

# Bylaws

## of the

### Texas Association of Mediators, Inc.

As amended February 2015

#### **ARTICLE ONE - Organization**

1.1 The name of this organization shall be Texas Association of Mediators, Inc.

1.2 The organization shall have a seal in the following form:



1.3 The organization may by a vote of the membership change its name; provided that proper notification is given to the Secretary of State, the new name is approved by the Secretary of State, and the Articles of Incorporation are amended accordingly.

#### **ARTICLE TWO - Purposes**

2.1 The organization has the following purposes:

2.1.1 To promote and encourage the use of mediation;

2.1.2 To disseminate information to the public about mediation;

2.1.3 To enhance communication among mediators;

2.1.4 To promote the ethical practice of mediation;

2.1.5 To sponsor continuing education for mediators.

## **ARTICLE THREE - Prohibitions**

3.1 At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this organization, voluntary or involuntary, or by operation of law, or any other provisions hereof:

3.1.1 The organization shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law, that will prevent it from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, hereinafter referred to as the Code; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

3.1.2 No part of the assets or net earnings of the organization shall ever be used, nor shall the organization ever be organized or operated, for purposes that are not permitted under Section 501(c)(3) of the Code.

3.1.3 The organization shall never be used or operated for carrying on a trade or business for a profit.

3.1.4 At no time shall the organization engage in any activity which is unlawful under the laws of the United States or the State of Texas.

3.1.5 No compensation, loan or other payment shall be paid to any officer, board member, creator or organizer of the organization except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the organization; and no part of the assets or net earnings, current or accumulated, of the organization shall ever be distributed to or divided among such person or persons, or inure, be used for, accrue to or benefit any such person or private individual.

## **ARTICLE FOUR - Membership**

4.1 There shall be one (1) category of membership known as: Member.

4.2 Members shall have the following minimum education, experience, training, and certification qualifications or equivalent:

4.2.1 Education:

(a) A graduate degree from an accredited college, university, or law school plus the experience specified in Article 4.2.2(a), or

(b) An undergraduate degree from an accredited college or university plus the experience specified in Article 4.2.2(b).

#### 4.2.2 Experience:

(a) If applicant has a graduate degree, two (2) years of experience in the applicant's field of practice and one hundred (100) hours of documented mediation experience.

(b) If applicant has an undergraduate degree, four (4) years of experience in the applicant's field of practice and one hundred (100) hours of documented mediation experience.

#### 4.2.3 Training:

(a) Forty (40) classroom hours of basic mediation training; and

(b) If the applicant is engaged in the mediation of family law disputes, an additional twenty-four (24) hours of training in family dynamics, child development and Texas family law is required. The hours on the law must be taught by a Texas trainer and must be specific to Texas law.

4.2.4 Members shall meet the requirements for qualification of mediators established by Texas statutes.

4.3 Applications for membership shall be reviewed by the Membership Committee, which may approve or reject the applicant.

4.4 In exceptional cases, applicants may seek admission to membership by requesting the waiver of a requirement along with the submission of alternative qualifications and/or evidence of exceptional commitment to and/or merit in the field of mediation. Such exceptions shall be reviewed on an individual basis by the Membership Committee. A three quarters (3/4) vote of approval by the full Board of Directors is required to confer membership based on any such application submitted to the Board by the Membership Committee.

4.5 Misrepresentation in the application process or in the documentation of membership requirements shall be grounds for refusal or revocation of membership.

4.6 An applicant who disagrees with a decision of the Membership Committee may appeal to the chairperson of that committee in writing. Such appeal shall be made no later than twenty-one (21) days after the applicant receives notice of the decision. The committee shall review the appeal and respond to the applicant within thirty (30) days. If the applicant disagrees with the second decision, the applicant may appeal in writing to the Board of Directors. The Board may overrule the committee by a three quarters (3/4) vote of the full Board.

4.7 Membership Maintenance:

To maintain their membership, a member must keep dues current and comply with the continuing education requirements.

4.8 Continuing Education Requirements for Members:

4.8.1 A continuing education hour is defined as sixty (60) minutes of attendance in a program designed to increase mediation skills and enhance professional development or sixty minutes of self-study.

4.8.2 Continuing education programs may include lectures, seminars, peer consultation, and similar activities. Self-study may include time spent reading, listening to, watching or researching information designed to increase mediation skills or enhance professional development.

4.8.3 To maintain membership, members must participate in a minimum of twelve (12) hours of mediation or mediation related continuing education each year, of which at least three (3) hours must be related to ethics. This continuing education requirement may be partially satisfied by up to two (2) hours of self-study as defined by paragraph 4.8.2.0.

4.8.4 Misrepresentation of continuing education requirements shall be grounds for revocation of membership.

4.8.5 The Membership Committee, or another committee established by the President, shall establish criteria for programs to qualify for continuing education credit and for procedures members shall use to document attendance at such programs.

4.8.6 If a challenge is made to a ruling of the Membership Committee on the acceptability of continuing education credits, the Board of Directors shall decide the issue.

- 4.9 Separate sections for the specialized practice of mediation may be established by the Board of Directors.
- 4.10 Professional and Associate members of the Texas Association of Family Mediators who are in good standing on the date these Bylaws are approved by the members of TAFM shall become members in good standing of this Association.
- 4.11.1 Organizations may become affiliated with the Association by their demonstration of support. They shall be called "Friends of the Texas Association of Mediators".
- 4.11.2 Individuals who do not qualify by education or training to become Members of the Texas Association of Mediators or individuals who have retired from the practice of mediation may also become Friends of the Texas Association of Mediators.
- 4.11.3 Friends of the Texas Association of Mediators may not participate in any vote by the membership and may not hold an office in the organization.
- 4.12.1 An individual who has satisfied the educational and training requirements for membership, but lacks the necessary hours of experience, may become affiliated with the Association as a "Candidate for Membership".
- 4.12.2 In order to maintain Candidate for Membership status, the Candidate must fulfill the annual continuing education requirements of Members of the Association.
- 4.12.3 Candidate status may be maintained for a maximum of five (5) years in order to allow the Candidate time to complete the requirements for Membership.

## **ARTICLE FIVE - Board of Directors**

5.1 The business of this organization shall be conducted by a Board of Directors consisting of seven (7) elected Directors, the historian, the editor of the organization's newsletter, the membership chairperson, the immediate Past President, the Texas Mediator Credentialing Association (TMCA) representative, the Social Media chairperson, and the officers of this organization. Each Director, each officer, the Past President, the Historian, the editor of the organization's newsletter, the Texas Mediator Credentialing Association (TMCA) representative, the membership chairperson and the Social Media chairperson shall be referred to as a "Director." All of the Directors shall be residents of the State of Texas, citizens of the United States and members of the organization.

5.2 The election of officers and Directors will be held at the annual meeting. At least sixty (60) days prior to the annual meeting, the President shall appoint a nominating committee consisting of three (3) Directors, who shall propose nominations for officers and Directors. Nominations may also be made by petition. A nominee whose petition is signed by ten (10%) percent of the paid-up members shall be placed on the ballot provided the petition is delivered to the nominating committee chairperson prior to the ballots being printed or posted.

The Nominees shall be set forth on a ballot to be sent to paid-up members at least ten (10) days prior to the election by mail or other mode of transmission approved by the Directors. Ballots may also be posted on the TAM website and/or in the TAM newsletter. The completed ballots which are received by the Association prior to the annual meeting shall be counted in the presence of at least two (2) officers or Directors.

There shall be no cumulative voting for any office. At least twenty-five (25%) percent of the voting membership shall have cast ballots for each office in order for election to that office to be valid. A candidate for any office will be elected if the candidate receives a majority of the votes cast for that office. The results are to be announced by the Secretary at the annual meeting.

5.3 The terms of the officers shall be for one (1) year or until their replacements are duly elected.

5.4 The terms of the elected Directors shall be for three (3) years or until their replacements are duly elected. The terms shall be staggered over a three (3) year period so that three (3) Directors are elected in one year and two (2) Directors are elected in each of the other two (2) years.

5.4.1 The editor of the organization's newsletter, the TMCA representative, the membership chairperson, the historian and the Social Media chairperson shall be appointed by a majority vote of the Board of Directors and shall serve at the discretion of the Board.

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

5.6 A meeting of the Board of Directors shall be held immediately before or after the annual membership meeting, and at such other times during the year as may be called by the President or by a majority of the Board of Directors.

5.7 The presence, in the manner determined by the President, of a majority of Directors is necessary to constitute a quorum for a meeting of

the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present is an act of the Board of Directors. Each Director shall be entitled to one (1) vote.

5.8 The President may poll the opinion and/or the vote of the Directors by telephone, mail, ballot, or other means as to any matter that might come before a Board of Directors meeting. The opinion and/or vote of the Directors as to such matter shall be the decision and/or action of the Board of Directors if:

5.8.1 Each Director shall have been contacted or reasonable attempts to contact each Director can be demonstrated; and

5.8.2 The opinion and/or vote is the expression of at least a majority of the entire Board of Directors, unless the Bylaws otherwise require a greater vote; and

5.8.3 A written report of the results of the opinion and/or vote is transmitted to each Director within ten days after the date of such poll.

5.9 The Board of Directors may make such rules and regulations for its meetings as it may in its discretion deem to be necessary.

5.10 Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

5.11 A Director may be removed for cause by the affirmative vote of eight (8) of the Board members.

5.12 A Director may be removed without cause by the affirmative vote of eight (8) of the Board members provided the Director is given prior notice of the action to be taken and an opportunity to respond.

5.13 The Board of Directors may create an Advisory Board to provide counsel and direction on policy matters. Guidelines for the activities and membership of the Advisory Board shall be determined by the Board of Directors.

## **ARTICLE SIX - Officers**

6.1 The officers of the organization shall be a President, President-Elect, Secretary and Treasurer. No one person may hold two (2) elective offices.

6.2 President

6.2.1 The President shall preside at all general meetings.

6.2.2 The President shall be presiding officer of the Board of Directors.

6.2.3 The President shall preside at each annual meeting of the organization and give an annual report of the work of the organization.

6.2.4 The President shall appoint all committees, temporary or permanent.

6.2.5 The President shall see that all books, reports, and certificates required by law are properly maintained or filed.

6.2.6 The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

### 6.3 President-Elect

6.3.1 The President-Elect shall, in the absence or inability of the President to exercise the powers of office, become acting President of the organization with all the rights, privileges and powers as if duly elected President. The President-Elect shall become President for the year following the year of service as President-Elect. This will become effective with the election procedures for the March 1989 election.

### 6.4 Secretary

6.4.1 The Secretary shall keep the minutes and records of the organization in appropriate books.

6.4.2 The Secretary shall file any certificate required by any statute, federal or state.

6.4.3 The Secretary shall give and serve all notices to members of this organization.

6.4.4 The Secretary shall be official custodian of the records and seal of this organization.

6.4.5 The Secretary shall be the Secretary of the Board of Directors.

6.4.6 The Secretary shall present to the membership at any meetings any communication addressed to the Secretary of the organization.



6.4.7 The Secretary shall, in the absence or inability of the President and President-Elect to exercise the powers of office, become acting President of the organization with all the rights, privileges and powers as if duly elected President.

## 6.5 Treasurer

6.5.1 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.

6.5.2 The Treasurer, the President and one (1) other Board member shall be authorized to sign checks of the organization; however, only one signature shall be required.

6.5.3 The Treasurer shall render at stated periods, as the Board of Directors shall determine, a written account of the finances of this organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

6.5.4 The Treasurer shall exercise all duties incident to the office of Treasurer.

6.6 No officer shall, by reason of office, receive any salary or compensation; but nothing herein shall prevent the Board of Directors from reimbursing an officer for expenses incurred on behalf of this organization, with the prior approval of the expenditure by the Board of Directors.

## **ARTICLE SEVEN - Committees**

7.1 All committees of this organization shall be appointed by the President and their term of office shall be until the time of the next election of officers.

7.2 The President shall be an ex-officio member of all committees but shall have no vote. If an Executive Committee of the Board of Directors or of the organization is formed, the President shall be chairperson of such committee and shall have a vote. Nothing in this Article shall be interpreted as prohibiting the President from voting at any meeting of the Board of Directors or at any membership meeting.

7.3 Unless otherwise designated by these Bylaws, a majority of the members of a committee shall constitute a quorum.

7.4 The act of a majority of a committee present at a meeting shall be the act of the committee. No action of a committee shall be valid unless

taken at a meeting at which a quorum is present, except as hereinafter provided.

7.5 The chairperson may poll the opinion and/or the vote of the committee by telephone, mail ballot, or other means as to any matter that might come before a committee meeting. The opinion and/or vote of the committee members as to such matter shall be the decision and/ or action of the committee if:

7.5.1 Each member shall have been contacted or reasonable attempts to contact each member can be demonstrated; and

7.5.2 The opinion and/or vote is the expression of at least a majority of the members of the committee, unless these Bylaws otherwise require a greater vote; and

7.5.3 A written report of the results of the opinion and/or vote is transmitted to each member of the committee within ten (10) days after the date of such poll.

## **ARTICLE EIGHT - Meetings**

8.1 The annual membership meeting of this organization shall be held during the first half of each year. The Secretary shall send by mail, electronic modes of communication or other modes of transmission approved by the Directors, a notice stating the time and place of such annual meeting, to every member in good standing, at the address as it appears in the membership roll book of this organization, not less than ten (10) nor more than seventy-five (75) days before the date of the meeting.

An annual conference brochure or newsletter that is mailed to every member in good standing may be considered notice of the annual meeting.

If appropriate, a ballot(s) for a vote may be included with the meeting notice.

8.2 The presence of not less than one-fourth (1/4) of the members in good standing, in person, shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may recess the meeting for a period of not more than five (5) weeks from the date scheduled by these Bylaws. 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. The results of all ballots shall be held until the next meeting at which there is a quorum.

8.3 Special meetings may be called by the President when he/she deems it in the best interest of the organization. Notices of such meeting, together with ballots for the voting on the questions to be decided, shall be

mailed or sent by other modes of transmission approved by the Directors to all members, at their addresses as they appear in the membership roll book, at least ten (10) but not more than sixty (60) days before the scheduled date set for such 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 has been called.

8.4 At the request of the Board of Directors, or one-tenth (1/10) of the members, the President shall cause a special meeting to be called. Such requests must be made in writing at least thirty (30) days before the requested scheduled meeting date.

8.5 No other business but that specified in the notice may be transacted at such special meeting.

8.6 The Annual Membership Meetings of the organization may be conducted in accordance with Roberts' Rules of Order. The Presiding Officer shall serve as Chairman.

## **ARTICLE NINE - Order of Business**

9.1 The order of business at a regular membership meeting shall be:

9.1.1 The President or the Presiding Officer shall determine that a quorum is present in accordance with paragraph 8.2 of these bylaws.

9.1.2 Report of the President or Presiding Officer

9.1.3 Reports of Committees

9.1.4 Reports of Officers

9.1.5 Old and Unfinished Business

9.1.6 New Business

9.1.7 Adjournment

## **ARTICLE TEN - Voting**

10.1 The act of a majority of the members, unless a greater vote is required by these Bylaws, at a membership meeting at which a quorum is present shall be an act of the membership. No action of the membership

shall be valid unless taken at a meeting at which a quorum is present except for actions taken by ballot as provided in these Bylaws.

10.2 At all meetings all votes shall be by hand, written ballot or voice vote at the direction of the presiding officer. At the direction of the presiding officer a vote of the entire membership may be taken on any issue raised at any regular or special membership meeting. Voting may be by mail or other modes of transmission approved by the Directors. The opinion and/or vote of the membership shall be the decision of the membership if:

10.2.1 Each member shall have been contacted or reasonable attempts to contact each member can be demonstrated; and

10.2.2 The opinion and/or vote is the expression of at least a majority of the voting membership, unless these Bylaws otherwise require a greater vote; and

10.2.3 A written report of the results of the opinion and/or vote is transmitted to each member within fifteen (15) working days after the date of such poll.

10.3 Ballots shall be mailed or delivered by other modes of transmission approved by the Directors to the Secretary.

10.4 Only members who have paid their dues for a given calendar year may vote for election of Directors in that year. Members who join after that date may vote on all other matters. All reference to members in these Bylaws means paid-up members in good standing on the books of the organization.

10.5 The Board of Directors, at any time, may conduct by ballot, a vote or referendum of the membership in connection with any issue it may consider or action to be taken. Such ballot shall specify a deadline for its return.

## **ARTICLE ELEVEN - Salaries**

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

## **ARTICLE TWELVE - Dues**

12.1 The dues shall be set by the Board of Directors.

## **ARTICLE THIRTEEN - Adoption and Amendment of Bylaws**

13.1 These Bylaws shall be adopted upon the affirmative vote of a majority of the Board of Directors as elected at the organizational meeting of the Texas Association of Mediators, Inc.

13.2 The Bylaws may be amended or repealed by an affirmative vote of not less than two-thirds (2/3) of fifty-one percent (51 %) of the members. Notice of the purpose of the vote must have been given prior to the meeting. The results shall be recorded in the minutes.

13.3 The Bylaws may be amended or repealed by ballot as provided for in Article 10 and shall be required to pass by the same majority as provided for in Article 13.2.

13.4 Any notice required by this Article shall be in writing and delivered to the member no less than ten (10) days before the event for which the notice is given. Notice by U.S. mail shall be to the last known address of the member, postmarked no less than ten (10) days before the event for which the notice is given. Notice by other mode of transmission, shall be deemed to be delivered when transmitted to the last known telephone number, facsimile or email address of the member.

#### **ARTICLE FOURTEEN - Local Chapters**

14.1 The Board of Directors may create and abolish local chapters of the Association. The Board of Directors shall consider a written application from six (6) or more members of the Association to establish a local chapter and shall determine the geographic boundaries of such local chapter.

14.2 The purpose of local chapters shall be to promote the purposes of the Association, as set forth in these Bylaws, in the geographic boundaries of the local chapter.

14.3 Any person who is a member in good standing of the local chapter and is a member of the Association may hold elective office in that local chapter.

14.4 The constitution and Bylaws of a local chapter shall be approved by the Board of Directors of the Association.

14.5 No local chapter shall make any public statement which uses any form of the name of the Association on a policy issue, other than issues which only affect the local chapter, without prior consent of the Board of Directors.

(Amended February 2015)