

BYLAWS OF
VIRGINIA MEDIATION NETWORK, INC.

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**BYLAWS OF
VIRGINIA MEDIATION NETWORK, INC.**

Article I •• NAME

The name of the Corporation shall be the Virginia Mediation Network, Inc.

Article II •• PURPOSE

The purposes of the Corporation shall be:

- a) To provide an interdisciplinary forum for the exchange of ideas.
- b) To enhance the professional skills of mediators by promoting educational development in mediation.
- c) To increase the public understanding and acceptance of the role of mediators in dispute resolution.
- d) To act as a resource to corporations and entities through which mediation services are provided.
- e) To promote the professional interests and skills of mediators.
- f) To conduct any and all lawful affairs for the purpose of which non-stock corporations may be incorporated under the Not for Profit Laws of the Commonwealth of Virginia.

Article III •• MEMBERSHIP

Section 1. Membership. Membership in the Corporation shall be open to any person who subscribes to the purposes of the Corporation and who pays the requisite dues (a “Member”).

Section 2. Dues. Dues for Membership shall be set by the Board of Directors. Membership shall terminate if dues are not paid within sixty (60) days after the date due as specified by the Board of Directors.

Section 3. Meetings. The annual meeting of the Members of the Corporation shall be held in conjunction with the Fall Virginia Mediation Network Conference, or at such other time and place, during the months of September through December as may be approved by the Board of Directors. Special Meetings of the Members of the Corporation may be called by action of the Board of Directors or upon receipt by the Board of Directors of a written petition signed by at least 25% of the Members. The time and place of the Membership meetings shall be determined by the Board of Directors and shall be announced by the Board of Directors by hard copy or electronic transmission to the Members at least fifteen (15) days prior to the meeting.

Section 4. Quorum. Those persons present in person or by proxy at a properly called meeting of the Members of the Corporation shall be designated as a quorum and shall be entitled to take action on behalf of the Corporation.

Section 5. Voting. Each Member shall have one vote in all matters for which votes of the membership are taken as provided herein. Except as provided in Article XII, a majority vote of the Members present in person or by proxy and voting at any properly called meeting shall be required for action to be taken by the Corporation.

Section 6. Proxies. Voting may be in person or by written proxy. A proxy vote sent by a Member from a verifiable electronic mail address shall be considered a valid proxy. Proxies shall specify whether the proxy holder may vote only as directed in the proxy or may vote as the holder of the proxy desires. Proxies shall only be valid until the end of the third day after the next Membership meeting following the date the proxy was granted and all proxy holders for purposes of this Section must be Members.

Section 7. Roberts Rules of Order. All meetings of the Membership shall be governed by Roberts Rules of Order unless otherwise determined by the presiding Officer at the meeting with the agreement of all Directors then present at the meeting.

Section 8. Non-Discrimination. Membership shall be open and without regard to race, color, religion, national origin, gender, age, disability or sexual preference.

Article IV •• BOARD OF DIRECTORS

Section 1. General Powers. The affairs, activities and operation of the Corporation shall be managed by the Board of Directors, which shall discharge its duties in accordance with its good faith judgment as to the best interests of the Corporation and its purposes as set forth in Article II of these Bylaws. The Board of Directors shall:

- a) Transact necessary business during the intervals between the meetings of the Membership and such other business as may be referred to it by the Membership or these Bylaws.
- b) In the Board's reasonable discretion, hire, or enter into a contract with, one or more Administrators and in so doing, assign or delegate certain authority and responsibility for the day-to-day operation of the Corporation to such Administrators.
- c) Acquire, control and dispose of the Corporation's property.
- d) Create Standing and Special Committees.
- e) Appoint Standing Committee Chairs including the Nominating Committee Chair.
- f) Approve the plans and work of Standing and Special Committees.
- g) Present reports and recommendations at the meetings of the Membership.
- h) Prepare an annual budget in accordance with Article IX Finances Section 2 ("Budget").
- i) Select an audit committee as provided in Article IX, Section 7 ("Financial Audits; Audit Committee").
- j) In general, conduct the business and activities of the Corporation.

Section 2. Election and Terms of the Board of Directors.

- a) *Number.* The Board of Directors of the Corporation shall consist of no more than twelve (12) members (each a "Director").

- b) *Election.* During the annual meeting of the Membership, all then expiring or vacant Director positions shall be filled by election by the Membership.
- c) *Terms.* A Director's term of office shall commence upon election by the Membership, and shall be for two (2) years. Each Director may serve up to three (3) consecutive terms, unless by action and majority vote of the Board of Directors; provided however that under no circumstances may a Director serve more than four (4) consecutive terms.
- d) *Active Participation Required.* Directors shall participate actively in the governance of the Corporation. Any Director who has not (1) adhered to the Guidelines for Board Members as developed and revised by the Board or (2) attended three consecutive meetings of the Board or (3) adhered to the purposes of the Corporation, may, upon a majority vote of the Board of Directors, be removed and the vacancy filled as provided for in the following paragraph ("Vacancies").
- e) *Vacancies.* Any vacancies occurring on the Board of Directors between annual Membership meetings may be filled by appointment of an interim Director by action of a majority of the Board of Directors. An interim Director shall serve until the next annual Membership meeting. At that time, he or she may choose to confirm to the Nominating Committee his or her willingness to be nominated to a 2-year term on the Board of Directors. If a Director served less than a year as an Interim Director, that year would not count towards the consecutive term limit as outlined in Article IV Section 2c ("Terms").

Section 3. Meetings. Regular meetings of the Board of Directors shall be held during the year and may be called by the President or by a majority of the Board of Directors. The time and place of each meeting shall be as specified in the notice of the meeting as provided by the President or the majority of the Board of Directors. Each meeting shall take place in person or by telephone or electronic conference call or any other means of communication provided that all Directors participating can hear and be heard. Reasonable hard copy, telephonic, or electronic notice of all meetings shall be given to all Directors and Members and, in the absence of an emergency, at least seven (7) days in advance. Any Member may attend a meeting of the Board of Directors or the Executive Committee (other than a meeting held in executive session), but shall not be entitled to speak or vote on matters before the respective body.

Section 4. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business.

Section 5. Voting. The act of the majority of the Directors present in person or by proxy and voting at a meeting at which a quorum is present shall be required for all actions to be taken by the Board of Directors. The President shall not exercise a vote at a meeting of the Board of Directors except as may be necessary to break a tie vote of the remaining Directors. The Board of Directors may conduct a vote by electronic mail. Voting at meetings may be replaced with or supplemented by electronic voting in advance of the meeting at which the vote will be counted.

Section 6. Proxies. Voting by a Director may be in person or by written proxy. A proxy vote sent by a Director from a verifiable electronic mail address shall be considered a valid proxy. Proxies shall specify whether the proxy holder may vote only as directed in the proxy or may vote as the holder of the proxy desires. Proxies shall be valid for the period specified in the proxy and

all proxy holders for purposes of this Section must be Directors.

Section 7. No Compensation. No Director shall receive compensation for services as a Director or as an Officer. Nothing in these Bylaws shall be construed to preclude any Director from receiving reimbursement of reasonable expenses properly incurred by such Director on behalf of the Corporation and which have been budgeted or previously authorized.

Section 8. Roberts Rules of Order. All meetings of the Membership shall be governed by Roberts Rules of Order unless otherwise agreed by a majority of the Directors.

Section 9. Conflicts of Interest. The Corporation shall enter into no contract or transaction between itself and one or more of its Directors, or between itself and any other corporation, partnership, association or other organization in which one or more of its Directors have a financial interest, unless one of the following is true:

- a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed to the Board of Directors, and the Board of Directors in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present in person or by proxy, even though the disinterested Directors are less than a quorum; or
- b) The material facts as to this relationship or interest and as to the contract or transaction are disclosed to the Members present at an annual or special meeting of the Members, and the contract or transaction is specifically approved by vote of the Members.

Section 10. Nomination of Directors. A Nominating Committee shall be established each year.

- a) *Nominating Committee.* The chair of the Nominating Committee shall be the Immediate Past President, or if the Immediate Past President is not available to serve as the chair, appointed by the Executive Committee.
- b) *Members of the Committee.* The members of the Nominating Committee shall include the Chair and no fewer than two (2) other Members who are appointed by the Board of Directors upon the recommendation of the chair of the Nominating Committee.
- c) *Slate.* The Nominating Committee shall actively solicit candidates for nomination to the Board of Directors from the entire Membership and shall establish a slate of candidates for consideration by the Board of Directors. The slate of candidates shall, to the extent practical, reflect a cross-section of the Corporation's constituency. Each candidate on the slate shall (i) be a Member, (ii) be eligible to serve as a member of the Board of Directors, and (iii) have confirmed to the Nominating Committee his or her willingness to serve on the Board of Directors. Except where the Nominating Committee cannot find a sufficient number of candidates qualified as required in this paragraph, the slate shall include at least one Member for each open position on the Board of Directors.
- d) *Vote by Board.* The Nominating Committee shall present the slate to the Board of Directors at least 60 days prior to the annual Membership meeting. Except where the Board has a reasonable basis for elimination of any of the candidates on the slate presented by the Nominating Committee, the Board shall present to the Members for voting the full slate of candidates as presented by the Nominating Committee. The Board

shall vote on the slate for presentation to the Membership at the annual Membership meeting. Upon the affirmative vote of the majority of the Directors present in person or by proxy and voting, the slate shall be presented by electronic or written notice to the Membership at least 30 days prior to the Membership meeting at which the Membership will be voting on the slate. The slate shall include a statement submitted by each candidate, consisting of a narrative summary of the candidate's background and interest in serving on the Board of Directors.

e) *Vote by Membership.* Additional nominations shall not be taken from the Membership at the meeting. If there is more than one Member nominated for each vacant Director position, the vote by the Membership shall be taken by written ballot.

Section 11. Indemnification of Officers and Directors. In order to implement the provisions of a Director and Officers Insurance policy to extend its protection to the Officers and Directors, the Virginia Mediation Network, Inc. indemnifies and holds harmless its Directors and Officers from liability for acts within the authority granted by these Bylaws to the extent that any claim made by third parties is covered by directors and officers insurance.

Article V •• EXECUTIVE COMMITTEE

Section 1. Membership. The membership of the Executive Committee shall consist of the President, President Elect, Immediate Past President, Secretary, and Treasurer. All members of the Executive Committee shall be voting members of the Executive Committee.

Section 2. General Powers. Except as provided in Article IV, Section 9 ("Conflicts of Interest"), the Executive Committee is authorized to conduct any necessary business of the organization between meetings of the Board of Directors.

Section 3. Quorum. Three Executive Committee members present in person or by proxy shall constitute a quorum for purposes of conducting the business of the Executive Committee.

Section 4. Voting. The act of the majority of the members of the Executive Committee present and voting in person or by proxy at a meeting at which a quorum is present shall be required for all actions to be taken by the Executive Committee.

Section 5. Proxies. Voting by a member of the Executive Committee may be in person or by written proxy. A proxy vote sent by a member of the Executive Committee from a verifiable electronic mail address shall be considered a valid proxy. Proxies shall specify whether the proxy holder may vote only as directed in the proxy or may vote as the holder of the proxy desires. Proxies shall be valid for the period specified in the proxy and all proxy holders for purposes of this Section must be members of the Executive Committee.

Section 6. Meetings. Regular meetings of the Executive Committee shall be held during the year. Special meetings may be called by the President or by a majority of the Executive Committee. Each meeting shall take in person or by telephone or electronic conference call provided that all members of the Executive Committee participating can hear and be heard. Adequate hard copy, telephonic, or electronic notice of all meetings shall be given to all members of the Executive Committee and, in the absence of an emergency, at least seven (7) days in advance. When feasible, hard copy or electronic notice of the meetings should be announced to the Directors of the Corporation.

Article VI •• OFFICERS AND THEIR ELECTION

Section 1. Eligibility. Each officer of the Corporation must be a Director (each an “Officer”). If any Officer should no longer be a Director for any reason including but not limited to the normal end of the Director’s term on the Board of Directors, that Officer shall be deemed to have resigned as an officer. The previous sentence notwithstanding, the President shall not be deemed to have resigned as President at the regular end of his or her term until the new President has been elected by the Board of Directors.

Section 2. Officer Positions. The Officers shall consist of the following positions:

- a) President.
- b) President Elect.
- c) Immediate Past President.
- d) Secretary.
- e) Treasurer.

Section 3. Election Procedure. Officers shall be elected by the Board of Directors following the election of new Directors at the annual Membership meeting; provided however that the Immediate Past President shall not be elected by the Board of Directors but shall assume that position upon the termination of his or her term as President. Although it is anticipated that the President Elect will become the President at the end of his or her term, the President shall be elected by the Board of Directors as provided in this section. Each Officer shall assume his or her official duties upon election by the Board of Directors and shall serve until the election of his or her successors or upon the end of his or her term as Director; provided however that the President shall, at the end of his or her regular term, continue in that role until the new President has been elected by the Board of Directors. Whenever practical, the President and President- Elect must have each served on the Board of Directors for at least two years prior to assuming that Office.

Section 4. Term of Office. The term for each Officer of the Corporation shall be one year. Neither the President nor the President-Elect may hold these offices for more than two consecutive terms.

Section 5. Vacancies. If the President shall for any reason not complete his or her term of office, the President-Elect shall fill the unexpired term and then shall be eligible to serve a full one-year term as President upon election as provided in Article VI, Section 3 (“Election Procedure”). Any vacancy in any other office for any reason such as death, resignation or inability to serve shall be filled by the appointment of an interim officer by majority vote of the Board of Directors. Such interim officer shall serve for the remainder of the term of the vacated officer position. Pending such vote or in the case of absence or disability of any Officer, the Board of Directors may delegate that Officer’s powers and duties to any other Officer or Director.

Article VII •• DUTIES OF OFFICERS

Section 1. President. The President shall:

- a) Serve as the principal executive officer of the Corporation and, in general,

supervise and control all of the activities of the Corporation. The President shall act only as authorized by the Board of Directors.

- b) Call, develop an agenda for, and preside over all meetings of the Membership, Board of Directors and Executive Committee.
- c) Be a non-voting member of each Committee.
- d) Coordinate the work of Officers and Committees so as to promote the purposes of the Corporation.
- e) Act as spokesperson for the Corporation.
- f) Automatically become the Immediate Past President of the Corporation after having served and completed his or her term as President.
- g) Perform any other duties as directed by the Board consistent with these Bylaws and the laws of the Commonwealth of Virginia.

Section 2. President Elect. The President Elect shall:

- a) Perform the duties of the President in the absence or inability of the President to act.
- b) Accept other appropriate duties as assigned by the President and/or the Board of Directors.

Section 3. Immediate Past President. The Immediate Past President shall:

- a) Perform the duties of the President in the absence or inability of the President and the President-Elect to act.
- b) Accept other appropriate duties as assigned by the President and/or the Board of Directors.

Section 4. Secretary. The Secretary shall

- a) Record contemporaneous minutes of all meetings of the Membership, Board of Directors and Executive Committee.
- b) Cause the distribution of copies of minutes of meetings (i) of the Membership to the Membership, (ii) of the Board of Directors to the Board, and (iii) of the Executive Committee to the Board of Directors.
- c) Be responsible for the notification to all Members of upcoming meetings in accordance with these Bylaws.
- d) Be responsible for maintenance of all records of the Corporation, including a current membership roster.
- e) Keep the official copy of the Corporation's Bylaws in his/her files;
- f) Receive "Whistleblower Concerns" from any parties with respect to Corporation and any of its officers, directors, members and employees and determine on behalf of the Corporation how to respond to the concerns.
- g) Accept other appropriate duties as assigned by the President and/or the Board of Directors.

Section 5. Treasurer. The Treasurer shall:

- a) Supervise the receipt, deposit and disbursal of all funds of the Corporation, in accordance with the approved budget and as directed by the Board of Directors.
- b) Report on the financial condition of the Corporation at each meeting of the Membership, Board of Directors and Executive Committee.
- c) Submit the books for an audit to a certified public accountant as directed by the Board of Directors.
- d) Provide leadership in preparing a projected annual budget for adoption by the Board.
- e) Ensure that an annual Federal tax return is filed in a timely manner and shall file other required paperwork to maintain non-profit status.
- f) Accept other appropriate duties as assigned by the President and/or the Board of Directors.

Article VIII ••STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. The Board of Directors may establish each Standing Committee as it deems necessary and advisable, including the term of the Standing Committee's existence and the composition of such Standing Committee. The Board of Directors shall appoint one or more chairpersons of each Standing Committee. Each chairperson shall be a Member of the Corporation, and each Standing Committee shall have at least one member who is a Board Member. The chairperson(s) of each Standing Committee shall recruit the members for his or her Standing Committee. All members of all Standing Committees must be Members, and no committee other than the Executive Committee shall have the power to act on behalf of the Corporation, unless so designated by the Board. The following Standing Committees shall exist and shall not be terminated by the Board of Directors:

- a) *The Conference Planning Committee.* The Conference Planning Committee shall be chaired by a member of the Board of Directors that is elected by the Board of Directors to serve as Chair of the Conference Planning Committee. The Chair of the Conference Committee shall be responsible for selecting its members in consultation with the Board.
- b) *Nominating Committee.* The Nominating Committee shall operate as provided in Article IV, Section 10 ("Nomination of Directors").
- c) *Finance and Budget Committee.* The Finance and Budget Committee shall be chaired by the Treasurer and its members shall consist of the members of the Executive Committee and such other members as the Board may appoint.

Section 2. Special Committees. The Board of Directors may create Special Committees. Special Committees shall be created for a specific time and task and shall cease to exist when that time has expired or task has been completed. The Board of Directors shall appoint the chairpersons of all Special Committees, each of whom must be a Member.

Article IX •• FINANCES

Section 1. Fiscal Year. The Corporation's fiscal year shall run concurrently with the calendar year.

Section 2. Budget. A budget of anticipated revenue and expenses for the following calendar year shall be prepared by the Treasurer in coordination with the Finance and Budget Committee. The proposed budget shall be submitted to the Board of Directors and approved no later than thirty days prior to the year for which the budget pertains. The Board shall review the budget and, upon approval of the budget by the Board, the budget shall be used to guide the activities of the Board of Directors during the following year. Any substantial deviation from the budget must be approved in advance by the Board of Directors.

Section 3. Authorization to Enter Into Obligations. The Executive Committee may authorize any Officer or Officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Corporation.

Section 4. No Loans. No loans shall be made by the Corporation.

Section 5. Income. The Treasurer, the President or any other person as authorized in writing by the Board of Directors shall deposit all funds of the Corporation to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. All deposits shall be made within a maximum of fifteen (15) days from the receipt of the funds.

Section 6. Disbursements. All checks, debit card purchases, drafts, or other orders for the payment of money on behalf of the Corporation shall be signed by the Treasurer or, in the case of the unavailability of the Treasurer, the President or by any other Director or any other person as authorized in writing by the Board of Directors in accordance with the budget adopted by the Board of Directors. All disbursements shall be made within a maximum of thirty (30) days from the receipt of a properly approved order of payment.

Section 7. Financial Audits; Audit Committee. The Board of Directors shall appoint an Audit Committee which shall have oversight authority over the compilation of financial statements and audit of the financial accounts of the Corporation. The audit committee shall perform biennial internal audits during even fiscal years. An independent external audit may be conducted at the discretion of the board.

Section 8. Tax Exemption. The Corporation is organized and shall operate in such a manner as to be a non-profit corporation exempt from United States Federal Income Tax and has an I.R.S. Section 501(C)(6) designation. The Corporation will operate in this nonprofit mode.

Article X •• CORPORATE BOOKS AND RECORDS

The books and records of the Corporation shall be kept and maintained by the Corporation at the office of the Corporation or in the absence of a physical office, with the Treasurer.

Article XI •• DISSOLUTION

Upon dissolution of this Corporation, the Board of Directors shall, after paying or adequately providing for all of the liabilities, debts, disbursements, and obligations of this Corporation,

dispose of all the assets of the Corporation in such a manner or to such organization or organizations, organized and operated exclusively for charitable, religious, scientific, educational, or other exempt purposes as shall at the time qualify as an exempt organization or organizations within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or its successor statute of the Code. To the extent possible, the Board of Directors shall designate recipient organization(s) whose general purposes and goals are the same as or similar to those of the Corporation.

Article XII •• BYLAW AMENDMENTS

Section 1. Review. There shall be a review of the Bylaws every three (3) years by a committee appointed by the Executive Committee. The committee shall report their findings and recommendations to the Board of Directors and to the Membership.

Section 2. Voting to Modify. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a 2/3 majority vote cast by the Members present in person or by proxy and voting at any meeting of the Membership. No vote to change these Bylaws may be taken until the Membership has been given at least thirty (30) days advance notice of the purpose and general language of the change to be presented for vote.

These Restated Bylaws were adopted by the membership on October 4, 2009 and revised by the membership on September 27, 2014. Additional revisions to the Bylaws were adopted by the membership by a 2/3 vote during a meeting properly called on September 9, 2017.