

**COLLABORATIVE LAW ASSOCIATION  
OF SOUTHWESTERN PENNSYLVANIA**  
(A Pennsylvania Nonprofit Corporation)

**BY LAWS**

**ARTICLE I**

**Name**

This collaborative law practice group shall be known as Collaborative Law Association of Southwestern Pennsylvania (CLASP).

**Registered Office**

The registered office of CLASP in the Commonwealth of Pennsylvania shall be at the business address of the acting Treasurer of CLASP, until otherwise established by a vote of a majority of the members, or until changed by an appropriate amendment of the articles of the corporation.

**Other Offices**

CLASP may also have offices at such other places within or without the United States of America as the members may from time to time appoint or the activity of the corporation requires.

**ARTICLE II**

**Purpose**

The purpose of CLASP is to: (1) provide education and training to attorneys regarding the collaborative law process; and (2) promote awareness of the collaborative law process to the community. CLASP has been formed and shall be maintained as a non-profit corporation pursuant to 26 U.S. Code §501(c).

**ARTICLE III**

**Organization**

**A. Membership**

1. Members shall be attorneys, mental health professionals, financial professionals and other professionals in related disciplines who are committed to the principles and practice of collaborative law.
2. The membership requirements of CLASP shall be consistent with and include the membership requirements of the International Academy of Collaborative Professionals.

3. All members of CLASP are required to sign the CLASP membership agreement by January 31<sup>st</sup> of each year and comply with all requirements set forth in that agreement, the form of which will be determined by CLASP.
4. Except as provided in paragraph 6 below, all members of CLASP are required to pay an initiation fee at the time that they join plus a fee for every full quarter remaining in the year they join and shall thereafter pay annual dues by January 31<sup>st</sup> of each year and to pay any additional assessments within thirty (30) days of notice of the additional assessment. The initiation fee, quarterly dues and annual dues shall be set via resolution by the Executive Committee from time to time as needed. Any additional assessments shall be submitted to the membership for vote at a membership meeting after due notice to all members.
5. All CLASP members who have met and continue to meet the requirements for membership are entitled to vote, be on the referral list that accompanies the brochure for CLASP, appear on the CLASP website, if available, and participate in all other marketing materials.
6. Any member who joins on or before December 31, 2007 and pays an initiation fee of \$1,000, in lieu of the initiation fee of \$350, at the time that the member joins, shall be considered a founding member. In recognition of their financial and time commitment to the formation of CLASP, Founding Members shall be excused from dues payment for a period of five (5) years.

## B. Leadership

In principle, CLASP does not wish to create a hierarchy. The members do acknowledge, however, that certain practical aspects of effective management require designating members to be responsible for specific tasks. At the December meeting of each year, members will vote to designate who will be responsible for tasks for the upcoming year.

### 1. Executive Committee

The affairs of CLASP shall be managed by its Executive Committee, which shall be composed of Officers as described below.

### 2. Officers

#### a. Number

The number of Officers shall be from thirteen (13) to nineteen (19) as determined by vote of the membership. The officers of CLASP shall be a President, a Vice-President, a Secretary, a Treasurer, and may include additional At-Large Members. Beginning January 1, 2011, the Chairperson of each standing committee shall also be an officer of CLASP. Such Officers shall have the authority to perform the duties prescribed by the Executive Committee. No person may hold more than one office at the same time.

If 30 to 49 members belong to CLASP at the time of the executive committee meeting when nominations for officers are received, then nominations shall be received at such meeting to elect two (2) members to be At-Large Members of the Executive Committee for the next term. If 50 to 69 members belong to CLASP at the time of the executive committee meeting when nominations for officers are received, then nominations shall be received at such meeting to elect four (4) members to be At-Large Members of the Executive Committee for the next term. If 70 or more members belong to CLASP at the time of the executive committee meeting when nominations for officers are received, then nominations shall be received at such meeting to elect six (6) members to be At-Large Members of the Executive Committee for the next term.

b. Qualifications

Officers shall have the following qualifications:

- (1) CLASP membership in good standing as defined in the CLASP Membership Agreement.
- (2) Commitment to the specific objectives and purposes of CLASP.
- (3) Commitment to using their talents and time in service to the advancement of the specific objectives and purposes of CLASP.
- (4) Commitment to ethical values, standards, and practices.
- (5) If newly elected to the CLASP Executive Committee, officers must attend at least three of the first four Executive Committee meetings and 70% thereafter unless good cause is shown as to why they have fallen below the 70% attendance requirement.
- (6) Responsible stewardship of the resources entrusted to their care.

c. Nominations

By September 30th of each year at an Executive Committee meeting, the Executive Committee of CLASP shall appoint a nominating committee, which shall be comprised of the past CLASP president, as the chairperson, and four additional members of CLASP who are not members of the Executive Committee. Each Officer of the Executive Committee shall recommend four CLASP members as candidates for the nominating committee. The four members who receive the most recommendations will be appointed to the nominating committee. If there is a tie which causes more than four members to be recommended for the nominating committee, the President shall appoint the fourth member from the members tied in the vote. The nominating committee shall thereafter meet as often as needed to prepare a slate of candidates for the Officers that are to be elected at the upcoming membership meeting in December. The slate of candidates shall be announced at an Executive Committee meeting in November prior to the December membership meeting. Notice of the Executive Committee meeting in November at which nominations are to be received shall be given by email to all members of CLASP no less than two (2) weeks before such meeting. Any other members of CLASP may appear

at the Executive Committee meeting of CLASP in November and nominate any other qualified CLASP member for any of the offices to be elected at the December membership meeting.

d. Election

The Officers of CLASP shall be elected annually at the December membership meeting by a majority of the members present or voting by proxy. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient.

e. Terms and Elections

i. Officers: The President, Vice-President, Secretary and Treasurer shall be elected for a term of two years beginning January 1<sup>st</sup> and they shall hold office until December 31<sup>st</sup> of the following year. The At Large Officers shall also be elected for a term of two years beginning January 1<sup>st</sup> and they shall hold office until December 31<sup>st</sup> of the following year. The elections of the Officers shall occur at the membership meeting in December of even years. The elections of the At Large Officers shall occur at the membership meeting in December of odd years. The Officers shall be voting members of the Executive Committee.

ii. Committee Chairpersons and Vice Chairpersons. A Vice Chairperson shall be elected for each committee for a term of one year beginning January 1<sup>st</sup> and ending December 31<sup>st</sup>. The Vice Chairperson shall then serve as Chairperson of that committee for an additional one year term beginning January 1<sup>st</sup> and ending December 31<sup>st</sup> of the following year. A Vice Chairperson shall be elected for each committee every year starting at the December, 2018 election, at which time a Vice Chairperson shall be elected for the Education, Membership, Ethics, Marketing, Training, Social, Pro Bono, Policy and Procedure and Civil Committees. Vice Chairpersons shall then be elected for these committees every year thereafter. For the December, 2018 election only, Chairpersons for the Marketing, Training, Social and Civil Committees shall be elected for one year terms. The then current Chairpersons of the Policy and Procedures, Education, Membership, Ethics and Pro Bono committees shall serve the remainder of their terms through December 31, 2019. The Committee Chairpersons shall be voting members of the Executive Committee. In the absence of a Committee Chairperson at an Executive Committee meeting, the Vice Chairperson of that committee shall be entitled to vote.

iii. No provision of this section shall restrict the right of the Executive Committee to fill vacancies as is provided elsewhere in this Article.

f. Compensation

Officers shall not receive compensation for their services. Nothing herein contained shall be construed to preclude any member from serving CLASP

in any other capacity and receiving compensation therefore or from being reimbursed for actual expenses incurred in connection with her or his duties.

g. Removal

Any Officer elected may be removed at a Membership meeting by a majority vote of the membership present after due notice and opportunity to be heard at the Membership meeting. Upon presentation to the Executive Committee of attendance records, an Officer shall be removed for failure to attend the required meetings as set forth in Section 2.b (5).

h. Vacancies

Any vacancy occurring in the Executive Committee, and any position to be filled by reason of an increase in the number of Officers, may be filled by the affirmative vote of a majority present at a meeting of the Executive Committee. An Officer elected to fill a vacancy shall be elected for the unexpired term of her or his predecessor in office.

i. Duties of Officers

**President**

The President shall be the principal executive officer of CLASP and shall, in general, supervise and control all of the business and affairs of CLASP. He or she shall preside at all meetings of the membership and of the Executive Committee. He or she may sign, with the Secretary or any other proper officer of CLASP authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and executing thereof shall be expressly delegated by the Executive Committee or by these By-Laws or by statute to some other officer or agent of CLASP; and in general, he or she shall perform all duties incident to the position of President and such other duties as may be prescribed by the Executive Committee.

**Vice-President**

The Vice-President shall act as the assistant to the President and shall, in the absence of the President, be the presiding officer at meetings. In addition, the Vice-President shall directly oversee the Committee Chairpersons and perform other duties as requested and assigned by the President. In the event of a vacancy in the office of President, the Vice-President shall succeed to the office for the unexpired term.

### **Treasurer**

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of CLASP; receive and give receipts for moneys due and payable to CLASP from any source whatsoever, and deposit all such moneys in the name of CLASP in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to her or him by the President or by the Executive Committee.

### **Secretary**

The Secretary shall keep the minutes of the meetings of the membership and of the Executive Committee in one or more books provided for that purpose; ensure that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the records of CLASP; keep a record of attendance at Membership and Executive Committee meetings; keep a register of the post office address of each member, which shall be furnished by each member to the Secretary; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to her or him by the President or by the Executive Committee.

### **Standing Committee Chairperson**

A Standing Committee Chairperson shall manage the affairs of their committee and report to the Executive Committee at Executive Committee meetings and to the members at membership meetings.

### **At-Large Members**

The At-Large members shall represent the general membership and perform such other duties as directed by the President or by the Executive Committee. From the inception of CLASP through December 31, 2007, the At-Large members shall be the first six Founding Members who are not already serving as officers of the organization. Thereafter, the At-Large members shall be elected in accordance with these by-laws.

### 3. Meetings

The Executive Committee may provide by resolution the time and place for the holding of regular meetings of the Executive Committee without other notice than such resolution.

Special Meetings of the Executive Committee may be called by or at the request of the President or by any two members of the Executive Committee. The person or persons authorized to call special meetings of the Executive Committee may fix any reasonable location as the place for holding any special meeting of the Executive Committee called by them. Notice of any special meeting of the Executive Committee shall be given at least two (2) weeks, but not more than thirty (30) days, prior to the scheduled date by written notice delivered personally or sent by mail or by e-mail or by fax to each Officer at her or his address as shown by the records of CLASP. Any Officer may waive notice of any meeting, except where an Officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any regular or special meeting of the Executive Committee must be specified in the notice or waiver of notice of such meeting.

A majority of the Executive Committee shall be present at each meeting in order to constitute a quorum for the transaction of business. Every Executive Committee member shall be entitled to one vote. In the absence of a quorum, a majority of the Executive Committee members present and voting may adjourn the meeting from time to time until a quorum is present.

### 4. Manner of Acting

Executive Committee Meetings shall be presided over by the President of CLASP. The Secretary of CLASP shall act as secretary of all meetings of the Executive Committee. The act of a majority of the Officers present at a meeting shall constitute the act of the Executive Committee, unless the act of a greater number is required by law or by these By-Laws.

Any action required by law to be taken, or any action which may be taken, at an Executive Committee meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Executive Committee Officers.

### 5. Vice Chair.

The position of Vice Chair for each CLASP Committee is established. The position of Vice Chair is not required to be filled by the Nominating Committee, but it may be filled if the Nominating Committee so decides to recommend filling the position. If the Nominating Committee has not recommended someone to fill the position, the Chair of each Committee shall have the authority to appoint or dismiss a member of CLASP as Vice Chair of their Committee. A Vice Chair is not an officer

of CLASP, but he or she is subject to the same qualifications necessary to be an officer of CLASP. The Vice Chair may vote at an Executive Committee meeting if the Chair is unavailable to vote and has not submitted a proxy vote to the Vice Chair. If the Chair and Vice Chair are present at a CLASP business meeting, the Chair shall cast his or her vote on any matter to be voted upon and the Vice Chair shall not be entitled to vote. A Vice Chair may serve on a Nominating Committee because he or she is not an officer of CLASP.

C. Committees

1. The standing committees shall be the Marketing Committee; the Training Committee; the Education Committee; the Social Committee; the Membership Committee; the Ethics Committee; the Civil Committee; the Policy and Procedure Committee; and the Pro Bono Committee.
2. The Executive Committee may designate other committees and shall appoint members by a method determined by the Executive Committee to assist in the operation of CLASP.
3. Each member of CLASP shall join and participate in the activities of at least one standing committee.
4. Each member of a committee shall continue as such until her or his successor is appointed, unless the committee or the Executive Committee elects by majority vote to remove such member.
5. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments, or may be left unfilled.
6. Unless otherwise provided in the resolution of the Executive Committee designating a committee, the act of a majority of the members present at a committee meeting shall be the act of the committee.
7. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Executive Committee.
8. Duties and purpose of Committees

**Marketing Committee:**

- (a) Provide collaborative law information to attorneys, other professionals and the public at large.
- (b) Maintain the web site.
- (c) Establish and implement an advertising plan.
- (d) Document community sources.
- (e) Provide pamphlets, brochures and inserts.



**Training Committee:**

- (a) Plan and sponsor mediation and collaborative law training.
- (b) Explore and obtain grant opportunities.

**Education Committee:**

- (a) Plan CLE's and other education programs for members.
- (b) Plan other educational programs for members and other professionals.

**Social Committee:**

- (a) Plan social events for members and invited guests to further promote CLASP and the collaborative process, and to foster better relations among the members of CLASP.

**Membership Committee:**

- (a) Serve as the CLASP contact for new members.
- (b) Provide materials to new members.
- (c) Retain signed membership agreements.
- (d) Collect dues and transfer to CLASP Treasurer.
- (e) Send out dues notices and IACP dues reminders.
- (f) Monitor CLASP case statistics.

**Ethics Committee:**

- (a) Research and report to the members on ethical concerns and questions.

**Civil Committee:**

- (a) Promote use of collaborative process to resolve other civil disputes.

**Policy and Procedure Committee:**

- (a) Prepare By-Laws and changes to By-Laws.
- (b) Prepare Membership Agreement.
- (c) Prepare other forms as needed for CLASP.
- (d) Create Protocols.

**Pro Bono Committee:**

- (a) Plan, implement and supervise the CLASP programs servicing low and moderate income clients.

**ARTICLE IV**

**Procedure**

A. Meetings

1. Regular membership meetings are to be held as determined by the membership at the December membership meeting. Regular meetings will consist of (1) approval of old minutes; (2) report from the Executive Committee and anyone else; (3) peer review and

case conferencing; (4) marketing; and (5) new business. Meetings shall be held at the registered office of the corporation, or at such other place within or without the Commonwealth of Pennsylvania as shall be fixed by the Executive Committee or the person or persons calling the meeting.

2. The annual business meeting for the election of officers and the transaction of such other business as may properly come before the same will be held in December of each year or if not, it shall be held on the ninetieth (90th) day following the close of each fiscal year, if such day is not a legal holiday and, if a legal holiday, then on the next business day.
3. The purposes of this meeting will be to elect the leadership; plan for the new year; determine the number of membership meetings for the next year; and any other organizational or procedural issues which are raised.
4. Special Meetings. Special meetings may be called at any time by the President, or the Executive Committee or not less than one-fourth of all of the Members entitled to vote at such meeting.
5. Notice of Meetings. A written notice stating the place, day and hour of any meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be emailed by the Secretary, or by the officer or person calling the meeting, to each Member of record entitled to vote at such meeting at such email address as appears upon the records of CLASP, at least five days before the date of the meeting unless a greater notice period is provided elsewhere in these by-laws. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.
6. Quorum. The presence, in person or by proxy, of the majority of the Members entitled to vote shall constitute a quorum. A Member who intends to give his or her proxy shall give his or her proxy to the Secretary of CLASP, for purposes of delivering the quorum. The Members present at a duly authorized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of Officers, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing the Officers.
7. Voting. Except as otherwise provided by law, the Articles of Incorporation or these By-Laws, every member shall have the right at every members' meeting to one vote. A majority of the votes cast shall decide every question or matter submitted to the members unless otherwise provided by law. The vote upon any matter submitted to the members shall be taken by voice vote; provided, however, that the vote upon any question shall be by ballot if demand for the same is made by any member or is directed by the Chairman of the meeting.

8. Informal Action. Whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of law or of the Articles of Incorporation, the meeting and vote of members may be dispensed with if all the members who would have been entitled to vote upon the action if such meeting were held shall sign and file with the Secretary a consent or consents in writing to such corporate action being taken.

B. Internal Conflicts

When conflict arises among members of CLASP, the parties to the conflict shall participate in a meeting with an agreed upon mediator who is not a part of the conflict within 30 days of being asked to participate. The parties shall make a good faith effort to resolve the issues in the spirit of collaborative practice.

C. Decision-Making

1. The quorum for any vote shall be the members present, in person or by proxy.
2. A majority vote of the members present is required for all decisions.
3. Vote by proxy is available only if specifically authorized by these by-laws. Where indicated in these By-Laws that a vote may be by proxy, the proxy shall be in writing and shall be provided to the CLASP secretary.

D. Operations

1. Dues, which include membership in the CLASP, as determined by the membership, are payable by January 31<sup>st</sup> of each year.
2. Additional assessments, as determined by the membership, may be made to fund operations of CLASP and are payable within thirty (30) days of the notice of the additional assessment.

## ARTICLE V

A. Limitation of Personal Liability of Officers. An officer of CLASP shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. the officer has breached or failed to perform the duties of his or her office as defined in these by-laws; and
2. the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to (i) the responsibility or liability of an officer pursuant to any criminal statute; or (ii) the liability of an officer for the payment of taxes pursuant to local, state or federal law.

**B. Standard of Care and Justifiable Reliance.**

1. An officer of CLASP shall stand in a fiduciary relationship to CLASP, and shall perform his or her duties as an officer, including his or her duties as a member of any committee of CLASP upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of CLASP, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, An officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more officers or employees of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to such matters which the officer reasonably believes to be within the professional or expert competence of such person;
- (c) A committee of CLASP upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

An officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

2. In discharging the duties of their respective positions, the Executive Committee, committees of CLASP and individual officers may, in considering the best interests of CLASP, consider the effects of any action upon employees, upon persons with whom CLASP has business and other relations and upon communities which the offices or other establishments of or related to CLASP are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Article.

3. Absent any breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the CLASP.

**C. Indemnification in Third Party Proceedings.** CLASP shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of CLASP) by reason of the fact that he or she is or was a representative of CLASP, or is or was serving at the request of the CLASP as a representative of another corporation, partnership,

joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of CLASP, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

D. Indemnification in Derivative Actions. CLASP shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of CLASP to procure a judgment in its favor by reason of the fact that he or she is or was a representative of CLASP, or is or was serving at the request of CLASP as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she believed to be in, or not opposed to, the best interest of CLASP and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to CLASP unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

E. Mandatory Indemnification. Notwithstanding any contrary provision of the articles or these by-laws, to the extent that a representative of CLASP has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in any Article above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

F. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under any Article above shall be made by CLASP only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- (a) by the Executive Committee by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) if such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested officers so directs, by independent legal counsel in a written opinion.

G. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by CLASP in advance of the final disposition of such action, suit or proceeding as authorized by the Executive Committee in a specific case upon receipt of an

undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by CLASP as authorized above.

H. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of CLASP and may inure to the benefit of the heirs, executors and administrators of such person.

I. Insurance. CLASP shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of CLASP or is or was serving at the request of the CLASP as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not CLASP would otherwise have the power to indemnify such person against such liability.

J. Reliance on Provisions. Each person who shall act as an authorized representative of CLASP shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## ARTICLE VI

A. Corporate Seal. CLASP shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation and such other details as may be approved by the Executive Committee.

B. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Executive Committee may from time to time designate.

C. Contracts. Except as otherwise provided in these by-laws, the Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of CLASP, and such authority may be general or confined to specific instances.

D. Deposits. All funds of CLASP shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Executive Committee may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Executive Committee shall from time to time determine.

E. Annual Report to the Membership. The Executive Committee shall direct the president and treasurer to present at the annual meeting of the Membership a report showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of CLASP as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.

- (3) The revenues or receipts of CLASP, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for CLASP.
- (4) The expenses or disbursements of CLASP, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for CLASP.

The annual report of the Executive Committee shall be filed with the minutes of the annual meeting of CLASP.

F. Amendment of By-Laws. These by-laws may be amended or repealed, or new by-laws may be adopted, by vote of a majority of the membership of the corporation in office at any regular or special meeting. Such proposed amendment, repeal or new by-laws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special. A vote on amendment of the by-laws may be by written proxy delivered to the Secretary of CLASP by the time a vote is taken at any duly convened membership meeting.

G. Fiscal Year. The fiscal year of CLASP shall be the calendar year.

THE UNDERSIGNED CERTIFIES that the above By-Laws have been approved and adopted by the Membership of CLASP on the \_\_\_\_ day of \_\_\_\_\_, 2020, and as duly amended from time to time through the date signed below.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date