

BY-LAWS OF  
THE TENNESSEE ASSOCIATION OF MEDIATION PROFESSIONALS  
A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be THE TENNESSEE ASSOCIATION OF MEDIATION PROFESSIONALS.
2. The organization will not have a seal.
3. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

*To Promote the use of Mediation Services and Provide Professional and Educational Support to Qualified Mediators.*

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all persons who subscribe to the organization's purposes and who satisfy the training requirements of Rule 31 of the Commission on Alternative Dispute Resolution of the Supreme Court of the State of Tennessee.

Associate members shall include volunteer mediators, students and other persons having an interest in the field who are not otherwise qualified for full Membership. Associate Members are not entitled to vote on matters relating to the structure and operation of the Corporation. Associate Members shall be entitled to attend meetings, participate in training and the like.

Dues for the different levels of membership in the Corporation shall be established by the Board of the Corporation from time to time.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held each year in Davidson County as the Board shall designate and upon a minimum of two weeks notice or as the Board determines, so long as there is an annual meeting each calendar year.

The Secretary shall cause every member in good standing to be notified of the date of the meeting via e-mail (or, in the absence of an e-mail address, at his/her address as it appears in the membership roll book in this organization) telling the time and place of such annual meeting.

Regular meetings of this organization shall be held such location within Davidson County Tennessee and the Board shall designate from time to time.

The presence of not less than twenty-five (25%) percent of the voting members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage (but no less than 15%) may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such meeting shall be delivered to each member via e-mail (or, in the absence of an e-mail address, at his/her address as it appears in the membership roll book in this organization) at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of one third of the members of the Board of Directors or ten (10%) percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot unless there is a request for a vote by acclamation, as no offices are contested.

#### ARTICLE VI ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

## ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of seven [7] members.

Directors shall serve for a term of three (3) years. Initially, two directors shall be elected for a one year term, two directors shall be elected for a two year term, and two directors shall be elected for a three year term prior to create committees. Thereafter, directors whose terms have expired shall be replaced by newly elected directors for a full three year term. Any director who resigns or who otherwise vacates his/her position shall be replaced by a director selected by the remaining directors to serve for the balance of the unexpired term of the directory he/she is replacing.

At the Annual meeting, directors to replace the directors whose terms are expiring, shall be chosen by a majority vote of members present and voting, and shall serve for a term of three years. There is no prohibition against an officer or director serving for more than one term. Can serve until replaced at \_\_\_\_\_?

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Fifty one (51%) percent or greater of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the first Tuesday of each calendar quarter.

Each director shall have one vote and such voting may not be done by proxy; however, Board meetings may be conducted by telephone conference or group e-mail.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The President of the organization by virtue of his/her office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

## ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President:

President-Elect/Vice President

Secretary:

Treasurer:

The Officers shall be selected from and by the Board.

The President shall preside at all membership meetings. He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. He/she shall see all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The President-Elect/Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this organization. He/she shall be the official custodian of the records and seal of this organization. He/she may be one of the officers required to sign the checks and drafts of the organization. He/she shall present to the membership at any meetings any communication addressed to him/her as secretary of the organization. He/she shall submit to the Board of Directors any communications which shall be addressed to him/her as Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/she shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$1000 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He/she must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/she shall exercise all duties incident to the office of Treasurer.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer. Reasonable expenses shall be reimbursed upon presentation of suitable supporting documentation.

Officers shall serve for one (1) year or until their successors are elected and installed.

The immediate past president shall be an ex-officio member of the Board without vote.

#### ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

#### ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

Continuing Education

Public Education/Public Service

Website and Membership Services

Nominating Committee -- President and three recommended by President or approved by Board

Arrangements Committee

#### ARTICLE XI DUES

The dues shall be as the Board of Directors shall determine from time to time.

#### ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty one (51%) percent of the members voting.

ARTICLE XIII PROHIBITED ACTIONS

No action may be taken or authorized by the Officers, Directors, or members of this organization that would jeopardize the “not-for-profit” status of the organization.

ARTICLE XIV DISSOLUTION

Dissolution shall occur upon the vote of the Board or as otherwise provided by law. Upon dissolution of the Corporation, any funds remaining in the treasury shall be disbursed to another not for profit organization which promotes mediation; such organization to be chosen by the Board.

I hereby certify that the foregoing By-Laws were adopted at the organizational meeting of THE MEDIATION ASSOCIATION OF MIDDLE TENNESSEE on September 7, 2005.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date

Attest:

\_\_\_\_\_  
President

\_\_\_\_\_  
Date