

MAINE ASSOCIATION OF MEDIATORS BYLAWS

ARTICLE I

GENERAL

Section 1.1. Name. The name of the Corporation shall be The Maine Association of Mediators [MAM] – Professionals Committed to Cooperative Conflict Resolution.

Section 1.2. Location of Corporation. The Corporation shall have its principal place of business at the office or residence of the Executive Director of the Corporation or, should there be no Executive Director, at the office or residence of the Secretary, or at the office of the Registered Agent, as designated by the Secretary from time to time.

ARTICLE II

PURPOSES

Section 2.1. General Purposes. MAM is a non-profit organization of diverse dispute resolution professionals whose mission is to promote the professional development of its members, foster the highest standards of ethical practice and increase public understanding and acceptance of dispute resolution methods.

Section 2.2. Powers. This Corporation shall have all such powers as are permitted for non-profit corporations by the Maine Nonprofit Corporations Act.

Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons. All the assets and income of the Corporation shall be used exclusively for its charitable, scientific and educational purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of salaries and expenses to officers and employees of the Corporation, or expenses to members.

Section 2.4. Dissolution. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or more organizations which the Board of Governors then determines is qualified both as an exempt organization under Section 501 (c) (6) of the Internal Revenue Code, and as an organization engaged in activities substantially similar to those of this Corporation (within the meaning of 13-B M.R.S.A., Section 407).

ARTICLE III

BOARD OF GOVERNORS

Section 3.1. Management by Board. The affairs of the Corporation shall be managed by its Board of Governors (BOG), which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation. The Board shall regularly report to the Members on its actions.

Section 3.2. Number of Governors; Eligibility; Terms. The Board of Governors shall be composed of between 7 – 11 individuals from the Maine mediation community, with a goal of having at least one member who participates in CADRES, the MSBA ADR Section, the restorative justice community, and the Maine volunteer mediation community.

Section 3.2.1. The terms of Governors shall be three years, staggered so that no more than one-third of the governors shall be elected in any one year.

Section 3.2.2. Governors may serve a maximum of three three-year terms. Former Governors will be eligible to serve on the Board after one year of not being a Governor. The term of each Governor shall begin with the next meeting following the Annual Meeting.

Section 3.2.3. Unless otherwise serving as a Governor, a representative from other organizations designated by the Board may be invited to serve as a non-voting Governor.

Section 3.2.4: The immediate past president of the Board of Governors shall have an additional one year term exofficio after his/her presidency has ended and consistent with Section 6.7.

Section 3.3. Election. Governors may only be elected from the slate of nominees developed by the Nominating Committee in accordance with the following procedure:

Section 3.3.1. Any member or Governor may make a recommendation to the Nominating Committee with respect to an individual or individuals to be considered for a position on the Board of Governors, and provided that such recommendation is received by such committee at least forty-five (45) days prior to the Annual Meeting, the Committee shall consider such recommendations.

Section 3.3.2. The Nominating Committee shall develop a slate of nominees consisting of the names of at least one candidate for each vacancy on the Board of Governors. The Nominating Committee may consider geographical distribution in developing the slate. The immediate past President shall automatically be a member of the Board and need not be nominated as part of the slate.

Section 3.4. Vacancies. Any vacancy occurring on the Board of Governors may be filled by the affirmative vote of a majority of the remaining Governors. A person appointed to fill a vacancy shall serve until the next Annual Meeting of the members.

Section 3.5. Removal of Governors. Any elected Governor may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of the Practitioner Members.

Section 3.6. Resignation. Any Governor may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein. The Governor who fails to attend four (4) regularly scheduled Board meetings (during any twelve (12) month period commencing with the date of the Annual Meeting of the Board of Governors) shall be deemed to have resigned from the Board, unless such Governor has provided the President with prior notice of his or her inability to attend the meetings, or unless the Board waives this requirement with respect to said Governor. The President shall provide written notice to the Board and to the Secretary stating that such Governor has been deemed to have resigned from the Board in accordance with this Section 3.6. Failure to attend a Special Meeting of the Board shall not be considered in determining this attendance requirement.

Section 3.7. Compensation. Governors as such shall not receive any stated salaries for their services. Nothing herein shall be construed to preclude any Governor from serving the Corporation in any other capacity and receiving compensation for their services.

ARTICLE IV

MEMBERSHIP, VOTING, MEETINGS OF MEMBERS

Section 4.1. Members. Categories of membership shall include **(1) Practitioner Members:** individuals who participate or plan to participate as third party neutrals in dispute resolution (or a designated representative of a business engaged in dispute resolution) who have a place of business or are residents of the State of Maine. By joining as a Practitioner Member, an individual is agreeing to abide by the MAM Standards of Professional Conduct.

(2) Retired/Non- Practitioner/Volunteer Practitioner Members: individuals who do not participate as third party neutrals (or participate only on a volunteer basis) but support the Corporation's goals; and **(3) Business Members:** for-profit organizations with compatible missions which support the goals of the Corporation; and **(4) Non-Profit Organizations:** non-profit organizations with compatible missions which support the goals of the corporation.

Section 4.2. Voting. Practitioner Members who are current in dues may vote at meetings of the Corporation. Retired/Non-Practitioner/Volunteer Practitioner Members have no voting power. Business Members and Non-Profit Organizations are entitled to one vote each.

Section 4.3. Annual Meeting. The Annual Meeting shall be held after August at a time and place to be determined by the Board of Governors.

Section 4.4. Special Meetings. Special Meetings may be called by the President, by one-third of the members of the Board of Governors, or by Members having one-tenth of the votes entitled to be cast at such meeting.

Section 4.5. Section Meetings. Coordinators of any regional or subject matter sections established by the Board may meet with members in their regions as often as they deem necessary with notice to section members as described in section 4.5.

Section 4.6. Notice. Written notice stating the place, date, and hour of the Annual Meeting, any Special Meetings or any section meetings shall be mailed by regular mail or email to the contact information on record for each member not less than two weeks nor more than ninety days before the date of the meeting.

Section 4.7. Quorum. One tenth of the number of Members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of the Members present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 4.8. Manner of Acting. A majority of the votes cast on a matter to be voted upon by the Members present at a duly constituted meeting shall be necessary for the adoption of the matter unless a greater proportion is required by law or these bylaws.

Section 4.9. Sections. Members may be organized into regional Sections based on geography or subject matter sections based upon subject matter areas of alternative dispute resolution practice. The creation of sections and appointment of coordinators shall be by vote of the Board. Members are encouraged to propose sections, to meet, and to have activities of interest to the members who wish to affiliate with the section. Public activities by any section which include the use of the name of the Corporation require prior approval by the Board or the Executive Committee.

ARTICLE V

MEETINGS OF THE BOARD

Section 5.1. Regular Meetings. Regular meetings of the Board of Governors shall be held at least three times per year, with not less than seven days notice at such time and at such place as may from time to time be determined by the Board of Governors.

Section 5.2. Special Meetings. Special Meetings of the Board of Governors may be called by the President of the Corporation on his or her own motion or upon written request of three of the Governors, and held not less than three (3) nor more than thirty (30) days after such notice is given to each Governor, either personally, by mail, email, or by telephone.

Section 5.3. Waiver. Whenever under the provisions of statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Governor, a waiver thereof in writing, signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. Attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.4. Electronic Attendance. Governors may attend a meeting by telephonic or video conference or similar communications and such participation in a meeting shall constitute presence of the Governor at the meeting.

Section 5.5. Manner of Acting. Except as specified by law or these Bylaws, the Board of Governors shall act by a majority vote of the Governors present in person at any duly called and held meeting of the Board of Governors at which a quorum is present. Each Governor shall have one (1) vote. There shall be no use of proxies.

Section 5.6. Quorum. Fifty-one percent of the members of the Board of Governors, present or in electronic contact, shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of Governors, the Governors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business shall be transacted which might have been transacted at the meeting as originally notified.

Section 5.7. Conduct of Meeting; record of meetings. The President, or in his or her absence, the Vice President or, in his or her absence, the Treasurer, or, in his or her absence, any Governor chosen by the Governors present, shall call meetings of the Board of Governors to order and shall act as the presiding officer for the meeting. The Secretary or one of the Governors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 5.8. Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Governors may be taken without a meeting if consent in writing (including faxed signatures or scanned signatures sent electronically), setting forth the action so taken, is signed by all of the Governors, and filed with the minutes of the next meeting of the Board of Governors.

ARTICLE VI

OFFICERS AND AGENTS

Section 6.1. Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary and such other officers as the Board of Governors may from time to time designate. All officers shall be Practitioner Members.

Section 6.2 Ombudspersons. The Board of Governors will annually designate an ombudsperson with the authority to create an ad hoc Ombudsperson Committee of 3-5 persons upon receipt of any significant complaints that are lodged against a member. The Committee will then address the complaint in accordance with the Ombuds process currently in place.

Section 6.3. Election of Officers. The officers of the Corporation shall be elected by the Governors at their December meeting to serve for the following calendar year. All officers shall be members of the Board of Governors. A person may hold more than one office, except that no person may simultaneously hold the offices of President and Treasurer.

Section 6.4. Section Coordinators, Other Officers, Employees and Agents. The Board of Governors may appoint section coordinators, other officers, employees and agents as it shall deem necessary. Such officers, employees and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Governors.

Section 6.5. Compensation. The compensation, if any, of all agents and employees of the Corporation shall be fixed by the Board of Governors.

Section 6.6. Removal and Replacement of Officers. Any officer elected by the Board of Governors may be removed with or without cause at any time by an affirmative vote of a two-thirds (2/3) majority of the Board of Governors. Any interim vacancy occurring in any office of the Corporation shall be filled by vote of the Governors.

Section 6.7. President. The President shall, when present, chair all meetings of the Board of Governors. The President shall be aware of all affairs of the Corporation and see that the duties of the officers and employees of the Corporation are properly discharged; that the Bylaws of the Corporation are observed; and that all statements and returns required by law are properly filed; and shall assume such share in the management of the Corporation's business as the Governors may determine. The President should not be elected during the last year of his or her final term without unanimous consent of the Board so that the President will be able to assist the Board during the following year.

Section 6.8. Vice President. The Vice President shall perform such duties as are assigned by the President and the Board. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President will be expected to serve as President during the following year.

Section 6.9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; shall see that full and accurate accounts of receipts and disbursements and books belonging to the Corporation are kept; and that all moneys and other valuable assets in the name and to the credit of the Corporation are deposited in such depositories as may be designated by the Board of Governors. The Treasurer shall see that the funds of the Corporation are disbursed as may be ordered by the Board of Governors, and that an account of all transactions and of the financial condition of the Corporation shall be rendered to the Board of Governors at its regular meetings or when the Governors shall request this information. The Treasurer shall provide a bond in such sum and with such surety or sureties as the Board of Governors may determine.

Section 6.10. The Secretary. The Secretary shall endeavor to attend all meetings of the Board of Governors, and prepare accurate and complete written minutes of the meeting, record, or have recorded, all its proceedings in a book (or stored electronically) kept for that purpose. The Secretary may give, or cause to be given, notice of all Governors' meetings and shall perform such other duties as may be prescribed by the Board of Governors or by the President. The Secretary may certify all votes, resolutions and actions of the Board. The Secretary shall also keep a register of the post office address, email address and telephone numbers of each Governor

and be the custodian of the corporate records. The Secretary shall keep the official records, including meeting minutes of the Corporation. The Secretary shall keep track of the terms of the Board of Governors.

ARTICLE VII

COMMITTEES

Section 7.1. Executive Committee. The Executive Committee shall be comprised of the President, the Vice President, the Treasurer, the Secretary, the immediate past President and such other Governors as determined by the Board of Governors. The Executive Committee shall have the authority of the Board of Governors to manage the Corporation between meetings of the Board of Governors, except as it may be limited by resolutions of the Board of Governors. A quorum is fifty-one percent of the members of the Executive Committee. The Executive Committee shall report any action it takes at the next meeting of the Board of Governors or within 30 days, whichever first occurs.

Section 7.2. Standing Committees. The standing committees of the Board are (1) Practice Quality; (2) Meetings and Events/Annual Conference; (3) Public Information/Outreach; (4) Nominating and Membership. If a committee has Co-Chairs, one of them will be designated as Chair, and the other shall serve as the alternative and may vote as an alternative Chair in the absence of the Co-Chair when the vote is specifically relative to the committee's function. A person who is a committee Co-Chair shall also be a Governor. Chairpersons shall seek members for their committees from the membership of the Corporation.

Section 7.3. Other Committees. The Board of Governors may designate and appoint from among its members one or more standing committees for such terms and purposes as the Board of Governors seems appropriate. Each such committee shall only have such powers as specifically delegated to the committee by the Board, and members of such committees shall be removed with or without cause whenever it is determined by the Board of Governors to be in the best interest of the Corporation.

Section 7.4. Terms of Committee Members. Unless another or different term is specified at the time of election or appointment to a committee, the election or appointment to any committee of the Board shall be for one year.

ARTICLE VIII

FINANCES

Section 8.1. Checks. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer and/or such other officers, employees or agents as the Board of Governors may from time to time designate.

Section 8.2. Fiscal Year. The fiscal year of the Corporation shall end on December 31st unless otherwise fixed by resolution by the Board of Governors.

ARTICLE IX

LIABILITY, INDEMNIFICATION

Section 9.1. **Governors and Agents.** The individual property of the Governors, Officers, Employees or Agents of the Corporation shall not be held liable for the debts of the Corporation.

Section 9.2. **Indemnification.** The Corporation shall indemnify and hold harmless, without formal action by the Board of Governors, a person who is or was a Governor, Officer, Employee or Agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, from and against any and all claims, damages, losses, liabilities or judgments which may be incurred by or asserted against said individuals in connection with or arising out of any affairs of the Corporation, to the fullest extent authorized by law, including, without limitations, liability for expenses incurred in defending against pending, commenced or threatened actions. The foregoing rights of indemnification shall in the case of death or incapacity of any Governor, Officer, or other person described in this section 9.2, inure to the benefit of heirs, estate, executors, administrators, conservators, or other legal representatives.

Section 9.3. **Insurance.** The Corporation may, at the discretion of the Board of Governors, purchase and maintain insurance on behalf of the Board of Governors, against any liability asserted against such person and incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

ARTICLE X

CONFLICTS OF INTEREST

Section 10.1. **Conduct of Meetings of the Board of Governors When a Conflict Of Interest May Exist.** At such time as any matter comes before the Board of Governors which involves or may involve a conflict of interest, the affected Governor shall make known the potential conflict. The affected Governor shall answer any questions eliciting non-confidential information that might be asked regarding the conflict, and shall disclose all material facts. At the request of the President or a majority of the Board present, the affected Governor shall not vote (but see 10.2) on the matter and, if requested, shall withdraw from the meeting for so long as the matter shall continue under discussion.

Section 10.2. **Effect of Conflict.** No transaction in which a Governor or an officer has a personal or adverse interest shall be void or voidable solely for the reason of such conflict or solely because the Governor with the conflict is present at or participates in the meeting of the Board of Governors which approves the transaction, or because his or her vote is counted, if the material facts as to his or her interest and as to the transaction or relationship are disclosed or are known to the Board of Governors prior to such approval. An interested Governor may be counted in determining the presence of a quorum at the meeting of the Board of Governors which authorizes, approves or ratifies a transaction or relationship described in this Article X, even if the Governor withdraws from voting on the matter.

ARTICLE XI

MISCELLANEOUS

Section 11.1. Amendment. Amendments to these Bylaws, as proposed by the Board of Governors, shall be available to the Members not less than two weeks before any meeting of the Members and included with the notice of the meeting called for the purpose of adopting or amending the Bylaws. These Bylaws may be amended or repealed or new Bylaws adopted by vote of two-thirds of the Members present at an Annual or Special Meeting, provided that the notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures and time requirements specified in Article IV hereof. These Bylaws may also be amended by a two-thirds vote of all the members of the Board of Governors but such amendment must be ratified by a majority vote of the Members at the next Annual Meeting of the Members having a quorum in order for the amendment to remain in effect as part of the Bylaws after said Annual Meeting.

Section 11.2. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Governor or Member, such notice must be given in writing by personal delivery or by mail, email, or by telephone, using the contact information on record with the Corporation. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail; notice via facsimile or email upon sending.

Section 11.3. Syntax. Each reference in these Bylaws which refer to a Member as he, she, his or her shall also be construed to refer to any Corporate Member entity as “it”.

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