

**BYLAWS  
ASSOCIATION FOR CONFLICT RESOLUTIONS, INC.  
(Adopted in 2002 and as amended June 22, 2016)**

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**BYLAWS**  
**ASSOCIATION FOR CONFLICT RESOLUTION, INC.**  
**(Adopted in 2002 and as amended June 22, 2016)**

**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 "ACK").

**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 and conflict management, both nationally and internationally.

**Section 3.3 Guiding Principles**

In fulfilling its Mission, the following Guiding Principles and Values shall inform the Board of Directors, leaders and staff as they make decisions on behalf of ACR.

(a) ACR is dedicated to providing educational opportunities to members and the general public

concerning all forms of conflict resolution, conflict management and collaborative decision making.

(b) 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

(c) ACR will work to encourage self-determination by empowering individuals with effective conflict resolution and management skills in an effort to transform how societies manage and resolve conflict, so they need not rely wholly on outside experts.

(d) 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.

(e) ACR values inclusiveness and shares a common belief that the field is stronger because it welcomes and encourages practitioners, educators and researchers, both volunteers and professionals, from varied backgrounds.

(f) ACR will create cross-organizational alliances with appropriate professional groups and other organizations that share its fundamental values and mission.

(g) ACR will operate on a principle of long-term financial stability

(h) 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.

### **Section 3.4 ACR Diversity, Equality, Equity and Inclusion Policy (DE&I)**

(a) ACR is committed to diversity, equality, equity and inclusion in its membership, structure, and organizational work. A culturally diverse organization is one that recognizes, supports, values, and utilizes the differences and similarities of each and all persons in support of the organization's goals and objectives.

(b) ACR seeks to encourage and promote participation, accessibility, active representation, and leadership from diverse populations including, but not limited to, race, national origins, language, gender and sexual identities, socio-economic statuses, school or organizational locations, disability, physical abilities, age, religions, education, all types or levels, and perspectives. Further, ACR will actively implement equality and equity and affirm 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, equality, equity and inclusion in ACR and the conflict resolution field on-going self-examination is essential. ACR is committed to discussing and implementing fairness, collaboration and openness in its values, procedures, conceptual frameworks, and structures as a non-profit association. 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. 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 A Year

In the context of Board service, a "year" as used in these Bylaws, means from annual meeting to annual meeting. 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 In Good Standing

As used in these Bylaws, the term "in good standing" means having paid all annual dues and any other monies owed ACR when they are due and payable.

### Section 5.3 Certificate of Incorporation

As used in these Bylaws, the term "Certificate of Incorporation" means the document so titled pursuant to which ACR was established as a not-for-profit corporation under the laws of the State of New York.

### Section 5.4 Equality

As used in these Bylaws, the term "Equality" means the state of being equal, especially in status, rights, and opportunities.

### Section 5.5 Equity

As used in these Bylaws, the term "Equity" means recognizing and working to eliminate barriers in status, rights and opportunities, process, and consequences.

### Section 5.6. Inclusion

As used in these Bylaws, the term "Inclusion" means putting the concept and practice of diversity into action by focusing on creating conditions necessary for every individual to be fully able to participate in every area within ACR.

### **Section 5.7 Management Company and Manager**

As used in these Bylaws, the term "Management Company" means an entity with which ACR has contracted to manage its operations and the term "Manager" means the employee of a Management Company who leads and supervises Management Company's employees who staff ACR.

### **Section 5.8 Executive Director**

The term "Executive Director" shall mean the person appointed in accordance with Section 12.1.

### **Section 5.9 Conflict Resolution Field**

As used throughout these Bylaws, the term "Conflict Resolution Field" generally refers to those individuals and organizations that educate about, practice, and promote the use of conflict resolution, conflict management processes and other collaborative models.

## **ARTICLE 6. MEMBERSHIP**

### **Section 6.1 Categories of Membership**

(a) The Board of Directors shall establish membership categories in ACR as well as corresponding eligibility criteria, application fee, annual dues and benefits and may review and modify same from time to time.

(b) 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, as set forth in Sections 3.2, 3.3 and 3.4 of these Bylaws.

(c) 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 Procedure Manual. Any individual who meets the foregoing standards is welcome to be a member of ACR in whichever membership categories he or she is eligible.

## **ARTICLE 7. ACR ORGANIZATIONAL AFFILIATES AND ORGANIZATIONAL ASSOCIATES**

### **Section 7.1 ACR Organizational Affiliates**

ACR Organizational Affiliates are organizations that are in the conflict resolution field and that want to participate with ACR as an organization. Such organizations must be aligned with ACR's Mission and Guiding Principles, as set forth in Sections 3.2, 3.3 and 3.4 of these Bylaws, and their association with ACR must not violate the provisions of Article 4, Prohibited Activities, of these Bylaws.

Organizational Affiliates may assign to individuals from their organization Organizational Affiliate Membership status of ACR based on their organizational level, but the organization itself is not a member of ACR and is not entitled to any of the rights and benefits of membership.

### **Section 7.2 ACR Organizational Associates**

(a) ACR Organizational Associates are organizations outside the conflict resolution field and/or whose activities, if attributable to ACR, might cause ACR to violate Article 4, Prohibited Activities,

of these Bylaws, but which have a mission that is otherwise in alignment with ACR's Mission and Guiding Principles, as set forth in Sections 3.2, 3.3 and 3.4 of these Bylaws, and which are willing to abide by the standards in Section 6.1 of these Bylaws.

(b) The President, Executive Director or any Board Member of ACR is authorized to explore with potential Organizational Associates various ways in which they may associate with ACR and/or ACR may associate with them. This shall be accomplished in a manner consistent with the Procedures Manual

(c) If the President, Executive Director or Board Member believes that an organization meets the qualifications set forth in Section 7.3(a) of these Bylaws, they may recommend that the Board of Directors ratify an Organizational Associate Agreement, which may include benefits for the membership of any such Organizational Associate, structural relations, and financial arrangements between ACR and the Organizational Associate.

(d) The Board of Directors shall establish the application fees and annual dues for each organizational category. It may also establish different fees for for-profit and for non-profit Organizational Affiliates and Organizational Associates.

## **ARTICLE 8. BOARD OF DIRECTORS**

### **Section 8.1 Composition of the Board**

The Board of Directors shall be composed of no more than 13 and no less than 11 members with 3 Directors elected by the Board and the remaining elected by the membership. At the Board's discretion, after conducting appropriate needs assessment, the Board may elect to the board one (1) non-ACR member to provide services not available among its membership and essential to the welfare of ACR. Such election does not increase the number of Board members beyond 13.

### **Section 8.2 Qualifications for the Board**

(a) Only those who are at least 18 years of age and in good standing may serve on the Board of Directors.

(b) Section Director. Only ACR members who are members of at least one Section and have previously served in a leadership role in a Section may serve as Section Director. The Sections Director may not serve at the same time as Sections Director and in a leadership role with any Section.

(c) Chapter Director. Having previously served as the President, Chair, Co-chair (or other senior elected officer) of a chapter shall be a desirable, but not required, qualification for service as the Chapter Director. The Chapter Director must be an ACR member and may not serve at the same times as both Chapter Director and as the President, Chair, Co-chair (or other senior elected officer) of any chapter.

(d) Current employees of ACR or of any management company retained by ACR, and former employees of ACR or any such management company within the three (3) years immediately preceding his or her nomination as Director, may not serve on the Board of Directors.



### **Section 8.3 Board-Elected Directors**

The Board shall be comprised of three (3) Board-Elected Directors with staggered three-year terms. These positions are to be used to make certain that the Board has a composition representative of the principles contained in Section 3.4 of these By-Laws. This shall be accomplished in a manner consistent with the Procedures Manual.

### **Section 8.4 President-Elect**

Pursuant to the election procedures in the Procedures Manual, 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 8.5 Directors as Points of Contact for Chapters and Sections**

ACR members shall elect one Director to be the point of contact with Chapters ("Chapters Director"). ACR members shall also elect one Director to be the point of contact with Sections ("Sections Director"). These positions are inclusive of the Board positions stated in Section 8.1 above.

### **Section 8.6 Board-Elected Officers**

As soon as practical after the annual election, the Board shall elect from among its members the following officers: Vice-President, Secretary, Treasurer and Diversity Officer.

### **Section 8.7 Voting for the Board-Elected Officers**

All voting for Officers and Directors, pursuant to this Article, shall be by closed ballot. This shall be accomplished in a manner consistent with the Procedures Manual.

### **Section 8.8 Code of Conduct**

All Directors shall agree to abide by the ACR "Code of Conduct" for members of the Board of Directors. This shall be accomplished in a manner consistent with the Procedures Manual.

### **Section 8.9 Terms of the Directors**

The Directors shall serve staggered three-year terms, which commence at the conclusion of the annual meeting and conclude at the end of the third annual meeting following their election, except as provided elsewhere in these Bylaws. This shall be accomplished in a manner consistent with the Procedures Manual.

### **Section 8.10 Limits on Terms of Directors**

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 8.11 Board Annual and Special Meetings**

(a) The Board of Directors shall determine the date, time, location and method of all board meetings. Notice of meetings shall be in writing mailed or sent electronically to board members at least fifteen (15) days prior to the date of the meetings. The Board can decide, by consensus or by majority vote to suspend the notice requirement.

(b) Special Meetings: Special meetings can be called any time by the Board President, any Board Member or as determined by the Board.

### **Section 8.12 Conduct of Meetings of Board of Directors and Committees of the Board and Action without a Meeting**

(a) In addition to participating in person at 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 meeting of the Board or committee meeting must meet the quorum requirement of Section 8.13 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 8.13 Quorum**

One-third of the Board membership shall constitute a quorum for the transaction of Board business.

### **Section 8.14 Decision Making**

All actions by the Board shall be approved by consensus or in the absence of consensus, a majority vote of the Board members present at a meeting at which a quorum is present, as set forth in Section 8.13 above, unless the laws of the State of New York for nonprofit organizations require a greater number.

### **Section 8.15 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 retain an Executive Director to manage the day-to-day affairs of ACR and to advise, evaluate and remove said Executive Director, as provided in Article 12, Executive Director, 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 for and operational plans of ACR;
- (e) to review and adopt the budget, as proposed by the Treasurer and the Executive Director or

Manager, and to review and approve the annual audit;

(£) 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, including the adoption and modification from time to time of operational documentation consistent with these Bylaws, such as the Procedures Manual;

(h) to remove a Director or Officer for cause as defined in Section 8.16 of these Bylaws;

(i) to assist the Executive Director or Manager with fund development for ACR by, among other actions, supporting the Board in becoming the prime fund-raising body for ACR; and

G) 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 8.16 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 or failing to be in good standing (as defined in Section 5.2) throughout his or her term in office. This shall be accomplished in a manner consistent with the Procedures Manual.

### **Section 8.17 Resignation of Director**

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

### **Section 8.18 Special Election to Fill a Board Vacancy**

(a) If a vacancy occurs among the **Member-elected** Directors for any reason, the remaining Directors shall, as soon as practical either (1) fill such vacancy for a term ending at the end of the next following Annual Conference, by electing a person who meets the qualifications for such vacant position as specified in this Section of these By-laws; or (2) hold an election of the ACR membership for the balance of such term. If the vacancy occurs within 6 months of the end of the term, the Board may decide not to fill the vacancy. This shall be accomplished in a manner consistent with the Procedures Manual

(b) If a vacancy shall occur among the **Board-elected** Directors for any reason, the remaining Directors shall fill such vacancy for the balance of its term by electing a person representative of the principles contained in Section 3.4 of these By-Laws. If the vacancy occurs in the non-ACR member position, the Board, at its discretion, may decide not to fill the vacancy.

### **Section 8.19 Expense Reimbursement**

Members of the Board shall be eligible to reimbursement for reasonable expenditures incurred while performing their duties, to the extent authorized 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. This shall be accomplished in a manner consistent with the

## **ARTICLE 9. OFFICERS AND THEIR TERMS**

### **Section 9.1 Officers of ACR**

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

### **Section 9.2 Terms of the President-Elect, the President and the Immediate Past-President**

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 meeting, 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 meeting.

### **Section 9.3 Term of the Vice-President, Secretary, Treasurer and Diversity Officer**

The Vice-President, Secretary, Treasurer and Diversity Officer 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 8.10 of these Bylaws.

### **Section 9.4 Resignation of Officer**

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

## **ARTICLE 10. DUTIES OF OFFICERS AND DIRECTORS**

### **Section 10.1 The President**

(a) The President is the Chair of the Board of ACR, and as such shall guide the policy development of ACR.

(b) 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; and with advice from the Executive Committee, set the agenda for all meetings of the Members and of the Board of Directors.

(c) The President is authorized to sign approved contracts and other documents (including checks when necessary) on behalf of ACR and with the approval of the Board and/or Executive Committee.

(d) The President shall oversee the activities of the Executive Director and report thereon to the Executive Committee.

(e) The President shall appoint the chairs of committees with the advice and consent of the Executive Committee and serve as an exofficio member of all Committees. This shall be accomplished in a manner consistent with the Procedures Manual

(£) The President shall, at all times, consult with and inform the Board of Directors concerning the activities and affairs of ACR.

### **Section 10.2 The President-Elect**

(a) 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.

(b) The President-Elect shall 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.

(c) The President-Elect shall serve as a member of the Executive Committee, is Co-Chair of the JAMS/ACR Grant Steering Council and is an exofficio member of all Committees.

(d) The President-Elect shall carry out special assignments at the direction of the President, Executive Committee or Board of Directors.

(e) The President -Elect shall perform the duties of the President in the event of his or her absence or incapacity; and the President, the Executive Committee or the Board of Directors may delegate such other duties to the President-Elect as necessary, including signing approved contracts, other documents and checks.

(£) 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.

### **Section 10.3 The Immediate Past President**

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

(b) The Immediate Past President shall assist the President-Elect prepare for his or her term as President.

(c) The Immediate Past President is a member of the Executive Committee.

(d) 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 Executive Committee or the Board of Directors, including signing-approved contracts, other documents and checks.

(e) In the event that both the offices of President and President-Elect shall become vacant for any reason, the Immediate Past President shall serve as President of ACR until the next election held pursuant to the process as outlined in the Procedures Manual.

#### **Section 10.4 The Vice President**

(a) The Vice President shall assist the President in ensuring the efficient and effective operation and functioning of ACR.

(b) The Vice President is a member of the Executive Committee.

(c) The Vice President shall be designated as the Compliance Officer to whom any reports of noncompliance or misconduct shall be reported and shall investigate, address and report to the Executive Committee and/or the Board of Directors concerning such matters. As the designated Compliance Officer, the Vice President shall work with the Diversity Officer to support Chapters, Sections and Committees in designating point person and submitting diversity reports and activities to the Board and the Diversity, Equality, Equity & Inclusion Committee.

(d) The Vice President shall perform the duties of the President in the absence of the President, the President-Elect and the Immediate Past President and other such duties as may be delegated by the Executive Committee or the Board of Directors, including signing of approved contracts, other documents and checks.

(e) In the event that the offices of President, President-Elect and Immediate Past President shall become vacant for any reason, the Vice-President shall serve as President of ACR until the next election held pursuant to the process as outlined in the Procedures Manual.

#### **Section 10.5 The Secretary**

(a) The Secretary shall oversee the proper recording and maintenance of the minutes of meetings of members of the Association and of its Board of Directors.

(b) The Secretary is a member of the Executive Committee.

(c) The Secretary shall work with the Executive Director and Treasurer to make sure that corporate records are maintained, and all required corporate and tax filings are made on a timely basis.

(d) The Secretary will perform such other duties as may, from time to time, be assigned to the Secretary by any of the President, the Board of Directors and the Executive Committee.

(e) The Secretary shall assume responsibilities of the President in the absence of the President, President-elect, Immediate Past President, and Vice-President.

#### **Section 10.6 The Treasurer**

(a) The Treasurer shall be responsible for overseeing the financial management of the Association.

(b) The Treasurer shall support the Executive Director in preparing the annual budget and managing such finances, including advising the Board of Directors regarding financial policies and procedures.

(c) The Treasurer, along with the Executive Director is responsible for knowing and anticipating the

financial condition of ACR, identifying the sources of any fiscal problems and for estimating the fiscal impact of possible changes in program, structure, dues or operations.

(d) The Treasurer shall coordinate with ACR's accountants, auditor and the Audit Committee to prepare the annual audit and financial reports.

(d) The Treasurer is authorized to sign checks based on the approved budget and/or approval by the Board of Directors and/or the Executive Committee.

(e) The Treasurer is a member of the Executive Committee and shall chair the Finance Committee.

(f) The Treasurer shall perform such other duties as may, from time to time, be assigned to the Treasurer by any of the President, the Board of Directors and the Executive Committee.

#### Section 10.7 The Diversity Officer

The Diversity Officer shall be a lens, voice and resource for issues related to diversity, equality, equity and inclusion for the Board and Executive Committee, as well as ACR as a whole; seeking to ensure that the Board and Executive Committee are committed to the principles as outlined in Section 3.4 of these Bylaws. The Diversity Officer preferably shall have experience with diversity and equity (including, but not limited to, involvement with the Diversity, Equality, Equity and Inclusion (DEE&I) Network, which is made up of all Diversity, Equality, Equity and Inclusion Point Persons across ACR. The Diversity Office shall be elected by the Board to serve as the Board's Diversity, Equality, Equity and Inclusion Point Person. The Diversity, Equality, Equity and Inclusion Committee shall be invited to submit recommendations for the Board's Diversity, Equality, Equity and Inclusion Point Person and the Board shall take any such recommendations into consideration in electing the Board's Diversity, Equality, Equity and Inclusion Point Person.

(a) The Diversity Officer is a member of the Executive Committee.

(b) The Diversity Officer shall perform the tasks expected of all ACR Diversity, Equality, Equity & Inclusion (DEE&I) Point Persons, including education and resource sharing, leadership, outreach and advocacy, and facilitation and dispute resolution of conflicts around diversity, equality, equity & inclusion issues.

(c) The Diversity Officer shall assist the President and the Board of Directors ensure compliance with the diversity, equality, equity and inclusion policies of ACR.

(d) The Diversity Officer shall work with Sections, Chapters and Committee to select Point Persons, develop programs and activities designed to advance the principles of diversity, equality, equity & inclusion and to prepare and submit diversity reports and activities to the Board and the Diversity, Equality, Equity & Inclusion Committee (DEE&I).

(e) The Diversity Officer shall be an ex officio member of the Diversity, Equality, Equity & Inclusion (DEE&I) Committee and a member of the Diversity, Equality, Equity & Inclusion (DEE&I) Network during his or her term as Diversity Officer.

(f) The Diversity Officer shall provide updates to the Diversity, Equality, Equity & Inclusion (DEE&I) Committee at least quarterly about his or her diversity work with the Board and Executive

Committee.

(g) The Diversity Officer shall assist in the planning of the Leadership Council Meeting and attend said meeting.

### **Section 10.8 Chapters Director**

(a) The Director who is elected by the Members, in accordance with the process as outlined in the Procedures Manual, shall be designated as the Chapters Director.

(b) The Chapters Director shall serve as the point of contact between the Board of Directors and the members and leaders of ACR's Chapters.

(c) The Chapters Director shall convene meetings of Chapter leaders on a regular basis.

(d) The Chapters Director shall ensure compliance with the Chapter Handbook and applicable ACR Governance documents.

(e) The Chapters Director shall monitor, support and coordinate activities of chapters and report to the Board of Directors.

(f) The Chapters Director shall assist in the planning of the Leadership Council Meeting and attend said meeting.

### **Section 10.9 Sections Director**

(a) The Director who is elected by the Members, in accordance with the process as outlined in the Procedures Manual, shall be designated as the Sections Director.

(b) The Sections Director shall serve as the point of contact between the Board and the members and leaders of ACR's Sections.

(c) The Sections Director shall convene meetings of Section leaders on a regular basis.

(d) The Sections Director shall ensure compliance with the Sections Handbook and applicable ACR Governance documents.

(e) The Sections Director shall monitor, support and coordinate activities of Sections and report to the Board of Directors.

(f) The Sections Director shall assist in the planning of the Leadership Council Meeting and attend said meeting.

### **Section 10.10 Directors' Contribution to the Board**

(a) All ACR 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 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**

(a) The Executive Committee shall be composed of the President, the President-Elect, the Immediate Past-President, the Vice-President, the Treasurer, the Secretary, the Diversity Officer. The Executive Director or Manager shall staff the Executive Committee and shall attend all meetings.

(b) The Executive Committee, in its discretion, may hold an Executive Session and in that case, the Executive Director or Manager would not be in attendance. Topics of an Executive Session include those related to the performance, compensation and any alleged misconduct of the Executive Director or Manager.

### **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 engagement with any Management Company, manager and Executive Director along with the role and responsibilities.

(c) It shall also advise the President regarding the development of policy matters for consideration by the Board of Directors, and perform such other duties as may, from time to time, be assigned to the Executive Committee 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 Manager or Executive Director in preparing the annual budget to be presented for approval to the Board of Directors.

## **ARTICLE 12. EXECUTIVE DIRECTOR**

### **Section 12.1 Operating with an Executive Director**

As outlined in Section 5.4 and 5.5 of these Bylaws, from time to time ACR may operate under a management company structure with a manager or a structure with an executive director. This section recognizes that the role and responsibilities of an executive director are different than that of a manager. This section applies only to an executive director.

### **Section 12.2 Appointment of the Executive Director**

Whenever there is a vacancy in the position of Executive Director and the Board of Directors have decided to continue using an Executive Director structure, 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 12.3 Code of Conduct**

The Executive Director shall agree to abide by the ACR "Code of Conduct for ACR's Executive

Director" as well as the applicable standards of ethics, professional responsibility, and practice, which shall be amended from time to time.

#### **Section 12.4 Duties and Responsibilities of the Executive Director**

- (a) The Executive Director shall be responsible for the overall, day-to-day managerial affairs of ACR, subject to the policies set by the Board of Directors.
- (b) 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.
- (c) The Executive Director shall see that all policy decisions and resolutions of the Board of Directors are fully and completely implemented and shall serve as staff to the Board of Directors, as well as all other Committees.
- (d) The Executive Director shall keep the Board of Directors informed on all matters of importance to ACR, including financial and legal matters.
- (e) In addition, the Executive Director shall perform such other duties as may be assigned from time to time by the President, the Executive Committee, or the Board of Directors.

#### **Section 12.5 Powers of the Executive Director**

- (a) The Executive Director may sign and execute all authorized contracts checks, bonds, or other obligations of ACR
- (b) The Executive Director shall have the general powers and duties of supervision and management usually vested in the Executive Director of a non-profit corporation.
- (c) Any obligation on behalf of ACR made by the Executive Director shall be made in accordance with the policies and procedures determined by the Board of Directors.
- (d) The approval and payment of any expenditure shall be based upon the budget as approved by the Board of Directors and ensure their compliance with ACR's Code of Conduct.

#### **Section 12.6 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. The Executive Director 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 12.7 Compensation, Benefits and Contract**

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

#### **Section 12.8 Procedure Manual and Personnel Manual**

The Executive Director shall be responsible for overseeing the implementation of all policies and procedures contained in the Procedure and Personnel Manuals; for reviewing these manuals and

recommending changes as needed, from time to time. The Executive Director shall be responsible for making the manuals available to all Board Members.

## **ARTICLE 13 - NO PERSONAL LIABILITY OF OFFICERS OR DIRECTORS; INSURANCE**

### **Section 13.1 No Personal Liability of Directors and Officers**

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 13.2 Exceptions to Protection of Directors and Officers**

No Director of ACR shall be personally liable for monetary damages 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 13.3. Indemnification of Directors and Officers**

(a) (i) 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, section leader in compliance with all applicable requirements under the Section Leader Handbook, 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.

(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.

(ii) Each Indemnitee (as defined above) 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 above). 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

(iii) 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.

(iv) 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.

(b) ACR shall, 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 13 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 shall 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 13.4. Contractual Rights of Directors and Officers to Indemnification**

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 13.5. Applicability of New York Law**

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 14. CONFLICT OF INTEREST**

### **Section 14 Conflict of Interest**

(a) Directors must endeavor to be conscious of the potential for interests in conflict with those of ACR. 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, she or he 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.

(e) At the annual meeting, each Director shall sign a Conflict of Interest statement, consistent with New York regulations.

## **ARTICLE 15. ELECTION PROCEDURES**

### **Section 15 ACR Elections**

ACR shall hold elections on a regular basis. This shall be accomplished in a manner consistent with the Procedures Manual.

## **ARTICLE 16 COMMITTEES**

### **Section 16.1 Committees**

The Board of Directors shall have the authority to create committees, work groups, task groups and other such groups necessary to carry out the business of ACR. The Board of Directors shall also have the authority to terminate and change the duties of any committee, work group, task group and other such group from time to time.

(a) The Committees of the Board of Directors are defined as those that may have the power to bind the board within certain limits. These committees must be comprised solely of board members and have at least 3 members. Committee(s) of the Board is:

The Executive Committee, which shall have the duties and responsibilities as set forth in Article 11 of these Bylaws. The President shall chair this Committee, and its other members are specified in Section 11.1 of these Bylaws.

(b) The Committees of the Association are defined as are those that cannot bind the board and may include non-board members. These Committees Chairs shall be appointed consistent with the Procedures Manual. The Committee(s) of the Association are:

The Audit Committee, which shall:

(i) Be composed of at least three (3) members, including the Chair, one (1) of whom shall be a former member of the Board of Directors and at least one (1) of whom is a "financial expert" or has access to independent financial expertise. None of the members shall be employees of ACR or receive any compensation from ACR.

(ii) Confer with ACR's independent auditor to the extent required to satisfy the Committee that ACR's financial and operational affairs are in order, for which it shall have direct and unfettered access;

(iii) Review the annual audit and related materials and make recommendations to the Board of Directors regarding disposition of the audit;

(iv) Make recommendations to the Board of Directors about hiring, terminating and compensating ACR's independent auditor;

(v) Periodically review with ACR's legal counsel ACR's internal policies that are intended to ensure the integrity and effectiveness of ACR's operations and make recommendations to the Executive Committee regarding any changes; and

(vi) Approve in advance any non-audit services performed by the independent auditor (other than routine tax and other governmental filings), as conforming to any applicable governmental requirements.

The Diversity, Equality, Equity and Inclusion (DEE&D Committee), which shall:

(i) Work to have all aspects of ACR reflect its deep commitment to increasing diversity and strengthening equality, equity and inclusion within the Association and the conflict resolution field, as reflected in ACR's Diversity, Equality, Equity and Inclusion Policy set forth in Section 3.4 of these Bylaws.

(ii) The chair or co-chairs and all other members shall be chosen in accordance with procedures established by the Diversity, Equality, Equity & Inclusion Committee. This shall be accomplished in

a manner consistent with the Procedures Manual

(iii) The Diversity Officer shall be an exofficio member of the committee.

The Nomination and Election Committee, which shall work with the Executive Director to oversee the nomination and elections for Member-elected Directors, the President-Elect and Board-elected Directors as more fully described in Article 17 of these Bylaws and consistent with the Procedures Manual.

The Ethics Committee, which shall:

(i) recommend to ACR's Board of Directors the adoption of, and changes to, standards of professional responsibility, codes of professional conduct and the like (collectively, "Ethical Standards"), applicable to Members of ACR, as provided in Section 6.1 of these Bylaws

(ii) establish procedures and protocols for (as and when needed) appointing panels to help resolve issues and complaints against ACR Members relating to their alleged breaches of Ethical Standards, as more fully described below.

(iii) establish procedures and protocols for (as and when needed) appointing panels ("Advisory Panels") to provide advisory opinions to ACR Members in response to their requests for interpretations of the Ethical Standards or for guidance in applying them to specific situations, as more fully described below.

The Finance Committee, which shall provide overall guidance and assistance to the Board, Executive Director or Manager and staff on matters relating to ACR's budget, insurance and financial management, as well as providing on-going financial oversight, budget review and financial reports at least quarterly. The Treasurer shall serve as the chair or co-chair of this Committee.

The Governance Committee which shall recommend to the Board best practices for ACR to use in its governance and organizational planning to maximize organizational effectiveness, to ensure compliance with applicable legal requirements, in negotiating contracts and other legally binding arrangements, and in on-going development of new leaders for ACR and its Sections and Chapters; and how those practices should be documented and implemented in these Bylaws, and the Procedure Manual and elsewhere. The Governance Committee shall also perform such other duties as the Board of Directors or the Executive Committee may assign to it from time to time. The Sections Liaison and the Chapters Liaison shall be ex-officio members of this Committee. The Governance Committee shall include at least one practicing attorney and at least one member carried over from the prior year's Governance Committee.

The Membership Committee shall work with ACR's Executive Director or Manager and staff to promote and grow ACR's membership, based on ACR's Guiding Principles and Values, as set forth in Sections 3.3 and 3.4 of these Bylaws, including (but not limited to) recruiting and retaining Members and enhancing Member services and benefits. This Committee shall also be responsible for overseeing the development of, and criteria for, the membership categories of ACR, as approved, from time to time, by the Board of Directors. The Sections Director and the Chapters Director shall serve as members of this Committee.



## **ARTICLE 17. CONFERENCES, PROGRAMS, AND MEETINGS OF MEMBERS**

### **Section 17.1 Conferences**

There may be an annual conference and such other conferences, programs, and meetings of ACR at such times, places and method as the Board of Directors shall designate.

### **Section 17.2 Annual Meeting**

The Annual Business Meeting of the members of ACR shall be held at a time, place and method designated by the Board of Directors.

### **Section 17.3 Attendance at Annual Meeting**

Notice of the time, date, method and place of the Annual Business Meeting of the Members shall be provided by postpaid, email, fax and by posting on ACR's website and in ACR publications unless otherwise provided required by the relevant statutes of the State of New York. When using postpaid, email or fax, the address which appears on ACR's membership and affiliation lists shall be used. Notice shall be not less than thirty (30) days prior to the date of such meeting. All Members, as well as Individual Affiliates, and representatives of Organizational Associates, may attend the Annual Business Meeting, subject to the provisions set forth in the Procedure Manual. All ACR members who are in good standing and belong to a membership category in which voting is included may vote.

## **ARTICLE 18. STANDARDS OF PRACTICE AND PRINCIPLES OF ETHICS**

### **Section 18.1 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 18.2 Professional Standards 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 19. AMENDMENTS**

### **Section 19.1 Amending the Certificate of Incorporation and By-laws**

The Board of Directors or the Voting Members of ACR may amend ACR's Certificate of Incorporation 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 or of the Voting Members of ACR, and may be adopted at such meeting, a quorum being present, by a seventy-five percent (75%) vote of the Board members, or such Voting Members, present; or such amendments and revisions may be adopted in a written document approved and signed unanimously by the Directors of ACR, without the necessity of a meeting of

the Board of Directors.

**Section 19.2 Amending the By-Laws**

The Board of Directors or the Voting Members of ACR may amend these By Laws 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 or of the Voting Members of ACR, and may be adopted at such meeting, a quorum being present, by a seventy-five percent (75%) vote of the Board members, or such Voting Members, present; or such amendments and revisions may be adopted in a written document approved and signed unanimously by the Directors of ACR, without the necessity of a meeting of the Board of Directors.

**ARTICLE 20. DISSOLUTION**

**Section 20 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.

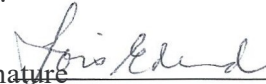
**ARTICLE 21. ADOPTION OF THESE BYLAWS**

I hereby acknowledge that the above Bylaws, consisting of 21 articles and 25 pages, were approved by the Board of Directors and formally presented to the ACR's Members by a regular mail, fax, and/or email ballot, pursuant to Article 20 of the then current Bylaws.

Printed Name-ACR Secretary

Lois Edmund

Signature



Date: **F** 2-2-2011