

**By-Laws
of
Sound Collaboration**

1. Corporate Name

The name of the Corporation shall be Sound Collaboration. The Corporation is authorized to maintain such trade names as the Board of Directors or President shall deem appropriate.

2. Incorporators

The duties and authority of the Incorporators shall terminate upon the election of the initial Directors and Officers.

3. Members

a. There shall be no Shareholders of the Corporation.

b. The term of Membership shall be January 1 through December 31 or such other term as the Directors shall determine. Annual membership dues shall be established by the Directors and may be prorated at their direction.

c. Membership is open to all persons and entities. Membership is conditioned on completion of a Membership Application and payment of annual dues and is subject to the following training and licensing requirements:

(1) All Members. Each Member shall have completed 12 hours of collaborative law and 30 hours of mediation training, as approved by the Directors, within the first year of membership. A Member who fails to participate in approved collaborative law or mediation training within the first year of membership is not eligible to renew his or her membership until the required training has been completed. Membership in the International Association of Collaborative Professionals is strongly encouraged and may be required as a condition of membership.

(2) Attorney Members. Each attorney Member must be licensed to practice law in the State of Washington and shall be in good standing with the Washington State Bar Association.

(3) Counselor Members. Each counselor Member must be licensed to practice in the State of Washington and shall be in good standing with the Department of Licensing.

(4) Other Licensed Members. All other Members who are required to be licensed by the State of Washington to perform their services shall hold a current license and be in good standing.

d. Each Member shall have one vote.

e. The Annual Meeting of the Members shall be held in January of each year. At the Annual Meeting, the Members shall elect the Directors to serve until successors are elected.

f. Special Meetings of the Members may be called by the Directors or by resolution of a majority of the Members upon Notice as required by these By-Laws.

g. At any Meeting of the Members, 10% of the Members shall constitute a quorum. A quorum shall be required to pass any resolutions of the Members.

4. Directors

a. The affairs of the Corporation shall be managed by a Board consisting of at least 3 and no more than 7 Directors. In addition to defining the overall goals and objectives of the Corporation, the Directors shall establish all conditions of membership and may set training, continuing education and other requirements for membership other than those set forth in Paragraph 3.

b. The Annual Meeting of the Directors shall be held within two weeks following the Annual Meeting of the Members each year. At the Annual Meeting, the Directors shall elect the Officers.

c. Special Meetings of the Directors may be called by a resolution of a majority of the Members or by the Directors or Officers upon notice to the Directors as provided in these By-Laws.

d. Each Director shall have one vote.

e. The Directors shall serve at the pleasure of the Members and may be removed by a majority vote of the Members or Directors at any time with or without cause.

f. At any Meeting of the Directors, a majority of the Directors shall constitute a quorum. A quorum shall be required to pass any resolutions of the Directors.

g. The Directors may establish Committees composed of Members and/or Directors. A Committee shall have the same authority to act as the Board of Directors if (1) at least one Director serves on the Committee, and (2) the Board passes a Resolution that such Committee shall have the same authority as the Board of Directors in all matters relating to the purpose of the Committee.

5. Officers

a. The day-to-day operations of the Corporation shall be managed by the Officers, which shall consist of a President, one or more Vice Presidents, Secretary and Treasurer and such other Officers as the Directors designate from time to time. One person may hold more than one office except the offices of President and Secretary. The Officers shall serve until their successors are elected unless the Directors establish a different term of service.

b. The President shall be the chief executive officer of the Corporation and is duly authorized to bind the Corporation on contracts and transactions on behalf of the Corporation without approval of the Directors.

c. The Vice President(s) shall fulfill the role of the President in the President's absence, and shall perform such other duties as the President or Directors assign.

d. The Treasurer shall maintain the financial records of the Corporation and shall issue an Annual Report to the Members at the Annual Meeting of the Members. The Treasurer shall ensure that all tax returns are promptly filed with the state and federal taxing authorities.

e. The Secretary shall maintain the corporate records of the Corporation and shall ensure that the Annual Report is filed with the Washington Secretary of State.

f. The Officers shall generally serve for two years, except that the initial Officers may serve for one or three years so that the election of Officers is staggered, with some Officers being elected in one year, and the remaining Officers being elected in the next year.

g. The Officers shall serve at the pleasure of the Directors and may be removed by a majority vote of the Directors at any time with or without cause. If an Officer resigns or is removed, the Directors may elect a replacement Officer or the office go unfilled.

6. Affiliates

The Directors may establish, amend and revoke requirements for one or more classes of Affiliates who are not Members, including without limitation: fees assessed, tax deductibility, classification name, and any benefits afforded to Affiliates. Affiliates of one class shall all be afforded the same benefits as those within the class with no preference given to an Affiliate in one class over another Affiliate of the same class.

7. Notices

a. Whenever Notice is required to be given by these By-Laws or law, such Notice shall be made at least 3 days in advance of the meeting if Notice is provided by email, fax or telephone. Notice provided by mail shall be made 5 days in advance of the meeting. The Notice shall specify the date, time, place and purpose of the meeting. Notice may be given electronically provided a written consent is of record and such notice may be withdrawn by providing written notice to the Secretary of the Corporation.

b. Notice shall be deemed made when emailed, mailed, or faxed to the Members or Directors at their email or mailing address or fax number of record. Notice by telephone shall be deemed sufficient Notice if the person providing Notice personally provides telephonic notice to any Member or Director and notes the date and time of communication in the corporation records.

c. Any Member or Director may waive Notice in writing. A Member or Director's attendance at a meeting shall be deemed to be a waiver of Notice without the necessity of a written Waiver.

8. Meetings

a. At any Annual Meeting, the Members and Directors may transact any business that is lawful and in conformity with these By-Laws.

b. At any Special Meeting of the Members or Directors, only the business purpose specified in the Notice shall be conducted unless all Members or Directors are present or consent in writing to the transaction of the other business.

c. Any Annual or Special Meeting of the Members or Directors may be held in person, by telephone conference call, internet conference, or video conference.

d. In lieu of attending any Members or Board of Directors meeting, a majority of the Members and Directors may adopt resolutions and take any legal action by signing a Consent in Lieu of Meeting which sets forth the resolutions adopted and action to be taken.

e. No action or resolution of the Members or Board of Directors adopted at a meeting of the Members or Directions shall be valid unless (1) a quorum exists at such meeting, and (2) a majority of those entitled to vote adopt the action or resolution.

9. Corporate Books and Records

The President shall ensure that the Corporation maintains adequate books and records, which records may be kept and managed by one or more of the Officers, and the same shall be available for inspection by any Member at any reasonable time upon reasonable notice. The Secretary shall make the corporate book of the Corporation available for inspection by any Member at any reasonable time upon reasonable notice.

10. Amendment to By-Laws

These By-Laws may only be amended by a vote of 2/3 of the Directors or Members at any Special or Annual Meeting or by Consent in Lieu of Meeting. Notice of proposed changes to the By-Laws shall be provided in advance of any Special or Annual Meeting at which a vote will be taken to amend the By-Laws.