

Bylaws

INDIANA CHAPTER OF AFCC, INC.

I. Name

The name of the corporation shall be the “Indiana Chapter of AFCC, Inc.” (hereinafter referred to as the “Chapter”). The parent organization of this Chapter is the Association of Family and Conciliation Courts (hereinafter be referred to as “AFCC”).

II. Mission

The Chapter’s mission shall be consistent with that of AFCC, as expressed in these Bylaws, to be carried out at the local level. That mission is as follows:

AFCC is an interdisciplinary, international association of professionals dedicated to improving the lives of children and families through the resolution of family conflict.

AFCC promotes a collaborative approach to serving the needs of children among those who work in and with family law systems, encouraging education, research and innovation and identifying best practices. Its membership includes judges, lawyers, mediators, evaluators, mental health professionals, academics, researchers, court administrators and public policy makers.

To further its mission and serve its members, AFCC:

- Creates forums and networks that enable professionals to share information, ideas and experiences, identify trends and shape constructive change
- Provides continuing education through conferences and workshops
- Advocates for innovation and change in the court and legal systems called upon to serve children and families in conflict
- Publishes the *Family Court Review* and other regular bulletins
- Identifies and disseminates standards of practice and model strategies
- Disseminates research
- Supports a network of state and provincial chapters aligned with the mission and goals of AFCC
- Collaborates with other organizations to achieve its goals

Notwithstanding the foregoing, the Chapter 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 the corresponding provisions of the laws of the State of Indiana.

III. Membership

(A) Members

The Chapter shall have members. Membership in the Chapter shall be available to individuals who subscribe to the mission of the Chapter 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 or physical disability.

(1) Classes and Benefits of Membership

There shall be the following classes and benefits of membership:

(a) Individual

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

(b) Other Categories of Membership

Other categories of membership with accompanying benefits, such as student or honorary memberships, 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. All Chapter members must be members in good standing of the Association of Family and Conciliation Courts parent organization.

(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 Chapter 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) Special Meetings

Special meetings of the members may be called by the President or by resolution

of the Board of Directors. Special meetings of the members may also be called upon the written request of no fewer than one-fourth of the members in good standing. Upon receipt of such a request, the President or Board of Directors shall call a meeting within a reasonable time. Notice given of such meetings shall state the purpose thereof.

(2) Notice

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

(3) Voting

(a) Quorum

The members of the Chapter present at a meeting shall constitute a quorum. Members may be present via telephone or video conference.

(b) Proxy

Voting of members of the Chapter 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, 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 or other presiding officer or required by a majority of those present.

IV. The Board of Directors

(A) Management

The business of the Chapter shall be managed by the Board of Directors as required by law. The Board of Directors shall initiate programs calculated to achieve the mission of the Chapter and which programs shall not be in conflict with the mission of AFCC.

(B) Number

The Board of Directors shall consist of no fewer than nine (9) nor more than thirteen (13) Directors including the members of the Executive Committee. The Chapter Board of Directors may, by a two-thirds majority vote, increase or decrease the number of Directors.

(C) Credentials

The Board of Directors shall at all times consist of at least two (2) attorneys licensed to practice law in the State of Indiana; one (1) judicial officer; two (2) mediators

registered with the State of Indiana¹; and two (2) licensed mental health professionals.

(D) Annual meeting and other meetings

At least two (2) meetings of the Board of Directors shall be held each year. One (1) meeting shall be held at the time of the annual membership meeting and educational program of the members of the Chapter. 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 fewer 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 hear one another.

(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 XIV (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, that may be incurred by them to attend meetings and may be a proper expense of the Chapter 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 ballot is directed by the President or other presiding officer or required by a majority of those present. Voting may be conducted by electronic means if approved by a majority of the Directors.

(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 is present. Notice specifying the intention to take such action shall have been given in accordance with the provisions of Article XIV (A) of these Bylaws.

(I) Election of the Board of Directors

(1) Directors shall be elected by a majority of the members of the Chapter at

¹ Every effort should be made to seek mediators who are not licensed attorneys or mental health professionals for these two positions to promote as much diversity on the Board as possible.

the annual meeting of such members, from persons nominated by the Nominating Committee or nominated by Chapter 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 Chapter not less than thirty (30) nor more than sixty (60) days prior to the annual meeting of the members of the Chapter.

(3) The term of office for Directors shall commence on Jan 1st of the year following their election.

(4) The initial board shall serve until Jan 1st 2015. Beginning with the election at the annual conference in 2014, 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. Those who are elected for less than a three (3) year term shall then be eligible for two (2) consecutive three (3) year terms.

(5) After the 2014 election, Directors shall be elected for three (3) year terms and shall not hold office for more than two (2) consecutive three-year terms. A Board member may not serve more than two consecutive terms without being off the Board for one year. In the event a Director is elected as an Officer, the Director shall be entitled to remain in said position as an Officer and as a Director for so long as the Director continues to be so elected as an Officer, despite the fact that the second three-year term may have expired.

(6) If a Director who has been elected to the Board of Directors by the members of the Chapter is not able to serve or to continue serving, the Board of Directors, by majority vote, shall appoint a member to the Board of Directors to serve until the next annual meeting of the members of the Chapter unless such vacancy occurs within ninety (90) days prior to such 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 Chapter. 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 not later than ten (10) days thereafter.

(K) Meetings

(1) Meetings of the Executive Committee may be called by the President.

(2) Meetings of the Executive Committee may be conducted in person, or by electronic or telephonic means, provided that all participants can hear one another.

(3) No less than a forty-eight (48) hour advance notice of the time, place and purpose 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 Chapter are as follows:

(The same person may hold the offices of Secretary and Treasurer.)

- 1) President
- 2) President –elect
- 3) Vice President
- 4) Secretary
- 5) Treasurer
- 6) Immediate Past-President (“Past President”)
- 7) The Board of Directors may appoint an Assistant Secretary or an Assistant Treasurer to carry out the duties of the Secretary or the Treasurer in the absence of the Secretary or the Treasurer or such other duties as may be assigned by the Board of Directors.

(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 Chapter and with AFCC shall be eligible for election as Officers. All elections shall be determined by majority vote from persons nominated by the Nominating Committee or by a Director from the floor. 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, deciding, 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 at the close of the said annual meeting. A term of office shall be a period of one (1) year. Officers shall not hold office for more than two consecutive terms.

(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 his or her term(s) as President, 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 by the Board of Directors.

VI. Duties of Officers

(A) President

The President is the chief executive officer of the Chapter and is charged with the general direction, supervision, and management of the offices and operation of the Chapter. The President shall preside at all meetings of the members of the Chapter, 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 preparation of an annual report to the members of the Chapter for publication in the Chapter's newsletter, circulation to the Chapter's membership and for filing with the AFCC parent organization. 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 Chapter. 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 Chapter and shall report the status of the Chapter's treasury at meetings of the Board of Directors and to the members of the Chapter. The Treasurer shall collect and deposit all fees, including those for Chapter conference registration, and promptly deposit quarterly the Chapter dues disbursed by the parent organization. The Treasurer shall be responsible for updating and filing the annual non-profit status registration forms, federal and state tax returns [or foreign equivalent], and any other filings required by State and Federal, provincial or local law. The Treasurer shall be authorized as a signatory on all accounts of the Chapter. Other signatories shall be as authorized by resolution of the Chapter Board of Directors.

The Treasurer shall submit a financial statement to the Chapter Board of Directors at least two times per year, and shall have an annual financial review conducted by someone who is not ordinarily involved with the Chapter's day to day financial operations.

(E) Secretary

The Secretary shall keep all minutes of meetings of the Board of Directors, the Executive Committee and the members of the Chapter; 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.

(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 Chapter.

VII. Auditor

The Board of Directors may engage an auditor to conduct an audit of the Chapter's finances under such circumstances as it deems appropriate.

VIII. Employees or Contracted Services

The Board of Directors may by 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 Chapter.

IX. 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 Chapter. 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 Chapter and communicating with those members. This may take the form of a newsletter or a listserv, keeping the membership informed and involved.

(B) Nominating Committee

(1) Composition of Committee

The Nominating Committee shall be chaired by the Immediate Past President and the committee shall consist of at least four (4) geographically diverse additional members to be appointed by the President. At least one (1) member shall be a Director. At least one (1) shall be an attorney licensed to practice in the State of Indiana. At least one (1) shall be a mental health professional. At least one (1) shall be a mediator. 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 Chapter and to the Board of Directors a slate of nominees for the Board of Directors. Notice of nominees shall be provided to the members of the Chapter not less than thirty (30) nor more than sixty (60) days prior to the annual meeting of the members of the Chapter.

(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 Chapter's membership. 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 Chapter's purposes, willingness to work, leadership potential and commitment to attend and/or be available for meetings.

(b) The potential nominee's influence that can be directed toward advancing the work of the Chapter.

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

(4) Nominations for Officers

Nominations 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 Directorships.

(C) Program Committee

The Program Committee shall be responsible for developing programs for meetings and conferences.

X. Educational Programs

(A) Annual Educational Program

An annual educational program shall be held in conjunction with each annual meeting of the members of the Chapter and the annual meeting of the Board of Directors.

(B) Other Conferences

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.

XI. Publications

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

XII. Indemnification

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

The Chapter shall indemnify its current and former Directors, Officers, and Committee Chairs to the fullest extent permitted by the laws of the State of Indiana, 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, or Committee Chairs, except in relation to matters as to which such Director, Officer, or Committee Chair shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misconduct.

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

XIII. Amendments

Proposals to change or amend these Bylaws may be made upon written petition of one-

fourth (1/4) of the members of the Chapter or upon recommendation of the majority of the Board of Directors and may be considered at any meeting of the members of the Chapter at which a quorum is present, provided notice has been given to the members of the Chapter of the subject matter of the proposed amendments. (A quorum at a members meeting is defined as whoever is present.) These proposed amendments or changes have to be approved by AFCC before they are put to a Chapter's formal vote.

(A) Notice

After approval of the proposed Bylaw change or amendment by AFCC, notice of any proposed change or amendment to these Bylaws shall be submitted to the members of the Chapter at least thirty (30) 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 Chapter.

XIV. General Requirements

(A) Notice

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) nor more than sixty (60) days prior thereto. Notice required hereunder shall be made in writing, sent by mail service, by electronic or telephonic means, or by other means, as may be approved by the Board of Directors, from time to time, so long as it is reasonably calculated to provide adequate advance notice.

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.

(C) Provisions for Dissolution Of Chapter

The Chapter has resolved that, in the case of its dissolution, all its written records (financial, minutes, etc.) shall be transferred to AFCC for archival. Its treasury balance, after payment of all incurred indebtedness, shall be transferred to another Section 501(c)(3) federal income tax exempt organization of the Chapter's choice or as may otherwise be provided by the laws of the State of Indiana, including Indiana Code Section 23-17-22-5.

Adopted this 8th day of February, 2013, by resolution of the Initial Board of Directors of the Provisional Chapter after incorporation under the laws of the State of Indiana.