

BYLAWS
OF THE
MASSACHUSETTS COLLABORATIVE LAW COUNCIL, Inc.

Section 1 - The Corporation

1.1 Name. The name of the corporation shall be the “**Massachusetts Collaborative Law Council, Inc.**” (referred to in these Bylaws as the “Council”).

1.2 Purpose. The Council is organized under Chapter 180 of the Massachusetts General Laws for the purposes enumerated in its Articles of Organization.

1.3 Fiscal Year. The fiscal year of the Council shall end on May 31.

Section 2 - Membership

2.1 Members.

2.1.1 Qualifications. The Members of the Council shall be individuals who are either attorneys, financial professionals or mental health professionals. All members must have taken the collaborative law training program prescribed by the Council, or a collaborative law training approved by both the Massachusetts Collaborative Law Council Education and Membership Committees; agree to adhere to the Standards of Practice as adopted by the Board of Directors and as amended from time to time; and be current in the payment of Council membership dues.

2.2 Associate Members.

2.2.1 Qualifications. Associate Members of the Council shall be individuals, each of whom:

2.2.1.1 is not otherwise qualified to be a Member of the Council

2.2.1.2 has taken collaborative law training either under the auspices of the Council or approved by both the Massachusetts Collaborative Law Council Education Committee and the Membership Committee;

2.2.1.3 is current in the payment of Council associate membership dues.

2.2.1.4 agrees to adhere to the Standards as may be adopted by the Board of Directors and as amended from time to time.

2.2.2 Rights and Privileges. Associate Members shall be entitled to all privileges of Council Members, except that Associate Members shall not be listed on the roster on the Council's website, vote, serve as Directors, call special meetings or hold office in the Council. Associate members may serve on committees.

2.3 Honorary Members. The Council may admit, from time to time, Honorary Members who shall be exempt from the payment of dues and shall be entitled to all privileges of Council Members, except that Honorary Members shall not be listed on the roster on the Council's website, vote, serve as directors, call special meetings or hold office in the Council.

2.4 Eligibility. The Membership Committee may review issues regarding an individual's eligibility for membership or associate membership. The final determination of eligibility may be made by the Membership Committee of the Council.

2.5 Suspension and Expulsion of Members. The Council may suspend any Member or Associate Member from the exercise of all rights and privileges of membership for such period as the Council shall specify, for any cause which shall, in its sole discretion, render such suspension necessary or appropriate, provided that at least twelve members of the Council are present at the meeting at which suspension is voted, and that two thirds of such Members present vote in favor of such suspension. The disbarment of any Member, or the loss of licensure or certification of any Associate Member, shall automatically result in the expulsion, without a vote or other Council action, of such Member from the Council.

Section 3 - Meetings of the Corporation

3.1 Annual Meetings.

3.1.1 The annual meeting of the Members shall be held on the second Thursday in March in each year (or, if that date is a legal holiday in the place where the meeting is to be held, then on the next succeeding day not a legal holiday) at eight-thirty o'clock a.m. (8:30 a.m.), or such other date and hour as may be designated by notice by the Board of Directors or the President. No change in the date fixed in these Bylaws for the annual meeting shall be made within sixty (60) days before the date stated herein. Notice of any change of the date fixed in these Bylaws for the annual meeting shall be given to all Members and Associate Members at least thirty (30) days before the new date fixed for such meeting.

3.1.2 If an annual meeting is not held as herein provided, a special meeting of the Members may be held in place thereof with the same force and effect as the annual meeting, and in such case references in these Bylaws to the annual meeting of the Members shall be deemed to refer to such special meeting.

3.2 Regular Meetings. The Members shall meet at least once every three (3) months at such time and place as the Board of Directors or the President shall determine.

3.3 Special Meetings. Special meetings of the Members may be held at any time. Said meetings of the Members may be called by the President, by the Board of Directors, or by not less than five (5) Members.

3.4 Notice.

3.4.1 Manner of Giving Notice. Notice to a Member or Associate Member shall be: (a) given in accordance with applicable law to the extent that applicable law prescribes a manner or time period for giving notice; or (b) to the extent that applicable law does not prescribe any manner or time period for giving notice, given: (i) by mail, postage prepaid, at least ten (10) days prior to the meeting; (ii) by facsimile, e-mail or other electronic means, or by deposit to an overnight delivery service at least seven (7) days prior to the meeting; or (iii) by communication in person, by hand or by telephone at least seven (7) days prior to the meeting or other event, in each case addressed or directed to the Member's usual or last-known business or residential address, voice, fax or e-mail location, as the case may be, as appears on the records of the Council. Each notice shall be given by the Clerk, or in case of death, absence, incapacity or refusal of the Clerk, by any other officer or by a person designated either by the Clerk, by the person or persons calling the meeting or by the Board of Directors. In the event that the Directors determine the existence of an emergency requiring action by the Members, the Directors may give notice of an emergency meeting in any manner which the Directors determine to be reasonable under the circumstances.

3.4.2 Regular Meetings. No notice shall be required for regular meetings of Members, except that notice shall be given to the Members: (i) of the first regular meeting following the determination by the Members of a schedule of the times and places for regular meetings, and of each regular meeting if no such schedule is in effect; (ii) of each regular meeting if amendments to these Bylaws are to be considered at the meeting; and (iii) as otherwise required by law, the Articles of Organization or these Bylaws.

3.4.3 Special Meetings. Notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-Laws or unless there is to be considered at the meeting: (i) contracts or transactions of the Council with interested persons, (ii) amendments to the Articles of Organization or to these By-Laws; (iii) an increase or decrease in the number of members or directors; (iv) removal or suspension of a member, officer or director; or (v) the merger, dissolution or sale of all or substantially all the assets of the Council.

3.4.4 Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given: (i) to any Member if a written waiver of notice, executed by the Member (or such Member's authorized agent) before or after the meeting, is filed with the records of the meeting; or (ii) to any Member who attends the meeting without protesting prior to the commencement of the meeting the lack of notice to that Member. A waiver of notice need not specify the purposes of the meeting. Written waivers of notice to non-voting Members need not be obtained or filed with the records of the meeting.

3.5 Places of Meetings. All meetings of the Members shall be held at such places as the Board of Directors or the President shall determine, from time to time, within Massachusetts, or, if permitted by the Articles of Organization, elsewhere within the United States as designated by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. Any adjourned session of any meeting of the Members shall be

held at such place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States, as is designated in the vote of adjournment.

3.6 Quorum. At any meeting of the Members, not less than twelve (12) of the Members in good standing shall constitute a quorum, except when a larger quorum is required by law, by the Articles of Organization or by these Bylaws. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.7 Action by Vote. Members shall have the power to vote upon any and all issues properly before any meeting of the Members of the Council, and each Member shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by Members present upon any question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Articles of Organization or by these Bylaws. No ballot shall be required for any election unless requested by a Member present at the meeting and entitled to vote in the election.

3.8 Powers of the Members. A majority of the Members present and voting at the annual meeting shall elect the Board of Directors and the officers of the Council. A two thirds vote of the Members eligible to vote is required to amend the Articles of Organization, change the purposes or name or to authorize a restatement of the Articles of Organization when the restatement may affect any permitted amendment; authorize a consolidation or merger or of the Council with another corporation as long as the resulting corporation is a public charity; to sell, lease, exchange or otherwise dispose of all or substantially all of the corporate assets unless the change does not involve a material change in the activities of the corporation. A majority vote of the Members is required to dissolve the corporation.

3.9 Compensation. Members shall not be paid compensation for their services as members, officers or directors.

Section 4 - Directors

4.1 Number, Qualifications and Election of Directors. The Directors of the Council shall be those Members holding the offices of President or Co-President, President-Elect, Vice President for Education and Training, Treasurer, Clerk and Secretary/Reporter plus not less than two (2) nor more than fifteen (15) additional Council Members. If willing and able to serve, the immediate past President of the Council shall be one of said additional directors for a term of one (1) year immediately following the expiration of his or her term as President. Beginning with the annual meeting of 2003, the Council shall transition to governance by a Board of Directors on which one half of the Directors not holding the offices of President or Co-President, President Elect, Vice President for Education and Training, Treasurer, Clerk or Secretary/Reporter and not the immediate past President shall be elected to serve until the second (2nd) annual meeting following his or her election and thereafter until his or her successor is chosen and qualified. At the 2003 annual meeting, any then-serving Directors who are re-elected shall serve until the next annual meeting following his or her election; new Directors shall serve until the second (2nd) annual meeting following his or her election; and each shall serve thereafter until his or her successor is chosen and qualified. At the annual meetings of 2004 and 2005, the Nominating

Committee, or, absent a Nominating Committee, the officers shall propose the election of Directors, and the Members shall elect, for then expiring terms, Directors to serve respective terms of one (1) or two (2) years until one half of the terms of Directors expire each year. For purposes of the forgoing, if the number of Directors not holding the offices of President or Co-President, President Elect, Treasurer or Clerk is an odd number, the term "one half" shall mean one of the whole numbers that is either immediately less than or greater than the number that is one half of the number of such directors. Any vacancies in the offices of Directors may be filled by the Members at any meeting. Additional Directors may be added from time to time by majority vote of the Members.

4.2 Powers and Rights of the Board of Directors. The Board of Directors of the Council, subject to any action at any time taken by the Members of the Council, shall have all of the powers, rights and privileges of Directors of a corporation organized under Chapter 180 of the Massachusetts General Laws, and the Board shall be responsible for establishing the policies and supervising the direction and management of the affairs of the Council. The Directors shall take such official actions, as may be required by law and in accordance with applicable votes of the Board of Directors and or the Members. Except for powers reserved to the Members by statute, the Articles of Organization or these Bylaws, the Directors may exercise all or any of the powers of the Council.

4.3 Resignation and Removal of Directors. Any Director may resign upon written notice to the Directors or to the President, a Co-President or the Clerk of the Council. Such resignation shall be effective upon its receipt, unless it specifies an effective date at some other time or upon the happening of some other event. A Director may be removed from office at any time with or without cause and for any reason by a majority vote of the Members present and voting at any meeting at which a quorum is present.

4.4 Annual Meetings.

4.4.1 If the Board of Directors holds an annual meeting, its annual meeting shall be held immediately following the annual meeting of the Members on the second Thursday in March in each year (or, if that date is a legal holiday in the place where the meeting is to be held, then on the next succeeding day not a legal holiday) at eight-thirty o'clock a.m. (8:30 a.m.), or such other date and hour as may be designated by notice by the Clerk or the President. No change in the date fixed in these Bylaws for the annual meeting shall be made within sixty (60) days before the date stated herein. Notice of any change of the date fixed in these Bylaws for the annual meeting shall be given to all members at least thirty (30) days before the new date fixed for such meeting.

4.4.2 The annual meetings of the Board of Directors and the Members may be combined and held together provided that the Board of Directors has no business that it needs to transact at an annual meeting.

4.4.3 If an annual meeting is not held as herein provided, a special meeting of the Board of Directors may be held in place thereof with the same force and effect as the annual meeting, and in such case references in these Bylaws to the annual meeting of the Board of Directors shall be deemed to refer to such special meeting.

4.5 Regular Meetings and Notice. Regular monthly meetings of the Board of Directors shall be held at such time and place as the Board or President may determine to take any actions authorized and directed by the Members and for establishing the policies and supervision, direction and management of the affairs of the Council. Meetings of the Directors shall be called by the President or by the affirmative vote of a majority of the Directors, and shall be noticed by the Clerk, or in the case of death, absence, incapacity, or refusal of the Clerk, by any other officer, or upon written application of at least five (5) Members. Notice of any meeting of Directors shall be given in the same manner as notice to Members of meetings or other events, and terms of these Bylaws relating to the waiver of notice by Members shall apply to Directors.

4.6 Special Meetings. Special meetings of the Board of Directors may be held at any time. Said special meetings may be called by the President, by any three (3) Directors, or upon written application of at least five (5) Members.

4.7 Place of Meetings. The Directors shall meet at the place described in the notice applicable to the particular meeting.

4.8 Quorum of Directors. At any meeting of the Directors for the transaction of business, a majority of the Directors shall constitute a quorum. When a quorum is present, either in person or by proxy, any matter to be acted upon by the Directors shall be decided by the affirmative vote of the majority of the Directors unless otherwise provided by law, these By-Laws or the Articles of Organization.

4.9 Adjournments. Any meeting of the Directors may be adjourned to any other time and to any other place permitted by these Bylaws by the Directors present or represented at the meeting, although less than a quorum, or by any officer entitled to preside or to act as clerk of such meeting, if no Director is present or represented. It shall not be necessary to notify any Director of any adjournment. Any business which could have been transacted at any meeting of the Directors as originally called may be transacted at the reconvened meeting thereof.

4.10 Action of Directors by Written Consent. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if either: (i) all Directors entitled to vote on the action consent to the action in writing; or (ii) to the extent permitted by the Articles of Organization, by Directors having not less than the minimum number of votes necessary to take the action at a meeting at which all Directors entitled to vote on the action are present and voting. The action shall be evidenced by one or more written consents that describe the action taken, are signed by Directors having the requisite votes, bear the date of the signatures of such Directors and are delivered to the corporation for inclusion with the records of meetings within sixty (60) days of the earliest dated consent delivered to the corporation as required by this section. Such written consents are filed with the records of the meetings of Directors, and such action by written consent shall be treated for all purposes as a vote at a meeting.

4.11 Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 5 - Officers

5.1 Establishment of Offices. The Council shall have the offices of President, Treasurer and Clerk, or such other offices for exercising the powers of President, Treasurer and Clerk as the Members may determine. The Council shall have the office of Secretary/Reporter. The Council may have the offices of Co-President and President Elect as the Members may determine. The Council shall have the office of Vice President for Education and Training. The Council may have such other officers and assistant officers as the Members may determine, from time to time. Any two or more offices may be held by the same person. Two people may each hold the office of Co-President during the same term, and they shall exercise the powers of President, acting singly or together.

5.2 Election. The President or Co-Presidents, President Elect, Treasurer, Clerk and Secretary/Reporter shall be elected by the affirmative vote of a majority of the Members present and voting at the annual meeting of the Members. If a President Elect is elected and serving, he or she shall become the President, without a vote of the Members, at the next annual meeting following his or her election to the office of President Elect. If there is no President Elect then serving to succeed to the office of President, the Members may elect two Co-Presidents to exercise the powers and discharge the duties of President. A President Elect may be elected to succeed Co-Presidents in the office of President.

5.3 Tenure. Except as otherwise provided by law, the Articles of Organization or these Bylaws, the President, the Vice President for Education and Training, the Treasurer, the Clerk, the Secretary/Reporter and all other officers (including each Co-President, if any, and any President Elect) shall hold office until the next annual meeting of Members and thereafter until his or her successor is chosen and qualified.

5.4 Resignation. Any officer may resign by delivering his or her written resignation to the Council at its principal office or to the President or Clerk and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5.5 Removal. The Members may remove any officer with or without cause, and with or without the recommendation of the Directors, by a vote of a majority of the Members at a meeting called for that purpose and for which notice of the purpose thereof has been given.

5.6 Vacancy. A vacancy in any office may be filled for the balance of the term by vote of the Directors subject to ratification or further action by the Members at their next meeting.

5.7 Powers and Duties. In addition to the powers set forth herein, each officer shall have such additional powers and duties as may be conferred upon them by the Members. If authorized and directed by the Members, the officers shall take such official actions as may be required by law and in accordance with the applicable votes of the Members, as actions to be taken by such officers of the Council.

5.7.1 The President or a Co-President when present shall preside at all meeting of the Members and of the Directors. He or she shall be the chief

executive officer of the corporation except as the Board of Directors may otherwise provide. It shall be the President's duty, and he or she shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President shall from time to time report to the Directors all matters within his/her knowledge which the interests of the Corporation may require to be brought to its notice. The President shall perform such other duties and have such other as the Directors shall designate.

- 5.7.2 In the absence or disability of the President or Co-President, that officer's powers and duties shall be performed by the President Elect. The President Elect shall have such other powers and perform such other duties as the Directors shall designate.
- 5.7.3 The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate records of accounts. The Treasurer shall have custody of all funds, securities and valuable documents of the Corporation, except as the Directors may otherwise provide. He or she shall promptly render to the President and to the Directors such statements of his and her transactions and accounts as the President and Directors may require. The Treasurer shall perform such other duties and have such other powers as the Directors may designate.
- 5.7.4. The Clerk shall be a resident of Massachusetts, unless a resident agent shall have been appointed in accordance with Massachusetts law. The Clerk shall record in books kept for the purpose or electronically all votes and proceedings of the Members. The Clark shall perform such other duties and have such other powers as the Directors shall designate.
- 5.7.5 The Secretary/Recorder shall keep a record of the meetings of the Directors and shall have such other powers and perform such other duties as the Directors may designate. In the absence of the Clerk, the Secretary/Recorder shall perform the duties of the Clerk.
- 5.7.6 The Vice President for Education & Training shall oversee the development and management of the corporation's education and training plans, program's and policies, and shall have such specific duties and responsibilities as the Board of Directors may otherwise designate from to time. The Vice President for Education & Training shall chair the meetings of the Education & Training Committee, if any is appointed by the Board of Directors and acting from time to time.

Section 6 - Sponsors, Benefactors and Friends of the Council

The Council acting through the Board of Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Council or other such title as it deems appropriate. Such persons shall serve in an honorary capacity and

may have such rights or responsibilities, if any, as the Directors may determine, but shall in such capacity have no right to vote or hold office, except as the Directors shall otherwise determine.

Section 7 - Committees

The Council shall establish such standing or special committees of the Council as the Directors deem appropriate to assist and advise in carrying out the purposes and activities of the Council. The Council may discontinue any committee whose functions have been fulfilled or are no longer considered necessary. The President shall appoint the members of each committee.

Section 8 - Standard of Care

Each Member, Officer and Director of the Council shall perform his and her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Council, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a Member, officer or Director shall be entitled to rely on information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented or prepared by or under the supervision of (1) one or more officers or employees of the Council whom the Council Member, officer or Director reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons, as to matters which the Council Member, officer or Director reasonably believes to be within such person's professional or expert competence, or (3) a duly constituted committee of the Council upon which the Council Member, officer or Director does not serve, as to matters within its delegated authority, which committee the Council Member reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 9 - Indemnification of Council Members, Directors and Officers

9.1 Right to Indemnification. The Council shall, to the extent legally permissible and only to the extent that the status of the Council as an organization exempt under Section 501(c)(6) of the Internal Revenue Code is not affected thereby, indemnify each person serving or who has served as an Officer or Agent (as hereinafter defined) of the Council, against all liabilities and expenses (including judgments, awards, amounts paid in settlement, and reasonable fees and disbursements of counsel) imposed upon, or reasonably incurred by, such person in connection with or resulting from any Claim (as hereinafter defined) in which he or she may become involved as a party or otherwise, by reason of being or having been an officer or Agent of the Council, or by reason of any alleged acts or omissions in such capacity. No indemnification shall be provided to any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Council, or with respect to a criminal matter where he or she had reasonable cause to believe that his or her conduct was unlawful. Furthermore, no indemnification shall be provided to any person with respect to any Claim by or in the right of the Council if such person is adjudicated to be liable to the Council or makes a settlement payment to the Council, unless a court otherwise determines that indemnification is appropriate under the circumstances.

9.2 Advance Payments. Expenses incurred by an Officer or Agent in defending a Claim may be paid by the Council in advance of the final disposition of such Claim upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be ineligible for indemnification under this Article, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of the person to make repayment.

9.3 Determinations; Payments. All advance and other payments of any indemnification under this Article shall be authorized by any one of the following procedures:

9.3.1 The Board of Directors, shall find, by vote of a disinterested quorum of its Directors (without counting the vote or presence for purposes of a quorum of any Member, officer or Director who is claiming such indemnification or is a party to the Claim in question), that the person claiming such indemnification is eligible to receive the same and, in the case of a settlement, that the amount paid in settlement, or the portion thereof as to which indemnification is to be given, is reasonable under the circumstances; or

9.3.2 Independent legal counsel (who may be the regular counsel of the Council) shall have delivered to the Council their written opinion to the same effect; or

9.3.3 The Members of the Council by vote of a disinterested quorum of its Members (without counting the vote or presence for purposes of a quorum of any Member, officer or Director who is claiming such indemnification or is a party to the Claim in question), shall have specifically determined that such person is eligible for such indemnification; or

9.3.4 A court having jurisdiction shall have entered a final order ordering the payment of such indemnification.

9.4 Definitions. As used in this Article, "Officer" means any person who serves or has served as a Member, Director or officer of the Council, and his or her respective heirs, executors, administrators and assigns.

"Agent" means any person who serves or has served at the request of the Council as the trustee or administrator of any employee benefit plan or program of the Council, or as a Member, Director, officer, trustee, employee, committee member or other agent of another organization in which the Council has an interest, and his or her respective heirs, executors, administrators and assigns.

"Claim" means any threatened or actual administrative, civil or criminal claim, action, suit, investigation or proceeding, whether brought by or in the right of the Council, by another organization in which it has an interest, by a third party or otherwise, including a proceeding in which an Officer or Agent is successful in seeking indemnification under this Article.

9.5 Exclusivity. The provisions for indemnification hereunder shall not limit any right of indemnification existing independently of this Article.

9.6 Insurance. The Board of Directors shall have power to authorize the purchase and maintenance of insurance at the expense of the Council for its benefit and the benefit of its Members, Directors, officers and Agents against any liability for indemnification hereunder, whether or not the Council would have the power to furnish such indemnification under this Article.

9.7 Amendment. The provisions of this Article may be amended or repealed at any time by the Members of the Council; provided, however, that no such amendment or repeal which adversely affects the rights of an officer or Agent under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal shall apply to that person without his or her consent.

Section 10 - No Personal Liability

The Members, Directors and officers of the Council shall not be personally liable for any debt, liability or obligation of the Council. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Council may look only to the funds and property of the Council for payment of any such contract or claim, or for payment of any debt, damages, judgment or decree, or any money that may otherwise become due or payable to them from the Council.

Section 11 - Conflicts of Interest

The Council may enter into contracts or transact business with one or more of its Directors, officers or Members or with any corporation, partnership or other concern in which any one or more of such persons is a stockholder, partner, director, officer or employee or is otherwise interested, and may enter into other contracts or transactions in which any one or more of its Members, Directors or officers are in any way interested; and, in the absence of fraud or bad faith, no such contract or transaction shall be invalidated or in any way affected by the fact that such persons have or may have interests which are or might be adverse to the interests of the Council, even though the vote or action of such persons having such adverse interests may have been necessary to obligate the Council upon such contract or transaction. At any meeting of the Council, Board of Directors (or of any duly authorized committee thereof) at which any such contract or transaction shall be authorized or ratified, any such interested person may vote or act thereon with like force and effect as if he or she had no such interest, provided in such case the nature of such interest shall be disclosed or shall have been known to the Members, Directors or committee members of the Council acting on the matter. A general notice that a person is interested in any corporation or other concern of any kind referred to above shall be a sufficient disclosure as to the nature of such interest with respect to all contracts and transactions with such corporation or other concern. If the Council, Board or committee shall determine that the adverse interest of a Member, Director or officer of the Council is detrimental to the interests of the Council, such person shall be given the opportunity to terminate the adverse interest or to resign from all positions and memberships in the Council.

Section 12 - Dissolution

In the event of the termination, dissolution or winding up of this Council in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed in accordance with the provisions set forth in the Articles of Organization.

Section 13 - Miscellaneous Provisions

13.1 Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Council on its behalf shall be signed by the President or the Treasurer except as the Members or Directors may generally or in particular cases otherwise determine. A certificate by the Clerk or the Secretary/Recorder or any individual authorized by the Directors to act in the capacity of the Clerk, as to any action taken by the Members, Directors or any officer or representative of the Council shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

13.2 Corporation Records. The original, or attested copies, of the Articles of Organization, the Bylaws and the records of all meetings of the Directors shall be kept in Massachusetts at the principal office of the Council, or at an office of the Council's Clerk or Secretary/Recorder.

13.3 Articles of Organization. All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Council, as amended and in effect from time to time, as filed with the Secretary of the Commonwealth.

Section 14 - Amendment

Except as provided in Subsection 9.7 of these Bylaws or by law or the Articles of Organization, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of a majority of the Directors of the Council at any meeting at which a quorum is present, or at a special meeting called for the purpose (and at which a quorum is present), the notice of which meeting shall specify such intention to amend and the subject matter of the proposed alteration, amendment or repeal of the Bylaws to be affected thereby. Any such action of the Directors to alter, amend or repeal these Bylaws or to adopt new Bylaws is subject to ratification or other action by the Members acting at a meeting called for that purpose.

Section 15 – Bette Winik Educational Fund

15.1 Establishment of the Bette Winik Educational Fund. The corporation established the Bette Winik Educational Fund with the following declaration:

The Bette Winik Educational Fund has been established to honor the work of Bette Winik, one of the pioneers of collaborative law in Massachusetts. Bette Winik was a lawyer, mediator, and Board Member of the Massachusetts Collaborative Law Council. Bette was devoted to collaborative solutions to conflict. Her humanity, skill, and dedication in helping families resolve their differences in constructive ways inspired enormous respect from clients and colleagues.

The Bette Winik Educational Fund (the “Fund”) shall be maintained and operated in accordance with this Section 15 (“Winik Educational Fund Bylaw”) of these Bylaws.

15.2 Management of the Bette Winik Educational Fund. The Fund shall be managed by a committee, appointed by the Board of Directors, to be known as the “Winik Educational Fund Committee.” The Winik Educational Fund Committee shall operate in accordance with the terms of these Bylaws regarding the operation of committees and as may be in effect from time to time, and such other terms of operation and management as the Winik Educational Fund Committee may determine from time to time, provided that all such terms of operation and management shall be, at all times, consistent with the terms of the Winik Educational Fund Bylaw. The Fund shall be separately operated from other activities of the corporation, and its assets shall be separately maintained and accounted for in furtherance of and consistent with the terms of the Winik Educational Fund Bylaw. The Winik Educational Fund Committee shall be an unincorporated association within the meaning of the Internal Revenue Code and regulations thereunder.

15.3 Tax Exempt Status of the Bette Winik Educational Fund. The corporation intends that the Fund shall be qualified for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code. The Winik Educational Fund Committee is authorized to apply for a determination from the Internal Revenue Service that such exemption applies to the Fund, if it determines such application to be required, and to assemble and provide the information necessary therefor and to take such other actions as it deems necessary or appropriate to obtain such determination.

15.4 Tax Exempt Purpose and Operation of the Bette Winik Educational Fund.

15.4.1 Tax Exempt Purpose. The purpose of the Fund is to engage exclusively in educational or literary activities in Collaborative Law: (a) through instruction or training of individuals to develop or improve their capabilities in Collaborative Law; (b) through instruction of the public on the benefits of Collaborative Law to the community and its usefulness to individuals; and (c) through publication of articles, journals and other materials, through any medium or format.

15.4.2 Tax Exempt Operation. The Fund shall be operated exclusively for educational or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(e) and 501(c)(3) of the Internal Revenue Code. All powers of the Fund and the Winik Educational Fund Committee shall be exercised only in such manner as will assure the operation of the Fund exclusively for said education or literary purposes, as so defined, it being the intention that the Fund shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers set forth in the Winik Educational Fund Bylaw shall be interpreted and exercised consistently with this intention.

No part of the net earnings of the Fund shall inure to the benefit of, or be distributed to any persons having a personal or private interest in the activities of the Fund as provided by applicable regulations under the Internal Revenue Code, except that the Fund shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the Fund’s purposes set forth in the Winik

Educational Fund Bylaw. No substantial part of the activities of the Fund shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code), and the Fund shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

15.4.3 Private Foundation Restrictions. If and for so long as the Fund is a private foundation (as that term is defined in Section 509 of the Internal Revenue Code), and notwithstanding any other provisions of the Winik Educational Fund Bylaw, the following provisions shall apply:

(a) The income of the Fund for each taxable year shall be distributed at such time and in such manner as not to subject the Fund to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; and

(b) The Fund shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), nor retain any excess business holdings (as defined in section 4943(c) of the Internal Revenue Code), nor make any investments in such manner as to subject the Fund to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

15.4.4 Dissolution. Except as may be otherwise required by law, in the event of any liquidation, dissolution, termination or winding up of the Fund (whether voluntary, involuntary or by operation of the law), the property or assets of the Fund remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over outright to one or more educational or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the Fund, which qualify as exempt from income tax under Section 501(c)(3) of the Internal Revenue Code, as a majority of the total number of the members of the Winik Educational Fund Committee may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the Fund's property may be applied to educational or literary purposes in accordance with the doctrine of cy-pres in all respects as a court having jurisdiction in the premises may direct.

15.4.5 Internal Revenue Code References. All references (a) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (b) to the particular sections of the Internal Revenue Code shall be deemed to refer to such sections and to similar or successor provisions hereafter adopted.

Adopted by the Board of Directors on _____.

Adopted by the Members of the Council on _____.

ATTEST:

_____, Clerk

(This draft prepared by Robert Feigin on 9/7/2006)