

BY-LAWS

of the

EAST TENNESSEE COLLABORATIVE ALLIANCE, INC.

ARTICLE I. NAME

The name of this organization shall be the East Tennessee Collaborative Alliance, Inc.

ARTICLE II. STATEMENT OF PURPOSE

The purpose of the corporation is to promote collaborative dispute resolution, encouraging parties to reach agreements in a creative and respectful manner.

ARTICLE III. MEMBERSHIP

Section 1. Classes of membership.

A. Regular members: A regular member shall be:

- a. A licensed attorney in good standing in private practice, government practice, or public interest practice in the State of Tennessee, or
- b. Other approved professional in good standing, in the field of financial planning, mental health, or mediation. Both must subscribe to the purposes of the corporation and meet the qualifications set by the Board of Directors.

B. Associate members: An associate member is any other member who meets the qualifications set by the Board of Directors for such membership.

C. Special Members: A special member shall be a regular member who contributes an additional membership fee. The additional amount required to be designated a special member will be set by the board. The Corporation will recognize the special member designation.

D. All members shall pay annual dues assessed by the organization.

Section 2. Membership requirements.

The corporation, through its Board of Directors, shall establish dues for each class of membership and shall determine the appropriate class of membership for each person applying for membership. Any person who wishes to become a member of the corporation shall

submit an application for membership and shall be deemed a member upon such application being accepted by its designated officers and Board of Directors.

Section 3. Termination or suspension of membership.

The corporation, through its membership committee, shall monitor membership requirements and shall recommend the termination or suspension of membership to the Board of Directors if it is determined that an existing member is in default of any of the requirements for remaining a member in good standing.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Authority.

The Board of Directors shall be the governing body of the corporation and shall control and formulate policies of the corporation and direct its affairs through its officers and committees. The Board shall do all things necessary and proper to accomplish the purposes of the corporation and may delegate any of its functions to any committee, officers and board members.

Section 2. Composition.

The Board of Directors shall be comprised of the officers and the chairs of the standing committees elected by the members.

Section 3. Terms of Service.

The incorporating board shall serve until the first annual meeting. Terms of officers and committee chairs shall normally be two years but in order to stagger the terms of office the initial board terms shall be as follows, the President, Vice-President, Chairs of the Public Education, and Membership committees shall serve two years. The Secretary, Treasurer, and Chairs of the Training, and Protocol committees shall serve initial one-year terms. Subsequent members elected to those positions shall be elected to two-year terms.

Section 4. Qualifications

Each member of the Board shall be a regular member of the Corporation in good standing.

Section 5. Meetings.

A. Board Meetings The Board shall meet at least once per quarter, but no more often than once a month. The President will call meetings. The quorum for any meeting shall be a majority of the Board. Meetings of the Board may be conducted telephonically or electronically so long as each participant can hear every other participant. Members of the Board may be contacted electronically through e-mail or other electronic means at the discretion of the President or any two (2) members of the Board of Directors.

B. Membership Meeting There shall be an Annual Meeting of the Membership and the

Board of Directors, which shall be set at such time as may be determined by the Board of Directors. New Board Members and Officers will be elected at the Annual Membership meeting.

- C. Notice of Meetings** Notice of all regular board meetings shall be given at least 7 days before the date of the meeting through e-mail. Special meetings of the Board of Directors may be held at the request of the President or any two (2) members of the Board of Directors on fifteen (15) days' notice through e-mail. Committees may meet as determined necessary by the members of that committee.

Section 6. Nominations and Elections.

Election of Board Members

- A.** No later than August 1 each calendar year, the President will appoint a Nominating Committee who will be charged with identifying and nominating nominees to fill Board positions that expire at the end of the calendar year.
- B.** The Nominating Committee will consist of at least three individuals to include at least one current Board Member whose term is not set to expire that year and one member of the organization who is not currently on the Board at the time of the nominations. The third member is left to the discretion of the President and the President is free to add additional members to the Nominating Committee as he or she sees fits.
- C.** The Nominating Committee will contact individuals who are active regular members in good standing of the East Tennessee Collaborative Alliance to fill the open positions. The Committee shall work to choose individuals who are committed to the organization's goals, and will consider such factors as previous experience and commitment to ETCA as well as education and experience in working collaborative divorce cases. The Committee will work to insure that one or more non-attorneys serve on the ETCA Board at all times.
- D.** The Nominating Committee will present its slate of nominees to the ETCA Board at its September meeting for discussion and vote. If the Board does not approve the slate, the Nominating Committee will present an alternative slate to the Board within fifteen days.
- E.** The Board will approve the final slate of nominees no later than its October Board meeting and the Secretary will then publish the nominees to the membership no later than October 31.
- F.** At the Annual Meeting the membership will vote up or down on the slate of nominees to be approved by a majority vote.
- G.** The Nominating Committee will be dissolved once the membership approves a slate of new Board Members.

ARTICLE VI. OFFICERS

Section 1 The officers shall be the President, Vice-President, Secretary, and Treasurer. Each officer shall be a regular member of the corporation in good standing pursuant to the membership requirements.

ARTICLE VII. COMMITTEES

Section 1 **Standing Committees** - The standing committees are the Membership, Training, Protocols, and Public Education/Marketing committees. Other committees may be established and elected by the members at the Annual Meeting as needed. All standing committees shall meet once per calendar year quarter. The Chairpersons of all Standing Committees will be appointed by the President, with the approval of the Board.

Section 2 **Ad Hoc Committees** - The Board shall have the authority to establish ad hoc committees as needed to promote the purposes of the organization and to carry out the work of the organization. Any member can be a member of a committee. The President shall designate the chair of each ad hoc committee, subject to approval of the Board. Only a regular member in good standing may chair an ad committee.

Section 3 **Nominating Committee** - The President will appoint a Nominating Committee each year as set forth in Article IV, Section 6 above.

ARTICLE VIII. INDEMNIFICATION

East Tennessee Collaborative Alliance, Inc. shall indemnify and hold harmless each Board member, officer, and committee member who serves East Tennessee Collaborative Alliance, Inc. from and against any and all claims and liabilities to which they may be or become subject by reason of service or acts on behalf of East Tennessee Collaborative Alliance, Inc. and shall reimburse each such person for all legal and other expenses reasonably incurred in defending against any such claim or liability other than those arising from that person's or body's own willful misconduct. This indemnification is in addition to rights to which each person or body is otherwise entitled.

ARTICLE IX. AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the Board members present at a Board meeting, provided notice of the meeting and of the proposed amendment is sent to the members of the Board at least 30 days before the meeting.

ADOPTED BY BOARD:

Sharon C. Jennings

SECRETARY
3/31/2016

DATE