

# **METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC.**

*(A Colorado Nonprofit Corporation)*

## **AMENDED AND RESTATED BYLAWS**

These Amended Bylaws are for the METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC., a Colorado nonprofit corporation (hereinafter the “Organization” or “MDIC”) and were approved by the Board of Directors of MDIC on June 23, 2017.

### **ARTICLE ONE: NAME AND PURPOSE**

**1.1. Name.** The name of the Organization is the METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC. The Organization is also sometimes referred to as MDIC.

**1.2. Purpose.** The purpose of the Organization is that it is organized solely for scientific, educational and charitable purposes.

1.2.1. The METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC., is an organization of attorneys, mental health professionals and other professionals, including mediators, arbitrators, judges and court personnel, dedicated to meeting the needs of families in transition, including dissolution of marriage, legal separation, dissolution of domestic partnerships and other domestic actions involving adjudicated and consensual allocation of parental responsibilities.

1.2.2. The METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC. was founded as an organization out of a shared perspective that the needs of these families in transition are not solely legal, economic mental health related, but rather that families will be better served by having professionals from multiple disciplines assist parents in assessing and meeting the needs of their family and children.

1.2.3. The METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC. works to educate professionals to develop the skills and knowledge to apply a comprehensive and professional approach to meet the needs of families.

1.2.4. Private meetings are held monthly by MDIC throughout the year to present scientific, educational and professional information important to professionals who are serving the needs of families in transition. Meetings are open to all members and guests who provide such services to families in the context of dissolution of marriage and allocation of parental responsibilities. Professionals who are not members of MDIC can attend on invitation of members of MDIC.

1.2.5. The purposes of this Organization are:

- To support and conduct non-partisan research, education and informational activities to increase professional awareness of the needs of families in transition.
- To support affordable and accessible services for families in transition in Colorado.
- To sponsor activities and educational events in support of any other purpose of this Organization.
- To provide administrative services in support of any other purpose of this Organization.
- To make any donation or contribution of cash, goods or services, including any links between websites, as authorized by the Board of Directors of the Organization to any nonprofit organization for its exempt purposes, in compliance with Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be from time to time amended. Any ongoing such arrangement subject to the provisions form compliance with Section 501(c)(3) shall be subject to termination at any time when the other organization shall no longer qualify for Section 501(c)(3), or for any other reason at the sole discretion of the Board of Directors.
- To transact all lawful business for which nonprofit corporations may be organized pursuant to the Colorado Nonprofit Corporation Act, to have and exercise all powers, privileges, and immunities now or hereafter conferred upon or permitted to nonprofit corporations by the laws of the State of Colorado, and to do any and all of the things hereinbefore set forth to the same extent as natural persons could do insofar as permitted by the laws of the State of Colorado, and the Organization's Articles of Incorporation.

## **ARTICLE TWO: MEMBERSHIP**

**2.1. Membership.** Membership shall include Regular Members, Student Members and Auxiliary Members, with the following criteria.

2.1.1. Regular Members of the METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC. shall be licensed Colorado Attorneys and licensed Mental Health Professionals in good standing under the regulations governing their professions. Online membership registration shall require a prospective member to check off whether such prospective member is a license attorney or mental health professional in good standing. All

other potential student or auxiliary members will be directed to contact Officers of the Organization for membership approval.

2.1.2. Auxiliary Members of the METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC. shall be other professionals who provide services to Colorado families in transition, who are in good standing in their respective professions. Admission of any prospective Auxiliary Member requires approval of the Board of Directors, as hereinafter provided. Applicants for auxiliary membership shall submit to the board a brief statement of application indicating why they are interested in joining the organization.

2.1.3. Student Members shall be enrolled in a graduate or undergraduate college program intended to result in service to families in transition, and be admitted as Student Members on application, upon review and approval of the Board of Directors, if sponsored by a Regular Member who is such proposed Student Member's professional mentor.

2.1.4. The qualifications of members and the dues for membership shall be determined by the Board of Directors, but if not otherwise determined shall require each member to (1) maintain good standing in the profession for which the member is licensed; (2) provide evidence of errors and omission (malpractice) insurance; (3) attend such training each year as is required to maintain good standing in the profession for which the member is licensed; and (4) make payment of annual dues to METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC.

2.1.5. Admission of any proposed Auxiliary Members or Student Members require specific approval of the Board of Directors, on recommendation of the Chair of the Membership Committee to be admitted as Members. Such approval shall be based upon a demonstrated commitment to provide professional services to meet the needs of families in transition. Membership in MDIC shall not be primarily motivated to sell services to MDIC Members or sell services to clients of MDIC Members. No more than 10% of the Members of MDIC shall be Auxiliary Members, and at any time when previously admitted Auxiliary Members shall equal or exceed that percentage, there shall be no new admissions of Auxiliary Members until such time when the percentage would not be exceeded, either due to attrition in the number of Auxiliary Members or due to increase in the number of Regular Members.

2.2. **Annual Meeting.** Annually, the members of the METROPOLITAN DENVER INTERDISCIPLINARY COMMITTEE, INC. shall meet and elect the members of the Board of Directors from a slate offered by the Board of Directors, elect the slate of Officers of the Organization from a slate offered by the Board of Directors, as well as to conduct such other business as the members shall then determine. Ballots can be received by email or fax transmission from Regular Members in good standing.

2.3. **Monthly Meetings and Notice.** Monthly luncheon meetings with speakers to present information consistent with the purpose of the Organization shall occur at such time and

place as the Board of Directors shall determine. Each member shall pay a luncheon fee at such price as the Board of Directors anticipates will cover the costs to the organization for the luncheon. At the discretion of the Board of Directors a speaker may be permitted to attend the luncheon at which the speaker appears, without payment by the speaker.

**2.4. Membership Directory and Website.** Members in good standing shall provide their professional and contact information for the MDIC website and Membership Directory. The Membership Directory has ordinarily been issued by the Organization approximately once annually. Members not in good standing, whose dues are not current or who fails to provide updated information may not be listed. The Secretary shall be Chair of the Membership Directory Committee. The Board shall select another individual to be Chair of the Website Committee. The Chairs of the Membership Directory Committee and Website Committee shall work together to achieve such efficiencies as may be possible.

### **ARTICLE THREE: BOARD OF DIRECTORS**

**3.1. Directors.** There shall be at least six (6) attorneys and at least six (6) mental health professionals on the Board of Directors of the Organization, each of whom is licensed in their profession, with overlapping two year terms so that two attorneys and two mental health professionals are elected annually. There shall at all times be an equal number of attorneys and mental health professionals on the Board of Directors. Each Director shall be a Regular Member in good standing. In addition, on recommendation of the Board of Directors, additional Directors can be added who serve families in transition, but are not licensed attorneys or licensed mental health professionals, but such Directors shall be supernumeraries who do not count toward the 6 attorneys and 6 mental health professionals required for the Board of Directors. In addition, Past Presidents are eligible to attend and vote at Board of Directors meetings, but will not be counted to meet the standard for a balanced Board of Directors.

**3.2. Regular Meetings.** The Board of Directors shall meet in at least 8 monthly meetings each year, commencing at 10:30 a.m. on the mornings in which the Organization shall have a monthly luncheon meeting for the membership. Attendance at the Board of at a Board of Directors meeting can be by telephone or skype, provided that the Secretary's minutes shall reflect such attendance, the participant Director(s) can hear and be heard by the Director(s) attending in person and the vote of the participant Director(s) can be heard on any Motions for which there is a division in the vote.

**3.3. Annual Board Retreat.** Annually at such time and place as may be determined by the Board of Directors, the Board of Directors shall meet in retreat to plan the following year of activities to serve the purpose of the Organization.

**3.4. Quorum.** A quorum of the Board of Directors sufficient to conduct business for the Organization is present at a meeting attended by no fewer than seven (7) Directors, with no fewer than three (3) attorneys and no fewer than three (3) mental health professionals. Presence

at a Board of Directors meeting for purposes of a quorum can be by telephone or skype, provided that the Secretary's minutes shall reflect such attendance, the distance participant Director(s) can hear and be heard by the Director(s) attending in person and the vote of the distance participant Director(s) on any Motions for which there is a division in the vote. Proxies of absent Directors can be used for votes, but not to establish a quorum. Past Presidents can be used for votes, but not to establish a quorum.

**3.5. Officers and Duties.** There shall be five (5) officers of the Organization, consisting of a President, Past President, Vice President, Secretary and Treasurer. At all times, the President, Past President, Vice President and Secretary shall be both a Regular Member and a serving Director, who served as a Director the year prior to becoming an officer. The Board of Directors shall nominate the Treasurer, and then the entire slate of officers shall be subject to vote of the Members at the Annual Meeting of the Members. The officers shall hold a sequence of the officer positions, so that the Treasurer shall move up the following year to Secretary, then the following year to Vice President, then the next following year to President, thereafter the immediate Past President shall be the Past President for a year. The officers' duties shall be set forth in a job description prepared by each officer for the successor in that officer's position, including such directions as are adopted by the Board of Directors, generally described as follows:

*The President* shall convene regularly scheduled meetings of the Board of Directors, shall preside or arrange for another officer to preside at each meeting in the following order: chair-elect, vice-president, secretary and treasurer. The President shall cause a written agenda for Board meetings to be issued to Directors via email at least a week prior to the Board meetings.

*The Immediate Past-President* shall advise and assist the President, and shall vote to break tie votes, if any shall occur.

*The Vice President/President Elect* shall assist the President in performance of the President's duties in the year prior to the Vice President serving as President. The Vice President shall serve as Chair of the Program Committee.

*The Secretary* shall be responsible for keeping records of Board of Directors actions, including overseeing the taking of minutes at all meetings of the Board of Directors, sending out meeting announcements, distributing copies of minutes of every meeting and the agenda to each Director, bringing forward the minutes for the prior meeting for approval at every meeting and maintaining a record of the same and all corporate records in such manner as to be accessible to the membership.

*The Treasurer* shall make a report at each Board of Directors meeting, to report the amount in the Organization's accounts, and to make financial information available to board members and the membership. Annually, the Treasurer shall prepare a draft budget to be approved by the Board of Directors. In addition, the Treasurer shall assist the Secretary in

maintaining the corporate existence and tax status of the Organization. The following individuals shall have access to the accounts: Treasurer, Vice President and President, but all expenditures shall be in accordance with the budget and/or other directions adopted by the Board of Directors. The Treasurer shall be responsible to make the Organization's annual filings with the Colorado Secretary of State to maintain the Organization in good standing, and shall work with the accountants selected by the Board of Directors to make annual filings with the Internal Revenue Service and the Colorado Department of Revenue to maintain the Organization as qualified to accept tax deductible contributions, on or before February 28 for each prior calendar year. The Board of Directors shall alternate the professions of the officers, with the goal to ultimately alternate the professions of the serving President between that of attorney and mental health professional on an annual basis.

**3.6. Vacancies.** When a vacancy on the Board of Directors exists mid-term, the Board of Directors can elect to leave the position vacant or elect any member of the Organization as a new Director to serve only to the end of the term of the departing Director. The vacancy shall be filled on a basis to maintain the balance of professions on the Board of Directors.

**3.7. Resignation, Termination, and Absences.** Resignation from the Board of Directors must be in writing and received by the Secretary. A member of the Board of Directors can be removed by the Board of Directors due to failure to maintain in professional good standing in the profession in which the Director holds his/her license, or excess absences, comprised of more than three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining actively serving members of the Board of Directors.

**3.8. Votes.** Except as otherwise specified herein, a simple majority of Directors present at a meeting in which a Quorum is present shall suffice for any vote.

**3.9. Votes Taken by Email.** At any time, upon the request of the President, a vote of the Board of Directors can be taken by email between meetings of the Board of Directors, with the email votes to be counted and recorded by the Secretary.

**3.10. Procedure for Meetings.** The meeting of the Board of Directors shall follow the agenda prepared by the President and circulated in advance of the meeting by the Secretary, unless the Board of Directors, upon Motion made and seconded and approved by a majority of the Directors in attendance in person or by proxy, votes to make additions or deletions for the agenda immediately after the meeting is called to order and presence of a quorum is established. In the event that controversy shall impede orderly conduct of a meeting, at any time the President or any Director can call for the Board of Directors to continue discussions and act using the procedures as specified in Robert's Rules of Order for the remainder of such meeting. Upon a call to use Robert's Rules of Order, a vote of the Directors present shall be taken, and such vote shall have priority over all other votes and business.



## ARTICLE FOUR: COMMITTEES

**4.1. Committee Formation.** The Board of Directors can form Committees as needed, with such chairs as the Board shall determine. Members of Committees shall include but not be limited to Directors.

**4.2. Committees.** The following Committees comprise the standing Committees of the Organization:

Finance Committee. Charged to prepare the budget. Chair: Treasurer

Membership Committee. Charged to promote membership. Chair: Past President

Program Committee. Charged to develop monthly programs. Chair: Vice President

Conference Committee. Charged to organize conferences. Chair: TBD

Membership Directory Committee. Charged to organize directory. Chair: Secretary

Website Committee. Charged to develop, improve, maintain website. Chair: TBD

In addition to the Standing Committees, other committees shall be established from time to time by the Board of Directors.

## ARTICLE FIVE: COMPLIANCE WITH ARTICLES

**5.1. No Inurement.** No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Organization's Articles of Incorporation and these bylaws.

**5.2. No Propaganda.** No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigning on behalf of or in opposition to any candidate for public office.

**5.3. Compliance with Requirements for Deductible Contributions.** Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future federal tax code, or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

**5.4. Dissolution in Compliance with Law.** The Organization may dissolve and wind up its affairs in the manner provided by the Colorado Nonprofit Corporation Act, but upon such dissolution, the assets of the Organization shall be applied and distributed as follows:

5.4.1. All liabilities and obligations of the Organization shall be paid and discharged, or adequate provisions shall be made therefor.

5.4.2. Assets held by the Organization on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement.

5.4.3. The remaining assets held by the Organization shall be distributed pursuant to a plan of distribution adopted as provided in Section 7-26-104 of the Colorado Nonprofit Corporation Act, unless otherwise provided by law, to one or more domestic or foreign corporations, societies, or organizations engaged in activities similar to those of the Organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a Colorado state or local government, for a public purpose, or be distributed by a court to another organization to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this Organization was organized.

## **ARTICLE SIX: AMENDMENTS**

**6.1. Amendments.** These bylaws may be amended when necessary by a two-thirds majority of the Board of Directors, and the same shall be subject to ratification by majority vote at the next occurring annual meeting of members. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements, and distributed 10 days prior to the annual meeting of members, to all members receiving notice of membership meetings.

## **CERTIFICATION**

These bylaws were approved by affirmative vote at a board meeting with two-thirds of the board members present. The bylaws were considered and adopted by unanimous consent of those present at the board meeting held on June 23, 2017.

  
Samantha Rutsky, JD, 2017 Secretary

10/3/17  
Date