**AMENDED AND RESTATED**

**BYLAWS OF**

**THE MARYLAND COUNCIL FOR DISPUTE RESOLUTION, INC.**

**A NOT-FOR-PROFIT CORPORATION**

**ARTICLE 1 ORGANIZATION**

Section 1.

The name of the organization shall be the Maryland Council for Dispute Resolution, Inc.

(MCDR).

Section 2.

The location of the official MCDR office shall be designated by the Board of Directors.

Section 3.

In the event that the President shall direct the Secretary to obtain a corporate seal, the

corporate seal shall be circular in form and shall have inscribed thereon the name of the

Corporation, the year of its organization, and the word “Maryland.” Duplicate copies of

the corporate seal may be provided for use in different offices of the MCDR, but each

copy thereof shall be in the custody of the Secretary of the MCDR or of an Assistant

Secretary of the MCDR.

Section 4.

The organization may by a majority vote of the membership change its name.

**ARTICLE II MISSION**

The mission of the MCDR is to promote the highest standards of quality and competence

and to protect the integrity of dispute resolution in the State of Maryland through

education, outreach and certification of conflict resolution practitioners. To fulfill its

mission, MCDR shall:

Section 1.

A. Foster cooperation, understanding, and the exchange of information among

conflict resolution practitioners, grass roots organizations, courts, legal and business

communities, educational institutions, and others interested in dispute

resolution.

B. Sponsor and coordinate quality control mechanisms for conflict resolution

practitioners which shall include certification.

C. Promote the use and understanding of methods for the peaceful resolution of

disputes.

Section 2.

MCDR shall not engage in any regular business or activity of any kind ordinarily

conducted for profit and shall obtain and maintain legal status as a nonprofit organization.

No part of the net earnings of MCDR will inure to the benefit of any MCDR member or

other individual. This article is subject to any limitations imposed under Section

501(c)(3) of the United States Internal Revenue Code, as amended from time to time, and

as specified in the Articles of Incorporation.

**ARTICLE III MEMBERSHIP**

Section 1 - Categories.

MCDR shall have the following categories of membership: Regular, Organization and

Honorary. Additional categories of membership may be added by the Board after

discussion at a regular meeting of the MCDR membership. “Eligible members” are those

who are current in their dues. Dues shall be waived for Honorary members. The

designation and qualifications for each category are as follows:

A. Regular. Regular membership is open to any person interested in dispute

resolution. Membership is conferred upon written request and payment of annual

dues. Eligible members of this category are able to vote, serve on the Board of

Directors and serve on committees, and have other privileges as conferred by the

Board.

B. Organization. Organization membership is open to any formal organization

with three or more members. This category of membership shall allow for up to

three designated persons to receive all the benefits of Regular membership, and for only one eligible person to serve on the Board of Directors. Membership is

conferred upon written request and payment of annual dues. The three designated persons of this category, upon payment of annual dues by their organization, are

able to vote and serve on committees, and have other privileges as conferred by

the Board. This category does not exclude individual members of an organization,

which is a member of MCDR, from applying for regular membership.

C. Honorary. Upon nomination by MCDR members to the Executive Committee or to the Board of Directors, individuals may be proposed for honorary membership in recognition of their significant contributions to the dispute resolution field, their exemplary service to this organization, or their extraordinary support and advocacy on behalf of MCDR and/or ADR practitioners. Membership must be approved by a majority vote (consensus) of the Executive Committee or Board of Directors. Honorary members shall not be entitled to vote; however, they shall be entitled to all other benefits of membership. In deference to the stature of such members, dues shall be waived.

Section 2 - Membership Year.

Each member shall have an individual membership term based on the date the member joined MCDR. Each member’s individual membership year will run from the date they joined until the day before that date in the following year. (i.e. if the member joined on July 1, then their individual membership year runs from July 1 of that year through June 30 of the following year.)

Section 3 - Termination or Restriction of Membership.

3.1 A member may be removed from the MCDR membership rolls for: 1) failure to pay annual dues after one year has elapsed beyond their individual renewal date; or 2) any

act that intentionally and clearly undermines the defined mission of the MCDR. Before the second type of action is initiated, the member(s) involved shall use the conflict resolution procedure outlined in ARTICLE XI CONFLICT RESOLUTION. If the

outcome is not satisfactory, a termination action shall be initiated by a majority vote of the

Membership Committee, followed by a two-thirds vote of the Membership for such

removal.

3.2 Any member who is three months past due in payment status will be placed in a *restricted* membership status. Members on restricted status will be unable to:

(a) Vote in any MCDR regular or special election;

(b) Serve on, be appointed to, or seek membership on the MCDR Board of Directors;

(c) Enjoy paying “member only” prices for MCDR activities;

(d) Have access to the “Members Only” section of the MCDR Website;

(e) Be considered eligible for MCDR mediator certification; or

(f) Any other restriction determined by the Board of Directors

3.3 Upon payment of their annual dues, a restricted status member will be returned to active member in good standing status with full member benefits.

3.4 Dues paid after the member’s original anniversary date will be credited and applied from the original anniversary date through to the next year anniversary date.

3.5 Any member dropped from the roles as per Section 3.1 above must apply for a new membership. Such members will not be eligible for any “new member” dues adjustments.

3.6 The membership committee will be responsible for notifying a member:

(a) Within three months of the member’s anniversary date, reminding the member of their approaching anniversary date and dues obligation;

(b) When their membership is placed in *terminated or* *restricted* status; or

(c) When their membership is returned to active status.

3.7 The membership committee will notify the Board of any membership status changes.

**ARTICLE IV MEETINGS**

Section 1 - Conduct of Meetings.

Decisions of MCDR shall be reached using a formal facilitated consensus model, except as otherwise indicated in these Bylaws, including defining issues, brainstorming solutions,

and evaluating suggested solutions to determine which work best for everyone involved.

In extreme cases, if a decision cannot be reached after good effort has been made to reach

one through consensus, a member may request that a vote be taken. A preliminary vote,

by a simple majority, shall be taken to determine if the group would like to vote rather

than work toward consensus. All decisions reached by consensus shall be recorded in the

meeting minutes, along with the names of any members who stand aside.

Section 2 - Annual Meetings.

The MCDR Annual Membership Meeting shall be held at a location in Maryland and on

a date in September each year, as shall be determined annually by the Board. The purpose

of that meeting shall be to elect the MCDR Board of Directors and Officers and act on

such matters as the Board shall bring to it. Any item a member wishes considered at the

meeting shall be presented in accordance with Article XIII.

The Secretary shall cause to be sent to every member in good standing by fax, email or

post to his/her address as it appears in the MCDR membership roll book a notice, at least

thirty (30) days before the scheduled date set for such meeting, telling the date, time and

place of the Annual Meeting.

Section 3 - Voting.

Each eligible member shall have one vote, except as otherwise provided in these Bylaws.

Except as otherwise provide in Article III Section 3, Article IV Section 5, Article V

Section 9, and Article XIV Section 2 of these Bylaws and subject to quorum requirements

in Article IV Section 4, voting shall be by simple majority of those eligible members who

are voting.

Section 4 - Quorum.

The eligible members attending, in person (not by proxy), the Annual Membership

Meeting or other meeting convened for the transaction of business shall constitute a

quorum, except as otherwise provided by law, by the Articles of Incorporation or by

these Bylaws.

Section 5 - Regular and Special Meetings.

Meetings of the MCDR membership shall be held regularly, at least four (4) times per year (including the Annual meeting, above). Special meetings of the MCDR membership may be called by the President when s/he deems it for the best interest of the organization. Notices of special meetings shall be mailed to all eligible members their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been

called, the business to be transacted at such meeting, by whom it was called, and the date, time and location of the meeting. At the request of forty (40%) percent of the members of the Board of Directors or fifteen (15%) percent of the eligible members of MCDR, the President shall cause a special meeting to be called but such request must be made in writing to the President at least fifteen (15) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special

meeting without the unanimous consent of all present at such meeting.

**ARTICLE V BOARD OF DIRECTORS**

Section 1 - Duties and Responsibilities/Election of Interim Officers.

The responsibility and authority for general management of the MCDR is vested in the

Board of Directors. Upon incorporation of the MCDR, the initial Board of Directors

shall elect five interim officers who shall serve in their respective offices until the first

Annual Membership Meeting. These five interim officers shall be eligible to run for an

office, or other Board position, without consideration of any term limits in these Bylaws.

Section 2 - Organization.

The MCDR Board of Directors shall consist of the five officers, the Immediate Past

President, the Chairs of the standing committees and four (4) members at large. All Board

members as a condition of holding their positions, must maintain active membership in

MCDR, be current in their dues and serve on at least one committee. The Board of

Directors shall represent the interests of the dispute resolution community throughout

the state of Maryland.

Section 3 - Election of the Board of Directors.

The directors to be chosen for the ensuing year shall be chosen at the MCDR Annual

Membership Meeting in the same manner and style as the officers of this organization.

Section 4 - Chairperson.

The President of MCDR shall be the Chairperson of the Board of Directors.

Section 5 - Meetings of the Board.

Meetings of the Board of Directors shall be scheduled, announced to the membership, and

held regularly, including one within the 45 days immediately preceding the Annual

Membership Meeting. The Board may hold such additional meetings as may be necessary, upon call of the President or a majority of the directors, after at least five (5) business days notice of such meeting electronically by fax and/or email or in writing to all the directors.

A calendar of the scheduled Board Meetings shall be announced at all Membership Meetings and included in the MCDR newsletter. Eligible members may attend and participate in all Board Meetings. Eligible members may add an agenda item to a Board Meeting upon electronic request including fax and/or email sent to the MCDR President

ten (10) days prior to a scheduled Board Meeting or upon written request mailed to the MCDR President at least ten (10) days prior to a scheduled Board Meeting. A summary

of the minutes for each Board Meeting shall appear in the next MCDR newsletter. Upon

request, any eligible member shall be sent electronically by fax and/or email or by mail a copy of the full Board Meeting minutes.

Section 6 - Conference Telephone.

One or more directors may participate in a meeting of the Board, or a committee of the

Board, by means of conference telephone or similar communications equipment by means

of which all persons participating in the meeting can hear each other; participation in this

manner shall constitute presence in person at such meeting.

Section 7 - Quorum.

A majority of the members of the Board of Directors shall constitute a quorum, except as

otherwise provided by law, by the Articles of Incorporation or by these Bylaws.

Section 8 - Powers of the Board.

The Board of Directors shall exercise only such powers and control as are expressly

vested and are necessary for and consistent with the mission described in Article II which

shall include, but not be limited to, the making and execution of any lawful contract(s) on

behalf of the MCDR. Such contracts shall include a contract with an outside vendor to

perform an annual audit of MCDR finances.

The Board of Directors, by majority vote, shall appoint the Chairpersons of such special

committees as may be established by the Board from time to time.

Decisions of the Board of Directors shall be reached using a formal facilitated consensus

model, including defining issues, brainstorming solutions, and evaluating suggested

solutions to determine which work best for everyone involved. In extreme cases, if a

decision cannot be reached after good effort has been made to reach one through

consensus, a Board Member may request that a vote be taken. A preliminary vote shall be taken to determine if the Board would like to vote rather than work toward consensus. A simple majority vote by those Board members present is required.

Section 9 - Vacancies.

A vacancy in any Board position shall occur upon:

1. Resignation, in writing, of a Board member.

B. Failure of a Board member to maintain active membership in MCDR, including

the payment of dues.

1. Determination, upon a seventy-five percent (75%) vote of the Board of

Directors or upon a two-third’s vote of the eligible members, that a Board member

is incapacitated and unable to adequately perform the duties of the Board position.

D. Determination, upon a seventy-five percent (75%) vote of the Board of

Directors or upon a two-third’s vote of the eligible members, that a Board member

has failed to adequately perform the duties of the Board position. Before this type of removal process can be initiated, the Board member and any other individuals involved shall use the conflict resolution procedure outlined in ARTICLE XI CONFLICT RESOLUTION.

E. Appointment or succession of a Board member to fill a vacancy in another

Board position.

Section 10 - Resignations.

Any director may resign at any time, such resignation must be in writing, and to take

effect from the time of its receipt by the MCDR, unless some time is fixed in the

resignation and then from that date. The acceptance of a resignation shall not be required

to make it effective.

Section 11 - Appointments to Fill Vacancies.

If a vacancy occurs in any Board position except President or Vice-President, such

vacancy shall be filled, for the balance of the unexpired term, by a vote of the majority of

the remaining members of the Board of Directors.

If a vacancy occurs in the office of the President, the Vice-President shall succeed to the

presidency to complete the unexpired term as President.

If a vacancy occurs in the office of Vice-President, the office will remain vacant until next

filled in the normal manner.

**ARTICLE VI OFFICERS**

The Officers of the MCDR shall be a President, Vice-President, Secretary, Assistant

Secretary and Treasurer.

**ARTICLE VII DUTIES OF OFFICERS AND DIRECTORS**

Section 1 - Organization.

As stated in Article V Section 2, the MCDR Board of Directors shall consist of the five

Officers, the Immediate Past President, the Chairs of the Standing Committees and four

(4) Members at Large. As stated in Article VI, the Officers of the MCDR shall be a

President, Vice-President, Secretary, Assistant Secretary and Treasurer. As stated in

Article VIII, there shall be the following Standing Committees of the MCDR: Executive

(comprised of all the Officers), Membership, Certification and Qualifications, Program,

Marketing and Outreach, and Nominating and Organizational Issues.

Section 2 - President.

The President shall be responsible for the active, executive management of the operations

of MCDR, subject to the review of the Board of Directors. The President shall preside at

all meetings of the members and at all meetings of the Board of Directors, discharge all the duties incumbent upon the presiding officer, present at each Annual Membership Meeting

a report of the work of the organization, and perform such other duties as maybe required

to accomplish the mission of the MCDR. The President shall chair the Nominating and Organizational Issues Committee which shall prepare a slate of officers and members at large for election to the Board at the Annual Meeting. The President shall be an ex-officio member of all committees. The President shall be one of the officers who

may sign the checks or drafts of the MCDR.

Section 3 - Vice-President.

It shall be the duty of the Vice-President to assist the President in the discharge of his or

her duties and in the President’s absence, to assume the full responsibilities of that office.

Section 4 - Secretary.

The Secretary shall keep the minutes of all meetings of the members and the Board of

Directors and shall preserve and retain all correspondence of the MCDR. It shall be the

Secretary’s duty to file any certificate required by any statute, federal or state. The

Secretary shall maintain a current roster of members and send all notices to members. The

Secretary shall be the official custodian of the records and seal of the MCDR and shall be

one of the officers who may sign the checks and drafts of the organization. A Secretary

leaving office shall deliver to an incoming Secretary all property and records within thirty

days after leaving office.

Section 5 - Assistant Secretary.

It shall be the duty of the Assistant Secretary to assist the Secretary in the discharge of

his or her duties and in the Secretary’s absence, to assume the full responsibilities of that

office.

Section 6 - Treasurer.

The Treasurer shall collect, receive and have the care and custody of all funds belonging to the MCDR and shall deposit such funds in a bank approved by the Board of Directors

and shall advise on and provide for the expenditure of such funds, except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. The Treasurer must be one of the officers who shall sign checks or drafts of the organization. The Treasurer shall make a financial report to

the Board of Directors at each meeting and shall make a report to the members at the

Annual Membership Meeting. The Treasurer shall submit the records for audit whenever

required by the President or the Board. The Treasurer shall be responsible for the

financial functions of the MCDR; and also, with the input of the Standing Committees, for the preparation of an annual budget for approval of the Board. A Treasurer leaving office shall deliver to an incoming Treasurer all financial records within thirty days after leaving office.

Section 7 - Members at Large.

Members at Large shall perform duties in furtherance of MCDR’s mission.

Section 8 - Committee Chairs.

Committee chairs shall perform their duties in furtherance of MCDR’s mission.

Section 9 - Terms.

The term of office of each Board member shall be one year, except as otherwise provided in Article XII, Section 7.

The maximum number of consecutive terms that a Board member may serve in the same position, if re-elected, shall be as follows: President (and Chair of Executive Committee and of Nominating and Organizational Issues Committee), Vice-President, Members at Large: two (2) years; Chairs of all other Standing Committees (i.e., Membership, Certification and Qualifications, Program, Marketing and Outreach): three (3) years; Treasurer, Secretary, and Assistant Secretary up to six (6) years. With one exception, no Board member may serve more than six consecutive terms or six consecutive years on the Board; if a Board member serves as MCDR President in his or her sixth year of consecutive service, that member may serve one more year as an MCDR Board member in the position of Immediate Past President. A Board member who leaves the Board under this section is eligible to return to the Board after an absence of at least one year.

As governed by this section, as amended effective January 1, 2009**,** terms of any Board member serving at the adoption of this amendment will not exceed the maximum number of consecutive terms allowed under this section, as amended.

Section 10 - Compensation.

No Director or Officer shall for reason of his/her office be entitled to receive any salary or

compensation, but each Director or Officer shall be entitled to receive from the MCDR

reimbursement of the expenses incurred by him/her in attending any regular or special

meeting of the Board. Nothing herein shall be construed to prevent a Director or Officer

from receiving any compensation from the MCDR for duties other than as a Director or

Officer.

**ARTICLE VIII COMMITTEES**

There shall be the following Standing Committees of the MCDR: Executive (comprised

of all of the Officers), Membership, Certification and Qualifications, Program, Marketing

and Outreach, and Nominating and Organizational Issues. Such special committees as are

deemed necessary for the conduct of the business of MCDR may be established by the

Board from time to time. Any eligible member may join any committee, except for the

Executive Committee. The creation of any special committees shall be announced in the

MCDR newsletter and at the next Membership Meeting.

**ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Any person (and the heirs, executors and administrators of such person) made or

threatened to be made a party to any action, suit or proceeding by reason of the fact that

s/he is or was a Director or Officer of MCDR shall be indemnified by MCDR against any

and all liability and the reasonable expenses, including attorneys’ fees and disbursements,

incurred by her or him (or by her or his heirs, executors or administrators) in connection

with the defense or settlement of such action, suit or proceeding, or in connection with

any appearance therein, except in relation to matters as to which it shall be adjudged in

such action, suit or proceeding that such Director or Officer is liable for negligence or

misconduct in the performance of her or his duties. Such right of indemnification shall not

be deemed exclusive of any other rights to which the Director or Officer (or such heirs,

executors and administrators) may be entitled apart from this Article.

**ARTICLE X FINANCIAL MATTERS**

Section 1 - Fiscal Year.

The fiscal year of the MCDR shall be January 1 through December 31.

Section 2 - Employees.

The Board of Directors shall hire and fix the compensation of any and all employees

which they in their discretion may determine to be necessary for the conduct of the

business of the MCDR, with notice to the Membership.

Section 3 - Dues.

The annual dues for all categories of membership of this organization shall be such

amounts as are set by the Board of Directors, and shall be payable yearly per individual anniversary date specific to each member. To encourage membership by all persons interested in dispute resolution, the Board will consider written requests for reduced annual dues. Waivers of, or reductions in, dues may be granted by the Board upon such application, or if the Board is not scheduled to meet, by the Executive Committee. Dues are not transferable and can only be refunded if good cause exists as determined by two-thirds vote of the Board upon presentation of a written application for that purpose.

Section 4 - Spending Authority.

The Board of Directors shall develop and adopt a budget at the beginning of each fiscal

year. Any expenditure of MCDR funds shall require approval through the budget

process or by vote of the Board. Notwithstanding any other provisions of these Bylaws,

the President may approve expenditures necessary and reasonable for the operation of the

MCDR up to an amount established by the Board, with notice to the Membership.

Invoices submitted for payment or reimbursement shall be signed, if approved, by the

Treasurer. All checks or drafts and other disbursements of MCDR funds shall be

executed by the President or Secretary and countersigned by the Treasurer.

Section 5 - Other Fees.

The Board of Directors shall establish application fees, registration fees or other charges

for certification of conflict resolution practitioners, workshops, and other MCDR

activities. The Board will consider written requests for reduced registration fees or other

charges. Reductions in such fees may be granted by the Board upon such application, or

if the Board is not scheduled to meet, by the Executive Committee.

**ARTICLE XI CONFLICT RESOLUTION**

When conflict occurs among members or other individuals involved in the governance and

operation of MCDR, it will be handled in accordance with the processes of collaborative

non-violent conflict resolution. Individuals are encouraged to engage in direct dialogue,

respectfully and honestly discussing their concerns and working toward resolution. If

necessary, another individual involved in the MCDR may be asked to assist in the role of

a conciliator or an informal mediator. If the dispute cannot be resolved informally, the

involved individuals shall be asked to attend mediation. The Board will consider paying

for some, or all, of the costs of any necessary mediation services on a case-by-case basis.

**ARTICLE XII NOMINATIONS AND ELECTIONS**

Section 1 - Qualifications for Nominations.

Except as provided otherwise in these Bylaws, any eligible member may nominate

themselves or another eligible member for the chair of any standing committee, except the

Executive Committee, or for any Board position except President.

Section 2 - Submission of Nominations.

Nominations must be submitted to the Nominating and Organizational Issues Committee

electronically including fax and/or email or in writing by postal mail no later than thirty

(30) days prior to the Annual Membership Meeting. A notice shall be given electronically including fax and/or email or by inclusion in the MCDR newsletter preceding the above thirty (30) day period reminding members to submit nominations.

Section 3 - Committee Review.

Prior to the Annual Membership Meeting, the Nominating and Organizational Issues

Committee shall consider all nominations properly submitted, confirm the willingness of

nominees to serve if elected, and present such nominations, or slate, to the Membership

electronically including fax and/or email or by inclusion in the MCDR newsletter that

precedes the Annual Membership Meeting.

Section 4 - Additional Nominations.

Additional nominations of qualified persons, with the consent of the nominee, may be

made from the floor by any eligible member after presentation of nominees from the

Nominating and Organizational Issues Committee. Any nominee may withdraw from

consideration at any time prior to the election. A person may be nominated for only one

Board position.

Section 5 - Elections.

Upon closing of nominations, an election for each office, standing committee chair and at

large member of the Board shall be held. Voting shall be by written ballot. The President

shall supervise the general conduct of the elections, including distribution, collection,

counting and verification of ballots. All questions touching the qualifications of voters and the acceptance or rejection of ballots shall be decided by tellers appointed by the Board.

Section 6 - Voting.

Each eligible member present, not by proxy, during the election may vote for a maximum

of one nominee for each vacant office. Officers, standing committee chairs and at large

members of the Board receiving the highest number of votes cast for the available

positions shall be elected. The election results shall be announced during the Annual

Membership Meeting at the time determined by the President.

Section 7 - Assumption of Office.

All elected officers, standing committee chairs and at large members of the Board shall

take office on October 1, following the Annual Membership Meeting and shall serve for

their appointed terms, except for the 2015 Board which will serve for a January-September term and, and except as otherwise provided in these Bylaws.

**ARTICLE XIII RESOLUTIONS**

Section 1 - Resolutions in General.

Resolutions regarding MCDR policies, activities, changes to Bylaws or operations not

otherwise provided for in these Bylaws may be submitted by any eligible member or the

Board of Directors for consideration at the Annual Membership Meeting. Standing or

special committees may make recommendations to the Board for resolutions to be

submitted by the Board. All resolutions and recommendations shall be submitted in writing to the Board of Directors at the Board meeting immediately preceding the Annual Membership Meeting.

Section 2 - Review Procedure.

Prior to the Annual Membership Meeting, the Board of Directors shall review all

resolutions properly submitted and may make such technical, non-substantive changes to

resolutions as it finds necessary for clarity, accuracy and completeness.

Section 3 - Presentation of Resolution.

The Secretary of the MCDR shall present each resolution for consideration by the eligible

members in attendance at the Annual Membership Meeting.

Section 4 - Voting on Resolutions.

Each resolution presented is an automatic motion to adopt the resolution. After

presentation, resolutions may be amended in any fashion upon proper motion.

Resolutions which are adopted shall become effective upon conclusion of the Annual

Membership Meeting unless otherwise provided in the resolution.

Section 5 - Other Items of Business.

Nothing in this Article shall prevent any eligible member from presenting an item of

business from the floor at the Annual Membership Meeting.

**ARTICLE XIV AMENDMENT OF BYLAWS**

Section 1 - Proposed Amendments.

Proposed amendments to these Bylaws should be submitted and considered in accordance

with the provisions of Article XIII, except as otherwise provided in this Article. No

proposed amendment shall be in order if its effect would be to render MCDR ineligible

for tax exemption under Section 501(c)(3) of the United States Internal Revenue Code, as

amended from time to time.

Section 2 - Voting Procedure.

Amendment of these Bylaws requires approval by two-thirds of the eligible Members

present and voting, not by proxy, at the Annual Membership Meeting. Bylaws

amendments become effective upon conclusion of the Annual Membership Meeting

unless specifically provided otherwise prior to adoption.

**ARTICLE XV NOTICES**

Whenever, under the provisions of these Bylaws, notice is required to be given to any

director, officer or member, it shall not be construed to mean personal notice, but such

notice shall be given by electronic means (including email or fax), in writing, by mail, or by

mailing the MCDR newsletter containing such notice. If sent electronically, the notice

shall be deemed to be given at the time the same shall be sent by electronic means to

electronic addresses provided by the recipient to MCDR. If sent in writing, by mail, or by

by mailing the MCDR newsletter containing such notice, such notice shall be deemed to be given at the time the notice is deposited in a post office or letter box, addressed to each

member, officer or director at such address as appears on the books of the MCDR. Any

member, director or officer may waive any notice required to be given under these

Bylaws.

**THIS IS TO CERTIFY:**

That I am the duly elected, qualified and acting Secretary of

THE MARYLAND COUNCIL FOR DISPUTE RESOLUTION, INC. and that the foregoing Amended and Restated Bylaws were adopted as the amended and restated Bylaws of said corporation as of the 13th day of December, 2014, by unanimous vote of the Members voting at a Meeting of the Membership of said corporation.

Dated as of December 1, 2014.

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MCDR Secretary