

**DENTON COUNTY COLLABORATIVE PROFESSIONALS  
AMENDED BYLAWS  
Approved by the Membership November 3, 2009**

**Preamble**

The Denton County Collaborative Professionals shall be hereinafter referred to as the "Group".

**Article I**

**Purpose**

The purpose of the Group shall be:

1. the protection and advancement of the professional interests of those interested in practicing collaboratively,
2. the advancement of cordial relations among attorneys, financial professionals, and mental health professionals so as to develop strong teams for collaborative practice,
3. the improvement of relations between collaborative professionals, the general public, and the Bench,
4. the promotion to the general public of collaborative law as an alternative method of dispute resolution and education of the general public and professional individuals and associations concerning the advantages, benefits, and limitations of the collaborative law process,
5. the encouragement and facilitation of expansion of the collaborative law process to all areas of the law for which the process is appropriate,
6. the sponsorship or offering continuing professional education to attorneys, financial, mental health, and related professionals regarding the collaborative process,
7. the encouragement of members to participate in state, national, or international collaborative law professional associations, and
8. the transaction of all lawful business of every kind and character for which non-profit corporations may be incorporated under the Texas Business Organizations Code, whether or not similar to the foregoing.

## **Article II**

### ***Board of Directors***

#### **Section 1.**

The Board of Directors shall consist of no less than three (3) directors (all voting members), and no more than ten directors (nine voting members and a non-voting immediate past president). The affairs of the corporation shall be managed by its Board of Directors.

#### **Section 2.**

At the inception of these Bylaws, the Board of Directors shall consist of four directors who serve as officers, who shall be the President, Vice-President, Treasurer, Secretary, one director who practices in the mental health field, one director who practices as a financial professional, one attorney director who practices in the area of family law, one attorney director who practices in the area of civil litigation, and one attorney director who practices in the areas of probate and/or guardianship. The offices of the five non-officer directors shall expire each year, and at the Annual Meeting of the members, each office shall be filled by election of directors for a term of one year. The office of Secretary shall be chosen each year from the outgoing directors. The offices of the four officers shall rotate up, with the Secretary becoming the Treasurer, the Treasurer becoming the Vice-President, the Vice-President becoming the President, and the President becoming the non-voting Immediate Past President each year. There shall be a slating committee each year as described herein below, and, notwithstanding the intent for the four officers to rotate up each year, nothing herein shall prohibit the slating committee from removing an officer from a slate and filling the position with another board member in a proposed slate. The election of the Board of Directors shall be conducted, by position, by a majority of those present and voting at the required annual membership meeting. Any director who ceases to be a member of the Group for any reason shall cease to be a member of the Board of Directors.

In the event the Group is not large enough to necessitate all of the above directors, the Board of Directors may propose to the Group to eliminate, on a temporary basis, of one or more of the Directors listed herein above; however, the President, Treasurer, and Secretary positions shall always be required to be filled. A temporary reduction in Directors shall be passed by a 2/3 vote of the present and voting membership at the meeting in which a reduction in directors is proposed.

In the event the Group is not large enough to necessitate all of the above directors, the Board of Directors may propose to the Group to eliminate, on a

temporary basis, one or more of the Directors listed herein above; however, the President, Treasurer, and Secretary positions shall always be required to be filled. A temporary reduction in Directors shall be passed by a 2/3 vote of the present and voting membership at the meeting in which a reduction in directors is proposed.

In any event, the Board of Directors shall always consist of at least one attorney, one financial professional, and one mental health professional, unless at that time, the Group has no members of one of the above professions, in which case it shall not be a requirement that that type of professional be represented on the Board.

### **Section 2.1 Eligibility to Serve as a Director**

To be eligible to serve as a director (and by extension, an officer), you must be a member of the Group in good standing.

### **Section 3. Meetings**

The Board of Directors shall hold meetings at such times and places as the Board may by resolution determine.

### **Section 4. Officers**

The President of the Group shall be and act as Chairman of the Board of Directors, the Vice-President shall serve as Vice-Chairman, the Treasurer as the financial officer, and the Secretary as Secretary of the Board of Directors.

### **Section 5. Vacancies**

Vacancies occurring on the Board of Directors shall be filled by election of the majority vote of the remaining members of the Board of Directors for the remainder of the term of office being vacated.

### **Section 6. Quorum**

A majority of the directors shall constitute a quorum of the Board at all of the meetings.

### **Section 7. Powers**

The Board of Directors shall have supervision and control over the business, professional, and social functions of the Group. It shall not represent the Group in political, legislative, or in similar areas, except on specific instructions of the membership, given at a regular meeting or a special meeting called for that purpose. At the time of the inception of these Bylaws, the Group has voted to

work to achieve the addition of collaborative law into the Civil Practice and Remedies Code along with other alternative dispute resolution methods, and the Board is authorized by the Group to take action to meet that objective without necessity of an additional special meeting or directive.

### **Section 8. Duties**

The Board of Directors shall keep and maintain a record of all its acts, with the Secretary being the officer designated to transcribe and record all the non financial records of the Group. The Treasurer shall be the officer designated to be the comptroller of the Group and shall be in charge of all financial matters and records. The Treasurer shall present to the membership at the annual meeting a statement of the financial status of the Group.

### **Section 9. Compensation of Directors**

Directors shall not receive compensation or salary for services rendered in their capacity, but may be reimbursed for actual expenses incurred in the performance of their duties.

## **Article III**

### ***Officers***

#### **Section 1. Officers**

The Officers of the Group shall be at least a President, Secretary, and Treasurer. At the inception of these Bylaws, the officers shall be a President, a Vice-President, a Treasurer, and a Secretary, who shall serve for one-year terms from May 1 – April 30. The officers shall serve as the Executive Committee.

#### **Section 2. Election**

All officers and directors except the incoming President shall be elected at the Annual Meeting of the Group by the membership thereof. Despite the intention in these bylaws for the officers to "roll up", nothing herein shall prevent a member of the Group from nominating a different nominee for an officer or director position than the members on the slate presented to the Group. Immediately after the Annual Meeting, the former Vice-President shall assume the office of President and the newly elected officers shall assume their offices. No officer may succeed him or her self.

#### **Section 3. Duties**

The **President** shall preside at all meetings of the membership and the Board of Directors. He or she may call special meetings of the membership and

the Board of Directors. He or she shall perform all other functions and duties usually performed by an executive and presiding officer, subject to the terms and conditions of these Bylaws. He or she shall also be authorized to execute checks on behalf of the Group.

The **Vice-President** shall discharge the duties of the President in the event of his or her absence or disability for any cause whatever, shall perform such duties that the Board of Directors may assign from time to time, and shall be an ex-officio member of all committees of the Group. The Vice-President shall also be in charge of programming for Group meetings. The Vice-President shall serve for one year after which he or she shall serve as President.

The **Treasurer** shall have charge and custody and be responsible for all finances and properties of the Group. He or she shall deposit all funds in the name of the Group in such bank or banks as may be approved by the Board of Directors, and shall be responsible for the installation and maintenance of an adequate set of records on receipts and disbursements and other financial transactions of the Group. Prior to the Annual meeting, a review of such records shall be made by a person knowledgeable in accounting, who shall be designated by the Board of Directors. All such books, records, and reviews shall be available at all reasonable times to the membership, a summary report of such audit shall be made to the membership at the Annual Meeting. The Treasurer shall also be authorized to execute checks on behalf of the Group.

The **Secretary** shall keep and maintain a record of all the Group's acts and shall transcribe, record, and maintain all of the actions, documents, and minutes of the Group and the Board of Directors. The Secretary shall be responsible for setting the agenda for Board of Directors and Group meetings, and adding such items thereto as are requested by other Directors or members, disseminating minutes for approval to the Board or Group, as applicable, and sending out notices of meetings and group events. The Secretary shall be responsible for ensuring all members of the Group meet membership requirements.

The **Directors** shall participate in Board of Directors activities and be responsible for seeing that the Group is meeting the needs of each individual Director's practice area. If not, the applicable Director shall work with the Board of Directors to ensure the Group addresses the needs of that practice area, and, shall additionally be responsible for finding ways to address those needs within the members of the Group that are in that practice area alone (for example, the Director practicing in the area of probate/guardianship would be responsible for setting up a subcommittee to determine additional programming geared toward probate if the probate practitioners feel they are not having enough continuing education in their area from Group meetings alone).

Each of the above officers, in addition to the duties and functions set forth in these Bylaws, shall do and perform such other acts and duties as may be prescribed by the Board of Directors. In the event that the Board of Directors ever becomes reduced in size, the Board shall consolidate the duties listed herein above so that they are taken over by current Board members, whatever their designation.

#### **Section 4. Compensation of Officers**

Officers shall not receive compensation or salary for services rendered in their capacity, but may be reimbursed for actual expenses incurred in the performance of their duties.

### **Article IV**

#### **Section 1. Committees**

The President shall annually appoint members of the Board of Directors to chair committees as he or she sees fit; however, the attorney directors in the practice areas of family law, civil law, and probate/guardianship shall each be the committee head for a committee committed to that particular practice area, the purpose of which shall be to ensure that the members of the Group who practice in that particular area are having their needs met by the activities of the Group, and if not, to bring said needs to the attention of the Board of Directors, and further, to work to set programming specific to that area for members in that practice area.

At the time of the inception of these Bylaws, no additional standing committees are formed. Committees shall be appointed by each Board of Directors until it becomes apparent that a particular committee shall always be necessary to the Group, at which time, these Bylaws may be amended if the Group desires.

### **Article V**

#### ***Fiscal***

#### **Section 1. Withdrawal of Funds**

Funds of the Group may be withdrawn on the signature of the President or the Treasurer.

## **Section 2. Borrowing Money**

The Group may approve by simple majority, upon recommendation of the Board of Directors, borrowing money or incurring indebtedness in furtherance of the Group's purposes.

## **Section 3. Dues**

Members of the Group shall pay annual dues, due between the date of the Annual Meeting (on the first Tuesday in May) and the next regular membership meeting (the first Tuesday in June) each year, as such dues are prescribed by the Board of Directors. At the inception of these Bylaws, the amount of annual dues is \$100.00 per member of the Group.

## **Section 4. Special Assessments**

Special assessments for specific needs of the Group may be made by the Board of Directors, with approval of the membership at a regular meeting, or at a special meeting called for such purpose.

## **Section 5. Fiscal Year**

The Fiscal year of the corporation shall be from January 1 to December 31, the same as the calendar year.

## **Article VI**

### ***Membership***

#### **Section 1. Eligibility and Admission**

Any attorney, financial professional, or mental health professional meeting the following criteria shall be admitted to membership:

- (1) Criteria:
  - (a) An attorney must be licensed and in good standing with the State Bar of Texas and maintain his or her principal office in Denton County.
  - (b) A mental health professional must be licensed as a marriage and family therapist, professional counselor, psychiatrist, psychologist, or clinical social worker.
  - (c) A financial professional must be licensed as a Certified Public Accountant (CPA) by the State of Texas, or must hold a current certification as a Certified Financial Planner (CFP). Any other financial

professional seeking membership must demonstrate knowledge, skill, experience, training, and education substantially equivalent to that of a CPA or CFP, and must be approved for membership by the Board of Directors. Financial professionals who have been accepted for membership in the Group as of July 7, 2009 are considered to have met the membership requirements of this subparagraph for the year May 1, 2009 through April 30, 2010.

- (2) The person must timely pay dues in the full annual amount as prescribed by the Board of Directors;
- (3) The person must become a member of the Collaborative Law Institute of Texas or the Global Collaborative Law Council, whichever group best fits the person's primary area of practice. The person shall join the applicable group within thirty days of joining this Group, and shall maintain that membership on an ongoing basis while a member of the Group. Membership in the International Academy of Collaborative Professionals (IACP) shall be encouraged, but not required.
- (4) The person must complete a Basic Training Course in collaborative practice within their first twelve months of membership in the Group unless he or she has already completed such a training prior to becoming a member. The person must complete an interdisciplinary training in collaborative practice within the first 24 months of membership in the Group, unless he or she has already completed such a training prior to becoming a member.
- (5) Beginning with the year following the Annual Meeting (on the first Tuesday in May) that occurs first after the person becomes a member, and annually thereafter, the person must fulfill one of the following requirements:
  - a. In that year, view or attend a continuing collaborative education program recognized by the Group as providing at least 6.0 hours of collaborative education; or
  - b. In that year, attend not less than 75% of the monthly Group meetings; or
  - c. Participate in such other activities (such as speaking at a collaborative law conference, writing an article, etc.) that are deemed by the Group to fulfill this requirement for that year.

The Denton County District Judges, the Judge of County Court at Law #2, and the Judge of the Probate Court are non-voting members of the Group.

## **Section 2. Termination**

The membership of any member shall cease and terminate upon one of the following:

- (1) He or she loses (for any reason) the license or certification permitting him or her to practice in his or her area of expertise;
- (2) He or she fails to pay prescribed dues or assessments by the Annual Meeting each year, and his or her continuation of such default past the next regular membership meeting;
- (3) He or she fails to maintain membership in either the Collaborative Law Institute of Texas or the Global Collaborative Law Council, as applicable to that person's area of practice.
- (4) The person fails to meet any requirement imposed by Article VI, Section 1(4) regarding training.
- (5) The person fails to meet any requirement imposed by Article VII, Section 1(5) regarding continuing education and DCCP participation.
- (6) The person consistently behaves in a manner inconsistent with the principles of collaborative law on collaborative law cases. Termination under item 5 requires the recommendation of the majority of the Executive Committee and a vote of two thirds of the membership attending a meeting of the Group.

A member whose membership in the Group is terminated for one or more of the foregoing reasons shall not be eligible to reapply to the Group for a period of one year after termination of his or her membership.

Members shall be encouraged to attend a Basic Training every third year of membership in the Group, but shall not be required to do so. Members shall commit to encourage the use of the team approach to collaborative practice whenever it is practical and to the use of Group-sanctioned materials, procedures, and logos whenever it is practical.

## **Article VII**

### ***Slating Committee***

At least thirty (30) days prior to the Annual Meeting, a Slating Committee shall meet and recommend candidates for the offices to be filled by election at the Annual Meeting. The Committee may nominate one or more candidates for each position. The Committee shall consist of three members of the Group, to be selected by the

President, as follows: The Vice-President shall always be selected, one additional member shall be from the Board of Directors, and the other member shall be from the Group's at-large membership and not a past president of the Group. The Vice-President shall preside over the Committee. Upon determination by the Committee of its slate of candidates, it shall be certified to the President of the Group immediately after the Committee meeting, and, at least 21 days prior to the date the election is to be conducted, shall be promptly transmitted to the general membership of the Group. At any election meeting, the President shall present the slate of candidates to be the nominees of the Committee.

The President shall then open the meeting to nominations for the floor and give ample opportunity to the membership of the Group for additional nominations to be made. At the close of such nominations, a vote shall be held by slate if there is only one candidate per position and by position if there is a position for which there is more than one candidate.

## **Article VIII**

### ***Membership Meetings***

#### **Section 1. Annual Meeting**

The Annual Meeting of the membership shall be held on the first Tuesday in May of each year. If such day falls on a holiday, the meeting shall be held on the next following Tuesday.

#### **Section 2. Regular Meetings**

Regular meetings of the membership shall be held monthly, or at such other times and at places to be recommended by the Board of Directors, and approved by the membership at any regular meeting. At the time of the approval of these Bylaws, the regular meetings of the membership are held on the first Tuesday of each month, with occasional months with no meetings (usually summer months). Months with no meetings shall be approved by the Board of Directors, and, when time permits, be ratified by the general membership.

#### **Section 3. Special Meetings**

Special meetings of the membership shall be called by the President or by a majority of the Board of Directors. Notice of special meetings shall be given to members at least seven (7) days before such meeting is to be scheduled. Such notice shall contain a statement of the purpose or purposes for which such meeting is called, and of the subject matter to be considered. No action shall be taken at any such meeting except such as is specified in the notice.

**Section 4. Quorum**

Twelve (12) members in good standing shall constitute a quorum at any meeting.

**Section 5. Notices**

All notices given to directors or the general membership as required by this Article or elsewhere in these Bylaws shall be forwarded by electronic mail.

**Section 6. Amendment of Bylaws**

Any proposed amendment to the Bylaws must be in writing and submitted to the members 21 days prior to voting on the Bylaw amendment. Bylaws can be amended by a simple majority vote of the members attending a meeting of the Group.

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