

MAINE COLLABORATIVE LAW ALLIANCE

BY-LAWS

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MISSION STATEMENT

To establish and encourage the practice of collaborative law in Maine as an alternative to litigation.

ARTICLE I

OFFICES

The principal office of the association shall be the registered office of the association as set forth in the Articles of Incorporation, or in any amendments thereto or restatements thereof.

ARTICLE II

MEMBERS AND SUPPORTERS

A. Classes. Those associated with the association shall be divided into classes as follows:

1. Regular Members
2. Provisional Members
3. Supporters

B. Qualifications

1. Regular Members

Regular Members (“Members”) of the organization shall be individuals who are lawyers, financial professionals, or mental health professionals whose applications for membership have been accepted based on the following requirements:

- a. Adhere/Support to the Maine Collaborative Law Alliance minimum standards for collaborative practitioners;
- b. Support for the principles and guidelines of Collaborative Practice as may be from time to time promulgated by the board; and
- c. Completion of a minimum level of training and education in Collaborative Practice, such minimum level to be defined by the board from time to time;
- d. A reputation of maintaining high ethical standards;
- e. No disciplinary action against the applicant within the previous five years by the Maine Board of Bar Overseers, and for non-attorney practitioners, any other professional licensing, regulatory or certifying entity in any jurisdiction overseeing that member’s profession in any jurisdiction.
- f. Intent to be available to provide Collaborative Practice services.

2. Provisional Member

Provisional members shall have the same qualifications as Members but not yet have completed the minimal training and evaluation in Collaborative Practice.

3. Supporters

Supporters shall be natural persons, associations, corporations or other organizations whose application for have been accepted and who support the principles and guidelines of Collaborative Practice as may from time to time be promulgated by the board.

C. Election of Members

1. Those seeking to become members or supporters of the association shall submit a written and signed application, on a form approved by the board of directors, to the secretary of the association.
 - a. Provisional Members who wish to become Members shall complete membership application indicating the desired status change.
2. Until the formation of a membership committee, each application to become a member or supporter shall be considered by the board of directors at a duly called meeting. After due consideration, those whose applications are approved by an affirmative vote of a majority of all installed directors at a duly called meeting shall become members of the association on payment of the required initiation fee and dues, as provided in the article below entitled "DUES AND FEES."
3. Once founding members form the membership committee, all applications to become a member or supporter shall be submitted to and considered by the membership committee and duly considered. To be accepted as a member, an applicant must receive a majority vote of the committee at a duly called committee meeting.

D. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

E. Continuing Obligations of Members. All members of the association shall:

1. Participate actively
 - a. As an officer, director or committee member of the association and/or
 - b. In a speakers' panel and/or
 - c. As a member of a local or regional meeting of members, and/or
 - d. Other suitable promotion services for the association in relation to efforts of Public Relations committee described in the article below entitled "COMMITTEES."
2. Members shall maintain a high ethical standard.
3. Members shall not have been disciplined by the Maine Board of Bar Overseers and for non-attorney practitioners, any other professional licensing, regulatory or certifying entity in any jurisdiction overseeing that member's profession in any jurisdiction.
4. Members shall timely meet continuing training and education requirements as established by the board;
5. Members shall continue to be available to provide Collaborative Practice services; and
6. Members shall provide Collaborative Practice services only in concert with other professionals trained in Collaborative Practice.

- F. Termination of membership. The board of directors may:
1. By affirmative vote of a majority of all sitting directors at a duly called meeting and upon due consideration, suspend, expel or terminate a member for cause, including failure of the member to maintain honesty, integrity, openness and professionalism in Collaborative Practice, and,
 - a. Becomes ineligible to be a member, or
 - b. Is in default in the payment of dues for the period fixed in article IV below entitled “DUES AND FEES,” or
 - c. Fails to comply with any rule or regulation promulgated by the board of directors, including any requirement related to continuing education and training.
- G. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.
- H. Reinstatement. There shall be no reinstatements. Any resigned member may reapply.
- I. Property Rights. No member shall have any right, title or interest in or to any property of the association.

ARTICLE III

MEMBER LISTING

- A. Directory. The association shall maintain a public listing of active members, as defined in Article II, who request to be included in said listing.
- B. Directives. Members on the list shall be governed by rules and guidelines contained herein.

ARTICLE IV

DUES AND FEES

- A. Initial Membership Fees. The board of directors shall determine from time to time the amount of initiation fees payable to the association by members.
- B. Annual Dues. The board of directors shall determine from time to time the amount of annual dues payable to the association by members and supporters, and shall give appropriate notice of such.
- C. Payment. Initiation fees and dues shall be payable immediately upon approval of the member's application. Dues shall be payable in advance on the first day of *April* in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership.

ARTICLE V MEETINGS OF MEMBERS

- A. Annual Meeting. The association's annual meeting time and place shall be fixed by the board of directors and shall generally be held just prior to the annual meeting of the board of directors. The purpose of this meeting shall be to elect the directors of the association and for the transaction of such other business as shall come before the meeting.
- B. Special Meetings. Special meetings of the members for any purpose, unless otherwise provided by statute, may be called by the chair and shall be called by the chair at the request in writing of a majority of the board of directors or at the request, in writing, of twenty percent (20%) of the members entitled to vote thereat. Such call shall state the purpose or purposes of the proposed special meeting.
- C. Notice. Written notice of the annual or a special meeting of the members stating the time, place and purpose thereof shall be sent via U.S. mail or electronic mail at least ten (10) days prior to the date of the annual or special meeting, except as otherwise provided by statute, to each member entitled to notice of the annual or special meeting to the last known address of such member according to the books and records of the association.
- D. Quorum. The presence by person or via synchronous technology at any meeting in person of ten percent (10%) of the members, or ten (10) members, whichever is fewer, having the right to vote, shall constitute a quorum for the transaction of business. If, however, such a quorum of members shall not be present in person at any meeting, those present shall have the power to recess the meeting from time to time, without notice other than by announcement at the meeting, until the requisite number of members shall be represented. At any such adjourned meeting at which the required number of members shall be present, any business may be transacted which might have been transacted at the meeting as originally noticed.
- E. Voting. Each member shall have one vote and shall have the right to vote in person at all meetings of the members. Upon the demand of any member having the right to vote, the vote upon any question before the meeting shall be by show of hands. All elections and questions shall be decided by a majority vote except as otherwise required by statute. Proxy voting is not allowed.

ARTICLE VI BOARD OF DIRECTORS

- A. General Powers. The property, affairs and business of this association shall be managed by a board of directors.
- B. Number, Qualification and Term of Office. The number of directors shall be seven, except by a majority vote of all current directors, from time to time the number may be increased to not more than seven or may be decreased to not fewer than three.
 - 1. Directors shall be members of the association except that one director may be a

supporter who is a judicial officer or master, court administrator or a law school faculty member.

2. Directors shall be elected at the annual or a specially called meeting of members.
 3. The term of office of each director shall be two years and shall expire at the second annual meeting of members following the election or when his or her successor shall have been elected and shall qualify. A simple majority of the initial board of directors shall be elected for a one year term.
- C. Organization. At each meeting of the board of directors, the chair of the board, or in such person's absence, a chairperson chosen by a majority of the directors present, shall preside. The secretary of the association or, in his or her absence, any person whom the chairperson shall appoint, shall act as secretary of the meeting.
- D. Resignation. Any director of this association may resign at any time by giving written notice to the chair or to the secretary of the association. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, upon receipt thereof by one of the above-named representatives of the association, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- E. Vacancies. Any vacancies in the board of directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by a vote of the remaining directors (though less than a quorum), and each director so chosen shall hold office until the next annual election.
- F. Annual Meeting. The annual meeting of the board shall be fixed by the board of directors. The purpose of these meetings shall be to elect the officers of the association who shall be the officers of the board and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in the paragraph below entitled "Special Meetings; Notice" unless excused in accordance with the paragraph below entitled "Notices Excused."
- G. Special Meetings; Notice. Special meetings of the board of directors shall be held whenever called by the chair or by any 3 directors. Notice of each such special meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least two days before the day on which the meeting is to be held, or be delivered to him or her personally or by telephone or e-mail, not later than one day before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes thereof except as otherwise herein expressly provided. Special meetings may be conducted by synchronous communication technology.
- H. Notices Excused. Notice of any meeting of the board of directors need not be given to any directors who shall be present at such meeting; and any meeting of the board of directors shall be a legal meeting without any notice thereof having been given if all current directors of the association shall be present thereat or waive such notice in writing before, at, or after such meeting.

- I. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-Laws, 1/3 of the total number of directors (but not fewer than three) shall be required to constitute a quorum for the transaction of business at any meeting, and a majority of the directors present at any meeting at which a quorum is present shall be the act of the board of directors. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is achieved. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.
- J. Removal of Directors. Any director may be removed, either with or without cause, at any time, by a vote of a majority of all of the directors, at a special meeting of the board of directors called for that purpose, and the vacancy in the board of directors caused by any such removal shall be filled in the manner specified in the paragraph above entitled “Vacancies.”
- K. Proxies. Proxies shall not be allowed or used.

ARTICLE VII

OFFICERS

- A. Number. Initially the officers of the association shall be a chair, a secretary, a treasurer, and/or a combined secretary/treasurer position, and, if the board of directors shall so elect, one or more vice chairs and such other officers as may be appointed by the board of directors. Any two or more offices, except those of chair and vice chair, may be held by the same person.
- B. Election, Term of Office, and Qualifications. All officers shall be elected annually by the board of directors, and, except in the case of officers appointed in accordance with the provisions of the article/paragraph below entitled “OFFICERS/Other Officers, Agents and Employees,” each shall hold office until the next annual election and until his or her successor shall have been duly elected and qualified, or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided. The chair of the board of the association shall be elected from among the directors of the association, but no other officer need be a director of the association. Officers shall be members of the association.
- C. Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the board of directors, to the chair or the secretary of the association. Any such resignation shall take effect at the time, if any, specified therein, or if no time is specified therein, upon receipt thereof by one of the above-named representatives of the association, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- D. Removal. Any officer may be removed, either with or without cause, at any time, by a vote of a majority of all of the directors, at any special meeting of the board of directors called for the purpose, and such purpose shall be stated in the notice or waiver of notice of such meeting unless all the directors of the association shall be present thereat.

- E. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed in these by-laws for election or appointment to such office.
- F. Chair. The chair shall be the chief executive officer of the association and shall have general active management of the business of the association, and shall, when present, preside at all meetings of the board of directors and at all meetings of the executive committee, if any; shall see that all orders and resolutions of the board of directors are carried into effect; may execute and deliver in the name of the association (except in cases in which such execution and delivery shall be expressly delegated to the directors or by these by-laws to some other officer or agent of the association of shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the association to or for the account of such associations, associations, trusts, foundations, and institutions, if any, as are referred to or described in the Articles of Association of this association and as this association was organized to support; shall perform such other duties as may from time to time be prescribed by the board of directors; and, in general, shall perform all duties usually incident to the office of the chair.
- G. Vice Chair. Each vice chair, if any, shall be elected by the board of directors, shall have such powers and shall perform such duties as may be prescribed by the board of directors or by the chair. In the event of absence or disability of the chair, the vice chair shall succeed to his or her powers and duties in the order designated by the board of directors.
- H. Secretary. The secretary shall, when present, record proceedings of all meetings of the board of directors and of all meetings of the executive committee, if any; shall keep a register of the names and addresses of all members of the association; shall at all times keep on file a complete copy of the Articles of Association and all amendments and restatements thereof and a complete copy of these by-laws and all amendments and restatements hereof; shall, when directed to do so, give proper notice of meetings of the board of directors and meetings of the executive committee, if any; shall perform such other duties as may from time to time be prescribed by the board of directors or by the chair; and, in general, shall perform all duties usually incident to the office of the secretary.
- I. Treasurer. The treasurer shall keep accurate accounts of all moneys of the association received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of, the association in such banks and depositories as a majority of the board of directors shall from time to time designate; shall have power to endorse for deposit all notes, checks and drafts received by this association; shall disburse the funds of the association as ordered by the board of directors, making proper vouchers therefor; shall render to the chair and the directors, whenever required, an account of his or her transactions as treasurer and of the financial condition of this association; shall perform such other duties as may from time to time be prescribed by the board of directors or by the chair; and, in general, shall perform all duties usually incident to the office of the treasurer.
- J. Other Officers, Agents, and Employees. The association may have such other officers, agents, and employees as may be deemed necessary by the board of directors. Such other officers, agents, and employees shall be appointed in such manner, have such

duties, and hold their offices for such terms as may be determined by resolution of the board of directors.

ARTICLE IX

COMMITTEES

- A. Standing Committees. The following shall be standing committees of the board of directors:
1. Executive committee;
 2. Membership committee;
 3. Member education committee; and
 4. Public education committee.
- B. Ad Hoc Committees. The chair or the board of directors shall have the discretionary power to create any temporary committees as may be necessary for the operation of the association.
- C. Executive Committee. The membership of the executive committee shall consist of the officers of the association and such additional members as may be elected annually at large by the board of directors from its members who are not officers of the association.
1. Except for the power to amend the Articles of Association and By-Laws of the association, which power is expressly reserved solely to the board of directors and the members as hereinafter provided, the executive committee shall have all of the powers and authority of the board of directors and the members as hereinafter provided.
 2. The executive committee shall have all of the powers and authority of the board of directors of the association in the management of the property, business, and affairs of the association in the intervals between meetings of the board of directors, subject always to the direction and control of the board of directors.
 3. Meetings of the executive committee shall be held whenever called by the chair or any one (1) other member of the executive committee, upon the same notice and manner as provided for special meetings of the board of directors, unless excused.
 4. One-third (1/3) of the total number of the members of the executive committee (but not less than two) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the executive committee present at any meeting which a quorum is present shall be the act of the executive committee.
- D. Membership Committee. The membership of this committee shall be appointed by the board of directors. The membership committee shall, among other duties, consider and act on applications for membership as provided in the article above entitled “MEMBERS AND SUPPORTERS” and maintain lists of members and supporters.
- E. Member Education Committee. This committee shall advise the board on and conduct

member education and shall perform such duties as the board of directors shall from time to time prescribe.

- F. Public Education Committee. This committee shall publish the listing of members and shall perform such duties as the board of directors shall from time to time prescribe.

ARTICLE X

FINANCIAL MATTERS

- A. Books and Records. The board of directors of the association shall cause to be kept:
1. Records of all proceedings of the board of directors, membership and committees; and
 2. Such other records and books of account as shall be necessary and appropriate to the conduct of the association's business.
- B. Documents Kept at Registered Office. The board of directors shall cause to be kept at the registered office of the association originals or copies of:
1. Records of all proceedings of the board of directors, membership and committees;
 2. All financial statements of the association; and
 3. Articles of Association and By-Laws of the association and all amendments and restatements thereof.
- C. Accounting System and Audit. The board of directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting system for the association. The board of directors may cause the records and books of account to be audited, in any fiscal year in its discretion or when required by law.
- D. Compensation. The board of directors may at any time and from time to time, by resolution adopted by 2/3 of all current directors, provide for the payment of compensation to, and for the payment or reimbursement of expenses incurred by any director, officer, agent, or employee of the association for personal services rendered to the association by, or for any expenses necessarily paid or incurred by, any such above-named parties, but only if and to the extent that the performance of such services or the incurrence of such expenses is directly furtherance of the charitable purposes of the association and the compensation or the amount of expenses paid or reimbursed, as the case may be, is reasonable and not excessive.
- E. Fiscal Year. The fiscal year of the association shall end on December 31 unless otherwise determined by the board of directors.
- F. Checks, Drafts, and Other Matters. All checks, drafts, or other orders for the payment of money and all notes, bonds, or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents, employee or employees of the association and in such manner as may from time to time be determined by resolution of the board of directors.

ARTICLE XI

WAIVER OF RIGHTS TO NOTICE OF MEETING

Whenever notice of any meeting is required to be given by these By-Laws or any of the corporate laws of the State of Maine, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

ARTICLE XII

AUTHORIZATION WITHOUT A MEETING

Any action that may be taken at a meeting of the board of directors or the executive committee may be taken without a meeting when authorized in writing signed by 2/3 of all of the directors or by 2/3 all of the members of the executive committee, as the case may be.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

- A. By a 2/3 affirmative vote of all sitting members of the board of directors or by a majority affirmative vote of members at the association's annual meeting, or duly called special meeting, the association's Articles of Association may be amended.
- B. These By-Laws may be amended by a majority of association members present who can vote at the annual or duly called special meeting of members. An affirmative vote of 2/3 of directors at a duly called meeting of the board of directors may amend these By-Laws of the association from time to time, subject to the right of at least 20 or 10% of the members with voting rights, whichever is less, to propose for adoption changes in the By-Laws at an annual meeting or duly called special meeting of members.

ARTICLE XIV

INDEMNIFICATION

Any past, present or future director or officer of the association (or heirs or legal representatives of any such director or officer) made, or threatened to be made, a party to any action, suit or proceeding, whether civil, administrative or investigative, by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the association may be indemnified by the association, and the association may advance or reimburse his or her related expenses in the manner and to the full extent provided by the laws of the Maine.

ARTICLE XV
COMMITMENT TO ALTERNATE DISPUTE
RESOLUTION

In light of the association's commitment to the collaborative law process and other models of alternative dispute resolution, all disputes within the association where a legal remedy is involved or where the dispute is such as to jeopardize the purpose and goodwill of the association, shall be submitted first to mediation and if unsuccessful, to arbitration, with a subsequent right of appeal, whether under the auspices of American Arbitration Association or other qualified and agreed to arbitrator, and all directors, officers, agents, employees and consultants shall be required to consent to such requirement.

ARTICLE XVI
CONFLICT WITH MAINE STATUTES

If any of the By-Laws of the association conflict with the requirements of the Maine Statutes, the statute shall govern and the conflicting By-Law shall be deemed to have been amended to conform to the requirements of such statute.

ARTICLE XVII
RULES OF ORDER

In any instance of disagreement regarding the order and manner of business of the association, the board of directors and committees shall be governed by Robert's Rules of Order Newly Revised.

End of By-Laws

Revised 10/19/15