

BYLAWS OF
CALIFORNIA FAMILY LAW FACILITATORS ASSOCIATION
(As Amended March 3, 2005)

An unincorporated association

ARTICLE I.

NAME, OFFICES AND PURPOSES

Section 1. Name of the Association.

The name of the association shall be the California Family Law Facilitators Association (hereinafter referred to as “the Association”).

Section 2. Purpose of the Association.

The purpose of the Association shall be to promote the common business and professional interests of California Family Law Facilitators (hereinafter referred to as “Facilitators”) by (1) improving the administration of justice; (2) considering matters concerning Facilitators directly and indirectly; (3) supporting applicable ethical guidelines for Facilitators and interpreting same from time to time; (4) promoting the interchange of ideas and encouraging cooperation among Facilitators; (5) providing a collective voice for the interests of Facilitators and unrepresented parties in California Courts; and (6) taking such other actions as are appropriate for an association of this kind.

Section 3. Principal Office.

The principal office of the Association shall be within California at a location as designated from time-to-time by the Board of Directors of the Association, and as publicized on the website of the Association.

ARTICLE II.

MEMBERS

Section 1. Classes of Members.

The Association shall have two classes of members: regular members and associate members.

Section 2. Eligibility for Membership.

Any person who is currently appointed as a Facilitator or Assistant Facilitator by a Superior Court of California, provided that such person is required by her/his appointing court to be an attorney admitted to practice in California, is eligible for regular membership. Any individual who was formerly a regular member or who currently works as a legal assistant, paralegal, or intern in the office of a Facilitator is eligible for associate membership. In addition, the Board of Directors may designate other individuals as associate members upon a vote of the majority of the board.. A prospective member shall signify her or his election to become a member by completion of an application and the payment of annual dues as designated by the Board of Directors. Upon acceptance of such payment, an individual shall have all of the rights and responsibilities of her or his class of membership.

Section 3. Voting Rights.

Each regular member in good standing shall be entitled to one vote on each matter submitted to a vote of regular members.

Section 4. Termination of Membership.

Annual membership dues are payable on or before September 30th of each year. Failure to pay dues on or before the conclusion of the Annual Meeting of the Association in the year following the year in which dues have been fully paid shall be considered an election by the member to terminate membership in the Association, and shall be deemed a resignation by the member.

The Board of Directors may, by affirmative vote of two-thirds of all current Board members, suspend or expel a member for good cause, provided that such member has been given fifteen days prior notice of such proposed suspension or expulsion and the reasons therefore, and has been given an opportunity to present arguments against such action in writing or in person to the Board prior to its vote.

Section 5. Annual Dues.

Membership dues shall be initially set at \$20 per calendar year. The Board of Directors of the Association may increase the dues provided that notice of any such increase must be communicated to all members prior to the calendar year in which the increase is to take effect. Upon the presentation of a written petition signed by 15 regular members in good standing to the Secretary of the Association prior to the commencement of the Annual Meeting in which the increase is to take effect, any increase in dues will be subject to ratification at the Annual Meeting.

Section 6. Resignation of Membership.

Any member may resign by filing a written resignation with the Secretary-Treasurer, which resignation shall take effect on the date of receipt, 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.

ARTICLE III.

MEETING OF MEMBERS

Section 1. Annual Meetings.

Unless changed by action of the Board of Directors, the Annual Meeting of the members shall be held in September of each year.

Section 2. Special Meetings.

Special meetings of the membership may be called by the President, the Board of Directors, or by a petition signed by not less than 20% of the regular members in good standing presented to the Secretary of the Association.

Section 3. Place of Membership Meetings.

Meetings of the membership shall be held at any place designated by the Board of Directors or by the petition referred to in Section 2 above.

Section 4. Notice of Membership Meetings.

Notice of each membership meeting, stating the place, date and time of the meeting and in the case of a special meeting, the purpose or purposes of the meeting, shall be delivered personally, by first class mail, by e-mail or by FAX to each member in good standing not less than thirty days before the date of such meeting. No business shall be conducted at any special meeting except that stated in the notice thereof.

Section 5. Quorum and Transaction of Business.

The presence of fifteen (15) regular members in good standing or 30% of the total number of regular members in good standing, whichever is less, exclusive of members represented by proxies, shall constitute a quorum for such a meeting. The vote of a majority of regular members in good standing present at a meeting duly held (including members represented by proxies) shall decide any question brought before such meeting, unless a greater proportion is required by law or by these Bylaws. If a quorum is not present at any membership meeting duly called and noticed, a majority of members present may adjourn the meeting from time to time without further notice.

Section 6. Proxies.

At any membership meeting, a regular member in good standing may vote by proxy executed in writing by the member. In order to exercise the proxy, the proxy holder must be a

regular member in good standing and registered at the meeting. No proxy shall be valid after nine (9) months from the date of its execution. In the event a motion is decided by exercise of proxy votes, a majority of the members entitled to vote and present in person may forthwith demand a vote of the entire regular membership. Such motion shall not be effective until a majority of the members entitled to vote, in a secret ballot by mail, ratifies the result of the vote on the motion. The Board of Directors shall conduct such a vote within sixty (60) days.

Section 7. Voting by Mail, Electronic Mail, or Facsimile.

Voting on all matters on which members are entitled to vote may be conducted by mail, electronic mail (“email”), or facsimile (“fax”) in such manner as the Board of Directors shall determine.

ARTICLE IV.

BOARD OF DIRECTORS

Section 1. General Powers.

Subject to the limitations of these Bylaws and the laws of the State of California, the affairs of the Association shall be managed, and all Association business shall be conducted by or under the direction of the Board of Directors.

Section 2. Number, Tenure and Qualifications of Directors.

The Association shall have thirteen (13) Directors. The Board of Directors shall be divided into three (3) groups - two groups of four (4) and one group of five (5) - which groups shall serve staggered terms. The term of office of the Directors of each group shall begin at the close of the annual meeting of members following their election to membership on the Board of Directors and shall continue until the close of the annual meeting of members held in the third year following the year such Director was elected to office or until her/his successor is elected and qualified. The length of terms of each of the original Directors shall be determined by lot. If the number of Directors is changed, then the Board of Directors shall divide the total number of Director positions to make three groups as nearly as equal as possible.

Only regular members of the Association in good standing may serve on the Board of Directors. If any member of the Board of Directors resigns, is removed, ceases to be eligible for regular membership, then his or her membership on the Board of Directors shall forthwith terminate and a vacancy shall be declared.

The President may, with the consent of the Board of Directors, declare vacant the office of any Director who has been absent for two (2) or more consecutive meetings of the Board without having first been excused by the President prior to the time and date of each meeting.

Section 3. Composition of Membership of the Board of Directors.

The thirteen (13) Directors are to be chosen at-large from the general membership. If, at the time of the Annual Meeting, there are not a sufficient number of candidates for Director, the vacant board position(s) following the election shall be filled in the manner specified in Article IV, section 12.

The Board of Directors may name additional, non-voting members of the Board for purposes of establishing a liaison with related organizations and constituencies.

Section 4. Nomination of Directors.

The Nominations Committee shall put forth at the Annual Meeting a slate of nominees for those Director positions whose terms will expire at the time of the Annual Meeting. If an insufficient number of candidates can be found, the existence of the pending vacancy shall be communicated to all members.

Section 5. Election of Directors.

Election of Directors shall be by the vote of the regular members present or represented by proxy at the Annual Meeting.

Section 6. Regular Meeting.

A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws after, and at the same place as, the annual meeting of members. The Board may provide for the time and place, either within or without the State of California, for the holding of additional regular meetings of the Board of Directors.

Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of California, as the place for holding any special meeting of the Board of Directors called by them.

Section 8. Notice of Special Board Meetings.

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto either personally or by telephone or facsimile or by email. All such notices shall be given by telephone to the member or sent to the e-mail address of the member of the Board of Directors as shown on the records of the Association. A notice shall specify the purpose of the meeting. The attendance of a director at any special meeting shall also constitute a waiver of notice of such meeting, except where a member of the Board of

Directors attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum.

A majority of the Board of Directors members holding office at any point in time shall constitute a quorum. The directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for that meeting. If fewer than a majority of the members of the Board of Directors are initially present at said meeting, a majority of the members of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting.

Action by the Board of Directors shall be by a majority of the directors present at a meeting duly held at which a quorum is present. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

A meeting may also be held by conference call provided that all Directors have been notified of the date, time and telephone number to call at least forty-eight (48) hours in advance of the meeting, and there is a quorum participating in the conference call.

Section 11. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if the President, or in her/his absence or incapacity, the Vice president, determines that such action is urgent and cannot await the next regular meeting. Such action without meeting may be taken as follows: all Directors shall be notified by the President or Vice President by e-mail (or by facsimile to any Director who has previously notified the Board that she/he does not have access to e-mail) of the exact action that is being proposed, and all Directors shall be given at least seventy-two (72) hours, not including weekends and holidays, to consider the action and vote by return e-mail or facsimile. Discussion of the proposed action shall be by e-mail or facsimile to all Directors. The proposal shall be deemed adopted or not adopted once a majority of the total number of current Directors has voted yes or has voted no, and a declaration of the result of the vote, specifying each individual Director's vote, has been communicated to all Directors by e-mail or facsimile.

Section 12. Vacancies.

Any vacancy occurring on the Board of Directors shall be filled by appointment by the President with the concurrence of a majority of the remaining Board members, though less than a quorum. A Board member appointed to fill a vacancy shall hold

office during the unexpired term of his or her predecessor in office and until his or her successor is elected.

No reduction of the authorized number of Board members shall have the effect of removing any Board member before that Board member's term of office expires.

Section 13. Events Causing a Vacancy.

A vacancy on the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any board member; (ii) the increase of the authorized number of board members, (iii) the failure of the members at the Annual to elect the number of board members to be elected at such meeting; (iv) upon a declaration by the President with the consent of the Board of Directors, as specified in Article IV, Section 2, if a board member fails to attend without excuse from the President two (2) consecutive regular meetings of the Board of Directors; (v.) a change of status that served as the basis for eligibility.

A Director may be removed from office for cause by a vote of two-thirds (2/3) of the other Directors provided that the Director so removed has been provided at least fifteen (15) days advance notice, prior to such a vote, of the reasons for the proposed removal, and has had an opportunity to be heard by all voting Directors.

ARTICLE V.

OFFICERS

Section 1. Officers of the Association.

The officers of the Association shall be a President, Vice President, a Secretary, and a Treasurer.

Section 2. Election and Term of Office.

The officers of the Association shall be elected by the Board of Directors from among its members at its meeting held in conjunction with the Annual Meeting. Officers shall serve from the time they are elected until the next annual election of officers and until their successors are elected.

Section 3. Removal.

Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. In the case of the removal of any officer, a new officer shall be elected to serve the unexpired portion of the term of his or her predecessor at the meeting at which the officer is removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be promptly filled by the Board of Directors.

Section 5. President.

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. He or she shall preside at all meetings of the members, Board of Directors, and the Executive Committee. As provided in Article VII of these Bylaws, he or she shall appoint the members of the standing committees. He or she may sign, with the Secretary or any other officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association, and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President.

In the absence or incapacity of the President, the Vice President shall perform all of the duties of the President and when so acting shall have all powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors or the Bylaws.

Section 7. Secretary.

The Secretary shall have oversight responsibility for taking and maintaining the minutes of the meetings of the members and of the Board of Directors, seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, being custodian of Association records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 8. Treasurer.

He or she shall be responsible for oversight of all funds and securities of the Association, shall receive and give receipts for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the policies of the Board of Directors, shall pay all debts of the Association and shall report periodically to the Board of Directors on the financial affairs of the Association. In addition, the Treasurer shall maintain a current list of members, together with each member's address,

telephone and FAX numbers and e-mail addresses, and shall perform such other duties as are common to the office and as assigned by the Board of Directors and President.

ARTICLE VI.

COMMITTEES

Section 1. Nominating Committee.

The Nominating Committee shall be responsible for maintaining the list of Directors, keeping track of each Director's term, and nominating Directors to stand for election at each Annual Meeting. In addition, the committee shall perform such other duties as assigned by the Board of Directors and the President. The President shall endeavor to appoint a Nominating Committee that is representative of the Association as a whole.

Section 2. Committee on Professional Ethics.

The President of the Association shall appoint a standing Committee on Professional Ethics, consisting of between five (5) and nine (9) regular members of the Association. Such Committee shall have the following duties:

- (a) It shall consider requests from a Facilitator, legal assistant, paralegal or intern for construction of the Ethical Guidelines for Facilitators adopted by the Association, and shall interpret the Guidelines by written opinion, and may propose amendments to the Guidelines. Any construction or opinion issued by the Committee must be adopted by the Board of Directors prior to being published
- (b) It shall make recommendations regarding any amendments to the Guidelines proposed by any member of the Association and referred to it by the Board of Directors.
- (c) It shall, at the request of the Board of Directors, study any problem concerning professional ethics, and submit a report thereon to the Board of Directors or to the next annual meeting of the Association, as may be directed by the Board of Directors.
- (d) It shall perform such other related duties as directed by the President or Board of Directors.

Section 3. Newsletter Committee.

The Newsletter Committee shall be responsible for publishing the Association newsletter according to the policies adopted by the Board of Directors.

Section 4. Executive Committee.

The Executive Committee shall be composed of the officers of the Association plus one (1) other Director appointed by the President. The President of the Association shall be the chair of this committee and its meetings shall be held, without the necessity of written notice, at such times and places as are determined by the chair. Unless the Board of Directors shall otherwise provide, the Executive Committee shall represent it ad interim; the acts of the Executive Committee shall be the acts of the Board of Directors. The Executive Committee shall submit a report of all its actions at each meeting of the Board of Directors.

Section 5. Other Committees.

The Board of Directors may create special committees for such purposes and for such periods of time as it deems appropriate to the needs of the Association, prescribing the method for appointing members and who is eligible for membership.

Section 6. Appointment and Term of Office.

Unless otherwise provided, the President shall appoint all committee members from among the membership. Each member of a committee shall continue in office until a new chair is appointed or until he or she is removed from the Committee by its chair, resigns, ceases to be a member of the Association, or otherwise ceases to qualify as a member of such committee.

Section 7. Committee Chair.

One member of each committee shall be appointed chair by the President.

ARTICLE VII.

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments.

The Board of Directors, except as otherwise expressly provided in the Constitution of this Association or in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances, provided, however, that such contract or delivery is expressly authorized by the Bylaws of this Association.

Section 2. Checks and Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, as provided in section 1 of this Article, or as otherwise required by law, by the Bylaws of this Association, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Association shall be signed by the Treasurer and countersigned by the President of the Association.

Section 3. Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VIII.

RULES OF PROCEDURE

Section 1. Procedure at Meetings.

The current edition of Roberts' Rules of Order shall govern the conduct of all meetings of the Association, the Board of Directors, and committees except as otherwise specifically provided in these Bylaws or by vote of a majority of those present at a meeting of the members, the Board of Directors, and committees.

ARTICLE IX.

ADOPTION, AMENDMENT AND REPEAL OF BYLAWS

Section 1. Adoption, Amendment and Repeal of Bylaws.

These Bylaws may be initially adopted by an affirmative vote of two-thirds (2/3) of the total regular membership at the time of the adoption, which votes are communicated to (by mail, e-mail or facsimile) and recorded by the President, provided that a complete and accurate set of the Bylaws has been previously communicated to (by mail, e-mail or facsimile) all regular members. Adoption shall be complete when the President declares such adoption and sends to all members notification of the names of all regular members who voted for such adoption. These Bylaws may thereafter be amended or repealed by two-thirds (2/3) vote of the regular members present (including those present by proxy) at any Annual Meeting of the Association, providing the proposed change or repeal has been presented in writing to all members in good standing at least thirty (30) days before such Annual Meeting.

ARTICLE X.

REPORTS and FISCAL YEAR

Section 1. Annual Report and Financial Statement.

The Board of Directors shall cause a written annual report, including a financial statement, to be prepared and submitted to the members in January of each year. The report shall summarize the Association's activities for the preceding year and activities projected for the forthcoming year. The financial statement shall consist of a balance sheet as of the close of business of the Association's fiscal year, contain a summary of receipts and disbursements, be prepared in such manner and form as is sanctioned by sound accounting practices, and be certified by the Treasurer or a public accountant.

Section 2. Fiscal Year.

The fiscal year of the Association shall be the calendar year.

ARTICLE XI.

CONSTRUCTION

Section 1. Terms.

As used in these Bylaws:

- (A) The present tense includes the past and future tenses, and the future tense includes the present.
- (B) The masculine gender includes the feminine and neuter.
- (C) The singular number includes the plural, and the plural number includes the singular.
- (D) The word shall is mandatory and the word may is permissive.
- (E) The words Directors and Board are used in these Bylaws in relation to any power or duty requiring collective action, mean Board of Directors.

ADOPTION

We, as the President and Vice-President of this Association, certify that by written vote of the voting members of this Association made pursuant to the requirements for amendment of bylaws herein, the foregoing Bylaws, consisting of twelve (12) pages, have been consented to as the amended Bylaws of the California Family Law Facilitators Association.

Dated: _____

SUZANNE MORLOCK, President

Dated: _____

MICKEY GWIN, Vice-President

CERTIFICATION

I, _____, [*name*], hereby certify:

That I am duly elected Secretary of the Family Law Facilitators Association, an unincorporated association and that the foregoing Bylaws, consisting of twelve (12) pages, constitute the Bylaws of said Association as duly amended on March 3, 2005, by vote of the voting members of this Association pursuant to the terms set out herein for the amendment of bylaws.

DATED: _____

CARLA R. D. KHAL,
Secretary