BYLAWS OF THE GEORGIA CHAPTER OF THE ASSOCIATION OF FAMILY AND CONCILIATION COURTS

I. Name

The name of the corporation shall be the Georgia Chapter of AFCC (hereinafter referred to as the "Chapter"). The parent organization, Association of Family and Conciliation Courts, will hereinafter be referred to as "AFCC".

II. Mission

The Chapter shall carry out the mission of AFCC at the local level. The Chapter's Mission shall be consistent with that of AFCC and as expressed in these Bylaws.

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.

Internal Revenue Code. Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these by-laws or by the officers or directors of this corporation which would not be permitted to be taken by an organization described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or which would result in the imposition of federal tax under Sections 4941 through 4945, inclusive, of the Internal Revenue Code of 1986, as amended.

The corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes, and limited to the exclusive purposes permitted for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of applicable successor revenue acts. All funds received by the corporation shall be dedicated and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance of gifts and the disbursement of funds by the corporation in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the corporation.

Self-Dealing. Notwithstanding any other provision of this Article to the contrary, no person shall be entitled to indemnification hereunder if such indemnification or the payment by the corporation of any monies in connection therewith constitutes, or would constitute, an act of "self-dealing" within the meaning of Section 4941 of the Internal Revenue Code of 1986 or any successor provision thereto. The corporation shall have the right to rely on a written opinion of independent legal counsel with respect to any determination of "self-dealing" hereunder which shall be binding and conclusive unless a contrary determination shall be made in any administrative or court proceeding and the

time for appeal by either party to such proceeding shall have expired. If the corporation shall have made any payment under this Article prior to a determination that such payment constitutes an act of "self-dealing," the person to whom or for whose benefit such payment was made shall repay the amount thereof to the corporation on demand if it should subsequently be determined that such payment constituted an act of "self-dealing." Nothing herein shall be construed as placing upon the corporation any obligation to contest by court or administrative proceedings, or otherwise, any assertion that any indemnification or payment pursuant to this Article constitutes an act of self-dealing.

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 orientation, 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 meeting and to vote at membership meetings and are eligible to serve on committees or interest groups 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) Student

Student 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, 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.

(c) Other Categories of Membership

Other categories of membership with accompanying benefits, such as 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 Co-Presidents or President or by resolution of the Board of Directors.

(c) Special Meetings

Special meetings of the members may be called by the President or Co-Presidents or by resolution of the Board of Directors. Special meetings of the members may also be called upon the written request of no less than one-fourth of the members in good standing. Upon receipt of such a request, the Co-Presidents or 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.

(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 Co-Presidents or 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 thirteen (13) and no more than twenty-one (21) Directors including its officers. The Board of Directors may, by a two-thirds majority vote, increase or decrease the number of Directors.

(C) 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 of the members of the Chapter. At said meeting, hereinafter referred to as the "Annual Meeting of the Board of Directors," officers for upcoming terms shall be elected. Other meetings shall be called by the President or Co-Presidents 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. In exceptional circumstances as determined by the Board of Directors, the Annual Meeting and any other meetings of the membership may be conducted virtually so long as sufficient notice is provided to the membership. Meetings of the Board of Directors are open only to Directors and invited guests.

(D) Notice

Notice of the time and place of meetings of the Board of Directors shall be given to all Directors by the President with no less than a forty-eight (48) hour advance notice.

(E) Quorum

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

(F) Expenses / Reimbursements

Those expenses of Directors and Officers or of committee members that may be incurred to attend meetings may be a proper expense of the Chapter to the extent that the Board of Directors shall by resolution determine from time to time. Expenses incurred by members of the Coordinating Committee associated with formation of the Chapter, as well as expenses incurred by members in coordinating the Inaugural Event or subsequent events, may be reimbursed from Chapter funds. Expenses incurred by individuals presenting at

chapter events, including but not limited to the Inaugural Event (e.g., travel, hotel, etc.) may be reimbursed by Chapter funds.

(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 Co-Presidents, 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 these Bylaws.

(I) Election of the Board of Directors

(1) The Coordinating Committee that was formed to obtain provisional status, shall serve until the first annual meeting of the Chapter after the grant of provisional status with the Co-Chairs of the Coordinating Committee serving as Co-Presidents who shall appoint additional Officers and Committee Chairs. The terms of the Coordinating Committee shall conclude at the Inaugural Membership Meeting of the Chapter. At the first annual meeting, the Co-Chairs of the Coordinating Committee shall put forth a slate of persons for consideration for election to the initial Board of Directors and Officers that shall be voted on by the majority of the members present.

(2) Directors shall be elected by a majority of the members of the Chapter at the annual meeting of such members, from persons nominated by the Nominating Committee or nominated by Chapter members from the floor.

(3) The initial Board of Directors elected at the Inaugural Membership Meeting of the Chapter shall be assigned by the Board to one of the three classes. The Board shall assign Directors among the classes as nearly equally as possible. Class I Directors shall serve until the first annual meeting following their election, Class II Directors shall serve until the second annual meeting following their election, and Class III Directors shall serve until the third annual meeting following their election. Thereafter, each Director elected to succeed a Director whose term has expired shall serve a term of three (3) years and until a successor is elected and qualified.

The initial term of Class I and Class II Directors shall not count towards the limit of no more than two (2) consecutive terms in section IV(I)(5) below.

(4) For all years following the election of the initial Board of Directors and Officers at the Inaugural Membership Meeting of the Chapter, 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. The term of office for Directors and Officers shall commence on the first day of following the Annual Meeting.

(5) Directors shall be elected for three (3) year terms and shall not hold office for more than two (2) consecutive three-year terms. Nevertheless, 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 Co-Presidents or President 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. A Director elected or appointed to fill a vacancy shall serve only the remainder of the term of the class to which the vacant seat was assigned.

(J) Executive Committee

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

(K) Meetings

(1) Meetings of the Executive Committee may be called by the Co-Presidents or 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) Except in emergencies as determined by the Co-Presidents or President, no less than a forty-eight (48) hour advance notice of the time, place and means of meetings

of the Executive Committee shall be made to all members of the Executive Committee.

(L) Quorum

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

V. Officers

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

(1) Co-Presidents or President[1]
(2) Co-Presidents or President Elect;
(3) Vice President;
(4) Secretary;
(5) Treasurer; and
(6) Immediate Past President (hereinafter referred to as the "Past President")

(B) Election of Officers

(1) Until the convening of the first annual meeting following the grant of provisional chapter status, the Co-Chairs of the Coordinating Committee shall serve as Co-Presidents who shall appoint additional Officers and Committee Chairs to serve until the first annual meeting.

(2) 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 Co-Presidents or President shall cast an additional vote(s).

(3) With the exception of the slate of Officers, 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.

[1] The initial Board of Directors will include Co-Presidents. At the expiration of the term of each President or Co-Presidents, the Board of Directors shall determine if the needs of the Chapter dictate a singular President for the upcoming term of office or whether the Chapter will be better served by electing Co-Presidents.

(C) Terms of Office

(1) The terms of Co-Presidents or President and Co-Presidents or President(s)-Elect shall be two (2) years beginning immediately following the election conducted at the Annual Meeting of the Board of Directors.

(2)The length of the terms of the Vice President, Secretary, and Treasurer shall be one year (1) or until a successor is duly elected and assumes office. The term of the new Officers shall begin immediately following the election at the Annual Meeting of the Board of Directors. No person may serve as Vice President, Secretary or Treasurer for more than four (4) consecutive terms in a specific office.

(D) 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.

(E) Duties of Officers

(1) Co-Presidents or President

The Co-Presidents or President is the chief elected 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 Co-President or President shall prepare an agenda for all meetings. The duties of the Co-Presidents or 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 Co-Presidents or President shall not hold office for more than two consecutive terms. The President shall keep the President Elect advised of all activities to facilitate an informed continuity of administration.

(2)President Elect

The President Elect, or if applicable the Co-Presidents Elect, if available, shall assume the duties and responsibilities of the President in the absence of the President.

(3)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.

(4)Treasurer

The Treasurer, in conjunction with the Finance Committee, if any, 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, and any other filings required by State and Federal 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.

(5) 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.

(6) Past President

The Immediate Past Co-Presidents or President shall chair the Nominating Committee and shall report any recommendations thereof to the Board of Directors and to the members of the Chapter.

VI. Auditor

The Board of Directors may appoint an auditor to conduct an audit of the Chapter's finances under such circumstances as it deems appropriate and as are required by law.

VII. 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.

VIII. Committees

In addition to those committees specifically required in these Bylaws, the President may appoint such committees as are appropriate for the effective administration of the 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 Co-Presidents or President, and the committee shall consist of at least two (2) additional members to be appointed by the President. At least one (1) member shall be a Director. In the event the Past Co-Presidents or President is unwilling or unable to serve or to continue serving as chair of the committee, the Co-Presidents or 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 and for Officers. Notice of nominees shall be provided to members of the Chapter not less than thirty (30) 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. The Nominating Committee should seek a Board that reflects the diversity of the Chapter's membership and the communities served by the Chapter.

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.

IX. 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.

Other Conferences

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

X. Publications

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

XI. 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 law, 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.

XII. 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.)

(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.

XIII. General Requirements

(A) Notice

Unless otherwise set out in these Bylaws, when notice of meetings or actions to be taken by the Chapter Membership 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.

(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.) will revert to AFCC. Its treasury balance is to be transferred to another 501(c) (3) of the Chapter's choice.