

B Y L A W S
ASSOCIATION FOR CONFLICT RESOLUTION, INC.
(Adopted in 2002 and as amended through June 29, 2008)

ARTICLE 1. CORPORATE NAME

Section 1.1 Corporate Name.

The name of this Corporation, a corporation organized under the Not-For-Profit Corporation Laws of the State of New York, on December 15, 1972, is the Association for Conflict Resolution, Inc. (hereinafter "ACR").

ARTICLE 2. OFFICE

Section 2.1 Registered Office.

The registered office of the Corporation in the State of New York shall be The Association for Conflict Resolution c/o CT Corporation System, 1633 Broadway, New York, NY 10019.

Section 2.2 Principal Office.

The principal office of ACR shall be at such place as, from time to time, the Board of Directors shall designate.

Section 2.3 Changes in Principal Office.

The Board of Directors is authorized to change the location of ACR's principal office and place of business from time to time, as the best interests of ACR requires.

ARTICLE 3. PURPOSES OF THE CORPORATION

Section 3.1 Purposes.

ACR is organized and operated exclusively for the purposes provided in its Articles of Incorporation, as amended. To carry out its purposes, ACR is authorized to engage in any activity or endeavor that is consistent with the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

Section 3.2 Mission.

ACR is a membership association committed to educational activities that promote peaceful, effective conflict resolution, both nationally and internationally.

Section 3.3 Guiding Principles.

In fulfilling its Mission, ACR shall inform and guide all decisions made by the Board of Directors and staff by the following Guiding Principles and Values:

(a) ACR is dedicated to providing educational opportunities to members and the general public concerning mediation, arbitration, and other forms of conflict resolution and collaborative decision making.

- (b) ACR is dedicated to teaching and training of and about these skills.
- (c) The “conflict resolution field” as used throughout this document generally refers to those individuals and organizations that educate about, practice, and promote the use of processes such as negotiation, mediation, arbitration, and other collaborative models.
- (d) Encouraging self-determination and empowering individuals with effective conflict resolution skills dedicate ACR to transforming how societies manage and resolve conflict, so they need not rely wholly on outside experts.
- (e) ACR is a membership association, committed to mediation and other forms of conflict resolution and collaborative decision making.
- (f) ACR will promote effective resolution and management of conflicts at all levels of society, including individuals, families, organizations, schools and other educational institutions, communities, states, and countries.
- (g) ACR will work to enhance the education, skills, and professional standards of practice and ethics of persons in the field, by articulating and promoting high quality and ethical practice within the conflict resolution field.
- (h) ACR values inclusiveness and shares a common belief that the field is stronger because it welcomes and encourages practitioners and educators, both volunteers and professionals, from varied backgrounds.
- (i) ACR will create cross-organizational alliances with appropriate professional groups and other organizations that share its fundamental values and mission.
- (j) The organizational structure of ACR will be designed not only to augment the previous national, regional, and local presence of ACR’s predecessor organizations the Academy of Family Mediators (“AFM”), the Conflict Resolution Education Network (“CREnet”), and the Society of Professionals in Dispute Resolution, Inc. (“SPIDR”) but also to continue efforts to strengthen ACR’s international presence.
- (k) ACR will operate on a principle of long-term financial stability, depending upon foundation funding only for special projects.
- (l) ACR will endeavor always to operate, on every organizational level, in a manner that is consistent with the fundamental practices, principles, and values of the field.
- (m) ACR is committed to an integrated youth presence throughout the organization.

Section 3.4 ACR Diversity and Equity Policy.

- (a) ACR is committed to diversity and equity in its membership, structure, and organizational work. A culturally diverse organization is one that recognizes, supports, values, and utilizes people’s differences and similarities in support of the organization's goals and objectives. Equity means recognizing and working to eliminate injustices in access, process, and consequences of ACR’s efforts to strive to meet the needs of diverse members and stakeholders.
- (b) ACR seeks to encourage and promote participation, accessibility, active representation, and leadership from diverse populations including, but not limited to, races, ethnicities, national origins, languages, genders, sexual orientation, economic statuses, school or organizational locations, physical abilities, ages, religions, educational types or levels, and perspectives. Further, ACR actively implements equity and affirms diversity in its work, including its publications and standards, and in its board, staff, programs, chapters, sections, and committees.
- (c) In order to promote diversity and equity in ACR and the conflict resolution field on-going self-examination is essential. We are committed to discussing and implementing fairness and openness in our values, procedures, conceptual frameworks, and structures. All persons participating in ACR programs and activities are a part of this endeavor.

ARTICLE 4. PROHIBITED ACTIVITIES

Section 4.1 Inurement and Private Benefit.

ACR shall be operated for public benefit rather than to benefit any private group of individuals. No part of the net earnings of ACR shall inure to the benefit of, or be distributed to, ACR's Directors, Officers, or employees, other than reasonable compensation for services actually rendered. No decisions shall be made or actions taken which harm the corporate person of ACR to benefit or favor individuals.

Section 4.2 Political Involvement.

No substantial part of the activities of ACR shall consist of attempting to influence legislation, and ACR shall not participate in, intervene in, or publish or distribute statements regarding any political campaign, either on behalf of, or in opposition to, any candidate for public office.

Section 4.3 IRS Laws and Regulations.

Notwithstanding any other provisions of present or future New York law governing or pertaining to non-profit corporations, ACR shall not engage in or carry on activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

ARTICLE 5. DEFINITIONS

Section 5.1 Definition of a Year.

In the context of Board service, a "year" as used in these Bylaws, means from Annual Conference to Annual Conference. All other references to a "year" refer to the calendar year. The fiscal year of ACR is from January 1 to December 31.

Section 5.2 Definition of "In Good Standing."

As used in these Bylaws, the term "in good standing" means having paid all annual dues or any other monies owed ACR at the date a ballot is sent out or a write-in petition is signed.

ARTICLE 6. MEMBERSHIP

Section 6.1 Levels of Membership.

There shall be four levels of membership. The categories of membership are: Member, Practitioner/Educator/Researcher, Advanced Practitioner/Advanced Educator, and Youth. All applicants for Membership shall agree, as members of ACR, to abide by such ethical standards of professional responsibility and professional conduct as the Board of Directors may adopt, as well as to support ACR's Mission and Guiding Principles. In addition, all applicants for Membership shall agree, as members of ACR, to be bound by the procedures regarding ethical complaints from clients, as set forth in the Policy and Procedure Manual.

Section 6.2 Members.

Anyone who meets the standards set forth in Section 6.1 above is welcome to be a member of ACR.

Section 6.3 Practitioner/Educator/Researcher.

Members who meet the standards of Section 6.1 and who can demonstrate a significant level of training and/or experience through qualifications adopted by the Board can apply for this category of membership.

Section 6.4 Advanced Practitioner/Advanced Educator.

This level of membership is available to highly qualified members with extensive experience, who also meet the standards set forth in Section 6.1 above and any additional qualifications adopted by the Board.

Section 6.5 Youth Member.

Individuals under 21 years of age who meet the standards set forth in Section 6.1 above are welcome to join ACR at a reduced fee.

Section 6.6 Dues and Fees.

The Board of Directors shall establish the application fees and annual dues for each category of membership and may review and modify such fees and dues from time to time. There shall be a discounted membership at each level for those with demonstrated need.

ARTICLE 7. INDIVIDUAL ASSOCIATES, ORGANIZATIONAL ASSOCIATES, AND ORGANIZATIONAL AFFILIATES

Section 7.1 Individual Associates.

An Individual Associate is any person wishing to affiliate with ACR but who is not interested in receiving full membership benefits, including voting rights.

Section 7.2 Organizational Associates.

Organizational Associates are organizations that are either in the conflict resolution field, or supportive of that field, and want to join ACR as an organization. Such organizations must be aligned with ACR's Mission and Guiding Principles and their association with ACR must not violate the provisions of Article 4 of these Bylaws. Organizational Associates may sign up a certain number of members from within their organization to join ACR; but the organization itself is not a member of ACR.

Section 7.3 Dues and Fees.

The Board of Directors shall establish the application fees and annual dues for each category of association with ACR and may review and modify such fees and dues from time to time. It may also establish different fees for for-profit and for non-profit organizational associates.

Section 7.4 Organizational Affiliates.

(a) An Organizational Affiliate is any organization with a mission in alignment with ACR's Mission and Guiding Principles, as set forth in Sections 3.2, 3.3, and 3.4 and which is willing to abide by the standards in Section 6.1 of these Bylaws.

(b) The Executive Director (EXECUTIVE DIRECTOR) is authorized to explore with potential Organizational Affiliates various ways in which they may associate with ACR and/or ACR may associate with them.

(c) If the EXECUTIVE DIRECTOR determines that an organization meets the qualifications set forth in this Section 7.4(a), the EXECUTIVE DIRECTOR may recommend that the Board of Directors ratify an Organizational Affiliate Agreement, which may include benefits for the membership of any such Organizational Affiliate, structural relations, and financial arrangements between ACR and the Organizational Affiliate.

ARTICLE 8. BOARD OF DIRECTORS

Section 8.1 Composition of the Board. (*Amended 2007*)

A Board of Directors, composed of at least fifteen (15) members inclusive of officers, will govern ACR. Members of ACR will elect twelve (12) of the Board members ("Member-elected Directors"). The Board will elect the remaining three (3) members ("Board-Elected Directors").

Section 8.2 Member-Elected Officers. (*Amended 2007*)

Pursuant to the election procedures in Article 17 of these Bylaws, the members of ACR who are eligible to vote ("Voting Members") shall elect the President-Elect, who shall either be a current member of the Board of Directors or shall have been a Board member within the five (5) years immediately preceding his/her nomination as President-Elect.

Section 8.3 Board-Elected Officers. (*Amended 2007*)

At its meeting next following the end of each Annual Conference, the Board shall elect from among its members the following officers: Vice-President, Secretary and Treasurer.

Section 8.4 Directors as Points of Contact for Chapters and Sections. (*Amended 2007 and 2008*)

The ACR members who are eligible to vote pursuant to Section 17.6 shall also elect one Director to be the point of contact with Chapters ("Chapters Director"). Only ACR members who are eligible to vote pursuant to Section 17.6 and who are also members of at least one Section shall also elect one Director to be the point of contact with Sections ("Sections Director").

Section 8.5 Board-Elected Directors. (*Amended 2007*)

(a) The Board of Directors shall fill any vacancies of the three (3) Board-Elected Directors positions, in order to make certain that the Board has a composition representative of all the values of ACR, including the special qualifications set forth in Section 17.3 of these Bylaws.

(b) In filling these vacancies, the other Board members will be guided by an intention to follow ACR's diversity and equity policy set forth in Section 3.4 of these Bylaws, as well as ensuring full representation of all of ACR's members.

(c) The Board shall select any such additional Directors at its Annual Meeting, upon recommendation by the Governance Committee or any member of the Board. In selecting these Board-Elected Directors, the Board shall stagger their terms in a manner consistent with Section 8.9.

Section 8.6 Voting for the Board. (*Amended 2008*)

All voting for Officers and Directors, pursuant to this Article 8, shall be by closed ballot. Section members voting for Sections Director shall have only one vote even if they are members of more than one Section.

Section 8.7 Qualifications for the Board. (*Amended 2008*)

Only Members at least 18 years of age may serve on the Board of Directors. Only members who are members of at least one Section may serve as Sections Director.

Section 8.8 Code of Conduct.

All Directors shall sign and agree to abide by the ACR "Code of Conduct" for members of the Board of Directors, as set forth in the Policy and Procedure Manual.

Section 8.9 Terms of the Directors. (*Amended 2008*)

The Directors shall serve staggered three-year terms, which commence at the conclusion of the Annual Conference and conclude at the end of the third Annual Conference following their election, except as provided elsewhere in these Bylaws. In addition to one Board-elected Director being elected each year (as provided in Section 8.5), at least four (4) Member-elected Directors (including the Chapters and Sections Directors) shall be elected each year, with the Sections and Chapters Directors being elected in different years. Stated differently, the three-year rotation cycle would be as follows:

- Year 1 (commencing in 2008): Members elect four (4) Directors, including the Sections Director, and the Board elects one (1) Director. Additionally, for this year only, the term of the current Chapters Director shall be extended one (1) year, so that such term will expire in 2009 rather than in 2008.
- Year 2 (commencing in 2009): Members elect four (4) Directors, including the Chapters Director, and the Board elects one (1) Director.
- Year 3 (commencing in 2010): Members elect four (4) Directors, and the Board elects one (1) Director.
- Year 4 (commencing in 2011): The foregoing cycle starts over again.

Section 8.10 Initial Board of Directors.

No more than four of the initial Directors appointed by the merging organizations shall be designated to serve one-year terms; no more than four shall be designated to serve two-year terms; and no more than four shall be designated to serve three year terms, to provide for staggered three-year terms of office, except that the first "year" of office for the initial Board will run from January 1, 2001 until the conclusion of the Annual Conference in August 2002 to provide continuity of leadership during the transition period.

Section 8.11 Limits on Terms of Directors. (*Amended 2007*)

Directors may not serve more than six (6) consecutive years on the Board, except that any person who is elected President-Elect may continue to serve as a Director until the end of that person's term as Immediate Past-President.

Section 8.12 Annual and Special Meetings. (*Amended 2008*)

- (a) The Annual Meeting of the Board of Directors shall be held prior to ACR's Annual Conference.
- (b) In addition to the Annual Meeting, the Board shall hold special meetings at least two other times each year, at such times as the President or any four (4) members of the Board may from time to time determine. Notice of such special meetings shall be in writing mailed or

sent electronically to the address of each Board member as shown upon the records of ACR at least fifteen (15) days prior to the date of such special meeting.”

Section 8.13 Conduct of Meetings of Board of Directors and Committees of the Board and Action without a Meeting. (*Amended 2008*)

- (a) In addition to participating in person at special meetings of the Board of Directors and committees of the Board, including the Executive Committee, one or more members of the Board or such committee may participate in such meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and such participation shall constitute presence in person at such meeting. Any such special meeting of the Board or committee meeting must meet the quorum requirement of Section 8.14 of these Bylaws for the Board to conduct any business on behalf of ACR.
- (b) Action of the Board of Directors or any committee of the Board, including the Executive Committee, may be taken without a meeting if all members of the Board or such committee (as the case may be) consent in writing to the adoption of a resolution authorizing such action. Such resolution and the written consents thereto by the members of the Board or committee (as the case may be) may be in typed, hand-written or electronic format so long as they are either manually or electronically signed by the person providing such consent, and shall be filed with the minutes of the proceedings of the Board or such committee.”

Section 8.14 Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of Board business.

Section 8.15 Decision Making.

All actions by the Board shall be approved by a majority vote of the Board members present at a meeting at which a quorum is present, as set forth in Section 8.14 above, unless the laws of the State of New York for nonprofit organizations require a greater number.

Section 8.16 Powers, Duties and Responsibilities of the Board.

The Board of Directors of ACR shall at all times act as a policy board and shall have all those powers normally conferred upon boards of non-profit corporations by the laws of the State of New York. Without excluding any powers, which are not specifically enumerated herein, the Board shall have the following powers:

- (a) to authorize the making and execution on behalf of ACR of any lawful contract;
- (b) to employ the Executive Director to manage the affairs of ACR and to advise, evaluate and remove said Executive Director, as provided in Article 12 of these Bylaws;
- (c) to adopt the policies necessary to fulfill the Mission and Guiding Principles of ACR, as set forth in Sections 3.2, 3.3, and 3.4 of these Bylaws;
- (d) to propose, review and adopt the long-term strategic directions of ACR;
- (e) to review and adopt the budget, as proposed by the Treasurer and the Executive Director, and to review and approve the annual audit;
- (f) to ensure, to the extent possible, that the necessary human, financial and other resources will be available to pursue the adopted Mission and strategic directions;
- (g) to carry out an effective system of governance in keeping with the Mission and Guiding Principles of ACR;
- (h) to remove a Director or Officer for cause as defined in Section 8.17 of these Bylaws;

- (i) to assist the Executive Director with fund development for ACR by, among other actions, supporting the Board in becoming the prime fund-raising body for ACR; and
- (j) to perform all such lawful acts, which are not by statute, the Articles of Incorporation, or these Bylaws directed or required to be performed by the Executive Director or by the Members.

Section 8.17 Removal of Director or Officer for Cause.

The Board shall have the power to remove a Director or Officer for cause, defined as violating the Board Code of Conduct.

Section 8.18 Resignation of Director.

Any Director of ACR may resign at any time, by giving written notice to the President and the Executive Director of ACR. The resignation of any member of the Board shall take effect at the time, if any, specified in such notice, or, if the President and the Executive Director specify no time, upon receipt of said notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.19 Special Election to Fill a Board Vacancy. (*Amended 2004*)

If a Director is elected, or appointed to an officer position during his/her term, the following will occur: a special election to fill the remainder of the term if it is two years, or an appointment by the Board for the remainder if it is for one year. For example, if Director A serves one year of her three-year term as a Director and then runs for President-elect (and becomes either President-elect or Vice President), there should be an election to fill her two remaining years, rather than an election or an appointment for a full term. If the same thing happens in her second year, the Board will appoint someone to fill the remaining year.

Section 8.20 Expense Reimbursement.

Members of the Board shall be entitled to reimbursement for reasonable expenditures incurred while performing their duties, to the extent provided by the reimbursement policy adopted by the Board; provided, however, that ACR shall not reimburse any expenses which could jeopardize, in any way, its non-profit, tax-exempt status.

ARTICLE 9. OFFICERS AND THEIR TERMS

Section 9.1 Officers of ACR. (*Amended 2007*)

The Officers of ACR shall be: President, President-Elect, Immediate Past-President, Vice-President, Secretary and Treasurer.

Section 9.2 Terms of the President-Elect, the President and the Immediate Past-President. (*Amended 2007*)

The President-Elect shall hold office for one (1) year, after which time she or he shall automatically assume the position of President. The President shall hold office for one (1) year, commencing with the end of the Annual Conference, following his or her assumption of the office of President-Elect. The Immediate Past-President shall hold office for one (1) year, commencing with the end of his or her term as President and ending at the conclusion of the following Annual Conference.

Section 9.3 Term of the Vice-President, Secretary and Treasurer. (*Amended 2007*)

The Vice-President, Secretary and Treasurer shall each hold office for a period of one (1) year, and there shall be no limit on the number of terms a person may serve as one of such Officers, subject to the limitation on number of successive years of service of Directors, as set forth in Section 8.11 of these Bylaws.

Section 9.4 (*Intentionally deleted by 2007 Amendment*)

Section 9.5 Resignation of Officer.

Any Officer of ACR may resign at any time by giving written notice to the President and the Executive Director of ACR. The resignation of any Officer shall take effect at the time, if any, specified in such notice, or, if the President and the Executive Director specify no time, upon receipt of said notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.6 Special Elections to Fill a Vacancy in an Office. (*Amended 2007*)

- (a) The Board shall elect a Member of ACR, whenever a vacancy occurs, regardless of cause, to fill the position of President-Elect or Vice-President to serve for the remaining term of that office.
- (b) A vacancy in the position of the President shall be filled by the assumption of such office by the President-Elect.

Section 9.7 Expense Reimbursement.

Officers of ACR shall be entitled to reimbursement for such expenditures incurred while performing their duties, as shall be approved by a reimbursement policy adopted by the Board; provided, however, that ACR shall not reimburse any expenses which could jeopardize, in any way, its non-profit, tax-exempt status.

ARTICLE 10. DUTIES OF OFFICERS AND DIRECTORS

Section 10.1 The President. The President shall preside at all meetings of the Members and of the Board of Directors; preserve order during deliberations; oversee the Board of Director's duties and responsibilities for making all policy decisions for ACR; chair the Executive Committee; with advice from the Executive Committee, set the agenda for all meetings of the Members and of the Board of Directors; with advice from the Executive Committee, guide the policy development for ACR; appoint the members and chairs of all Committees; serve as an ex officio member of all Committees; along with the Executive Committee, oversee the Executive Director in performing her or his duties and responsibilities; and freely consult with and fully inform the Board of Directors concerning the activities and affairs of ACR.

Section 10.2 The President-Elect.

- (a) The President-Elect shall perform the duties of the President in his or her absence and the President or the Board of Directors may delegate such other duties to the President-Elect as necessary.
- (b) In the event that the office of President becomes vacant for any reason, the President-Elect shall serve as President of ACR for the balance of that President's term of office, as well as the term, which he or she would normally have served.
- (c) The President-Elect shall participate in the governance of ACR in a manner best calculated to serve as preparation for his or her term as President. The President-Elect shall serve as an ex officio

member of all Committees; participate in all meetings of the Board of Directors and the Executive Committee; carry out special assignments at the direction of the President; and develop appropriate plans to facilitate the prompt and effective implementation of the Presidency when his or her term begins, so as to ensure leadership continuity for ACR.

Section 10.3 The Vice-President and the Immediate Past-President.

(a) The Vice-President (or in his or her absence the Immediate Past-President) shall perform the duties of the President in the absence of both the President and the President-Elect and such other duties as may be delegated by the President or the Board of Directors.

(b) In the event that both the offices of President and President-Elect shall become vacant for any reason, the Vice-President (or in her or his absence the Immediate Past-President) shall serve as President of ACR until the next election held pursuant to the provisions of Article 17 of these Bylaws.

(c) The Immediate Past-President shall assist the President in performing her or his duties in a manner that will ensure leadership continuity for ACR.

Section 10.4 The Secretary. (*Amended 2004*)

The Secretary shall oversee the proper recording of meetings of members of the Association and of its Board of Directors and assuring that corporate records are maintained. In addition, the Secretary will:

- Attend all Board meetings;
- Serve on the Executive Committee;
- Maintain all Board records and ensure their accuracy and safety;
- Review Board minutes; and
- Assume responsibilities of the President in the absence of the President, President-elect, Immediate Past President, and Vice-President.

Section 10.5 The Treasurer. (*Amended 2002 and 2007*)

(a) The Treasurer shall be responsible for overseeing and supporting the Executive Director in preparing the annual budget for ACR and in managing the finances of ACR, as well as working with ACR's accountants to prepare the annual audit and financial reports to the Board of Directors.

(b) He or she shall also be responsible, along with the Executive Director and the Financial Manager, for knowing and anticipating the financial condition of ACR, for identifying the sources of any fiscal problems; for estimating the fiscal impact of possible changes in program, structure, dues or operations; and for keeping the President and Board of Directors informed concerning ACR's financial status and outlook.

(c) The Treasurer shall chair the Finance Committee.

Section 10.6 (*Deleted by 2007 amendment*)

Section 10.7 Chapters Director.

The Director who is elected by the Members, in accordance with Section 8.4, shall be the designated point of contact between the Board of Directors and the members and leaders of ACR's Chapters. This Chapter Director shall act as liaison between ACR and local ACR Chapters and perform such other duties as are set forth in the Policy and Procedure Manual, or as directed by the President and the Board.

Section 10.8 Sections Director. (*Amended 2008*)

The Director who is elected by the Section Members, in accordance with Section 8.4, shall be the designated point of contact between the Board and the members and leaders of ACR's Sections. This Section Director shall act as liaison between ACR and its Sections and perform such other duties as are set forth in the Policy and Procedure Manual, or as directed by the President and the Board.

Section 10.9 Directors Contribution to the Board.

(a) All of ACR's Directors recognize and understand the importance of their dedicated efforts to the ultimate success of ACR. Directors shall commit sufficient time and effort to manage the policy oversight of ACR.

(b) In addition, Directors shall actively engage in fund-raising on behalf of ACR, including, but not be limited to, making personal contributions, soliciting contributions from Members of ACR, participating in strategic planning which determines funding needs, and reviewing and approving fund-raising development plans.

ARTICLE 11. EXECUTIVE COMMITTEE

Section 11.1 Composition of the Executive Committee.

The Executive Committee shall be composed of: the President; the President-Elect; the Immediate Past-President; the Vice-President; the Treasurer; the Secretary; and the Executive Director. The Executive Director shall serve ex officio, with voice but without vote.

Section 11.2 Duties of the Executive Committee.

(a) The Executive Committee shall act on matters of importance to ACR that are policy matters typically requiring action by the Board of Directors, expressly including the power to make binding corporate resolutions, whenever such matters arise between regular meetings of the Board of Directors and require immediate action on behalf of ACR.

(b) The Executive Committee shall also assist the President in establishing the terms of employment for the Executive Director and in overseeing the activities of the Executive Director.

(c) It shall also advise the President regarding the development of policy matters for consideration by the Board of Directors.

(d) The Executive Committee shall assist the President and the Executive Director in preparing an agenda for each meeting of the Board of Directors and shall assist the Treasurer and the Executive Director in preparing the annual budget to be presented for approval to the Board of Directors.

Section 11.3 Procedures of the Executive Committee. (*Amended 2008*)

(a) The Chair of the Executive Committee shall be the President. In the absence of the President, the President-Elect shall serve as Chair.

(b) The Executive Committee shall meet at the call of the Chair, any two members, or upon the Executive Director's request.

(c) The Executive committee shall meet routinely by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and such participation shall constitute presence in person at such meeting. The members of the Executive Committee shall also remain in regular contact by email, and all members of the Executive Committee are expected to monitor and respond to Executive Committee matters promptly.

Section 11.4 Quorum.

A majority of the members of the Executive Committee shall constitute a quorum of that Committee.

Section 11.5 Decision Making.

All actions by the Executive Committee shall be approved by a vote of the majority of the Executive committee members present, at a meeting at which a quorum is present.

Section 11.6 Expense Reimbursement.

Members of the Executive Committee shall be entitled to reimbursement for such expenditures incurred while performing their duties, as shall be approved by a reimbursement policy adopted by the Board; provided, however, that ACR shall not reimburse any expenses which could jeopardize, in any way, its non-profit, tax-exempt status.

ARTICLE 12. EXECUTIVE DIRECTOR (*Amended 2007*)

Section 12.1 Appointment of the Executive Director.

Whenever there is a vacancy in the office of Executive Director, the President shall appoint a Search Committee, in consultation with the Executive Committee, to conduct a search for a replacement. At the conclusion of this process, the Search Committee shall make a recommendation to the President and the Executive Committee. The President, with the advice and consent of the Executive Committee and subject to final approval by the Board of Directors, shall appoint the Executive Director. The Executive Director shall serve at the pleasure of the Board of Directors.

Section 12.2 Code of Conduct.

The Executive Director shall sign and agree to abide by the ACR "Code of Conduct" for members of the Board of Directors, as well as the applicable standards of ethics, professional responsibility, and practice, which shall be amended from time to time.

Section 12.3 Duties and Responsibilities of the Executive Director.

The Executive Director shall be responsible for all of the overall, day-to-day managerial affairs of ACR, subject to the policies set by the Board of Directors. The Executive Director shall have charge of all books, papers, records and other documents of ACR; shall receive and have charge of all revenue; and shall be bonded in an amount determined by the Board of Directors. She or he shall see that all policy decisions and resolutions of the Board of Directors are fully and completely implemented and shall serve as an ex officio member of the Board of Directors, as well as all other Committees. The Executive Director shall keep the Board of Directors informed on all matters of importance to ACR, including financial and legal matters. In addition, the Executive Director shall perform such other duties as may be assigned her or him from time to time by the President, the Executive Committee, or the Board of Directors.

Section 12.4 Powers of the Executive Director.

The Executive Director may sign and execute all authorized contracts checks, bonds, or other obligations of ACR and shall have the general powers and duties of supervision and management usually vested in the Executive Director of a non-profit corporation. Any obligation on behalf of ACR shall be made in accordance with the policies and procedures determined by the Board of

Directors. The approval and payment of any expenditure shall be based upon the budget as approved by the Board of Directors.

Section 12.5 Additional Staff.

The Executive Director is authorized to carry out the activities and endeavors of ACR through obtaining the services of paid, as well as volunteer staff. She or he is authorized to hire employees and/or independent contractors and pay them reasonable compensation and benefits for services actually rendered, within the parameters of the budget as approved by the Board of Directors.

Section 12.6 Compensation, Benefits and Contract.

The compensation and benefits of the Executive Director shall be set forth in a written contract negotiated by the President and approved by the Executive Committee.

Section 12.7 Policy and Procedure Manual and Personnel Manual.

The Executive Director shall be responsible for overseeing the implementation of all policies and procedures contained in the Policy and Procedure and Personnel Manuals, and for reviewing these manuals and recommending changes as needed, from time to time.

ARTICLE 13. LEADERSHIP COUNCIL

Section 13.1 Composition of the Leadership Council.

(a) The chairs of all Committees and special Task Forces of ACR, the chairs of all the Active ACR Sections and Chapters, as defined in the provisions of the Policy and Procedure Manual relating to Sections and Chapters, youth representatives, as well as two representatives from the Elders Council, will be members of the Leadership Council.

(b) Any member of the Leadership Council may designate an alternate delegate to attend any meeting of the Council, based upon the requirements set forth in the Policy and Procedure Manual for designating an alternate delegate.

(c) In the case of co-chairs, only one may be a member of the Leadership Council and attend its meetings through reimbursement provided by ACR.

(d) If a Chapter wishes to send an additional delegate to a meeting of the Leadership Council, the Chapter must bear any expenses associated with his or her attendance, and only with the approval of the Executive Director. Such additional delegate may not participate in the decisions of the Council.

(e) Likewise, if any Committee, Task Force, or Section wishes to send an additional delegate to a meeting of the Leadership Council, that Committee, Task Force, or Section must bear any expenses associated with his or her attendance, in accordance with the budget approved by the Board of Directors, and then only upon the approval of the Executive Director. Such additional delegate may not participate in the decisions of the Council.

Section 13.2 Meetings of the Leadership Council.

(a) The Leadership Council shall meet at least once a year at the Annual Conference. At the discretion of the Board of Directors, it may also meet on other occasions.

(b) The Leadership Council shall have a private area of the ACR website set aside to conduct its business.

(c) The Immediate Past-President shall preside over meetings of the Leadership Council.

Section 13.3 Function and Responsibilities of the Leadership Council.

The primary function of the Leadership Council shall be to provide advice to the Board of Directors

on matters relating to ACR's organizational policy as the Board may request assistance and input, from time to time. In addition to this function, the Council will:

- (a) Keep the members of the Committees, Task Forces, Chapters, Sections, and Organizational Affiliates of ACR informed of the activities of ACR and promote those activities among those members;
- (b) Provide opportunities for leadership development and training within ACR;
- (c) Support the Board in making certain that ACR's Mission, Guiding Principles, and Diversity and Equity Policy are followed within each Committee, Task Force, Chapter, Section and Organizational Affiliate;
- (d) At the request of the Board of Directors, review the long-term strategic directions of ACR, review the work of any Strategic Planning Task Force appointed by the President, and provide advice to the Board on such strategic directions;
- (e) Support the Board in carrying out an effective system of governance, within the Committees, Task Forces, Chapters, Sections, and Organizational Affiliates, in keeping with ACR's Mission, Guiding Principles, and Diversity and Equity Policy;
- (f) Assist the Board and the Executive Director in promoting the development of ACR and the expansion and development of the dispute resolution and collaborative decision-making field; and
- (g) Assist the Board and the Executive Director with fund development for ACR.

Section 13.4 Removal of a Member of the Leadership Council for Cause.

- (a) The Leadership Council shall have the power to remove a member of the Council for cause, defined as failing to participate as a Council member in his or her assignments or other responsibilities, without providing a reasonable excuse approved by the Council for such failure of participation.
- (b) In the event of the removal of any individual from the Council, the Council shall provide a report of the basis of its action to the organization represented by such individual, with a copy to the Board.
- (c) The Committee, Task Force, Chapter, Section, Organizational Affiliate, or the President of ACR, as appropriate, shall appoint a replacement representative to the Council.
- (d) Any such removal may be appealed pursuant to the procedures set forth in the Policy and Procedure Manual.

Section 13.5 Officers for the Leadership Council.

The Leadership Council may elect such officers as may be necessary to conduct its business as delegated by the Board.

Section 13.6 Expense Reimbursement.

Members of the Leadership Council shall be entitled to reimbursement for such expenditures incurred while performing their duties, as shall be approved by a reimbursement policy adopted by the Board; provided, however, that ACR shall not reimburse any expenses which could jeopardize, in any way, its non-profit, tax-exempt status.

ARTICLE 14. ELDERS COUNCIL

Section 14.1 Composition of the Elders Council.

After serving their terms, Board members may join the Elders Council, which will provide advice,

input, and historical perspective to support the Board. Additionally, all former Board members of the three merging organizations may join the Elders Council.

Section 14.2 Function and Responsibilities of the Elders Council.

The primary function of the Elders Council shall be to provide support and advice to the Board of Directors on matters relating to ACR's organizational policy as the Board may request assistance and input, from time to time.

Section 14.3 Meetings of the Elders Council.

The Elders Council may meet at least once each year at the Annual Conference, in a room provided by ACR. ACR shall provide no reimbursement for attendance at this meeting.

ARTICLE 15 - NO PERSONAL LIABILITY OF OFFICERS OR DIRECTORS; INSURANCE (*Amended 2007*)

Section 15.1 The Directors and Officers of ACR shall not be personally liable for any debt, liability, or obligation of ACR. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against ACR may look only to the funds and property of ACR for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from ACR.

Section 15.2 No Director of ACR shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under Section 717 of the Not-for-Profit Corporation Laws of the State of New York (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

Section 15.3.

(a) (i) Each Indemnitee (as defined below) shall be indemnified and held harmless by ACR for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by New York law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by ACR in advance of the final disposition of the Proceeding to the fullest extent provided by New York law; provided that, if New York law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to

ACR of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.

(iii) Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators.

(iv) For purposes of this Article, (A) "Indemnitee" shall mean each Director or Officer of ACR who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or Officer of ACR or is or was serving at the request or for the benefit of ACR as a director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of ACR), whether civil, criminal, administrative or investigative.

(b) ACR may, by action of the Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of ACR has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, ACR shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(c) The rights to indemnification and to the advancement of expenses provided in this Article 15 shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of ACR's Articles of Incorporation or By-Laws, agreement, vote of Directors, or otherwise.

(d) ACR may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by New York law against any expense, liability or loss, whether or not ACR would have the power to indemnify such person under New York or other law. ACR may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise. Without in any way limiting the foregoing, unless the requirement has been waived by the Board of Directors for good cause, ACR shall purchase and maintain Directors and Officers Liability Insurance to cover the Directors and Officers of ACR.

Section 15.4. The provisions of this Article relating to the limitation of Directors' and Officers' liability, to indemnification and to the advancement of expenses shall constitute a contract between ACR and each of its Directors and Officers which may be modified as to any Director or Officer only with that person's consent or as specifically provided in this Section. Notwithstanding any other provision of these By-laws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or Officer shall apply to such Director or Officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director or Officer of ACR, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these By-Laws, no repeal or amendment of these By-Laws shall affect any or all of this Article so as either to reduce the limitation of Directors' or Officers' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of Directors of ACR then serving, provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 15.5. References in this Article to New York law or to any provision thereof shall be to such law as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or Officers, or limits the indemnification rights or the rights to advancement of expenses which ACR may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits ACR, without the requirement of any further action by Directors, to limit further the liability of Directors (or limit the liability of Officers) or to provide broader indemnification rights or rights to the advancement of expenses than ACR was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE 16. CONFLICT OF INTEREST

Section 16.1 Conflict of Interest.

(a) Directors must endeavor to be conscious of the potential for interests in conflict with those of ACR and in the event that a Director has such a conflict such Director must act with candor and care.

(b) To the extent known to the Director, he or she shall disclose any actual or potential conflict of interest to the Board and when appropriate remove her or himself from Board discussions and decisions regarding this matter.

(c) If a Director becomes aware of any actual or potential conflict of interest after the Board has entered into discussion of, or made a decision regarding, any matter, then she or he shall immediately apprise the Board of the actual or potential conflict of interest.

(d) Following a disclosure of any actual or potential conflict of interest, the Board shall review the matter, in the absence of such Director, and, if necessary, revisit any decisions previously made.

ARTICLE 17. ELECTION PROCEDURES

Section 17.1 Governance Committee. (*Amended 2004 and 2007*)

(a) Within thirty (30) days following the last day of the Annual Conference, the President, after consultation with the Executive Committee, shall appoint the Nominating Committee, which shall consist of five (5) ACR Members, of whom two (2) shall be members of the Board of Directors (or three (3) if the Nominating Committee's Chair is the Immediate Past-President). A Past President (not necessarily the Immediate Past-President) shall chair the Nominating Committee.

Appointments to the Nominating Committee must reflect ACR's commitment to diversity, as described in Sections 3.4 and 8.5(b) of these Bylaws.

(b) At least five (5) months prior to the date of the next Annual Conference, the Nominating Committee shall publish to the Members on ACR's website an invitation to submit recommendations for candidates for all open positions for President-Elect and Member-elected Directors, including those Directors who will serve as Chapters Director or Sections Director.

(c) In each election, the number of vacancies on the Board shall be determined by adding the number of (1) the Member-elected Directors whose terms are complete, (2) any Member-elected Directors who have resigned from the Board or are otherwise unable or unwilling to fulfill their term as a Director, and (3) any Member-elected Director who has been elected to become President-

Elect, for whom the election of a replacement Director is required in order to maintain twelve (12) Member-elected Directors on the Board.

(d) At least three (3) months prior to the date of the next Annual Conference, the Nominating Committee shall nominate at least two (2) Members for each vacancy for the position of Member-Elected Director, and shall nominate at least two (2) Members for the position of President-Elect.

Section 17.2 Nomination by Petition.

(a) Within one week of the date set forth in Section 17.1(c), the ACR staff shall email, fax, or mail this List of Nominees to all Members in good standing for whom ACR has a current and valid email or mailing address and shall post the List of Nominees on the ACR website, along with a Notice of the Election and the vacancies to be filled.

(b) Within thirty (30) days after the email or postmark date of this notification of such List of Nominees and Notice of the Election, any one hundred (100) or more Members may nominate any Member who meets the qualifications set forth in Section 17.3 of these Bylaws for any vacancy on the Board of Directors or for the office of President-Elect.

(c) Nominating petitions shall be filed with the Executive Director, and the email return or postmark date shall determine compliance with the filing time limit of thirty days.

Section 17.3 Qualifications for Directors and President-Elect. *(Amended 2004 and 2008)*

(a) Only Members of ACR in good standing, who are at least eighteen (18) years of age, may be nominated for the Board of Directors. In addition, candidates for President-Elect shall meet the qualifications set forth in Section 8.2 of these Bylaws, and candidates for Sections Director shall meet the qualifications set forth in Section 8.7 of these Bylaws.

(b) The Nominating Committee and Members by petition as provided in Section 17.2 shall nominate candidates who possess the skills, expertise, resources, and wisdom most needed by the Board of Directors at any particular time to execute its duties of overseeing the implementation of the Mission and guiding the policies of ACR.

(c) The Nominating Committee shall seek to nominate candidates who reflect and bring balance to the full range of practice methodology, process skills and approaches, professional interests, and geographic distribution within ACR's membership, as well as ACR's commitment to diversity and equity.

(d) Former ACR staff members must wait five years from the date of their departure from the staff before they are eligible to run for the ACR Board of Directors.

Section 17.4 Election Ballots and Results. *(Amended 2004, 2005 and 2008)*

(a) No later than forty five (45) days before the first day of the Annual Conference, the ACR staff shall prepare ballots and:

(i) Email them to all Members for whom ACR has a current and valid email address; and

(ii) By regular mail, send members for whom ACR does not have a current and valid email address, but has a valid mailing address, postcards with instructions for accessing the electronic ballots. The postcard shall also reference Section 17.4 (b) below.

(b) Any Member may request that the Election Ballot be sent to him or her by regular mail or fax.

(c) The ballots shall list the names of all qualified persons nominated for membership on the Board of Directors and for President-Elect by the Nominating Committee and by petition of ACR Members.

(d) The ballot shall notify the Members of the date by which ballots must be returned to the ACR offices. Said date shall be no later than fifteen (15) days prior to the first day of the next Annual Conference.

- (e) The Executive Director will deliver a report to the Board (through the Nominating Committee) documenting the voting and ballot-tabulation process, and the safeguards used to protect the integrity of the online and paper voting in the Board of Directors election.
- (f) The candidate with the most votes for President-Elect shall be elected to that office. The candidate with the most votes for Sections Director shall be elected to that office. The candidate with the most votes for Chapters Director shall be elected to that office.
- (g) The President shall report the results to the Members at the Annual Meeting of Members, held in conjunction with the Annual Conference.

Section 17.5 Nomination of Board-Elected Directors. (*Amended 2007*)

After the results of the election of Member-Elected Directors are known, the Nominating Committee shall provide the current Board of Directors (i.e., not the newly-elected one), at its Annual Meeting, a list of nominees or petition candidates for the Board-Elected Directors, for action in accordance with the provisions of Section 8.5 of these Bylaws.

Section 17.6 Members Eligible to Vote. (*Amended 2005 and 2008*)

As of the date on which ballots are sent to the Members, all Members (including Section members) in Good Standing in the following categories of ACR shall be entitled to vote in an election: Member; Practitioner/Educator/Researcher; Advanced Practitioner/Advanced Educator; Student; Retiree; and any members of an Organizational Affiliate allowed to vote pursuant to the terms of an Organizational Affiliate Agreement. The categories of Associate and Youth are non-voting categories.

ARTICLE 18. COMMITTEES

Section 18.1 Board Committees. (*Amended 2002, 2004 and 2007*)

The Board shall have the following Committees:

- a) The EXECUTIVE COMMITTEE shall have the duties and responsibilities as set forth in Article 11 of these Bylaws. The President shall chair this Committee.
- b) The PERSONNEL COMMITTEE shall be responsible for working with the Executive Director to oversee the implementation of Board policies regarding personnel, as well as to assist in evaluating the performance of the Executive Director.
- c) The DEVELOPMENT COMMITTEE shall be responsible for working with the Executive Director and the Treasurer to oversee the implementation of ACR's external and internal fundraising.
- d) The GOVERNANCE COMMITTEE shall be responsible for recommending to the Board best practices for ACR to use in its governance and how those practices should be documented and implemented in these Bylaws, the Policy and Procedure Manual, and elsewhere. The Governance committee shall also be responsible for overseeing the conduct of elections of Directors and the President-Elect pursuant to Sections 17.4 and 17.6 of these Bylaws, as well as such other duties as the Board of Directors or the Executive Committee may assign to it from time to time. Each new Governance Committee shall include at least one member carried over from the prior year's Governance Committee, preferably a past president.
- e) The NOMINATING COMMITTEE shall be responsible for working with the Executive Director to oversee nominations for Directors and President-Elect as more fully described in Sections 17.1, 17.2, 17.3 and 17.5 of these Bylaws.

Section 18.2 Composition of Board Committees.

Excluding the Executive Committee, non-Board members may sit on the Board Committees, described in Section 18.1, but there must always be a majority of Board members on each of these Committees.

Section 18.3 Organizational Committees.

In addition to the Board Committees, ACR shall have the Organizational Committees set forth in the Policy and Procedure Manual. The President shall also have the power to appoint such other ad hoc committees or Task Forces, as are necessary for the proper functioning of ACR.

Section 18.4 Committee Chairs and Membership.

The President shall appoint the Chairs and members of all ACR Committees, except for section and chapter chairs, with the advice and consent of the Executive Committee.

Section 18.5 Removal of a Committee Chair.

The Executive Committee shall remove the chair of any Committee for cause, defined as failing to fulfill his or her assignments or other responsibilities in a timely manner, without providing a responsible excuse. In the event of any such removal, the President shall appoint a new chair in accordance with Section 18.4.

Section 18.6 Committee Reports.

All Committee reports to the Board of Directors shall be presented in written form and, to the extent possible, shall be sent to ACR staff on or before the deadline established to allow distribution in advance of the Board meeting, as part of the Board Book prepared by staff.

Section 18.7 Organizational Liaison.

The President may, as required to fulfill the Mission of ACR, appoint Members to act as liaison between ACR and its Organizational Affiliates, as well as other associations, task forces, agencies and organizations.

ARTICLE 19. CHAPTERS AND SECTIONS

Section 19.1 Local Chapters and Sections.

ACR shall have local ACR Chapters, created on a geographic basis to fulfill the local needs of the members for education, networking, and professional development. ACR shall also have Sections, which are created around subject-specific areas, as set forth in the Policy and Procedure Manual. The Chapters and Sections shall be a primary method by which ACR serves the educational needs of its members.

ARTICLE 20. CONFERENCES, PROGRAMS, AND MEETINGS OF MEMBERS

Section 20.1 Conferences.

There shall be an Annual Conference and such other Conferences, Programs, and Meetings of ACR at such times and places as the Board of Directors shall designate.

Section 20.2 Annual Meeting.

The Annual Business Meeting of the Members of ACR shall be held during the Annual Conference at such time and place, as the Board of Directors shall designate.

Section 20.3 Attendance at Annual Meeting.

Notice of the time, date, and place of the Annual Business Meeting of the Members shall be provided by postpaid or email or fax, unless otherwise provided by the Board of Directors or required by the relevant statutes of the State of New York, to each Member and Organizational Affiliate to the address which appears on ACR's membership and affiliation lists, not less than thirty (30) days prior to the date of such meeting. Notice may be provided in the program or other notice of the Annual Conference. All Members, as well as Individual Associates, and representatives of Organizational Associates, may attend the Annual Business Meeting, subject to the provisions set forth in the Policy and Procedure Manual. In addition, Associates do not have the power to vote. Representatives of Organizational Affiliates may also attend the annual Business Meeting and may have the power to participate and vote, depending upon the particular Organizational Affiliate Agreement between ACR and their organization.

Section 20.4 Special Meeting of the Members.

A Special Meeting of the Members shall be held at such time and place, within or without the State of New York, as may be designated in the notice thereof. The President or any other officer shall call any such Special Meeting, whenever directed by the Board of Directors, or upon the written request of twenty-five (25%) percent of the Members of ACR. Notice of the time, date, and place of such Special Meeting shall be provided by regular mail, posting on ACR's website, email, or fax -- unless otherwise provided by the Board of Directors and authorized by appropriate statutes -- to each Member and Organizational Affiliate in good standing to the address which appears on ACR's membership and affiliation lists, not less than thirty (30) days prior to the date of such meeting. All Members, as well as Individual Associates, representatives of Organizational Associates, and representatives of Organizational Affiliates, may attend such Special Meetings, subject to the procedures set forth in the Policy and Procedure Manual and, in the case of Organizational Affiliates, subject to the terms of the Organizational Affiliate Agreement between ACR and their organization.

Section 20.5 Quorum.

At all meetings of the Members convened pursuant to this Article 20 and for all regular mail, online, email, and/or fax ballots, a quorum shall constitute ten (10%) percent of the voting Members or 100 voting Members, whichever is lesser.

Section 20.6 Voting Rights.

Except for Individual Associates and Organizational Associates, each Member and any representative(s) of an Organizational Affiliate entitled to vote under the terms of an Organizational Affiliate Agreement between ACR and that organization present at a meeting of Members shall be entitled to one (1) vote on all matters properly raised at such meeting. Representatives of an Organizational Associate who are not entitled to vote, and Individual Associates shall have the opportunity to speak, subject to such restrictions, as the presiding officer shall impose.

Section 20.7 Officer Presiding.

The President, or in his or her absence, the President-Elect shall preside at any meeting of the Members. In the absence of the President and the President-Elect, the Vice-President, or in the

absence of the Vice-President, the Immediate Past-President, or in her or his absence, the Treasurer shall preside at any such meeting of the Members. In the absence of all Officers of ACR, a Director of ACR, chosen in order of seniority of service, shall preside at any such meeting of Members.

Section 20.8 Secretary of the Meeting.

The Secretary of ACR shall serve as secretary at all meetings of Members, assisted by the Executive Director or his or her staff designee. If both the Secretary and the Executive Director are absent, the President shall appoint a member of the Board to act as Secretary Pro Tem.

Section 20.9 Attendance and Voting Roster.

The Secretary of the meeting, assisted by the Director of Membership or his or her staff designee, shall prepare a complete list of the Members in good standing entitled to vote at each meeting, arranged in alphabetical order. This roster shall be open for examination by any Member or representative of any Organizational Affiliate at any meeting called and held pursuant to this Article 20.

ARTICLE 21. FISCAL YEAR

Section 21.1 The Fiscal Year.

The fiscal year of the corporation shall commence on the 1st day of January in each year and end on the 31st day of December.

ARTICLE 22. STANDARDS OF PRACTICE AND PRINCIPLES OF ETHICS

Section 22.1 Promulgation and Publication.

ACR will promulgate and publish its applicable standards of ethics, professional responsibility, and practice, which shall be amended from time to time and which shall govern all matters relating to membership in the ACR and the conduct of all ACR members.

Section 22.2 Professional Review.

ACR's Professional Review is a collaborative process between Sections and the organization for monitoring compliance with ACR Standards of Practice and Principles of Ethics. The review may include an examination of professional qualifications or conduct by members of ACR.

ARTICLE 23. AMENDMENTS

Section 23.1 Amending the Articles of Incorporation and Bylaws.

The Board of Directors may amend ACR's Articles of Incorporation and these Bylaws to include or omit any provision that could lawfully be included or omitted at the time such amendment is adopted. Such amendments or revisions may be voted upon at a single meeting of the Board of Directors, and be adopted at such meeting, a quorum being present, by a seventy-five (75%) percent majority vote of the Board members present, or such amendments and revisions may be adopted in a written document approved and signed unanimously by the Directors of this corporation, without the necessity of a formal meeting of the Board of Directors.

ARTICLE 24. DISSOLUTION

Section 24.1 Disposition of Assets.

Upon dissolution of ACR, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of ACR, distribute all assets of ACR exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law) and shall have a mission consistent with the Mission of ACR, as the Board of Directors may determine.

I hereby acknowledge that the above Bylaws, consisting of Twenty-four (24) articles and twenty (20) pages, were approved by the Board of Directors and formally presented and adopted by ACR's Members by a regular mail, fax, and/or email ballot, pursuant to Article 20 of the then current Bylaws.

DATE: _____

BY: _____

PRISCILLA PRUTZMAN
SECRETARY OF THE BOARD OF
DIRECTORS OF ACR