

BY-LAWS
MASSACHUSETTS COUNCIL ON FAMILY MEDIATION, INC.

SECTION 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL AND FISCAL YEAR

Name and Purposes. The name of the corporation shall be the "Massachusetts Council on Family Mediation, Inc." (referred to in these Bylaws as "MCFM"). The purposes of the corporation shall be as set forth in the articles of organization.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on June 30 in each year.

SECTION 2. MEMBERS

2.1 Eligibility. All persons engaged in the practice or interested in the practice of Family Mediation may be members of MCFM. The organization will make every effort to ensure that the membership will include lawyers, therapists, and others in related fields.

2.2 Membership. Persons eligible for membership in MCFM may become members by paying an annual membership fee, the amount of which shall be determined by the Board of Directors.

2.3 Suspension or Removal. A member may be suspended or removed with or without cause by vote of a majority of the Board of Directors. A member may be removed only after being given reasonable notice and an opportunity to be heard.

2.4 Regular Meetings. Regular meetings of the members may be held at such places and at such times as the Board of Directors shall determine.

2.5 Special Meetings. Special meetings of the members may be held at such places and at such times as the Board of Directors shall determine. Special meetings may be called by the president or by the directors, and shall be called

by the clerk, or in the case of the death, absence, or incapacity of the clerk, by any other officer, on application of ten or more members.

2.6 Annual Meetings. The annual meeting of the members shall be held on the first Wednesday of May in each year at 2 P.M. The meeting shall be held at such place within Massachusetts, as the Board of Directors shall determine. Notice of any change in the date of said annual meeting shall be given to all members at least thirty days before the first Wednesday in May or at least 30 days before the new meeting date, whichever first occurs. 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 all references in these by-laws, except in this Section 2.6 to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in sections 2.5 and 2.7.

2.7 Call and Notice

a. Regular Meetings. Reasonable notice of the time and place of regular meetings of the members shall be given to each member. Notice shall also be given as otherwise required by law, the articles of organization or these by-laws.

b. Special Meetings. Reasonable 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.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail or by publication in the Family Mediation Quarterly distributed to all members at least fourteen days before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person, via electronic mail or by telephone at least seven days before the meeting.

2.8 Elections. At the Annual Meeting, a majority of the members voting shall elect officers and directors. Written votes for officers and directors by members not present shall be allowed under such reasonable terms as the directors shall establish.

2.9 Reconsideration of Directors' Actions. Upon the written request of ten members, the directors shall reconsider any action taken by them. Timely notice of such request shall be provided to all members.

2.10 Electronic Notice. All notice requirements specified in these by-laws may be completed through electronic communications.

SECTION 3. BOARD OF DIRECTORS

3.1 Number and Election. There shall be no less than twelve and no more than twenty directors of the corporation. The members at the annual meeting shall fix the number of directors to be elected and shall elect the number of directors so fixed for a term of two years or until the next annual meeting of the members. Each member in good standing is entitled to vote. A director shall be an MCFM member for a minimum of one year before being eligible for Board membership. Board members must also be mediation professionals and be in good standing in their professions of origin. The immediate past president of the Board of Directors shall be a director.

3.2 Nominations. Members may be nominated for director by any member or by the Nominating Committee appointed by the President. Persons may also be nominated at least 45 days before the Annual Meeting pursuant to 3.4 G. below. . The nominating committee shall conduct the election.

3.3 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization, or these by-laws.

3.4 Committees. The directors may form or appoint one or more committees and may delegate to any such committee or committees any of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors. The chair of each committee shall be a director unless otherwise appointed by the board. The board shall maintain the following standing committees:

A. Executive Committee: The Executive Committee shall consist of the elected officers of MCFM and the most recent past president. The Executive Committee may make interim decisions on urgent matters between Board meetings and manage the varied administrative tasks required to make MCFM run efficiently.

B. Program Committee: The Program Committee shall plan and implement a minimum of four programs for members each year in addition to the Annual Meeting.

C. Certification Committee: The Certification Committee shall develop and propose training and membership qualification guidelines for members to be certified by MCFM and shall determine whether a given applicant meets or continues to meet specified certification qualifications. The Certification Committee shall consist of MCFM certified mediators.

D. Finance Committee: The Finance Committee shall monitor and report on all budgetary and investment matters, shall maintain the financial integrity of MCFM, and shall oversee mandated financial reporting to all federal and state agencies. The treasurer shall be a member of the Finance Committee.

E. Policy & Ethics Committee: The Policy & Ethics Committee shall periodically review the MCFM Standards of Practice and the Complaint Policy and shall monitor new ethical developments in the mediation field and report to the membership.

F. Membership/Referral Committee: The Membership/Referral Committee shall act as liaison with the court system for referral purposes and shall periodically review the MCFM private referral program. The Committee shall also oversee membership criteria and eligibility.

G. Nominating Committee: Unless otherwise designated by the directors, the chairperson of the nominating committee shall be the Immediate Past President. No later than sixty (60) days before each annual meeting, the Nominating Committee shall send a notice to the membership requesting nominations for director positions and in alternate years for officer positions also. Nominees for director or officer positions may be submitted by any member in good standing to the Nominating Committee no later than forty-five (45) days before the annual meeting. All nominees must be members in good standing, meet the criteria adopted by the Board from time to time and must consent to the nomination. The Nominating Committee shall prepare a list of candidates for director positions and for officers. The list shall be published to the membership no later than twenty-one (21) days before the annual meeting. The Nominating Committee shall also publish one position paper per officer candidate, if submitted, of not more than 1000 words with the list of nominees to the members. The Nominating Committee's responsibility to publish position papers is limited to those position papers received no later than twenty-one (21) days before the annual meeting and in a format reasonably compatible with electronic dissemination. All nominees shall appear on the voting ballot.

The Nominating Committee shall oversee the election of directors and officers at the annual meeting. Nominees may be voted on by secret paper ballot or by electronic ballot if received by the Nominating Committee no later than midnight of the day before the annual meeting, or by secret paper ballot at the annual meeting. The Nominating Committee is authorized to use electronic means of communication to fulfill any or all of its responsibilities.

H. Website Committee: The Website Committee shall oversee the maintenance and, at the direction of the Board, upgrade of the MCFM website.

G. The Board may also, from time to time, form whatever additional standing committees it deems appropriate and necessary to conduct the activities of MCFM, and it is also within the Board's power to disband committees, including the standing committees set forth herein. The Board shall select the chairs or co-chairs of each committee,

I. Ad Hoc Committees: The directors may elect or appoint one or more committees and may delegate to any such committee or committees any of their powers. Any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any Ad Hoc committee shall serve at the pleasure of the directors.

3.5 Suspension or Removal. The directors, with or without cause, may, by a two-thirds majority vote of those present, remove any director from office at a meeting of which notice specifying the intention to take such action has been given. Directors who fail to attend four successive meetings of the board of directors may be deemed to have vacated their office upon a majority vote of the board.

3.6 Resignation. A director may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors or to the corporation, at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.7 Vacancies. Any vacancy in the board of directors may be filled by the directors at any regular or special meeting. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.8 Regular meetings of the directors may be held at such places and at such times as the directors may determine.

3.9 Special meetings of the directors may be held at any time and at any place when called by the president or by three or more directors.

3.10 Call and Notice

a. Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members, (ii) specifying the purpose of a regular meeting shall be given to each director if either contracts or transactions of the

corporation with interested persons or amendments to these by-laws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the articles of organization or these by-laws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. 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 corporation with interested persons (ii) amendments to these by-laws, or (iii) removal or suspension of a director.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least seven days before the meeting addressed to him or her at his or her usual or last known business or residence address or to give notice to him or her in person or by telephone at least forty-eight hours before the meeting.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

3.11 Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned 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.

3.12 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question unless otherwise provided by law, the articles of organization, or these by-laws.

3.13 Action in Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing, "writings" shall include electronic mail, and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

3.14 Electronic Notice. All notice requirements specified in this section may be completed through electronic communication.

SECTION 4. OFFICERS AND AGENTS

4.1 Number and Qualifications. The officers of the corporation shall be a president, up to three vice-presidents, treasurer, and clerk. The corporation may also have such agents, if any, as the directors may appoint. An officer shall be a director. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

4.2 Election. The president, vice-president(s), treasurer and clerk shall be elected every two years by the members at the annual meeting of the members.

4.3 Tenure. The officers shall each hold office for two years and until successors are chosen and qualified unless he or she sooner dies, resigns, or is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the directors.

4.4 President and Vice President. The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the members and at all meetings of the directors, except as the members or directors otherwise determine. The vice president shall have such duties and powers as the directors shall determine. The vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

4.5 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the directors or the president. He or she shall also be in charge of its books of account and accounting records, and of its accounting procedures.

4.6 Clerk. The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the articles of incorporation and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

4.7 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed only after reasonable notice and opportunity to be heard.

4.8 Resignation. An officer may resign by delivering his written resignation to the president, treasurer or clerk of the corporation, to a meeting of the members or directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.9 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term and until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

SECTION 5. EXECUTION OF PAPERS. Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or vice president and the other is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the corporation.

SECTION 6. PERSONAL LIABILITY. The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

SECTION 7. INDEMNIFICATION. The corporation shall, to the extent legally permissible, indemnify each of its directors and officers against all liabilities and expenses reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director or officer, except 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 his or her action was in the best interests of the corporation. Nothing contained in this section shall affect

any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

SECTION 8. AMENDMENTS. These by-laws may at any time be amended by vote of a majority of directors then in office after reasonable and sufficient notice, not to be less than seven days, has been given to the directors. No change in the date of the annual meeting may be made within 60 days before the date fixed in these bylaws for such meeting. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the directors of any by-law, notice thereof stating the substance of such change shall be given to all members

SECTION 9. MEETING PROCEDURE. In the event of a dispute as to the procedure at any meeting of members or directors, Robert's Rules of Order as newly revised shall govern the procedure unless a different procedure is specifically called for by these by-laws.