

Amended and Restated Bylaws
of the
Texas Association of Mediators, Inc.
Texas Nonprofit Corporation

Amended and Restated Effective as of February 25, 2022

Preamble

This Amended and Restated Bylaws ("**Bylaws**") of the **Texas Association of Mediators, Inc.**, a Texas non-profit corporation (the "**Organization**") constitute the code of rules of the Organization for the regulation and management of its affairs, in accordance with the provisions of the Texas Business Organizations Code.

ARTICLE ONE - Organization

- 1.1 The name of the 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 **Categories of Membership.** There shall be three categories of membership with the qualifications and rights described under this Article below.

4.1.1 Full Member

4.1.2 Candidate for Full Membership

4.1.3 Friend of the Texas Association of Mediators

4.2 Full Members.

4.2.1 **Qualifications.** Individuals who meet the following mediation training and experience requirements may be Full Members of TAM.

4.2.1.2 **Mediation Training.** Completion of a 40-hour basic mediation training.

4.2.1.2 **Experience as a Mediator.** After completion of the 40-hour basic mediation training, 100 hours of documented mediation experience acting in the role of mediator.

4.2.2 **Continuing Education.** In order to maintain Full Member status, the Full Member must fulfill the annual continuing education requirements of the Association.

4.2.3 **Rights and Privileges.** Full Members shall receive notice of membership meetings, may participate in all votes of the membership, and may be elected or appointed to serve on the Board of Directors.

4.2.4 **Member Icon.** Full Members shall have access to a Member icon within the policy for the use of such icon.

4.3 Candidates for Full Membership.

4.3.1 **Qualifications.** An individual who has satisfied the training requirement for full membership in 4.2.1, yet lacks the necessary hours of mediation experience, may become a Candidate for Full Membership.

4.3.2 **Continuing Education.** In order to maintain Candidate for Full Membership status, the Candidate must fulfill the annual continuing education requirements of the Association.

4.3.3 **Rights and Privileges.** Candidates for Full Membership shall receive notice of membership meetings, may participate in all votes of the

membership, and may be elected or appointed to serve on the Board of Directors; however, Candidates for Full Membership may not hold an office in the Organization unless a majority vote of the Board of Directors makes an exception to such for the roles of Secretary or Treasurer.

4.4 Friends of the Texas Association of Mediators (TAM).

4.4.1 Organizations and individuals may join as Friends of the Texas Association of Mediators regardless of qualifications, such as:

4.4.1.1 Organizations who wish to demonstrate their support for TAM.

4.4.1.2 Individuals who have not fulfilled the requirements for Full Member or Candidate for Full Membership.

4.4.1.3 Individuals who do not wish to fulfill the annual continuing education requirements of the Association.

4.4.1.4 An individual who has retired.

4.4.2 **Rights and Privileges.** Friends of TAM are eligible for membership discounts, access to member resources, and other rights and privileges of membership except Friends of TAM may not participate in any vote by the membership and may not serve on the Board of Directors.

4.5 **Membership Maintenance.** To maintain active membership, a member must keep dues current and comply with all continuing education requirements pursuant to the member's category of membership as outlined herein.

4.6 **Continuing Education Requirements for Full Members and Candidates for Full Membership.** To maintain membership, Full Members and Candidates for Full Membership must participate in a minimum of twelve (12) hours of 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 hours of self-study, as defined in paragraph 4.6.2.

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

- 4.6.2 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.
- 4.6.3 Misrepresentation of continuing education requirements shall be grounds for revocation of membership.
- 4.6.5 The Membership Committee, or another committee established by the President, shall establish criteria for programs to qualify for continuing education credit and procedures members shall use to document attendance at such programs.
- 4.6.6 If a challenge is made to a ruling of the Membership Committee on the acceptability of continuing education credits, the matter shall be submitted to the Board of Directors for a final ruling.
- 4.7 Separate sections for the specialized practice of mediation may be established by the Board of Directors.
- 4.8 **Membership Dues.** The dues shall be set by the Board of Directors.

ARTICLE FIVE - Board of Directors

- 5.1 **Number and Qualifications.** The business of this Organization shall be conducted by a Board of Directors consisting of not less than seven (7) and no more than twenty (20) Directors. The number of Board members may be increased beyond twenty (20) members or decreased to less than seven (7) members by the affirmative vote of a majority of the Board of Directors. All Directors shall be Full Members or Candidates for Full Membership.
- 5.2 **Nomination and Election of Directors.** At least ninety (90) days prior to the annual membership meeting, the President shall appoint a nominating committee. The nominating committee shall consist of at least three (3) Directors, who shall propose nominations to the Board. The slate of candidates nominated by the Board shall be set forth on a ballot distributed to members eligible to vote at least ten (10) days prior to the election by any method of communication

approved by the Directors. Voting shall be as defined in paragraph 9.3. Election results shall be verified by at least two (2) Directors. There shall be no cumulative voting. At least twenty-five percent (25%) of the members eligible to vote shall have cast a ballot for the election to be valid. The results shall be announced at the annual membership meeting.

- 5.3 **Nomination and Election of Board Officers.** The Nominating Committee shall present candidates for office to the Board of Directors at least thirty (30) days prior to the annual membership meeting. Such offices shall include President, Secretary, Treasurer, and additional offices as the Board shall determine. A minimum of one year as Director is required before nomination as President or President-Elect. The election of Officers shall be held at the first meeting of the Board of Directors following the annual membership meeting. Officers shall take office immediately following such election.
- 5.4 **Terms of Elected Directors.** The terms of the elected Directors shall be for three (3) years or until their respective 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.
- 5.5 **Terms of Officers.** The terms of all Officers shall be one year, except the President, who may be elected for a two (2) year term of office. All Officers excluding the President may be re-elected for additional terms.
- 5.6 **Appointed Directors.** The editor of the Organization's newsletter, the TMCA representative, the membership chairperson, the historian, the social media chairperson, and any additional positions shall be appointed by a majority vote of the Board of Directors and shall serve at the discretion of the Board.
- 5.7 **Authority.** 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.

- 5.8 **Board Meetings.** 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. Board meetings may be conducted by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of the above. The telephone or other equipment or system shall permit each person participating in the meeting to communicate with all other persons participating in the meeting.
- 5.9 **Quorum.** 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.
- 5.10 **Action by Written Consent or Vote Outside of a Board Meeting.** The President may call for the vote of the Directors by telephone, electronic mail, or other means as to any matter that might come before a Board of Directors meeting. The vote of the Directors as to such matter shall be the decision and/or action of the Board of Directors if:
- 5.10.1 Each Director has been contacted or reasonable attempts to contact each Director can be demonstrated; and
- 5.10.2 The vote is the expression of at least a majority of the entire Board of Directors, unless the Bylaws otherwise require a greater vote; and
- 5.10.3 A written report of the results of the vote is transmitted to each Director within ten (10) days after the date of such vote.
- 5.11 **Rules for Meetings.** The Board of Directors may make such rules and regulations for its meetings as the Board deems necessary.

- 5.12 **Vacancies.** Any vacancy in the Board of Directors shall be filled for the balance of that term by a vote of the majority of the Board members.
- 5.13 **Removal for Cause.** A Director may be removed for cause by the affirmative vote of the majority of the Board members.
- 5.14 **Removal without Cause.** A Director may be removed without cause by the affirmative vote of seventy-five percent (75%) of the Board members provided the Director is given prior notice of the action to be taken and an opportunity to respond.
- 5.13 **Advisory Board.** 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.
- 5.14 **Salaries and Compensation.** No Director shall, by reason of office, receive any salary or compensation, but nothing herein shall prevent the Board of Directors from reimbursing a director for expenses incurred on behalf of the Organization, with the prior approval of the expenditure by the Board of Directors.
- 5.15 **Conflict of Interest.** The Organization shall maintain and enforce a Conflict-of-Interest Policy adopted by the Board of Directors.

ARTICLE SIX - Officers

- 6.1 The officers of the Organization shall be a President, Secretary, and Treasurer, and additional Officers as the Board shall determine. No one person may hold two (2) elective offices at the same time.
- 6.2 **President**
- 6.2.1 The President shall preside at all general meetings.
- 6.2.2 The President shall be the 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 records, 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 or Vice President

6.3.1 The President-Elect or Vice President 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. If there is a 1st Vice President and a 2nd Vice President, the 1st Vice President 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.

6.3.2 The President-Elect or Vice Presidents shall have other powers or duties assigned by the President, the Board, or the Bylaws.

6.4 Secretary

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

6.4.1 The Secretary shall keep the minutes and records of the Organization.

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

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

6.4.7 The Secretary shall, in the absence or inability of the President and President-Elect, Vice President, or 1st Vice President to exercise the powers of office, become acting President of the Organization with all the 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.
- 6.5.4 The Treasurer shall exercise all duties incident to the office of Treasurer.
- 6.4.2 The Treasurer shall file any certificate required by any statute, federal or state.

ARTICLE SEVEN - Committees

- 7.1 The President may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the President or, at the President's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the President.
- 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 call for the vote of the committee by telephone, text, email, or other means as to any matter that might come before the committee. The 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 has been contacted or reasonable attempts to contact each member can be demonstrated; and

7.5.2 The vote is the expression of at least a majority of the members of the committee; and

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

ARTICLE EIGHT - Membership Meetings

- 8.1 **Annual Membership Meeting.** The annual membership meeting of this Organization shall be held during the first half of each year. At least ten (10) days but not more than seventy-five (75) days prior to the meeting, the Secretary shall send by any method of communication approved by the Directors a notice to every member in good standing at that member's email address, or other address, as it appears in the membership database of this Organization.
- 8.2 **Quorum.** The presence of not less than twenty-five percent (25%) of members eligible to vote shall constitute a quorum.
- 8.3 **Special Membership Meetings.** Special meetings may be called by the President when the President deems it in the best interest of the Organization. At the request of the Board of Directors or ten percent (10%) of the members, the President shall call a special meeting. Such requests must be made in writing at least thirty (30) days prior to the requested scheduled meeting date. At least ten (10) days but not more than thirty (30) days prior to the meeting, the Secretary shall send by any method of communication approved by the Directors a notice to every member in good standing at that member's email address, or other address, as it appears in the membership database of this Organization. Such notice shall state the reasons that such meeting has been called and the business to be transacted at such meeting. No other business but that specified in the notice may be transacted at such special meeting.
- 8.4 Membership meetings may be conducted by using a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination of the above. The telephone or other equipment or system

shall permit each person participating in the meeting to communicate with all other persons participating in the meeting.

ARTICLE NINE - Membership Voting

- 9.1 Unless a greater vote is required by these Bylaws, the vote of a majority of the members eligible to vote at a membership meeting at which a quorum is present shall be an act of the membership.
- 9.2 **Action by Written Consent or Vote Outside of a Membership Meeting.** At the direction of the President, a vote of the entire voting membership may be taken on any issue that might be raised at any regular or special membership meeting. The vote of the membership shall be the decision of the membership if:
- 9.2.1 Each member eligible to vote has been contacted or reasonable attempts to contact each member can be demonstrated; and
- 9.2.2 The vote is the expression of at least a majority of the voting membership, unless otherwise required in these Bylaws; and
- 9.2.3 A written report of the results of the vote is transmitted to each member eligible to vote within ten (10) days after the date of such vote.
- 9.3 Voting shall be by written ballot, electronic voting via the Internet, or any mode of communication approved by the Directors and in accordance with the provisions of the Texas Business Organizations Code.
- 9.4 Members eligible to vote shall be current Full Members or Candidates for Full Membership in good standing on the books of the Organization.

ARTICLE TEN - Local Chapters

- 10.1 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.
- 10.2 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.

- 10.3 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.
- 10.4 The constitution and Bylaws of a local chapter shall be approved by the Board of Directors of the Association.
- 10.5 No local chapter shall make any public statement that uses any form of the name of the Organization on a policy issue, other than issues which only affect the local chapter, without prior consent of the Board of Directors.

ARTICLE ELEVEN - Diversity, Equity, and Inclusion

Diversity, Equity, and Inclusion Statement. The Texas Association of Mediators and the TAM Board are committed to incorporating the values of diversity, equity, and inclusion ("DEI") in the governance, programs, and operations of the Organization. These values shall be codified in a DEI statement which shall be reviewed annually by the Board and displayed on the website.

ARTICLE TWELVE - Amendment of Bylaws

These Bylaws may be amended by an affirmative vote of seventy-five percent (75%) of all Directors on the Board at such time, provided that notice of the proposed amendment, together with a copy thereof, shall be distributed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

ARTICLE THIRTEEN - Indemnity

The Organization agrees to indemnify, defend, and hold harmless the board members, its officers, and employees, from and against all liability, loss, cost, or expense (including attorney's fees) by reason of liability imposed upon the Organization, arising out of or related to Organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. Organization may maintain

insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

ARTICLE FOURTEEN - Dissolution

In the event of the dissolution of the Organization, and after the payment of all debt and return of charitable contributions as appropriate, all assets shall be distributed to an IRS 501c3 organization, selected by the Board of Directors, and reflective of the Texas Association of Mediators' mission.