

Bylaws of the Idaho Mediation Association Inc.

These bylaws are written in plain English so in the event of a dispute, if there is a common-sense interpretation of the language in the bylaws, that is the interpretation intended.

1. General

1.1 This organization will be known as the Idaho Mediation Association. The organization will commonly be called IMA, and in this document is referred to as either the IMA or the Association.

1.2 The IMA is a not-for-profit corporation established under the provisions of Internal Revenue Code 501 (c) (3) to promote mediation and alternative dispute resolution.

1.3 The IMA must conduct all business so as to satisfy the requirements of both Idaho and Federal law for maintaining its nonprofit status.

1.4 The IMA believes people are entitled to a constructive and empowering relationship with conflict. We are committed to achieving this vision by:

- being the voice of constructive conflict resolution in Idaho
- educating, certifying, and supporting cooperative dispute resolution professionals, and
- promoting community awareness of constructive conflict resolution

1.5 The fiscal year of the IMA will be from January 1st through December 31st.

1.6 Funds raised by the IMA must be used only to cover costs related to the Association's mission and purpose.

1.7 The IMA is a membership association therefore the governing body of the Association is the membership.

The membership must elect a Board of Directors to administer the Association in accordance with the Association's purpose and these bylaws.

2. Membership

2.1 Membership of the IMA is open to any person who supports the mission and purpose of the Association.

2.2 There are three categories of IMA membership:

- General Member
- Certified Professional Mediator (CPM) Member
- Student Member

2.3 A member in good standing is a member who:

- complies with the Standards and Practices adopted by the Association
- complies with the rules and decisions of the Association and its Board
- is current on membership dues
- has provided and maintained current contact information which must include at least a valid email address.

2.4 All members in good standing have the right to participate in the activities and functions conducted by the Association.

2.5 All general and CPM members in good standing have the right to vote in IMA meetings and elections and to serve as an officer or director.

2.6 The Board of Directors must establish annual membership dues for each type of membership. All annual dues are:

- payable upon application to the Association
- renewed and payable January 1st of each subsequent year.

The Association will cancel the membership of any member who has not paid their renewal dues by January 31st.

A member who joins the IMA after October 1st will be current with dues through the following year.

3 Membership meetings and elections

3.1 The governing body of the Association is the membership. The membership expresses its decisions through votes taken:

- at meetings of the members
- by an electronic ballot.

All business matters of the Association can be conducted by an electronic ballot.

3.2 Meetings of the membership will be held at the time and date as decided by the Board of Directors of the Association. There are two types of meeting; the annual member meeting and special meetings.

3.3 An annual member meeting must be held in conjunction with the annual IMA Conference.

The business for the annual member meeting will be determined by the Board, and must include a review of financial information for the Association.

3.4 A special meeting of the membership may be called:

- by the Board of Directors
- by 10% of the members
- as otherwise provided for in these bylaws.

A special meeting must only conduct the business for which it has been called.

3.5 The meetings of the bodies of the Association must be conducted in a fair and impartial manner. When questions arise, resolution will be found in the most recent edition of *Robert's Rules of Order*.

3.6 The quorum for all properly called membership meetings will consist of the members attending the meeting, either in person or at a distance via technology.

3.7 Members must be notified of the date and time, the location and the agenda for any meeting of the membership at least twenty (20) days prior to the date of the meeting.

Notice of a meeting may be served either by postal or electronic mail. The notice will be deemed to be delivered when either of the following happens:

- the notice is deposited in the U.S. Mail first-class postage, pre-paid, and addressed to the member at the member's last known address.
- the notice is sent by email to the member's email address in the membership database.

3.8 Any matter submitted to the membership for a vote will be determined by a majority vote of the members voting unless these bylaws require the vote of a greater number.

4 Bylaws

4.1 Any member in good standing may propose amendments to the bylaws of the Association by sending the following to the Governance Committee for review:

- the proposed amendments
- an explanation of why the proposed amendments will benefit the Association.

The Governance Committee must review the proposed amendments to ensure that the amendments are in the proper format and do not conflict with other provisions of the Association's governing documents.

4.2 Within 60 days of receiving a proposed amendment, and whichever is earlier, the Governance Committee must either:

- call a special meeting of the membership to discuss and vote on the amendment
- present a motion proposing the amendment at the annual member meeting of the Association.

4.3 Changes to these bylaws require a two-thirds (2/3rd) majority of the quorum.

4.4 The Association must notify all members of any changes to these bylaws within thirty (30) days of the effective date.

4.5 In the event that any provision of these bylaws is declared to be illegal or in conflict with any applicable law, the provision must be amended to comply with such law. The remainder of these bylaws will not be affected and will remain in full force and effect.

5 Board of directors

5.1 The duties of the Board of Directors include, but are not limited to:

- continuously reviewing the finances of the association to ensure fiscal responsibility
- developing, implementing and promoting educational, professional and public service programs consistent with the mission and purpose of the Association
- establishing and maintaining policies and procedures for the operation of the Association within these bylaws
- approving a budget for the next fiscal year at the November Board meeting
- supervising all activities, affiliations, publications, and affairs of the Association
- overseeing the committees required by these bylaws, and establishing any other committees that may be needed.

5.2 The Board of Directors must have nine members who will be the four Officers and five Board Directors.

5.3 The Officers of the Idaho Mediation Association are President, Vice President, Secretary, and Treasurer.

An elected Officer must:

- be a Certified Professional Mediator, and
- (a) have served on the Board of the Association or
- (b) have served on a committee for at least two years.

5.4 Officers will be elected for a term of two (2) years.

- No President will be eligible to serve more than two (2) consecutive full terms.
- The President and Secretary must be elected in even-numbered years.
- The Vice President and Treasurer must be elected in odd-numbered years.

5.5 The five Board Directors will be elected for a term of two (2) years.

- Board members may continue to serve for any number of terms.
- Two board members will be elected in odd-numbered years; three board members will be elected in even-numbered years.

5.6 Board meetings will be held monthly at the time and date chosen by the Board of Directors.

5.7 Board meetings must be conducted in a fair and impartial manner. When questions arise, resolution will be found in the most recent edition of *Robert's Rules of Order*.

5.8 A quorum for a board meeting will consist of 51% of the number of current board members.

5.9 A two-thirds majority vote of the Board of Directors may remove any Officer or Director from office for any reason relating to the mission and purpose of the Association.

5.10 A two-thirds majority vote of the members in good standing may remove any Director from office for any reason.

5.11 If a Board position becomes vacant, the Board may fill the vacancy by appointing an eligible member to serve the remaining term for the vacant position.

5.12 The Officers and Directors will serve without compensation. The Association may reimburse reasonable expenses if the Board approves.

5.13 Officers, Board members, and their representatives must not enter into agreements affecting the Association's finances without first receiving the approval of the Board of Directors.

6 Officers

6.1 The Officers must perform such duties:

- as are stated in these bylaws

- as are outlined in policies adopted by the Association for the efficient conduct of business, and which are not in conflict with these bylaws.

6.2 At the end of their terms of office, officers must deliver to their successors all books, papers, money and other property in their possession belonging to the Association, and must not be relieved from their obligation until this has been done.

6.3 Officers, appointees or employees, must turn over all books, papers and property of the Association in their possession to the President or their representative upon their demand.

6.4 During the temporary absence of an Officer, the Board may appoint a member to serve pro tem.

6.5 The President's duties will include, but not be limited to:

- presiding over all annual meetings of the Association and all meetings of the Board of Directors
- such duties that are necessary to protect and advance the Association.

6.6 The duties of the Vice President include, but are not limited to fulfilling the duties of the President when the President is absent or unable to conduct the duties of the office.

6.7 The duties of the Secretary include, but are not limited to taking, maintaining and publishing the minutes of Association and Board meetings, excluding personnel issues and IMA grievances

6.8 The duties of the Treasurer include, but are not limited to:

- maintaining the Association's financial records, and preparing the budget
- paying the approved expenses of the Association
- ensuring that the Association meets all of its reporting obligations
- supplying a financial report at each Board meeting and preparing a complete financial report for all IMA members at the annual general meeting.

7 Elections

7.1 The Association will hold elections for the Officers and the Board of Directors each year during October by an appropriate electronic process.

7.2 The Association must announce the opening of nominations at least 45 days prior to the election.

7.3 The Governance Committee will oversee the election process and verify the ballot and count.

7.4 Results of the election will be determined by a majority vote of the members in good standing who vote in the election.

7.5 The elected Officers and Directors will commence their term of office on December 1st.

8 Committees

The Board will appoint committees to advise on, and apply, policy in specified areas of interest.

8.1 The Association must have the following standing committees:

- Communications and fundraising
- Events
- Governance
- Standards and Practices
- Training and Education

8.2 The Communications and Fundraising committee will be responsible for the communications and fundraising for the IMA.

8.3 The Events committee may plan and execute continuing education opportunities in addition to planning and executing the IMA annual meeting and conference.

8.4 The Governance committee will:

- facilitate the development and maintenance of bylaws and governance guidelines (aka policies and procedures) for the Association
- provide the tools to improve Board performance, for example, training and board assessments
- facilitate thoughtful and planned recruitment and retention of exceptional Board members
- manage Board elections.

8.5 The Standards and Practices committee will:

- develop recommendations for standards and practices guidelines for the Association
- certify professional mediators in Idaho based on Board approved guidelines
- review grievances submitted to the IMA about members' professional conduct

8.6 The Training and Education committee will:

- maintain and develop the guidelines for training and education that qualifies applicants for certification as a professional mediator
- certify professional mediation trainings
- approve Continuing Education Units (CEU) and monitor the continuing education reporting requirements for CPMs

8.7 The Board may appoint special committees to support the objectives of the Association.

8.8 A member of the Board will represent the Board on each committee.

8.9 Each committee must establish and maintain a set of policies and procedures that will govern how the committee operates and how the Association handles any appeals of adverse decisions made by the committee.

All of these policies and procedures, and any changes made to them, must be approved by the Board.

9 Dissolution

9.1 A resolution to voluntarily dissolve the IMA must be submitted to a vote of the members and will require a two-thirds (2/3rd) majority of the members present at a special meeting called to discuss the resolution.

9.2 In the event of dissolution of the IMA, the Board of Directors must, after payment of all liabilities of the Association, distribute the assets of the Association for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or distribute the assets to the federal government, or to the state of Idaho, or to local government, for a public purpose.