

**BY-LAWS  
OF  
COLLABORATIVE COUNCIL OF WESTERN MARYLAND, INC.**

I. PURPOSE and POWERS

**COLLABORATIVE COUNCIL OF WESTERN MARYLAND, INC.**, (hereinafter “CCWM”) a nonprofit, non-stock Maryland corporation (the "Corporation"), is organized exclusively for charitable, educational, and scientific purposes, as set forth in its Articles of Incorporation, and shall have the following as its principal purposes:

- (a) Develop and improve available collaborative dispute resolution services: CCWM is an interdisciplinary organization, including, but not limited to legal, financial, and mental health professionals, able and dedicated to help people struggling with civil disputes to achieve a more humane resolution of their disputes, through collaborative dispute resolution services, and without litigation. CCWM works to improve, enhance, and expand the quality, effectiveness, and availability of collaborative dispute resolution services designed to assist persons and entities involved in disputed civil matters including but not limited to assisting families involved in divorce and other disputes, and to meet their legal needs with dignity and fairness and without the inherent combativeness and greater stress of litigation. The group of intended beneficiaries, especially includes, but is not limited to, families, individuals, and children undergoing the full range of legal, financial, emotional, and psychological problems and issues that normally are associated with divorce, marital separation, child custody and visitation disputes, inter- and intra-family disputes.
  
- (b) To reduce the burden of local and state government by assisting the Courts and other public bodies: CCWM will work with and assist the courts and other bodies (e.g. administrative agencies, corporations and other entities) which deal with conflict to help reduce the number of civil and family disputes which use court resources in adversarial proceedings, and to achieve better outcomes for the parties. CCWM will achieve this goal by: assisting these bodies to develop collaborative law programs to remove disputes from the litigation arena into a collaborative decision-making process; education of public employees and the consumer public who are involved with those bodies; and education and other direct services as appropriate to courts, individuals, families, and entities.
  
- (c) Public Education: CCWM will develop, implement, teach, present, coordinate and/ or convene, policies, programs, seminars, discussions groups, forums, trainings, and other education opportunities, as shall from time to time be appropriate, for professionals working with families, persons and entities in legal disputes, as well as to provide public education opportunities to those experiencing such disputes; to foster understanding and collaboration among professional service providers as well as other nonprofit organizations and agencies who work with families and individuals experiencing disputes and crises; and to promote the public's awareness of the

beneficial alternative of collaborative law practice to the greater stress and inherent combativeness of litigation and other legal matters; to provide such public education assistance as is consistent with the Corporation's tax-exempt, nonprofit, charitable and educational purposes, and as may be otherwise appropriate to the Courts.

(d) Operate with public support and for a public purpose: To receive donations from individuals, corporations, government units, and any other legal persons or entities, to form and maintain a fund or funds of money, real or personal property or any combination thereof, subject to the restrictions and limitations hereinafter set forth, and as set forth in the Articles of Incorporation, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific or educational purposes, either directly, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) To do all things and take any and all other actions consistent with, and/or reasonably necessary to accomplish the provisions of its Articles of Incorporation and its Bylaws and its tax-exempt purposes.

## II. LIMITATIONS and PROHIBITED ACTIVITIES

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, Directors, Officers of the Corporation, or other private persons, except that the Corporation shall have the authority and power to pay reasonable compensation for services actually rendered to or for the Corporation, to reimburse expenses incurred on its behalf, and to make payments and distributions in furtherance of its corporate tax-exempt purposes.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. In the event the Corporation ever becomes a private foundation within the meaning of Code Section ---5-09; the Corporation- (a) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) shall distribute such of its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (c) shall not retain any excess business holdings as defined in Section 4943(c) of the Code, (d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, and (e) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

(c) Notwithstanding any other provision of these Bylaws, the Corporation shall not engage in or carry on activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Code.

### III. MEMBERS

SECTION 3.1. MEMBERS. Members shall be persons or entities dedicated to the collaborative dispute resolution process. All Members shall be in good standing with their profession, shall be current members of the International Academy of Collaborative Professionals and shall have completed at least twelve (12) hours of basic collaborative training to be either i) collaborative law training or ii) interdisciplinary collaborative training. Any other requirements for Membership shall be as determined by the Board of Directors from time to time in the form of a formal resolution to be approved by a majority vote of the Membership in attendance at any Membership meeting at which a quorum is present. Once elected, an individual shall remain a Member until he or she affirmatively elects not to be a Member, fails to pay the annual membership dues or other assessments in a timely manner, as determined by the Board of Directors, or unless otherwise removed as per these Bylaws or as per any duly adopted resolution of the Board.

SECTION 3.1.1 ASSOCIATE MEMBERS. Associate Members shall be those who have not satisfied the full requirements of Members, but have been approved by a majority vote of the Board of Directors, provided that the Associate Member agrees to satisfy those conditions of membership that have not been satisfied within six (6) months of approval as an Associate Member. Further, Associate Members shall not have standing to vote on issues presented to Members.

SECTION 3.2. REGULAR MEETINGS. A regular Annual Meeting of the Members shall be held during the month of May in each year, on a day and at a time and place to be determined by the President or any three (3) Directors, for the purpose of electing Directors and Officers, for the ensuing fiscal year, and for the transaction of such other business as may come before the meeting. This Annual Membership Meeting may be held in conjunction with the Annual-Board of Directors Meeting. Nominations for the election of Officers and Directors of the Board of Directors shall be made by the Board of Directors each year at or in conjunction with the May Annual Membership meeting. If the election of such Officers and Directors by the Membership shall not be held on the day designated herein for any Annual Meeting of the Members; or at any adjournment thereof, the Board of Directors shall cause the election by the Members to be held at a special meeting of the Members as soon thereafter as may be convened. The newly elected Directors and Officers shall take office and assume their responsibilities each year at the first Board of Directors meeting of the next fiscal year following the Annual Membership Meeting.

SECTION 3.3. SPECIAL MEETINGS. Meetings of the Members may be held from time to time, for any purpose or purposes, unless otherwise prescribed by statute, if called by the President or by any three (3) Directors upon reasonable notice to all Members.

SECTION 3.4. PLACE OF MEETINGS. All meetings of Members shall be held at

any location in Maryland, or elsewhere as designated by the Board of Directors.

SECTION 3. 5. NOTICE. Notice of the place, day and hour of every regular and special meeting shall be given the Members:

a) By notice in writing mailed postage prepaid not later than 10 business days before the day set for the meeting and addressed to the Member's last known business address according to the records of the Corporation; or,

b) By electronic mail (e-mail) or by facsimile or telephonic communication or by notice in writing delivered personally or left at the Member's usual place of business not later than 10 business days before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Member who, in writing, executes and files within the records of the meeting either before or after the holding thereof, waiver of such notice, or who attends the meeting.

SECTION 3. 6. QUORUM. The presence in person or by proxy of no fewer than five (5) Members shall constitute a quorum for the transaction of business at every meeting of the Members. However, if less than a quorum is present at any meeting, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of five (5) days, without notice other than by announcement at the adjourned meeting, until a quorum shall attend. At any rescheduled meeting following such adjourned meeting at which four (4) or more Members shall be present in person or by proxy, any business may be transacted which might have been transacted at the meeting as originally called.

Except as otherwise provided in the Articles of Incorporation or these By-Laws, the action of a majority of the Members present in person or by proxy at a meeting at which four or members is present shall be the action of the Members.

SECTION 3.7. INFORMAL ACTION BY MEMBERS. Any action of the Members may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Members and filed with the minutes of the Corporation.

#### IV. DIRECTORS

SECTION 4.1. GENERAL POWERS. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. In addition to the powers expressly conferred upon them by these By-Laws, the Board of Directors may exercise all the powers of the Corporation, including the power to amend these By-Laws. From time to time, the Board of Directors may delegate to Members, committees of Members, or staff of the Corporation, such powers and duties as it may see fit in addition to those specifically provided in these By-Laws. The Directors serving as such from time to time shall include: the Officers, including but not limited to the immediate past-President of the Corporation; and such Member Committee Chairpersons as shall from time to time be

appointed by the Board. To the extent possible, the Board of Directors should include at least one representative from each of the following professions: lawyer, mental health professional, financial professional.

**SECTION 4.2. NUMBER AND TENURE.** The number of directors shall be seven (7) or such other number, but not less than five (5) nor more than nine (9), as may be designated from time to time by resolution of a majority of the entire Board of Directors. Directors shall be members. The directors shall serve for a period of one (1) year or until the next annual meeting. At each annual meeting, the successor directors shall be elected to hold office for a term of one (1) year.

**SECTION 4.3. REGULAR MEETINGS.** A regular Annual Meeting of the Board of Directors shall be held during the month of May each year, on a day and at a time and place to be determined by the President or any three (3) Directors. The Board of Directors shall nominate, and submit to the Membership for election, the Board of Directors to serve the following year. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by any two (2) Directors.

**SECTION 4.4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President or by any two (2) Directors upon reasonable notice, but upon no less than 10 business days notice.

**SECTION 4.5. PLACE OF MEETINGS.** The Board of Directors may hold its regular and special meetings at such place within or without the State of Maryland as it may from time to time determine.

**SECTION 4.6. NOTICE.** Notice of the place, day and hour of every regular and special meeting shall be given to the Directors:

a) By notice in writing mailed postage prepaid not later than 10 business days before the day set for the meeting and addressed to the Director's last known business address according to the records of the Corporation; or,

b) By electronic mail (e-mail) or facsimile or telephonic communication or by notice in writing delivered personally or left at the Director's usual place of business not later than 10 business days before the day set for the meeting. No notice of the time, place or purpose of any meeting need be given to any Director who in writing executes and files within the records of the meeting, either before or after the holding thereof, waivers of such notice or who attends the meeting.

**SECTION 4.7. QUORUM.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting. However, if less than a quorum is present at any meeting, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of thirty (30) days, without notice other than by

announcement at the meeting, until a quorum shall attend. At any such rescheduled meeting following such meeting adjourned for lack of a quorum, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 4.8. VACANCIES. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members. Similarly and in the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members.

SECTION 4.9. REMOVAL. Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for the purpose.

SECTION 4.10. COMPENSATION. Directors shall receive no compensation for their services as such but may be allowed reimbursement of their expenses and actual costs reasonably incurred on behalf of the Corporation, subject to Section 5.6 of Article FIVE herein.

SECTION 4.11. INFORMAL ACTION BY DIRECTORS. Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Directors and filed with the minutes of the Corporation.

SECTION 4.12. TELEPHONE CONFERENCE. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meetings can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

## V. OFFICERS

SECTION 5.1. IN GENERAL. The officers of the Corporation shall be a President, a Vice-President, Secretary, and a Treasurer, and also such other officers including one or more assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. These Officers shall provide leadership to the Board of Directors (Officers also being known as the Executive Committee), and each Officer shall serve in such office until the expiration of a one-year term or until a successor shall have been elected and qualified, unless earlier removed as per these Bylaws. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer shall

execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers.

**SECTION 5.2. PRESIDENT.** The President shall be the Chief Executive Officer of the Corporation. The President shall, when present, preside at all meetings of the Directors and shall be responsible for the general management and direction of the activities of the Corporation; and shall have all powers ordinarily exercised by the president of a corporation. The President shall have authority to sign and execute in the name of the Corporation all contracts or other instruments to be executed on the Corporation's behalf, which shall also be countersigned by a second Officer, except that no second signature is required for instruments and obligations under \$250.00 per item.

**SECTION 5.3. VICE PRESIDENT.** The Vice President shall assist the President as necessary. In the temporary absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President.

**SECTION 5.4. SECRETARY.** The Secretary shall keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records and of the seal of the Corporation, and in general perform all duties incident to the office of secretary and such other duties as from time to time be assigned to him by the President or by the Board of Directors.

**SECTION 5.5. TREASURER.** The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts for monies due to the Corporation, and deposit all such monies in the name of the Corporation in such banks or other depositories as shall from time to time be selected by the Board of Directors. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors.

**SECTION 5.6. COMPENSATION.** No Officers shall receive any compensation for their services as such, but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation. Any reimbursements over two hundred fifty dollars (\$250) must be by specific written approval of at least two Officers.

**SECTION 5.7. REMOVAL.** All officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of two-thirds (2/3) of the whole Board of Directors, and all officers, agents, and employees shall hold office at the discretion of the Board of Directors or of the officers appointing them.

**SECTION 5.8. VACANCIES.** The Membership at any regular or special meeting shall

have the power to fill a vacancy occurring in any Office.

## VI. COMMITTEES

SECTION 6.1. COMMITTEES. The Board of Directors may by resolution constitute and appoint standing committees composed of Members, and Chairpersons thereof, to perform such other duties and functions as the Board may deem appropriate. Such a newly appointed committee Chairperson shall be named a Director of the Board, subject to the limitation that the number of Directors shall never exceed fifteen (15).

The Board of Directors may by resolution constitute and appoint ad-hoc committees, and the Chairpersons of such ad-hoc committees are not named as Directors of the Board.

SECTION 6.2. TERM OF OFFICE. Each member of every committee shall continue in that capacity at the pleasure of the Board of Directors, except that the Chairperson of any standing committee, as a Director serving on the Board of Directors, is subject to the term limitations applicable to all other Directors.

## VII. CONTRACTS, CHECKS, DEPOSITS, GRANTS AND GIFTS

SECTION 7.1. CONTRACTS. The Board of Directors may authorize the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any such action shall require the signature of the President and one other officer of the Board, subject to the exceptions cited in paragraph 5.2 herein.

SECTION 7.2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by either the President or the Treasurer, or, either the President or the Treasurer and one other Officer of the Board, unless check or other instrument is under the amount of two hundred fifty dollars ( \$250), in which case the Treasurer's or President's signature alone shall suffice.

SECTION 7.3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

These Bylaws shall be adopted by the Board of Directors and filed within the Corporate Minute Book.