**Bylaws of Missouri Chapter of AFCC:**

I.                    Name.

The name of the corporation shall be the Missouri Chapter of AFCC (hereinafter referred to as the “Association”)

II.                  Purpose.

The Purposes of the Association shall be consistent with those of AFCC and as expressed in these Bylaws.

The purpose of the Association is as follows:

A)     To provide an interdisciplinary forum for the exchange of ideas and the development of procedures to assist families in conflict;

B)      To encourage the development of courts and court procedures emphasizing collaborative methods of dispute resolution’

C)      To develop and improve the provision of services that aid in the resolution of family disputes; and

D)     To protect the interests of children in relation to all aspects of family law, child protection proceedings and all other legal proceedings affecting children.

Notwithstanding the foregoing, the Association shall at all times be organized and operated exclusively for purposes described in section 501(c)(3) of the internal Revenue Code of 1986, as amended and Chapter 355 RSMo.

III.                Membership

(A)   The Association shall have members. Membership in the Association Shall be available to individuals who and institutions that subscribe to the purposes of the Association and who are members in good standing of AFCC regardless of race, national or ethnic origin, color, gender, religion, creed, culture, age, sexual preference, or developmental of physical disability.

(1)    Classes and Benefits of Membership.

There shall be the following classes and benefits of membership:

(a)    Individual.

Individual membership is available to natural persons. Individual members in good standing are entitled to notice of meetings, to vote at membership meetings, to serve on committees or interest groups, and are eligible for election to the board of directors (The “Board of Directors”) and as officers of the Association (the “Officers”) and for such other benefits as are periodically approved by resolution of the Board of Directors.

(b)   Institutional.

Institutional membership may be in the name of a court, court system, association, institution of other affiliated group.

An institutional member in good standing is entitled to notice of meetings and to designate three (3) representatives who shall be entitled to serve on committees and interest groups and for election to the Board of Directors and as Officers. Only one representative of an institutional member may serve as an Officer and Board Member at any one time. Each institutional member shall be entitled to one vote at membership meetings, to be exercised by a voting representative designated by such institutional member.

In addition, institutional members shall be entitled to such other benefits as are periodically approved by resolution of the Board of Directors.

(c)    Other Categories of Membership

Other categories of membership with accompanying benefits may be established by resolution of the Board of Directors.

(2)    A member shall be deemed to be in good standing upon payment of the current membership fee.

(3)    The Board of Directors shall, from time to time, by resolution, set the membership fee for each class of membership.

(B)   Membership Meetings.

(1)    Types of Meetings.

(a)    Annual Meeting.

An annual meeting of the members of the Association shall be held at such place and time as is determined by resolution of the Board of Directors.

(b)   Additional Meetings.

Additional meetings of the members may be held at any time on the call of the President or by resolution of the Board of Directors.

(c)    Notice.

Notice of the time and place of all meetings of the members of the Association shall be given to all members in accordance with the provisions of Article XIX (A) of these Bylaws.

(2)    Voting

(a)    Quorum.

The members of the Association present at a meeting shall constitute a quorum.

(b)   Proxy.

Voting of members of the Association by proxy is not permitted.

(c)    Taking action.

Unless otherwise required by these Bylaws all issues shall be

Determined and all action shall be taken by majority vote of those present, except that, in the event of a tie, the President shall have an additional deciding vote. Voting shall be by voice vote or show of hands unless a secret ballot is directed by the President of other presiding officer or required by a majority of those present.

IV.                The Board of Directors.

(A)   Management.

The business of the Association shall be managed by the Board of Directors as required by law. The Board of Directors shall initiate programs calculated to achieve the purposes of the Association.

(B)   Number.

The Board of Directors shall consist of no more than nice (9) Directors including the members of the Executive Committee. Any member of the Board of Directors of AFCC shall be an ex officio member of the Board of Directors of the Association with full voting rights.

(C)   Annual meetings and meetings.

At least two (2) meetings of the Board of Directors shall be held each year. One (1) meetings shall be held at the time of the annual meeting and conference of the members of the Association. At said meeting, Officers for upcoming terms shall be elected. Said meeting is referred to herein as the “annual meeting of the Board of Directors.” Other meetings shall be called by the President or at the written request of no less than one-third (1/3) of the Board of Directors.

Meetings of the Board of Directors (other than the annual meeting of the Board of Directors) may be conducted by electronic or telephonic means, provided that all participants can communicate effectively with one another including but not limited to e=mail or teleconference.

(D)   Notice.

Notice of the time and place of meetings of the Board of Directors shall be given to all Directors in accordance with the provisions of Article XIX (A) of these Bylaws.

(E)    Quorum.

A quorum shall consist of no fewer than a majority of the Board of Directors.

(F)    Expenses.

Those expenses of Directors and Officers or of committee members, which may be incurred to attend meetings, may be a proper expense of the Association to the extent that the Board of Directors shall by resolution determine from time to time.

(G)  Majority Vote.

If a quorum is present, all issues shall be determined and all action of the Board of Directors shall be taken by a majority vote of those Directors present, except where these Bylaws require a different number.  In the event of a tie the President or presiding officer shall have an additional deciding vote. Voting shall be by voice vote or show of hands unless secret and/or e-mail ballot is directed by the President of other presiding officer or required by a majority of those present.

(H)   Removal.

For cause, the Board of Directors may remove any Officer or Director from office, by no fewer than a two-thirds (2/3) vote of those Directors present at a meeting at which a quorum in present. Notice specifying the intention to take such action shall have been given in accordance with the provisions of Article XVIII (A) of these Bylaws.

(I)     Election of the Board of Directors.

(1)    Directors shall be elected by a majority of the members of the Association at the annual meeting of such members, from persons nominated by the nominating committee or nominated by such members from the floor.

(2)    Notice of individuals nominated to the Board of Directors by the Nominating Committee shall be provided to the members of the Association not less than thirty (30) or more than sixty (60) days, prior to the annual meeting of the members of the Association.

(3)    The term of office for Directors and Officers shall commence on the date on which the Articles of Incorporation are filed with the Secretary of State.

(4)    Directors shall be elected for three (3) year terms and shall not hold office for more than two (2) consecutive three-year terms in the same office.

(5)    One third of the initial Board of Directors shall be elected for a one (1) year term; one-third shall be elected for a two (2) year term and one-third shall be elected for a three (3) year term. The first year shall be defined as commencing on the date on which the articles of incorporation are filed and continue until the fall meeting in 2004.

(6)    If a Director who has been elected to the Board of Directors by the members of the Association is not able to serve or to continue serving, the President shall appoint an individual member or representative of an institutional member to the Board of Directors to serve until the next annual meeting. At that meeting, the unexpired portion of the vacated position shall be filled by election hereto.

(J)     Executive Committee.

The Executive Committee of the Board of Directors shall consist of the Officers of the Association. When the President determines that it is impractical to convene a meeting of the Board of Directors and there is a need to take immediate action, the Executive Committee is authorized to act for the Board of Directors except as otherwise limited by law. Notice of any action by the Executive Committee shall be given to the Board of Directors within a reasonable time.

(K)   Meetings

Meetings of the Executive Committee may be called by the President.

Meetings of the Executive Committee may be conducted in person, or by electronic or telephonic means, provided that all participants can effectively communicate with one another.

No fewer than forty-eight (48) hour advance notice of the time, place and means of meetings of the Executive Committee shall be made to all members of the Executive Committee.

(L)    Quorum.

Three (3) members of the Executive Committee shall constitute a quorum for voting purposes. If a quorum is present, all issues shall be determined and all action of the Executive Committee shall be taken by a majority vote of those members of the Executive Committee who are present.

V.                  Officers

(A)   The Officers of the Association are as follows:

(B)   Election of Officers.

(1)    Officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Only Directors who are members in good standing with the Association and with AFCC shall be eligible for election as Officers. When there are more than two candidates for any one office, and none receives a majority of votes cast, a run-off election shall be held between the two candidates who receive the highest number of votes. In the event of a tie, the President shall cast an additional vote.

(2)    Notice of individuals nominated for Officer positions by the nominating Committee shall be provided to the Board of Directors not less than thirty (30) nor more than sixty (60) days prior to the annual meeting of the Board of Directors.

(C)   Terms of Office.

The terms of Officers elected at the annual meeting of the Board of Directors shall commence on the date on which the Articles of Incorporation are filed with the Secretary of State and shall expire at the annual fall meeting.

(D)   Immediate Past-President, President and President-elect.

Upon completion of a term as President-elect, the President-elect shall automatically ascend to the office of President and, upon completion of a term as Oresident, the President shall automatically become Immediate Past-President.

(E)    Vacancies in Office.

If an Officer is not able or willing to serve or to continue serving, the remaining term of said Officer shall be filled by election of the Board of Directors.

VI.                Duties of Officers.

(A)   President.

The President is the chief elected officer of the Association and is charged with the general direction, supervision, and management of the offices and operation of the Association. The President shall preside at all meetings of the members of the Association, Board of Directors and Executive Committee. The President shall prepare an agenda for all meetings. The duties of the President shall be those usually pertaining to the office, including, but not limited to, appointment of committees, serving as an ex officio member of all committees, and the preparation of an annual report to the members of the Association for publication in the Association’s newsletter and circulation to the Association’s membership. The President shall not hold office for more than two consecutive terms. The President shall keep the President-elect advised of all activities to facilitate an informed continuity of administration.

(B)   President-elect.

The President-elect, if available, shall assume the duties and responsibilities of the President in the absence of the President.

(C)   Vice-President.

The Vice-President shall assist the President in all areas of the administration of the association. The Vice President shall assume the duties and responsibilities of the President in the absence or incapacity of the President and the President-elect.

(D)   Treasurer.

The Treasurer, in conjunction with the Finance Committee, shall supervise the custody and responsibility for all funds and securities of the Association and shall report the status of the Association’s treasury at meetings of the Board of Directors and to the members of the Association. The Treasurer shall collect and deposit all fees and dues including those for conference registration. The Treasurer shall be responsible for updating and filing the annual non-profit status registration forms and any other filings required by State and Federal law. The Treasurer shall be authoraized as a signatory on all accounts of the Association. Other signatures shall be as authorized by resolution of the Board of Directors.

The Treasure shall have a financial statement prepared and audited once every three years or prepare whatever documents are necessary to remain in compliance with the requirements of I.R.C. 501 c 3.

(E)    Secretary.

The Secretary shall keep all minutes of meetings of the Board of Directors, the Executive Committee and the members of the Association; policies, correspondence, books, records, contracts, and documents, other than those kept by the Treasurer and shall distribute such information as directed by the President. The secretary shall provide notice of meetings and proposed agendas to all board members and officers unless otherwise directed by the President. The secretary shall perform such other duties as the Board of Directors may by resolution determine from time to time. These duties may be delegated to the office of the Executive Director under the supervision of the Secretary.

(F)    Past President.

The Immediate Past President shall chair the Nominating Committee and shall report any recommendations thereof to the Board of Directors and to the members of the Association.

VII.              Employees or Contracted Services.

The Board of Directors may be resolution, from time to time, employ or contract with such individuals or entities as may be necessary to conduct the business and fulfill the purposes of the Association.

VIII.            Committees.

In addition to those committees specifically required in these Bylaws, the President may appoint such committees as are appropriate for the effective administration of the Association. The President shall appoint the chairs and members of the standing committees listed below.  Committee members need not be members of the Board of Directors.

As may be requested by the President, the chair of each committee shall prepare a written report of the committee’s activities and shall submit it to the President in sufficient time to permit reproduction and distribution at the meetings of the Board of Directors.

A.      Membership Committee.

The membership Committee shall be primarily responsible for recruiting new members to the Association.

B.      Nominating Committee.

(1)    Composition of Committee.

The Immediate Past-President shall chair the Nominating Committee and the committee shall consist of three (3) additional members to be appointed by the President. At least one (1) member shall be a Director. In the event the Past-President is unwilling or unable to serve or to continue serving as chair of the committee, the President shall appoint a chair.

(2)    Duties of Committee.

The Nominating Committee shall prepare and present to the members of the Association and to the Board of Directors a slate of nominees for the Board of Directors and for Officers. Notice of nominees shall be provided to members of the Association not less than thirty (30) or more than sixty (60) days prior to the annual meeting of the members of the Association.

(3)    Criteria for Nominations to the Board of Directors.

The Board of Directors should be composed of members who constitute a fair and balanced representation of the various disciplines that make up the Association’s membership from time to time. Membership should be composed of both men and women and should be racially and ethnically diverse.

In addition, when making nominations, the Nominating committee shall consider the following criteria:

(a)    The potential nominee’s professional achievement and expertise, sincerity of purpose, dedication to the Association’s purposes, willingness to work, leadership potential and commitment to attend and/or be available for meetings.

(b)   The potential nominee’s influence which can be directed toward advancing the work of AFCC.

(c)    The potential nominee’s ability to contribute to the management and operation of the Association.

(4)    Nomination for Officers.

Nomination for Officers shall be made from among the Board of Directors and, as much as possible, should represent the ethnic, racial, gender and geographic diversity reflected on the Board of Directors. In addition, consideration shall be given to those criteria set out above as criteria for Directorship.

(C)   Newsletter Committee.

The Newsletter Committee shall be responsible for providing the membership with a newsletter at such time and with such information as shall be determined by the Board of Directors from time to time.

(D)   Conference Committee.

(1)    Annual Conference.

An annual conference for educational purposes shall be held in conjunction with each annual meeting of the members of the Association and annual meeting of the Board of Directors.

(2)    Other Conferences & Programs.

Additional conferences and related events may be held to serve special purposes or interests as authorized by resolution of the Board of Directors;

Conferences may be held in conjunction with other organizations having similar interests as authorized by resolution of the Board of Directors.

IX.                Publications.

The Association may, from time to time, publish papers and other material on topics related to the purposes of the Association.

X.                  Indemnification.

The Officers, Directors, Interest Group Coordinators and Committee Chairs shall not be individually liable for the Association’s debts, obligations or other liabilities and the private property of such individuals shall be exempt from any corporate debts, obligations or liabilities.

The Association shall indemnify its current and former Directors, Officers, Interest Group Coordinators and Committee Chairs to the fullest extent permitted by Chaper 355 of the General Not-for-Profit Corporation Act of the State of Missouri, as amended at any time and from time to time, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors, Officers, Interest Group Coordinators or Committee Chairs, except in relation to matters as to which such Director, Officer, Interest Group Coordinator or Committee Chair Shall be adjudge in such action, suit or proceeding to be liable for misconduct in the performance of duty and to such matters as shall be settler by agreement predicated on the existence of such liability for misconduct.

The Association shall provide for Directors and Officers Errors and Omissions liability insurance or other liability insurance as may be deemed necessary or appropriate from time to time.

XI.                Amendments.

Proposals to change or amend these Bylaws may be made upon written petition of one-fourth (1/4) of the members of the Association or upon recommendation of the Board of Directors and may be considered at any meeting of the members of the Association provided notice has been give to the members of the Association of the subject matter of the proposed amendments.

(A)   Notice.

Notice of any proposed change or amendment to these Bylaws shall be submitted to the members of the Association at least thirty (#)) days prior to the meeting.

(B)   Vote.

Any proposed change or amendment to these Bylaws must be approved by a majority vote of the Board of Directors and by a majority of members present and voting at a meeting of the members of the Association.

XII.              General Requirements.

(A)   Unless otherwise set out in these Bylaws, when notice of meetings or action to be taken is required, said notice shall be given not less than thirty (30) or more than sixty (60) days prior thereto. Notice required hereunder shall be made in writing, approved by the Board of Directors, from time to time, so long as it is reasonably calculated to provide adequate advance notice.

Nevertheless, the requirements for notice with respect to any meeting of the Board of Directors may be waived if two-thirds (2/3) of the Directors consent.

(B)   Rules of Order.

Roberts Rules of Order shall govern all proceedings, unless contrary to these Bylaws.