

**BYLAWS**  
**OF**  
**INDIANA ASSOCIATION OF MEDIATORS, INC.**

Existing as a mutual benefit corporation under the Indiana Nonprofit Corporation Act of 1991 (“the Act”).

**ARTICLE I**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The location of the Association’s registered office and the designation of its registered agent may be changed at any time, or from time to time, as provided in the Act. The Secretary of the State of Indiana shall be notified by a certificate of change of location reflecting the adoption of a resolution by the Board of Directors anytime the location of the registered office changes.

**ARTICLE II**  
**MEMBERS; ELECTIONS; PROPERTY RIGHTS**

- A. Eligibility for Membership. Membership is open to all persons who practice mediation, support the practice of mediation, or are currently engaged in mediation education or training within the State of Indiana. The rights of membership are conditional upon payment of dues levied by the Association.
- B. Establishment of Dues. By a majority vote, the Board of Directors shall set the amount of annual dues for membership and the deadline for the renewal of dues. The Board of Directors may increase or decrease or waive the amount of annual dues. Additionally, the Board of Directors may create special classes or categories of membership and may set annual dues accordingly. Only members who are current in their dues shall be considered in good standing and the rights of membership shall be suspended during any period when dues owed by the member remain unpaid. Upon payment of delinquent dues owed to the Association, all membership rights and privileges shall be automatically restored.
- C. Amount of Dues. The Board of Directors in its discretion may adopt different levels or amounts of dues for the various categories of membership and for members.
- D. Voting. The Articles of Incorporation of this Association provide that all members of this Association who are in good standing shall enjoy full voting rights and privileges of membership.
- E. Elections. At the annual meeting of the members the membership shall elect a Board of Directors, with the duties and obligations as set forth in Article III hereof and a slate of Officers, with the duties and obligations as set forth in Articles V and VI hereof. Members of the Board of Directors shall serve for a period of twelve (12) months, and may serve successive terms. Except as provided otherwise by statute or by these Bylaws, five percent (5%) of the total number of

members shall be required to constitute a quorum for the purpose of electing Officers and members to the Board of Directors.

- F. Property Rights. No member shall have any right, title or interest in or to any property of the Association.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

- A. General Powers. The property, affairs and business of this Association shall be managed by a Board of Directors.
- B. Number. The number of directors shall not be less than seven (7), but from time to time the number may be increased to not more than twenty-five (25) or may be diminished to not less than seven (7), by the affirmative vote of a majority of the total number of directors then serving. The officers described in Article V shall automatically serve as directors for the term of their office and shall be included in the number set forth above. The editor of the Association's newsletter shall serve as an ex-officio member of the Board of Directors. The immediate past president shall automatically serve as a director for a one (1) year term following his or her term of office as president.
- C. Qualifications. Each director shall be a natural person over the age of twenty-one (21) and a member of the Association.
- D. Term of Office. Each director shall hold office until the next annual meeting following his or her election and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation, or removal as hereinafter provided.
- E. Resignation. Any director of the Association may resign at any time by giving written notice to the President, or to the Secretary of the Association. The resignation of any director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt by the officer of the Association to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- F. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by a majority vote of the remaining directors to complete the vacant term until the next annual meeting.
- G. Removal of Directors. Any director may be removed, either with or without cause, at any time by a vote of the majority of the total number of directors, at a special meeting of the Board of Directors called for that purpose or at a regular meeting of the Board of Directors with proper notice of such proposed action.

### **ARTICLE IV**

#### **MEETINGS**

- A. Organization. At each meeting of the Board of Directors, the President, or in his or her absence the Vice President, shall preside as chairman of the meeting. The Secretary, or in his or her absence, any other person whom the chairman shall appoint, shall act as secretary of the meeting.

- B. Place of Meetings. The Board of Directors may hold its meetings at such place(s) and by whatever means, including electronic, within or without the State of Indiana, as it may from time to time determine.
- C. Annual Meeting. The annual meeting of the members shall be held not later than the last day of October each year for the purpose of electing the directors and the officers of the Association and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given to each member of the Association. Notification may be by U.S. mail or by electronic transmission (e.g. telephone, facsimile, email). Failure to hold an annual meeting of the members at the designated time shall not cause any forfeiture or dissolution of the Association.
- D. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by any one (1) of the other directors. Notice of each such special meeting shall be mailed to each director, addressed to him or her at his or her residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or delivered to him or her in person or by electronic transmission (e.g. telephone, facsimile, email), not later than twenty-four (24) hours the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purposes except in the case of a special meeting for the purpose of the removal of a director.
- E. Quorum and Manner of Acting. Except as otherwise provided by statute or by these Bylaws, one-third (1/3) of the total number of Directors (but not less than three (3)) shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn any meeting until a quorum can be obtained. Notice of any adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.
- F. Proxies. Proxies shall not be allowed.

## **ARTICLE V**

### **OFFICERS**

- A. Elective Officers. The elective officers of the Association shall be the President, the Vice President, the Secretary and the Treasurer each of whom shall serve from the time of the adjournment of the Annual Meeting at which the office is assumed, until adjournment of the next Annual Meeting, except in case of resignation or removal.
- B. Nomination of Officers. Nominations for the office of President, Vice President, Secretary and Treasurer shall be made in accordance with the following procedure:
  - 1. Nominating Committee. The President shall appoint a Nominating Committee, consisting of three members of the Association in good standing.
  - 2. Other Nominations. Any voting member of the Association in good standing may nominate from the floor another candidate for any office of the Association at the Annual Meeting.
- C. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, to the President, or to the Secretary of the Association. Any such resignation shall take effect at the time, if any, specified therein, or, if no time is specified therein, upon receipt by the Board of Directors, President or Secretary of the Association; and

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- D. Removal. Any officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors, at any regular or special meeting called for the purpose, and such purpose shall be stated in the notice.
- E. Vacancies. In the event of a vacancy in the office of the President, the Vice President shall become President automatically, to serve until the end of the next Annual Meeting following. A vacancy in any other office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by the Board of Directors.

## ARTICLE VI

### DUTIES OF OFFICERS

- A. President. The President shall be the chief executive officer of the Association and shall have general active management of the business of the Association, shall, when present, preside at all meetings of the Board of Directors and at all meetings of the Executive Committee, shall see that all orders and resolutions of the Board of Directors are carried into effect, may execute and deliver in the name of the Association (except in cases in which such execution and delivery shall be expressly delegated by the Directors or these Bylaws to some other officer or agent of the Association or shall be required by law to be otherwise executed and delivered) any deeds, mortgages, bonds, contracts, or other instruments necessary or appropriate to enable the Association to donate income or principal of the Association to or for the account of such corporations, associations, trusts, foundations and institutions as are referred to or described in the Articles of Incorporation of the Association and as the Association was organized to support; shall perform such other duties as may from time to time be prescribed by the Board of Directors, and in general, shall perform all duties usually incident to the office of the President.
- B. Vice President. The Vice President shall preside at all meetings of the Association, Executive Committee and Board of Directors in the absence of the President. The Vice President shall assist the President in supervising the work of the committees, and otherwise shall assist the President as the President, with the approval of a majority of the Board of Directors, may direct.
- C. Secretary. The Secretary shall arrange for the security of the records, documents and all other property of the Association, except money, and shall be responsible to authenticate all records of the Association. The Secretary shall keep, or cause to be kept, proceedings of all meetings of the Association, the Board of Directors and the Executive Committee. The Secretary, together with the Treasurer, shall keep a register of the names and addresses of all members of the Association, shall at all times keep on file a complete copy of these Bylaws and all amendments, shall, when directed to do so, give proper notice of meetings of the Board of Directors and meetings of the Executive Committee, shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President, and, in general, shall perform all duties usually incident to the office of Secretary.
- D. Treasurer. The Treasurer shall coordinate the collection, disbursement and handling of all funds of the Association and its component elements, and shall provide for the maintenance of accurate and current financial records of all such funds. The Treasurer shall insure that an appropriate bond is posted, with a reputable and financially sound corporate surety, by each person having access to Association funds, if the Board shall deem such bonding necessary. The Treasurer shall assist the Audit Committee in the annual audit of the financial records of the Association and shall ensure that a report on the Association's financial statements be issued, annually to the membership. The Treasurer shall also assist the Secretary in the establishment and maintenance

of a roster of members, and shall cause the Secretary to be notified of the names of all members to be removed from membership for delinquency in the payment of dues. The Treasurer shall cause all required income tax returns to be filed and all other income or other taxes owed by the Association to be paid.

- E. Other Agents and Employees. The Association may have such other agents, and employees as may be deemed necessary by the Board of Directors. Such other agents and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by resolution of the Board of Directors.
- F. Bond. The Board of Directors of the Association shall from time to time determine which, if any, officers of the Association shall be bonded and the amount of each bond.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE**

- A. The Executive Committee. The Executive Committee shall be made up of the officers of the Association and the immediate past president of the Association.
- B. Powers. Except for the power to amend the Articles of Incorporation and the Bylaws of the Association, which power is expressly reserved solely to the general membership of the Association as hereinafter provided, the Executive Committee shall have all of the powers and authority of the Board of Directors of the Association in the management of the property, business and affairs of the Association in the intervals between meetings of the Board of Directors, subject always to the direction and control of the Board of Directors.
- C. Meetings. If an Executive Committee is established, it shall hold such regular or other periodic meetings, at such times and places, and upon such notice, if any, as may from time to time be fixed by resolution adopted by a majority of the members of the Executive Committee. In addition, special meetings of the Executive Committee shall be held whenever called by the President or by any one (1) other member of the Executive Committee.
- D. Quorum. Three (3) members of the Executive Committee shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members of the Executive Committee present at any meeting at which a quorum is present shall be the act of the Executive Committee.

## **ARTICLE VIII**

### **COMMITTEES**

- A. Policy. It is the declared policy of the Association to preserve continuity of effort in the work of Committees. It is also the declared policy of the Association that the Association needs the help of many members in its Committee work. The procedures and organization hereinafter described are designated to compromise these two policies of the Association in the hope that continuity of

effort will be maintained and that all members who desire to do so will engage actively in Committee work.

- B. Membership of Committees. The following provisions shall govern the membership of committees:
1. Committee Members. Unless otherwise provided in these Bylaws, all standing committees shall consist of not less than three (3) members. Special committees may consist of any number designated by the President. The President shall, annually, with the approval of a majority of the Board of Directors, designate the members of each standing or special committee and designate a member of each standing committee and each special committee as Chair, who shall serve until a successor is appointed. The President, with the approval of a majority of the Board of Directors, shall fill for the balance of the term, any vacancy on any Committee except as otherwise provided in these Bylaws. The President may name the Chair of any standing or special committee as an ex-officio voting member of any other committee, to serve as such during the President's term of office.
- C. Policy as to Appointment of Standing Committee Members. No member shall serve simultaneously on more than two standing committees except where committee membership is ex-officio by virtue of holding some other chair, office, or membership.
- D. List of Standing Committees. A list of the standing committees of the Association will be maintained by the Secretary of the Association.
- E. Duties of Standing Committees. Duties of Standing Committees shall be prescribed or approved by the President, with the approval of the Board of Directors. Such duties shall be recorded in the permanent committee records filed in the Association offices, in the annual Association Directory, and in such other publications of the Association where such information would benefit or inform the membership.
- F. Special Committees. Special Committees, with definite duties prescribed, may be created from time to time by the President, with the approval of the Board of Directors. The President is authorized to create and appoint the members of special committees having definite duties and deemed necessary between meetings of the Board of Directors. Such presidentially created special committees shall be brought to the attention of the Board of Directors at its next meeting for ratification or termination action.
- G. Interim Reports. Each standing and special committee shall submit a report in writing when requested by the President or the Board of Directors.
- H. Annual Reports. Each standing and special committee shall prepare an annual report covering its activities, including its recommendations, if any, and transmit same to the Association.

## ARTICLE IX

### REPRESENTATION OF ASSOCIATION

The President or a person designated by the President shall have the authority to express the policy of the Association. No other member or employee of the Association shall have authority to express the policy of the Association before a legislative body, court, governmental agency, or otherwise, except as specifically authorized by the Board of Directors or pursuant to a written policy duly adopted by the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

- A. General. Every person who is or was a member of the Board of Directors of the Association (a “Director”) shall be indemnified by the Association against all “liability” and “reasonable expenses” (as such terms are defined in IC §§23-17-16-3 and -4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a Director (the term “Director” shall be defined for purposes of these Bylaws as the term “Director” is defined in IC §23-17-16-2, provided that such person is determined in the manner specified in IC §23-17-16-12 to have met the standard of conduct specified in IC §23-17-16-8). The Association shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding, subject to the requirements of IC §23-17-16-10. Upon demand for indemnification or advancement of expenses, as the case may be, the Association shall proceed as provided in IC §23-17-16-12 to determine whether such person is entitled thereto. Every person who is an Officer, Committee Chair, or an employee of the Association shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a Director.
- B. Not a Limitation. Nothing contained in these Bylaws shall limit or preclude the exercise of any right under the Act or otherwise relating to indemnification of or the advancement of expenses to any Director, Officer, Committee Chair or any employee of the Association, or the ability of the Association to otherwise indemnify or advance expenses to any Director, Officer, Committee Chair or any employee.
- C. Insurance. The Association may (but shall not be required to) purchase and maintain insurance on behalf of an individual who is a Director, Officer, or Committee Chair of the Association.
- D. Applicability. The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Bylaw is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

**ARTICLE XI**  
**MISCELLANEOUS**

- A. Documents Kept at Registered Office. The Board of Directors shall cause to be kept at the registered office of the Association originals or copies of the Articles of Incorporation and Bylaws of the Association and all amendments, records of all proceedings of meetings of the general membership, the Board of Directors and the Executive Committee, and all financial statements of the Association.
- B. Compensation. The Board of Directors of the Association may at any time and from time to time, by resolution adopted by two-thirds (2/3) of the total number of directors provide for the payment of compensation to, and for the payment of reimbursement of expenses incurred by any director, officer, agent, or employee of the Association for personal services rendered to the Association.

- C. Fiscal Year. The fiscal year of the Association shall be the calendar year.
- D. Waiver of Notice. Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Indiana, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.
- E. Authorization without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of the Executive Committee may be taken without a meeting when authorized in writing and signed by all of the directors or by all of the members of the Executive Committee, as the case may be.
- F. Amendments. The membership may amend the Association's Articles of Incorporation, as from time to time amended or restated, and these Bylaws, as from time to time amended or restated, to include or omit any provision which could lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation or Bylaws, may be submitted and voted upon by the membership, provided that notice of proposed amendments, revision or restatements is given to the members with the notice of the meeting.

## ARTICLE XII

### CHAPTERS

The membership hereby delegates the power to and authorizes the Board of Directors of the Association to establish chapters of the Association in whatever form and under whatever terms they may determine by affirmative vote of a majority of the then serving members of the Board without further approval or ratification by the membership.

- A. Area Chapters. The counties of the State shall be divided into five (5) areas to be designated as Chapters of the Association, namely the Northwest, Northeast, Central, Southeast and Southwestern Chapters. The members residing within a chapter area may organize by a petition filed and signed with the Board of Directors by a minimum of five (5) members in good standing of the Association. Upon approval by the Board of Directors, the Association shall notify all other members within the chapter area of an initial organizing meeting at which the Chapter officers for the first year shall be elected. Such initial Chapter officers shall serve until the next regular Chapter annual meeting. The President of the Association or his or her designee, shall preside over the initial organizing meeting and shall report to the Board of Directors at their next meeting.
- B. Chapter Members. All Association members who reside in a Chapter area shall be members of that Chapter.
- C. Chapter Officers. Members of each Chapter shall organize by the election of officers at an annual meeting in September of each year, and at least one month prior to the Association's annual meeting. The officers to be elected are:
  - 1. Chapter President
  - 2. Chapter Secretary
  - 3. Chapter Treasurer

The Chapter President shall automatically serve a one year term on the Board of Directors of the Association.



- D. Governance. The above chapter officers shall constitute the governing body of the Chapter and shall carry out the activities of the Chapter under the authority and direction of the Board of Directors of the Association.
- E. Chapter Meetings. The Chapter may hold meetings at such times and places as the chapter governing body may determine, provided that at least one meeting of the Chapter shall be held each September at which officers for the coming year shall be elected. The meetings of the Chapter shall not conflict with any scheduled meeting of the Association. The officers shall take office following the September meeting and shall serve until the following year's September meeting.
- F. Assignment of Counties. The counties to be assigned to each Chapter may be varied for good cause by action of the Board of Directors. As originally constituted, the Chapters shall be comprised of the following counties:
1. Northwest - Benton, Carroll, Cass, Fulton, Jasper, Lake, LaPorte, Marshall, Newton, Porter, Pulaski, St. Joseph, Starke, White.
  2. Northeast - Adams, Allen, Blackford, DeKalb, Elkhart, Grant, Howard, Huntington, Jay, Kosciusko, LaGrange, Miami, Noble, Steuben, Wabash, Wells, Whitley.
  3. Central - Boone, Clinton, Delaware, Fountain, Hamilton, Hancock, Hendricks, Henry, Madison, Marion, Montgomery, Morgan, Parke, Putnam, Randolph, Tippecanoe, Tipton, Vermillion, Warren.
  4. Southeast - Bartholomew, Brown, Clark, Dearborn, Decatur, Fayette, Floyd, Franklin, Harrison, Jackson, Jefferson, Jennings, Johnson, Ohio, Ripley, Rush, Scott, Shelby, Switzerland, Union, Washington, Wayne.
  5. Southwest - Clay, Crawford, Daviess, Dubois, Gibson, Greene, Knox, Lawrence, Martin, Monroe, Orange, Owen, Perry, Pike, Posey, Spencer, Sullivan, Vanderburgh, Vigo, Warrick.
- G. Grant and Dues. Upon completion of the initial organizing meeting, the Board of Directors shall release an initial grant of \$50.00 per existing member residing within the Chapter area to the new Chapter treasurer to be used for Chapter activities. As new members join the Association who reside within any of the counties designated for an active Chapter, the Treasurer of the Association shall transfer one-third (1/3) of the dues received from such members to the Chapter for their use for Chapter activities.

Amended: October 25, 2010