

1 BY-LAWS

2
3 OF

4
5 COLLABORATIVE DISPUTE RESOLUTION PROFESSIONALS, INC.
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10 I. PURPOSE and POWERS
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12 COLLABORATIVE DISPUTE RESOLUTION PROFESSIONALS, INC. hereinafter
13 CDRP) a nonprofit, non-stock Maryland corporation (the "Corporation"), is organized
14 exclusively for charitable, educational, and scientific purposes, as set forth in its Articles of
15 Incorporation, and shall have the following as its principal purposes:

- 16
17 (a) Develop and improve available collaborative dispute resolution services: CDRP is an
18 interdisciplinary organization, including, but not limited to legal, financial, and
19 mental health professionals, able and dedicated to help people struggling with civil
20 disputes to achieve a more humane resolution of their disputes, through collaborative
21 dispute resolution services, and without litigation. CDRP works to improve, enhance,
22 and expand the quality, effectiveness, and availability of collaborative dispute
23 resolution services designed to assist persons and entities involved in disputed civil
24 matters including but not limited to assisting families involved in divorce and other
25 disputes, and to meet their legal needs with dignity and fairness and without the
26 inherent combativeness and greater stress of litigation. The group of intended
27 beneficiaries, especially includes, but is not limited to, families, individuals, and
28 children undergoing the full range of legal, financial, emotional, and psychological
29 problems and issues that normally are associated with divorce, marital separation,
30 child custody and visitation disputes, inter and intra-family disputes.
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32 (b) To reduce the burden of local and state government by assisting the Courts and other
33 public bodies: CDRP will work with, and assist the courts and other bodies (e.g.
34 administrative agencies) which deal with conflict to help reduce the number of civil
35 and family disputes which use court resources in adversarial proceedings, and to
36 achieve better outcomes for the parties. CDRP will achieve this goal by: assisting
37 these bodies to develop collaborative law programs to remove disputed matters from
38 the litigation arena into a collaborative decision-making process; education of public

1 employees and the consumer public who are involved with those bodies; and
2 education and other direct services as appropriate to courts, individuals, families, and
3 entities.
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5 (c) Public Education: CDRP will develop, implement, teach, present, coordinate and/ or
6 convene, policies, programs, seminars, discussions groups, forums, trainings, and
7 other education opportunities, as shall from time to time be appropriate, for
8 professionals working with families, persons and entities in legal disputes, as well as
9 to provide public education opportunities to those experiencing such disputes; to
10 foster understanding and collaboration among professional service providers as well
11 as other nonprofit organizations and agencies who work with families and individuals
12 experiencing disputes and crises; and to promote the public's awareness of the
13 beneficial alternative of collaborative law practice to the greater stress and inherent
14 combativeness of litigation and other legal matters; to provide such public education
15 assistance, as is consistent with the Corporation's tax-exempt, nonprofit, charitable
16 and educational purposes, and as may be otherwise appropriate, to the Courts.
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18 (d) Operate with public support and for a public purpose: To receive donations from
19 individuals, corporations, government units, and any other legal persons or entities, to
20 form and maintain a fund or funds of money, real or personal property or any
21 combination thereof and, subject to the restrictions and limitations hereinafter set
22 forth, and as set forth in the Articles of Incorporation, to use and apply the whole or
23 any part of the income therefrom and the principal thereof exclusively for charitable,
24 scientific or educational purposes, either directly, or by contributions to organizations
25 that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue
26 Code of 1986, or corresponding provisions of any subsequent federal tax laws.
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28 (e) To do all things and take any and all other actions consistent with, and/ or reasonably
29 necessary to accomplish, the provisions of its Articles of Incorporation and its
30 Bylaws and its tax-exempt purposes.
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32 33 **II. LIMITATIONS and PROHIBITED ACTIVITIES**

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35 (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be
36 distributed to, its members, trustees, Directors, Officers of the Corporation, or other private
37 persons, except that the Corporation shall have the authority and power to pay reasonable
38 compensation for services actually rendered to or for the Corporation, to reimburse expenses
39 incurred on its behalf, and to make payments and distributions in furtherance of its corporate,
40 exempt purposes.
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42 (b) No substantial part of the activities of the Corporation shall consist of carrying on
43 propaganda, or otherwise attempting to influence legislation, and the Corporation shall not
44 participate in, or intervene in (including the publication or distribution of statements), any

1 political campaign on behalf of or in opposition to any candidate for public office. In the
2 event the Corporation ever becomes a private foundation within the meaning of Code Section
3 509, the Corporation (a) shall not engage in any act of self-dealing as defined in Section
4 4941(d) of the Code, (b) shall distribute such of its income for each taxable year at such time
5 and in such manner as not to become subject to the tax on undistributed income imposed by
6 Section 4942 of the Code, (c) shall not retain any excess business holdings as defined in
7 Section 4943(c) of the Code, (d) shall not make any investments in such manner as to subject
8 it to tax under Section 4944 of the Code, and (e) shall not make any taxable expenditures as
9 defined in Section 4945(d) of the Code.

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

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20 SECTION 3.1. MEMBERS. Members shall be persons or entities dedicated to the
21 collaborative dispute resolution process. Any other requirements for Membership shall be as
22 determined by the Board of Directors from time to time, in the form of a formal resolution to be
23 approved by a majority vote of the Membership in attendance at any Membership meeting at
24 which a quorum is present. Once elected, an individual shall remain a Member until he or she
25 affirmatively elects not to be a Member, fails to pay the annual membership dues or other
26 assessments in a timely manner, as determined by the Board of Directors, or unless otherwise
27 removed as per these Bylaws or as per any duly adopted resolution of the Board.

28 SECTION 3.2. REGULAR MEETINGS. A regular Annual Meeting of the Members
29 shall be held during the month of April in each year, on a day, and at a time and place to be
30 determined by the President or any three (3) Directors, for the purpose of electing Directors and
31 Officers, for the ensuing fiscal year, and for the transaction of such other business as may come

1 before the meeting. This Annual Membership Meeting may be held in conjunction with the
2 Annual Board of Directors Meeting. Nominations for the election of Officers and Directors of
3 the Board of Directors shall be made by the Board of Directors each year at or in conjunction
4 with the April Annual Membership meeting. If the election of such Officers and Directors by the
5 Membership shall not be held on the day designated herein for any Annual Meeting of the
6 Members, or at any adjournment thereof, the Board of Directors shall cause the election, by the
7 Members, to be held at a special meeting of the Members as soon thereafter as may be convened.
8 The newly elected Directors and Officers shall take office and assume their responsibilities each
9 year at the first Board of Directors meeting of the next fiscal year following the Annual
10 Membership Meeting.

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

14 SECTION 3.4. PLACE OF MEETINGS. All meetings of Members shall be held at
15 any location in, Maryland, or elsewhere in the United States, as designated by the Board of
16 Directors.

17 SECTION 3.5. NOTICE. Notice of the place, day and hour of every regular and
18 special meeting shall be given the Members:

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

22 b) By electronic mail (e-mail) or by facsimile or telephonic communication or by

1 notice in writing delivered personally or left at the Member's usual place of business not later
2 than the second day before the day set for the meeting.

3 No notice of the time, place or purpose of any meeting need be given to any Member,
4 who, in writing, executed and filed with the records of the meeting either before or after the
5 holding thereof, waiver of such notice, or who attends the meeting.

6 SECTION 3. 6. QUORUM. Twenty five-percent (25%) of the membership, but
7 no fewer than ten (10) Members, shall constitute a quorum for the transaction of business at
8 every meeting of the Members. However, if less than a quorum is present at any meeting, a
9 majority of those present may adjourn the meeting from time to time, but not for a period in
10 excess of thirty (30) days, without notice other than by announcement at the adjourned meeting,
11 until a quorum shall attend.

12 At any rescheduled meeting, following such adjourned meeting, at which a
13 quorum shall be present, any business may be transacted which might have been transacted at
14 the meeting as originally called.

15 Except as otherwise provided in the Articles of Incorporation or these By-Laws, the
16 action of a majority of the Members present at a meeting at which a quorum is present shall be
17 the action of the Members.

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

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1 **ARTICLE IV. DIRECTORS**

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3 SECTION 4.1. GENERAL POWERS. The business and affairs of the Corporation
4 shall be managed under the direction of its Board of Directors. In addition to the powers
5 expressly conferred upon them by these By-Laws, the Board of Directors may exercise all the
6 powers of the Corporation, except that, as per paragraph 8.4 of Article VIII, the power to change
7 these Bylaws is reserved to the Membership. From time to time, the Board of Directors may
8 delegate to Members, committees of Members, or staff of the Corporation, such powers and
9 duties as it may see fit in addition to those specifically provided in these By-Laws. The
10 Directors serving as such from time to time shall include: the Officers, including but not limited
11 to the immediate past-President of the Corporation; and such Member Committee Facilitators as
12 shall from time to time be appointed by the Board

13 SECTION 4.2. NUMBER AND TENURE. The Officers shall be nominated by he
14 Board of Directors, from among the Membership, shall be elected by the Members, and shall
15 serve on the Board of Directors. There shall be the following Officers: President, President-
16 Elect, Secretary, and Treasurer of the Corporation, as well as the immediate past-President, when
17 there is one.

18 There shall never be more than fifteen (15) Directors including the Officers. Each
19 Director shall serve, until the expiration of any one year term, with no more than two (2)
20 consecutive terms, until her or his successor shall have been elected, unless earlier removed by a
21 60% vote of a quorum of Members in attendance at any Membership meeting, called and held
22 for that purpose. The two consecutive year limitation shall not apply to the period where a
23 director is also serving as an Officer, so that an Officer can serve in several consecutive officer

1 positions without being disqualified from also serving as a director. The Board of Directors shall
2 keep minutes of its meetings and a full account of its transactions.

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

9 SECTION 4.4. SPECIAL MEETINGS. Special meetings of the Board of
10 Directors may be called by the President or by any two (2) Directors upon reasonable notice.

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

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

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

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

22 No notice of the time, place or purpose of any meeting need be given to any

1 Director, who, in writing executed and filed with the records of the meeting either before or after
2 the holding thereof, waives of such notice or who attends the meeting.

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

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

11 Except as otherwise provided in the Articles of Incorporation or these By-Laws, the
12 action of a majority of the Directors present at a meeting at which a quorum is present shall be
13 the action of the Board of Directors.

14 SECTION 4.8. VACANCIES. Any vacancy occurring in the Board of Directors
15 may be filled by a vote of a majority of a quorum of the Members in attendance at any
16 Membership Meeting. A Director elected to fill a vacancy shall be elected for the unexpired
17 term of the predecessor in office.

18 SECTION 4.9. REMOVAL. At any meeting of the Members called and held for
19 that purpose, any Director (including any Officer) may, by vote of Sixty Percent (60%) of a
20 quorum of the Membership in attendance, be removed from office, with or without cause, and
21 another may be elected by the Members in the place of the person so removed, to serve for the
22 remainder of the term.

1 SECTION 4.10. COMPENSATION. Directors shall receive no compensation for
2 their services as such but may be allowed reimbursement for their expenses actually and
3 reasonably incurred on behalf of the Corporation, subject to Section 5.6 of Article FIVE (5)
4 herein .

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

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

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14 **ARTICLE V. OFFICERS**

15 SECTION 5.1. IN GENERAL. The Members shall elect the Officers of the
16 Corporation, which shall consist of at least a President, President-Elect, Secretary, Treasurer, and
17 Immediate Past-President, when there is one. These Officers shall provide leadership to the
18 Board of Directors (Officers also being known as the Executive Committee), and each Officer
19 shall serve in such office until the expiration of a one-year term, or until the expiration of a
20 second one-year term, until a successor shall have been elected and qualified, unless earlier
21 removed as per these Bylaws. No Officer shall concurrently serve in more than one (1) Officer
22 position. The Board of Directors may from time to time appoint such other agents and
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1 employees, with such powers and duties as the Board may deem proper.

2 SECTION 5.2. PRESIDENT. The President shall be the Chief Executive Officer
3 of the Corporation. The President shall, when present, preside at all meetings of the Directors;
4 and shall be responsible for the general management and direction of the activities of the
5 Corporation; and, shall have all powers ordinarily exercised by the president of a corporation.

6 The President shall have authority to sign and execute, in the name of the Corporation, all
7 contracts or other instruments to be executed on the Corporation's behalf, which shall also be
8 countersigned by a second Officer, except that no second signature is required for instruments
9 and obligations under \$250.00 per item.

10 SECTION 5.3. PRESIDENT-ELECT. The President-Elect shall assist the
11 President as necessary. In the temporary absence of the President, or in the event of the
12 President's inability or refusal to act, the PRESIDENT-ELECT shall perform the duties of the
13 President, and when so acting, shall have and may exercise all the powers of the President.

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

19 SECTION 5.5. TREASURER. The Treasurer shall have charge and custody of all
20 funds and securities of the Corporation, receive and give receipts for monies due to the
21 Corporation, and deposit all such monies in the name of the Corporation in such banks or other
22 depositories as shall from time to time be selected by the Board of Directors. In general, the

1 Treasurer shall perform all the duties incident to the office of treasurer and such other duties as
2 from time to time may be assigned to such officer by the President or by the Board of Directors.

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

7 SECTION 5.7. REMOVAL. The Members shall have the power, at any regular or
8 special meeting called and held for that purpose, to remove any Officer with or without cause,
9 upon a vote of Sixty Percent (60%) of a quorum of the Membership in attendance at that
10 meeting.

11 SECTION 5.8. VACANCIES. The Membership at any regular or special meeting
12 shall have the power to fill a vacancy occurring in any Office.

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14 **ARTICLE VI. COMMITTEES**

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

21 The Board of Directors may by resolution constitute and appoint ad-hoc
22 committees, and the facilitators of such ad-hoc committees are not named a Director of the
23 Board.

1 SECTION 6.2. TERM OF OFFICE. Each member of every committee shall
2 continue in that capacity at the pleasure of the Board of Directors, except that the Facilitator of
3 any such committee, as a Director serving on the Board of Directors, is subject to the term
4 limitations applicable to all other Directors.
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6 **ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, GRANTS AND**
7 **GIFTS**

8 SECTION 7.1. CONTRACTS. The Board of Directors may authorize the
9 Corporation to enter into any contract or execute and deliver any instrument in the name of and
10 on behalf of the Corporation, and such authority may be general or confined to specific
11 instances. Any such action shall require the signature of the President and one other officer of the
12 Board, subject to the exceptions cited in paragraph 5.2 herein.
13

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

20 SECTION 7.3. DEPOSITS. All funds of the Corporation shall be deposited from
21 time to time to the credit of the Corporation in such banks or other depositaries as the Board of
22 Directors may select.
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1 SECTION 7.4. GIFTS. The Board of Directors may accept on behalf of the
2 corporation any contribution, gift, bequest or devise for the general purposes or for any special
3 purpose of the Corporation.

4 SECTION 7.5 GRANTS. The Board of Directors or Members or agents so
5 designated by the Board, may apply for and accept on behalf of the corporation any grant for the
6 general purposes or for any special purpose of the Corporation.

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9 **ARTICLE VIII. SUNDRY PROVISIONS**

10 SECTION 8.1. FISCAL YEAR. The fiscal year of the Corporation shall be June
11 1st through May 31st of the following year.

12 SECTION 8.2. SEAL. The seal of the Corporation, if a seal shall ever be required,
13 shall be circular in form with the name of the Corporation inscribed around the outer edge, and in
14 the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of
15 affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any
16 law, rule, or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the
17 signature of the authorized officer of the Corporation.

18 SECTION 8.3. INDEMNIFICATION. To the maximum extent permitted by the
19 Maryland General Corporation Law as from time to time amended, the Corporation shall
20 indemnify its currently acting and its former Directors, Officers, agents and employees.

21 SECTION 8.4. AMENDMENTS TO BY-LAWS. These By-Laws may be altered,
22 amended or repealed and new By-Laws may be adopted, only in writing, by a 60% vote of a
23 quorum of the Membership, in attendance at any Membership Meeting, as defined in ARTICLE
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1 III of these By-Laws, at any regular meeting, or at any special meeting called for that purpose;
2 provided that written notice of the proposed changes to the By-Laws is given at least ten (10)
3 days in advance of the meeting. Such written changes in or to the Bylaws shall then be a *de facto*
4 change in or to the Bylaws, whether or not the Board of Directors then adopts those changes by
5 formal resolution.