

BY LAWS
OF
COLLABORATIVE DIVORCE ASSOCIATION, INC.

ARTICLE I. NAME AND PURPOSES

Section 1.01 Name, Etc. This corporation shall be known as Collaborative Divorce Association, Inc. (the “Corporation”). The Corporation is a non-profit corporation with Members, incorporated under Title 5, Subtitle 2 of the Corporations and Associations Articles of the *Annotated Code of Maryland* (the “Code”). All powers and duties conferred by or under the laws of the State of Maryland shall be vested in the Members of the Corporation.

Section 1.02 Purposes. The purposes for which the Corporation has been organized are as follows:

1. to cultivate, advance and promote the principles of collaborative divorce/law;
2. to operate as a non-profit organization;
3. to educate the public about the benefits of collaborative divorce/law;
4. to coordinate and foster cooperation between the legal profession and the mental health profession and other professionals serving the public in family matters;
5. to elevate the standards of integrity, honor and courtesy in the legal profession; and
6. any other lawful purpose (however, the practice of law by the organization shall be prohibited).

ARTICLE II. MEMBERS

Section 2.01 Eligibility. To be eligible for membership in the Corporation, a person (a) must be a mental health professional, a certified divorce financial analyst (CDFA), a certified financial planner (CFP), a certified public accountant (CPA), a member of the National Association of Mortgage Brokers (NAMB) or an attorney (b) must actively practice in Montgomery County, Maryland, and (c) must have completed a minimum two-day training program in Collaborative Practice. Any professional not in

good standing with the appropriate licensing authority or association shall not be eligible for membership.

Section 2.02 Election of Members. Any person eligible to become a Member of the Corporation who is interested in the purposes and principles of the Corporation and willing to uphold its policies and subscribe to its Bylaws may submit to the Membership Chair a written and signed application, on a form approved by the Board. Each application for membership shall be duly considered by the Membership and the applicant shall be elected a Member of the Corporation by a majority vote of the Members present in person or by proxy and voting. Each applicant so elected shall become a Member of the Corporation upon payment of the required dues.

Section 2.03 Voting. Each Member of the Corporation in good standing who is not in default in the payment of dues shall have one (1) vote.

Section 2.04 Termination of Membership. The Board of Directors, by a two-thirds (2/3) vote of the Members present in person or by proxy and voting may censure, suspend or terminate any Member of the Corporation for good cause. The Member in issue shall be recorded as present or absent, as the case may be, but not voting. Notwithstanding the above, the membership of any Member who shall be in default in the payment of dues as set forth in Section 2.06 shall be automatically terminated, subject to reinstatement (as provided therein) upon payment of dues as required.

Section 2.05 Resignation. Any Member may resign as a Member in good standing by filing a written resignation with the Secretary of the Corporation, but such resignation shall not relieve any Member so resigning of the obligation to pay any dues, assessments or other charges previously accrued and unpaid, nor shall any portion of any dues paid be refunded to the resigned Member.

Section 2.06 Dues:

1. Annual Dues: Annual dues for all Members shall be established by the Board of Directors, and shall be paid directly to the Corporation according to procedures established by the Board of Directors.
2. Timing of Payment: Members who have not paid their dues to the Corporation within sixty (60) days of the date established by the Board of Directors shall be automatically terminated as a Member subject to automatic reinstatement upon payment of the dues within the succeeding sixty (60) days.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01 Annual Meeting. A meeting of Members shall be held annually for the election of the Board of Directors and the transaction of other business on a date in the month of June each year, or on such other date as may be fixed from time to time by the Board of Directors.

Section 3.02 Special Meetings. Special meetings of Members may be called at any time by the Board of Directors or by the President. Special meetings of Members may also be called by those Members entitled to cast twenty percent (20%) of the total number of votes entitled to be cast at such meeting, who may in writing demand the calling of a special meeting specifying the date thereof, which shall not be less than fifteen (15) nor more than forty-five (45) days from the date of such written demand. The Secretary of the Corporation upon receiving such written demand shall promptly give notice of such meeting, or if the Secretary fails to do so within five (5) business days thereafter, any active Member signing such demand may give such notice.

Section 3.03 Place of Meeting. Meetings of Members shall be held at such place, within the State of Maryland or within twenty-five (25) miles therefrom, as may be fixed by the person(s) calling the meeting.

Section 3.04 Notice of Meetings.

1. Written notice shall be given of each meeting of Members, stating the place, date and hour of the meeting. Notice of a special meeting of Members at which any vote is contemplated to be taken shall state the purpose or purposes for which the meeting is being called and shall also indicate that such notice is being issued by or at the direction of the person or persons calling the meeting.
2. A copy of the notice of any meeting of Members at which any vote is contemplated to be taken shall be given, personally or by first-class mail or by e-mail, not less than ten (10) nor more than forty (40) days before the date of the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at the Member's address as it appears on the record of Members or, if the Member shall have filed with the Secretary a written request that notices to the Member be mailed to some other address, then directed to the Member at such other address.
3. Notice of meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the Member.

Section 3.05 Record Dates. For the purpose of determining the Members entitled to notice of or to vote at a meeting of Members or any adjournment thereof, the Board of Directors may fix a date of record which shall not be more than forty (40) days nor less than ten (10) days before the date of such meeting. For the purpose of determining Members entitled to express consent to or dissent from any proposal without a meeting, or for any other action, the Board of Directors may fix a date of record which shall not be more than forty (40) days prior to such action.

Section 3.06 Quorum and Adjourned Meetings.

1. At any meeting of Members at which any vote is contemplated to be taken, Members entitled to cast thirty percent (30%) of the total number of votes entitled to be cast thereat, whether present in person or by proxy, shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Member.
2. Despite the absence of a quorum, the Members present may adjourn the meeting to another time and place, and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally called.

Section 3.07 Organization. At every meeting of Members, the President, or (in the President's absence) the Vice President, or (in the absence of such officers) a person selected at the meeting, shall act as Chair of the meeting. The Secretary or (in the Secretary's absence) a person appointed by the Chair of the meeting shall act as secretary of the meeting.

Section 3.08 Voting. Whenever any corporate action, including the election of the Board of Directors, is taken by vote of the Members, it shall, except as otherwise required by law or by the Articles of Incorporation or these By Laws, be authorized by a majority of the votes cast at such meeting, in person or by proxy, by Members of the Corporation entitled to vote (provided a quorum is present).

Section 3.09 Proxies.

1. Except as provided in Section 3.10, every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another Member to act for that Member by proxy.

2. Every proxy must be signed by the Member or transmitted electronically as sender by that Member. No proxy shall be valid after the expiration of sixty (60) days from the date thereof. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

Section 3.10 On-Line Voting. Any corporate action to be taken by the Members at a meeting may be taken by an on-line majority vote of all Members of the Corporation entitled to vote. Proxies shall not be utilized in on-line voting. Each Member shall provide the Secretary with a current email address. The transmission electronically by the Corporation to said last known email address shall constitute delivery of a ballot.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 General. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of Directors constituting the entire Board of Directors shall be not less than one (1) nor more than nineteen (19). The number of such Directors may be increased or decreased by amendment of the Bylaws, provided that no decrease shall affect the tenure of office of any incumbent Director, and provided further that there shall not be less than one Director at all times.

Section 4.02 Qualifications. A Director shall be a Member of the Corporation in good standing.

Section 4.03 Terms. The initial Board of Directors shall be comprised of the Directors named in the Articles of Incorporation. Thereafter Directors shall be elected at an annual meeting of the Members and each shall continue in office until the Director's successor is elected and qualified, or until the Director's death, resignation or removal. A Director shall serve for a term of one (1) year, and a Director may succeed himself or herself in office. The tenure of incumbent Directors shall not be affected by an increase or decrease in the number of directors.

Section 4.04 Removal. Except as otherwise provided by law, a Director may be removed with or without cause at any time by a two-thirds (2/3) vote of the Members present in person or by proxy and voting. The Director in issue shall be recorded as present or absent, as the case may be, but not voting.

Section 4.05 Vacancies. Vacancies on the Board may be filled by a vote of the majority of the entire Board of Directors.

Section 4.06 Resignation. Any Director may resign at any time by giving written notice to the Corporation. The resignation of any Director shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.07 Compensation. Directors shall not be paid compensation for the performance of their duties. Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE V. MEETINGS OF DIRECTORS

Section 5.01 Annual Meetings. The annual meeting of the Board of Directors shall be held each year, at a time and place convenient to the Directors. The date, time, and place of each meeting shall be established by the President, and shall be such as to be convenient to a maximum number of Directors. The Secretary shall give adequate notice to all Directors not less than fifteen (15) and no more than forty-five (45) days before the meeting date.

Section 5.02 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or by a majority of the Board. The Secretary shall give adequate notice to all Directors, not less than five (5) and no more than fifteen (15) days before the special meeting. The notice calling for a special meeting of the Board of Directors shall state the purpose(s) thereof. The date, time, and place of said meeting shall be established by the President, and shall be such as to be convenient to a maximum number of Directors.

Section 5.03 Consent and Waiver. The notice provisions of the preceding sections need not apply if consent and waiver forms are signed by all Directors.

Section 5.04 Quorum. Unless a greater proportion is required by law or by the Articles of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 5.05 Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is 1) signed by each Director, and 2) filed with the minutes of proceedings of the Board of Directors. The unanimous written consent may be executed in counterparts, including via facsimile and electronic mail, each of which shall be deemed an original, and all of which shall together constitute one and the same instrument.

Section 5.06 Telephone Meetings. Persons on the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 5.07 Proxies.

1. Except as provided in Section 5.08, every Director entitled to vote at a meeting of Directors or to express consent or dissent without a meeting may authorize another Director to act for that Director by proxy.
2. Every proxy must be signed by the Director or transmitted electronically as sender by that Director. No proxy shall be valid after the expiration of sixty (60) days from the date thereof. Every proxy shall be revocable at the pleasure of the Director executing it, except as otherwise provided by law.

Section 5.08 On-Line Voting. Any corporate action to be taken by the Board of Directors may be taken by an on-line majority vote of the entire Board. Proxies shall not be utilized in on-line voting. Each member of the Board of Directors shall provide the Secretary with a current email address. The transmission electronically by the Corporation to said last known email address shall constitute delivery of a ballot.

ARTICLE VI. OFFICERS

Section 6.01 Officers. Officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, all of whom shall be Directors. Any two or more offices except those of President and Vice President may be held by the same person. An office may be shared by more than one person.

Section 6.02 Terms. Officers shall be elected at an annual meeting of the Members and each shall continue in office until the officer's successor is elected and qualified, or until the officer's death, resignation or removal. An officer shall serve for a term of one (1) year, and an officer may succeed himself or herself in office.

Section 6.03 Responsibilities.

1. The President (or, in the President's absence, the Vice President) shall preside at all meetings of the Board of Directors; shall present a written or oral report annually of the work of the Corporation for the preceding year at the annual meeting of the Board of Directors; shall appoint all committees with the consent of the Board of Directors; and shall be an ex officio member of all committees.
2. The Vice President shall assist the President in carrying out the President's activities, and shall act on behalf of the President in his/her absence.
3. The Secretary shall issue notice of all meetings and shall be responsible for the keeping and maintaining of corporate minutes, membership rolls,

records, reports, and other documents pertaining to the affairs of the Corporation.

4. The Treasurer shall be responsible for the collection and custody of all moneys and securities of the Corporation and shall have responsibility for the keeping of regular books of account with respect thereto.
5. The officers of the Corporation shall also perform all duties regularly and customarily performed by like officers in similar organizations and shall perform all duties specifically delegated to them by the Board of Directors.

Section 6.04 Removal. Any officer of the Corporation may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Members present in person or by proxy and voting. The officer in issue shall be recorded as present or absent, as the case may be, but not voting.

Section 6.05 Vacancies. Vacancies in any of the offices of the Corporation shall be filled for the unexpired term by a majority vote of the entire Board of Directors.

Section 6.06 Resignation. Any officer may resign at any time by giving written notice to the President or to the Secretary. The resignation of any officer shall take effect at the time specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII. FINANCES

Section 7.01 Dues. Dues shall be established from time to time by the Board of Directors, and shall be payable upon acceptance of membership (provided dues for the current fiscal year shall not be required of a Member accepted during June, July or August) and thereafter at the beginning of each fiscal year of the Corporation. Dues shall not be transferable, assignable or refundable.

Section 7.02. All financial accounts in any financial institution shall be held in the name of the Corporation with authority in either the President, an officer of the Corporation, or an individual authorized by a majority vote of the Board of Directors to act and sign for the Corporation on financial matters. All nonrecurring disbursements shall be authorized by the Board of Directors; provided, however, any such disbursement in excess of \$500 shall be authorized by the Members upon recommendation of the Board of Directors. Bank statements of the Corporation shall be opened and reviewed and the financial accounts of the Corporation shall be reconciled by a person who does not have authority to act and sign for the Corporation.

Section 7.03. Consistent with Section 7.02 hereof, the Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf: to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other

evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.04. The fiscal year of the Corporation shall be the year beginning on September 1 and ending on August 31.

ARTICLE VIII AMENDMENTS

The Bylaws of this Corporation may be amended by a vote of a majority of the Members present in person or by proxy and voting.