

Bylaws of the

MICHIGAN COMMUNITY MEDIATION ASSOCIATION

Our mission is to benefit and strengthen the Michigan Community Mediation Association through strategic advocacy, collaboration, and innovation.

Our vision is to be an accessible, affordable, and inclusive leader and a partner in our communities as a resource and educator for best practices in conflict resolution.

ARTICLE I NAME

NAME. The name of the Association shall be Michigan Community Mediation Association ("Association"). The Association may utilize such name for the conduct of its affairs as the Board of Directors ("Board") may establish.

ARTICLE II MISSION STATEMENT

The mission of the Association is to benefit and strengthen, with a unifying voice, Michigan's Community Dispute Resolution Program Centers through strategic advocacy, collaboration, and innovation

ARTICLE III ASSOCIATION OFFICE

SECTION 1. REGISTERED OFFICE. The registered office shall be that of the Center closest in proximity to the MCMA Board hired staff Executive Liaison of the Association during the time of employment of the Executive Liaison. That Center will be listed on the IRS incorporation papers for a minimum of a five-year term. The Executive Liaison of the Association shall be the resident agent of the Association on the IRS incorporation papers during their time of employment.

- i. If the Center Director does not approve or have the means of being the Registered Office, another Center may elect to be the Registered office upon MCMA Board approval.
- ii. The MCMA Board may elect to change the resident agent or address at any time upon a majority vote of the Board.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. DIRECTORSHIP ORGANIZATION. The Association is a non-stock, directorship association. The governing body of the Association shall be its Board.

SECTION 2. NUMBER AND TERM. The Board shall consist of the Executive Directors of the Michigan Community Dispute Resolution Program Centers' that are united under ACT 260 of 1988. There shall be no term limits.

SECTION 3. REMOVAL. A Director shall be removed from the Board once he/ she no longer serves as the Executive Director of his/her respective Community Dispute Resolution Program Center, in which case the Board of the respective center shall name the interim or permanent Executive Director.

SECTION 4. DUES. At the Annual Meeting, the Board shall annually establish the basis for dues for the following year. The dues may be based upon a percentage of the State Court Administrative Office/ Community Dispute Resolution Program annual grant award. In the event dues are established there will be an invoice mailed out no later than the thirty-first of December of that year's Annual Meeting. The Treasurer shall invoice the Community Dispute Resolution Program Centers for their dues for the following year. Dues shall be payable by the thirty-first of January.

SECTION 5. COMPENSATION. Directors shall serve without compensation for any services rendered as a Director, except for reimbursement for reasonable, actual, necessary and documented out-of-pocket expenses, which are authorized by the Board.

ARTICLE V

BOARD MEETINGS

SECTION 1. PLACE OF MEETING. Meetings of the Board may be held within or outside of the State of Michigan.

SECTION 2. ANNUAL MEETING. The Annual Meeting of the Board shall be held each year at a place, time and date, preferably in May or as designated by the Board. The Board as part of its annual meeting agenda shall elect officers and Directors as necessary

SECTION 3. DELAYED ANNUAL MEETING. If for any reason the annual meeting is not held when scheduled, it may be called and held as a delayed annual meeting or as a special meeting.

SECTION 4. REGULAR MEETINGS. Regular meetings shall be held quarterly at such time and places as the Board shall determine at the Annual Meeting.

SECTION 5. SPECIAL MEETINGS. Special meetings may be called by the President / Co-Presidents or any three other Directors at any time by means of written or personal notice of the time, date, and place thereof to each Director.

SECTION 6. NOTICE OF SPECIAL MEETINGS. Every notice shall be given within at least three business days for the convenient assembly of the Directors and shall be deemed duly served when the Directors have been notified by i) e-mail to the e-mail address provided by the Director to the Secretary; ii) telephone call to the telephone number provided by the Director to the Secretary; iii) fax to the fax number provided by the Director to the Secretary; or iv) personal delivery to the address provided by the Director to the Secretary.

SECTION 7. WAIVER OF NOTICE. Any notice herein provided for may be waived by the Director either before, at, or after such meeting. Attendance at the meeting in person shall also constitute waiver of notice unless the Director attending expressly objects to the meeting at the commencement of the meeting as not being lawfully called or convened.

SECTION 8. BOARD ACTION WITHOUT A MEETING. Any action required or permitted by these By-laws to be taken at a meeting of the Board may be taken without a meeting, without prior notice and without a vote, if consent in writing setting forth the action to be taken is signed by a two-thirds of the Directors then in office and prompt notice of the action is given to all Directors who did not consent in writing.

SECTION 9. PARTICIPATION BY TELEPHONE. Participation in a Board Meeting may be via telephone conference, video conference, or other communications equipment, provided that all Directors participating in the meeting shall be able to hear, or otherwise simultaneously, communicate with each other. All Directors in the meeting shall be advised of the communications equipment and of the names of the Directors participating in the conference. Participation in such meeting pursuant to this section shall constitute presence in person at the meeting.

SECTION 10 PROCEDURE. Roberts Rules of Order shall govern the Board.

ARTICLE VI **QUORUM**

The presence of a majority of the board members shall constitute a quorum. An act of the two-thirds of the Directors at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-laws. A meeting may be continued even if a quorum is subsequently lost. However, no votes may be taken, other than the motion to adjourn, without a quorum being present.

ARTICLE VII **VOTING**

SECTION 1 VOTING. At every meeting of the Board, each Director or person authorized by that Center's Board of Directors shall be entitled to one vote. Proxies are not allowed. The record date for determining which Directors are entitled to vote at a Board meeting shall be 5:00 p.m. on the day before notice of a meeting is given.

SECTION 2 VOTING VIA E-MAIL. A vote by the Board may be taken and enforced provided that all Directors cast a vote and that all votes are in the affirmative.

ARTICLE VIII **POWERS AND DUTIES**

The Board shall manage and oversee the Association's business and affairs.

ARTICLE IX **OFFICERS**

SECTION 1. SELECTION. The Association officers, who shall be elected by the Board from among the Directors, shall be either a President or two Co-Presidents, a Vice-President, a Secretary, and a Treasurer.

SECTION 2. COMPENSATION. Officers shall not receive any compensation for their services, but may be reimbursed for reasonable, actual, necessary and documented expenses incurred in carrying out their duties, if approved by the Board.

SECTION 3. ELECTION AND TERM OF OFFICE. The Association officers shall be nominated, elected and voted by secret ballot into office for a term of two years by the Board at the regular annual meeting of the Board. The term of office shall begin upon election and end at the Annual Meeting two years hence. No fewer than two Directors who are not candidates shall count the votes. In order to establish staggered terms, the first Association officers shall be divided into two (2) equal groups. One group shall serve an initial term of one (1) year. The other group shall serve an initial term of two (2) years. Thereafter, at each Annual Meeting of the Board of Directors, the Board of Directors shall elect officers to fill expiring terms, each officer to hold office for a term of two (2) years until the Director's successor has been elected and qualified, except that in the event of a vacancy, which may be filled at any meeting of the Board of Directors, or in the case of a newly-elected officer, the officer may be elected to a shorter term as may be appropriate to maintain the balance of staggered terms. No officer shall serve in the same capacity for more than two (2) consecutive, full terms.

SECTION 4. RESIGNATION. An Officer may resign at any time by giving written notice to the Board, the President Co-Presidents or the Secretary. A resignation shall take effect at the time specified in the notice or if not so specified, then immediately upon its receipt. Unless otherwise specified, the acceptance of a resignation shall not be necessary to make it effective.

SECTION 5. REMOVAL. An Officer may be removed at any time by a vote of two-thirds of the entire Board at any duly convened meeting, provided notice of the proposed action is given to said officer.

SECTION 6. VACANCIES. A vacancy in any office because of death, resignation, removal, or otherwise shall be appointed by the Executive Committee for the unexpired portion of the term pending approval of the Board.

SECTION 7. PRESIDENT / CO-PRESIDENTS. The President Co-Presidents shall be the chief elected officer(s) of the Association and shall preside at all meetings of the Board. The President/Co-Presidents shall present at each Annual Meeting of the Board an annual report on the activities of the Association for the preceding year. The President/Co-Presidents shall supervise the other officers. The President or one of the Co-Presidents may sign, with the Secretary or any other proper officer authorized by the Board, and deliver, in the name of the Association, all certificates, deeds, mortgages, bonds, contracts and other instruments which the Board has authorized to be executed, except in cases when the signing, execution and delivery thereof shall be expressly delegated by the Board, by these By-laws or by statute to some other officer

or agent of the Association. The President / Co-Presidents shall perform such other duties as may be prescribed by the Board from time to time.

SECTION 8. VICE-PRESIDENT. In the absence of the President / Co-Presidents or in the event of the President's /Co-Presidents' refusal to act, the Vice-President shall perform the duties of the President / Co-Presidents, and when so acting shall have all the powers of and be subject to all the restrictions upon the President or two Co-Presidents. The Vice-President shall perform such other duties and have such other powers as the Board may prescribe.

SECTION 9. SECRETARY. The Secretary shall keep the minutes of the Board meetings on at least two secured drives, one being a thumb drive that can be provided at request at any time. The Secretary will ensure that information be provided for that purpose; shall see that all notices are given in accordance with the provisions of these By-laws; be custodian of the corporate records; and keep a register of the post office addresses, phone numbers and e-mail addresses of the respective Community Dispute Resolution Program Centers for each Director, which shall be furnished to the Secretary by each Director. The Secretary shall also perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or two Co-Presidents of the Board.

SECTION 10. TREASURER. The Treasurer shall oversee custody of the Association funds and securities; shall oversee the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Association; shall oversee the depositing of all monies and other valuables in insured banks, trust companies and other depositories designated by the Board; and shall be responsible for the collection of the Association dues. The Treasurer shall oversee the disbursement of the funds of the Association as may be ordered by the Board, and shall render to the President / Co-Presidents and the Board at its regular meetings, or when the Board so requires, an account of all the transactions and the financial condition of the Association. All accounts relating to the finances of the Association shall have the names of at least two members of the Executive Committee, one being that of the Treasurer. Only one signature, however, shall be required for the completion of a transaction.

ARTICLE X **COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE. The Board shall have an Executive Committee; whose members are the officers of the Association. Subject to such restrictions as the Board may impose, the Executive Committee shall have and exercise the powers and authority of the Board in the management of the business of the Association between meetings of the Board. The Committee shall not have authority to

act with respect to matters of major policy or importance beyond the current and ordinary affairs of the Association, except as may be delegated to it by the Board. At each meeting of the Board, the Executive Committee shall provide a full report of its actions since the last meeting.

SECTION 2. OTHER COMMITTEES. The President / Co-Presidents, with Board approval, may establish other committees and appoint members thereto. These committees shall have such powers and duties as the Board shall determine.

ARTICLE XI **FISCAL YEAR**

The fiscal year of the Association shall be January 1 through December 31. The budget along with the operational plan for each year shall be approved by the Board in the fourth quarter of the previous year.

ARTICLE XII **AMENDMENT**

These By-laws may be amended, repealed or altered in whole or in part by not less than a two-thirds of the Board then in office at any regular or special meeting, providing that at least thirty (30) days' notice has been given to the members of the Board.

ARTICLE XIII **DISSOLUTION**

In the event of dissolution, the entire net assets, real and personal, remaining after the payment of any and all liabilities and obligations of the Association shall be distributed among the current, voting Community Dispute Resolution Program centers proportionate to the most recent annual dues paid to the Association.