

**COLLABORATIVE LAW ALLIANCE
OF NEW HAMPSHIRE**

BY-LAWS

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PREAMBLE

The object of the Collaborative Law Alliance of New Hampshire is to promote the art and to achieve the highest level of Collaborative Practice by New Hampshire lawyers, mental health professionals, and financial professionals in assisting disputing parties to reach agreements. Collaborative Practice is an alternative dispute resolution technique for resolving conflicts and reaching agreements using cooperative strategies rather than adversarial techniques and litigation. The principles of honesty, integrity, openness and professionalism are essential to Collaborative Practice. A professional who provides services in a Collaborative Practice case shall not participate in litigation in the same matter or in any future dispute between the same parties.

ARTICLE I

OFFICES

The principal office of the corporation shall be the registered office of the corporation 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 corporation shall be divided into classes as follows:

1. Members
2. Supporters

B. Qualifications

1. Members

Members of the organization shall be individuals who are lawyers, financial professionals, or mental health professionals whose applications for membership have been accepted upon recommendation by a member based on the following requirements:

- a. Support for the principles and guidelines of Collaborative Practice as may be from time to time promulgated by the board; and
- b. 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;
- c. A reputation of maintaining high ethical standards;
- d. No disciplinary action against the applicant within the previous five years by the New Hampshire Supreme Court Attorney Discipline Committee, New Hampshire Mental Health Practice Board, New Hampshire Accountancy Board, or other professional regulatory or certifying entity in any jurisdiction.
- e. Intent to be available to provide Collaborative Practice services.

2. Supporters

Supporters shall be natural persons, corporations, or other organizations whose applications

for membership have been accepted upon recommendation of a member, 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 corporation shall submit a written and signed application, on a form approved by the board of directors, to the secretary of the corporation. Each applicant must be sponsored by at least one member.
2. 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 corporation on payment of the required initiation fee and dues, as provided in the article below entitled “DUES AND FEES.”
3. As soon as the membership committee shall have been formed all applications to become a member or supporter shall be submitted to the membership committee and duly considered by the committee for nomination to the board. To be nominated to the board an applicant must receive a 2/3 vote of the committee at a duly called committee meeting.
4. Any applicant not nominated by the membership committee shall have the privilege of review of the application by the board of directors according to such procedure as may be fixed by the board.

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 corporation shall:

1. Participate actively
 - a. As an officer, director or committee member of the corporation 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 corporation in relation to efforts of Public Relations committee described in the article below entitled “COMMITTEES.”
2. Members shall maintain a high ethical reputation.
3. Members shall not have been disciplined by the New Hampshire Supreme Court Professional Conduct Committee, Mental Health Practice Board, Accountancy Board, or other professional regulatory or certifying entity 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;
6. Members shall provide Collaborative Practice services only in concert with other professionals trained in Collaborative Practice; and

7. Members shall allow the corporation to publish the member's name and contact information in a listing of Collaborative Practice practitioners, unless excused for good cause by the board.
- F. Waiver of Membership Requirements. Upon petition by a prospective member and in due course the board of directors may waive any requirement for becoming or being a member or supporter.
- G. 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,
 2. By affirmative majority vote of those present at any regularly constituted duly called meeting suspend, expel or terminate any member or supporter who
 - 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.
- H. 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.
- I. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors by the affirmative vote of a majority of all current members of the board may reinstate such former member on such terms as the board of directors may deem appropriate.
- J. Transfer of Membership. Membership in this corporation is not transferable or assignable.
- K. Property Rights. No member shall have any right, title or interest in or to any property of the corporation.

ARTICLE III

MEMBER LISTING

- A. Directory. The corporation shall publish a listing of members.
- B. Directives. Members on the list shall be governed by directives promulgated by the board of directors covering, among other things: procedures for publication of members' names; guidelines for Collaborative Practice; forms; and procedures for evaluation.

ARTICLE IV

DUES AND FEES

- A. Initiation Fees. The board of directors shall determine from time to time the amount of initiation fees payable to the corporation by members.
- B. Annual Dues. The board of directors shall determine from time to time the amount of annual dues payable to the corporation 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 Corporation'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 corporation 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 corporation.
- D. Quorum. The presence 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.

ARTICLE VI

BOARD OF DIRECTORS

- A. General Powers. The property, affairs and business of this corporation 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 eleven or may be decreased to not fewer than five.
1. Directors shall be members of the corporation 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, or upon his or her death, resignation or removal as hereinafter provided, provided that 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 corporation 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 corporation may resign at any time by giving written notice to the chair or to the secretary of the corporation. 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 corporation, 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 and until his or her successor shall be duly elected and qualified for the remainder of the term, if any, of the vacating director, unless sooner displaced.
- 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 corporation 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 telephone conference, by Internet or video conferencing, or by other forms of remote access so long as the means employed allows meaningful communication among members.
- 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 corporation 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 be had. 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. The officers of the corporation shall be a chair, a secretary, a treasurer, 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 his or her death, 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 corporation shall be elected from among the directors of the corporation, but no other officer need be a director of the corporation. Officers shall be members of the corporation.

- 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 corporation. 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 corporation, 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 corporation 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 corporation and shall have general active management of the business of the corporation, 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 corporation (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 corporation 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 corporation to or for the account of such corporations, associations, trusts, foundations, and institutions, if any, as are referred to or described in the Articles of Incorporation of this corporation and as this corporation 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 corporation; shall at all times keep on file a complete copy of the Articles of Incorporation 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 corporation received or disbursed; shall deposit all moneys, drafts, and checks in the name of, and to the credit of, the corporation 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 corporation; shall disburse the funds of the corporation 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 corporation; 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 corporation 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.
- K. Bond. The board of directors of this corporation shall from time to time determine which, if any, officers of this corporation shall be bonded and the amount of each bond.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

- A. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing support of or membership in the corporation, which certificates shall be in such form as may be determined by the board. Such certificates shall be signed by the chair and by the secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the board of directors may determine.
- B. Issuance of Certificate. When a member has been elected and has paid any initiation fee and dues that may then be required, a certificate of membership may be issued in his or her name and delivered to him or her by the secretary. Such certificate shall be effective for a period determined by the board.
- C. Return of Certificate. On termination of membership, the member shall return or destroy the certificate.

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 corporation.
- C. Executive Committee. The membership of the executive committee shall consist of the officers of the corporation 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 corporation.
1. Except for the power to amend the Articles of Incorporation and By-Laws of the corporation, 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 corporation in the management of the property, business, and affairs of the corporation 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 of 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 corporation 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 corporation's business.
- B. Documents Kept at Registered Office. The board of directors shall cause to be kept at the registered office of the corporation originals or copies of:
1. Records of all proceedings of the board of directors, membership and committees;
 2. All financial statements of the corporation; and
 3. Articles of Incorporation and By-Laws of the corporation 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 corporation. 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 corporation for personal services rendered to the corporation 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 corporation 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 corporation 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 corporation shall be signed by such officer or officers, agent or agents, employee or employees of the corporation 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 New Hampshire, 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 corporation's annual meeting, or duly called special meeting, the corporation's Articles of Agreement may be amended.
- B. These By-Laws may be amended by a majority of corporation 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 corporation 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 corporation (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 corporation may be indemnified by the corporation, and the corporation may advance or reimburse his or her related expenses in the manner and to the full extent provided by the laws of the State of New Hampshire.

ARTICLE XV

COMMITMENT TO ALTERNATE DISPUTE RESOLUTION

All disputes within the corporation where a legal remedy is involved or where the dispute is such as to jeopardize the purpose and goodwill of the corporation shall be submitted first to mediation and if unsuccessful, to binding arbitration, 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 NEW HAMPSHIRE STATUTES

If any of the By-Laws of the corporation conflict with the requirements of the New Hampshire 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

The order and manner of business of the corporation, the board of directors and committees shall be governed by Robert's Rules of Order Newly Revised.

End of By-Laws