long-range objectives of the Corporation, discuss the dues structure for the following year, discuss changes to the membership criteria, and develop recommendations for action by the Board of Directors.

Section 2.2. Voting Rights. Each member of the Corporation shall have the voting rights specified in the Articles of Incorporation. For purposes of voting at the annual and other meetings of the membership, each member of the Corporation shall have one vote.

Section 2.3. Voting by Proxy. A member entitled to vote at any meeting of members may vote either in person or by proxy executed in writing by the member or a duly authorized attorney-in-fact of such member. (For purposes of this section, a proxy granted by telegram by a member shall be deemed "executed in writing by the member.") No proxy shall be voted at any meeting of members unless the same shall be filed with the Secretary of the meeting at the commencement thereof.

Section 2.4. Special Meetings. Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by a petition in writing of at least one-tenth (1/10) of the voting members.

Section 2.5. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members and, in the case of special meetings or when otherwise required by law, the purposes for which any such meeting is called, shall be delivered or mailed by the Secretary of the Corporation to each voting member of record, at such address as appears upon the records of the Corporation, and at least thirty (30) days before the date of such meeting.

Section 2.6. Waiver of Notice. Notice of any meeting may be waived by any voting member in writing filed with the Secretary of the Corporation. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 2.7. Quorum. At any meeting of members, ten percent (10%) of the members qualified to vote as members by the Articles of Incorporation, represented at the meeting in person or by proxy, shall constitute a quorum. A majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 2.8. Voting List. The Secretary of the Corporation shall at all times keep at the principal office of the Corporation a complete and accurate list of all members entitled to vote by the Articles of Incorporation. Such list may be inspected by any member for any proper purpose at any reasonable time.

Section 2.9. Conduct of Meetings. Meetings of members, including the order of business shall be conducted in accordance with Roberts' Rules of Order, Revised, except insofar as the Articles of Incorporation, these Bylaws, or any rule adopted by the Board of Directors or members may otherwise provide. The members may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any member from invoking the requirements of this section at any subsequent meeting.

Section 2.10. Action by Consent. Any action required to be taken at a meeting of members, or any action which may be taken at a meeting of members, may be taken without a meeting but with the same effect as a unanimous vote at a meeting, if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote with respect thereto, and such consent is filed with the minutes of the proceedings of the members.

ARTICLE III

Board of Directors

Section 3.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 3.2. Number, Election and Term of Office. There shall be up to fifteen (15) directors of the Corporation in good standing, all of whom shall be members of the

Corporation, who shall be elected as follows: There shall be at least seven (7) initial directors of the Corporation. This group of directors shall be divided into three groups of at least two (2) following the adoption of these Bylaws. The term of the directors in the first group shall be for one (1) year. The term of the directors in the second group shall be for two (2) years. The term of the directors in the third group shall be for three (3) years. At each annual meeting commencing after this initial division, directors who are elected to fill an expired term shall be elected to serve for a maximum term of (3) years. Directors shall serve no more than two full or partial consecutive terms. If the annual meeting of members is not held at the time designated in these Bylaws, the directors then in office shall hold over until the earlier to occur of the election and qualification of their successors or their resignation, removal or death.

Section 3.3. Nominating Committee. The directors shall be elected by the members of the Corporation at the annual meeting of the members from a slate of nominations prepared by the Nominating Committee. The Nominating Committee shall be chaired by the immediate past president of the Corporation and composed of at least two other members who are appointed by the current President subject to approval by the Board. Prior to the annual meeting, the chair of the Nominating Committee shall solicit suggestions for candidates from the members. The Chair should seek nominees that are professionally representative. The chair shall then prepare a slate of nominees which shall be mailed to the members along with the notice of the annual meeting. Additional nominees shall be added to the slate if a nominee is sponsored in writing by at least twenty (20) members not less than ten (10) days before the annual meeting, and if such addition complies with all other provisions of this section. The Nominating Committee shall consider the professional diversity of potential directors in preparing its slate of nominees. However, at least two-thirds of the directors who are serving at any one time shall be employed by a nonprofit entity. If a board member who is employed by a nonprofit entity at the time of their election should, at any time during their term, become an individual not employed by a nonprofit entity, they may finish out their term and for the remainder of that term shall be counted as being employed by a nonprofit entity.

Section 3.4. Vacancies Any vacancy among the directors caused by death, resignation, removal or otherwise may be filled by a majority vote of the remaining

members of the Board of Directors; provided that, in the event the vacancy is created by an increase in the number of directors by amendment of the Bylaws, the election of the additional director or directors shall be by vote of the members of the Corporation. A director chosen to fill a vacancy caused by other than an increase in the number of Directors shall serve for the remainder of the unexpired term for which the previous director was designated or elected.

Section 3.5. Removal. Any director may be removed, with cause, by the Board of Directors whenever two-thirds (2/3) of the Directors shall vote in favor of such removal.

Section 3.6. Annual Meeting. Unless otherwise agreed upon, the Board of Directors shall meet as soon as reasonably possible following the annual meeting of the members either at the place where the meeting of members will be held or at such other place as they may select for the election of officers and consideration of any other business which may be brought before the meeting.

Section 3.7. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held at least four (4) times annually, once each quarter. The President shall fix the time and place of the regular meetings. Ten- (10) days written notice shall be given to each Director for regular meetings. Special meetings of the Board of Directors may be held upon the call of the President or of any three (3) members of the Board and upon five (5) days notice specifying the time, place and general purposes of the meeting, given to each director either personally or by mail, telegram, or telephone. Notice of a special meeting may be waived in writing or by telegram either before the time of the meeting, or at the time of the meeting, or after the time of the meeting. Attendance at any special meeting shall constitute a waiver of notice of such meeting.

Section 3.8. Quorum. A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws; provided, when filling vacancies, a majority of the existing directors shall be required for a quorum.

Section 3.9. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent to such action is signed by all members of the Board and such consent is filed with the minutes of proceedings of the Board of Directors.

Section 3.10. Executive Committee. There shall be an Executive Committee of the Corporation, which shall consist of the President, Vice-President/President-Elect, Secretary and Treasurer. During intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors. The President shall serve as Chairman of the Executive Committee.

Section 3.11. Standing Committees. The following Standing Committees shall be established and may, but need not, be chaired by a member of the Board; the President shall appoint all members and the chairman of each such Committee: (1) Membership Committee; (2) Marketing Committee; (3) Finance/Investment Committee; (4) Luncheon Programs Committee; (5) Brown Bag Series Committee; (6) Technical Series Committee; (7) Outreach Committee; (8) Leave a Legacy® Committee; (9) Sponsorships Committee; and (10) Summer Symposium Committee.

Section 3.12. Other Committees. The President or the Board of Directors may from time to time create and appoint other standing and special committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation.

Article IV

Officers

Section 4.1. Officers and Qualifications Therefor. The officers of the Corporation shall consist of a President, a Vice-President/President-Elect, a Secretary and a Treasurer.

Section 4.2. Terms of Office. Each officer of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board that is to be held as soon as is reasonably possible following the annual meeting of the members and shall hold office for a term of one (1) year and until his or her successor shall be duly elected and qualified, or until resignation, removal or death.

Section 4.3. Nominations. The officers shall be elected from nominations duly made and seconded at the meeting of the Board at which the officers are to be elected.

Section 4.4. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until his successor shall be duly elected and qualified.

Section 4.5. Removal. Any officer of the Corporation may be removed, with cause, by the Board of Directors whenever two-thirds (2/3) of the Directors shall vote in favor of such removal.

ARTICLE V

Powers and Duties of Officers

Section 5.1. President. The President, if present, shall preside at all meetings of the members, the Board of Directors, and the Executive Committee.

Section 5.2. Vice-President/President-Elect. Subject to the general control of the Board of Directors, the Vice-President/President-Elect shall discharge all the usual functions of the President if the President is not present, and shall have such other powers and duties as these Bylaws or the Board of Directors may prescribe.

Section 5.3. Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors, and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and he or she shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, he or she

shall attest to the execution by the Corporation of deeds, leases, agreements and other official documents. He or she shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws or the Board of Directors may prescribe.

Section 5.4. Treasurer. The Treasurer shall keep correct and complete records books of account showing accurately at all times the financial condition of the Corporation. He or she shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation. He or she shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. He or she shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws or the Board of Directors may prescribe.

Section 5.5. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

ARTICLE VI

Executive Director

Section 6.1. Executive Director. The Corporation may have an Executive Director to be selected by the Board of Directors. The Executive Director shall serve at the will of the Board of Directors.

Section 6.2. Compensation. The Executive Director of the Corporation shall receive such compensation for his or her services in such office as may be reasonable and fixed by action of the Board of Directors, duly recorded.

Section 6.3. Duties. Subject to the general control of the Board of Directors, the Executive Director shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation. The Executive Director shall be an ex-officio non-voting member of all committees and task forces, except the Nominating Committee.

ARTICLE VII

Miscellaneous

Section 7.1. Corporate Seal. The Corporation need not, but may, have a seal.

Section 7.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Executive Director, and, if required, attested to by the Secretary.

Section 7.3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.

ARTICLE VIII

Amendments

Subject to law and the Articles of Incorporation, the Board of Directors shall have the power to propose new Bylaws and to propose alterations to, amendments of or the repeal of any part of these Bylaws. The power to adopt or reject changes proposed by the

Board is vested in the members and shall occur upon the affirmative vote of a majority of the members present at the meeting at which the vote is taken.

The Board of Directors shall send notice of any proposed change to the Bylaws to all members at least thirty (30) days prior to the meeting of the members at which the proposed amendment will be considered and voted upon, except that this notification requirement may be waived by a vote of two-thirds (2/3) of the members present at the duly called meeting of the members.

Adopted by the Board of Directors at a regular meeting held on June 22, 1993, at the Wellshire Inn.

Secretary

Revised:
Annual Meeting, November 1998
Annual Meeting, November 17, 1999
Annual Meeting, September 14, 2005
Annual Meeting, November 9, 2006