

# TEXAS MEDIATION TRAINERS ROUNDTABLE BYLAWS

## ARTICLE I - NAME

1.1 Name. The name of the Corporation will be the Texas Mediation Trainers Roundtable (hereinafter "TMTR"), a 501(c)(3) non-profit organization, registered under the laws and statutes of the State of Texas.

## ARTICLE II - PURPOSE

2.1 Purpose. The purpose of TMTR shall be to support, establish, and oversee the educational and training curriculums for mediation in both the private and public sectors; maintain standards of qualifications for alternative dispute resolution and mediation trainers; and encourage the process of alternative dispute resolution training through public awareness and community outreach throughout the State of Texas.

## ARTICLE III - POLICIES

3.1 Affiliation and Endorsement. This organization shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise and no candidate shall be endorsed by it. Neither the name of the organization nor the name of its officers in their official capacities shall be used in any connection with commercial concern or with any partisan interest for any purpose other than the regular work of the organization.

3.2 Financial. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private individuals except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II thereof.

3.3 Activities. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

3.4 Conflict of Interest. The purpose of the conflict of interest policy is to protect TMTR's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of TMTR or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

A. Definitions.

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which TMTR has a transaction or arrangement,

b. A compensation arrangement with TMTR or with any entity or individual with which TMTR has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which TMTR is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section B, Number 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

B. Procedures.

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether TMTR can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in TMTR's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### C. Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### D. Compensation.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from TMTR for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TMTR for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TMTR, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

E. Annual Statements.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands TMTR is educational and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

F. Periodic Reviews.

To ensure TMTR operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to TMTR's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

G. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section F, TMTR may, but need not, use outside advisors. If outside experts are used, their

use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

3.5 Dissolution. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of TMTR, the remaining assets shall be distributed to 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 shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE IV - OFFICES

4.1 Principle Office. The principal office of TMTR will be located within the State of Texas, at such place as may be determined from time to time by the Board of Directors.

4.2 Registered Office. TMTR will have and will continuously maintain in the State of Texas, a registered office, at such place as may be determined from time to time by the Board of Directors and which may (but need not) be identical with its principal office in the State of Texas. TMTR will also have and continuously maintain in the State of Texas, a registered agent who will be designated by the Board of Directors from time to time, and whose office will be identical with registered office of TMTR in the State of Texas.

4.3 Additional Offices. TMTR may have, in addition to its principal office and its registered office in the State of Texas, such other offices and places of business, at such locations (both within and outside of the State of Texas) as the Board of Directors may from time to time determine or the activities of TMTR may require.

#### ARTICLE V - MEMBERSHIP

5.1 Eligible Members. Membership in the TMTR shall be open to those individuals who subscribe to and uphold its purpose and policies, have paid the annual dues as hereinafter provided, and who are:

- A. Organizations and persons who actively provide mediation training programs
- B. Organizations and persons who actively provide lectures and workshops focusing on alternative dispute resolution and mediation
- C. Organizations and persons who have an interest in mediation training

The membership year shall be tied to the fiscal year calendar. TMTR may admit individuals to membership at any time during the year but dues will not be prorated. Membership shall not be denied on the basis of race, color, religion, age, national or ethnic origin, disability, status as a veteran, sexual orientation, gender identity, gender expression, or sex. All members are volunteers and not paid.

5.2 Annual Dues. Each member shall pay annual membership dues of an amount to be determined by the Board of Directors each fiscal year.

5.3 Removal of Members. The Board of Directors, by affirmative vote of a majority of the Officers serving, may suspend or expel a Member for cause after an appropriate hearing.

5.4 Resignation of Members. Any Member may resign by filing a written resignation with the Secretary.

5.5 Reinstatement of Members. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the Officers serving, reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

5.6 Transferable Status. Membership in this Organization is not transferable or assignable.

## ARTICLE VI - BOARD OF DIRECTORS

6.1 Management. The activities, property, and affairs of TMTR will be managed by the Board of Directors, who may exercise all such powers of TMTR, and do all lawful acts and things as are not prohibited by the statute, the Articles of Incorporation of TMTR, or these Bylaws.

6.2 Board Composition. A volunteer board of directors of up to fifteen (15) members shall exist to administer the affairs and finances of the organization in accordance with the stated purpose of the organization. The board shall consist of five (5) elected officers and appointed committee chairs.

A. Officers of the Executive Board shall be: two (2) Co-Conveners, Secretary, Treasurer, and Parliamentarian. Any individual may not serve in more than one officer position simultaneously. Each officer shall serve for two years, as agreed by the board, and shall serve until their successors are fully elected and qualified or until their resignations.

B. Committee chairs may include but not be limited to: Affiliates Chair, Finance Chair, Marketing Chair, Membership Chair, Nominations Chair, Basic Standards Review Chair, CPS Standards Review Chair, Elder Care Standards Review, Family Standards Review Chair, and Texas Specific Standards Review. The committee chairpersons will be appointed by the Executive Board officers. Members of standing committees shall serve for one year, without term limitations.

6.3 Director Removal. Any Director of TMTR may be removed for just cause by an affirmative vote of a majority of the Board of Directors. Absence from three (3) meetings of the Board within a single calendar year or absence from two

consecutive meetings may be deemed cause for removal of a Director, at the discretion of a majority of the Board.

6.4 Vacant Officer Position. If an Officer position should become vacant for any reason, such vacancy shall be filled by an appointment of an Interim Officer by the Executive Board and ratified by a vote of a majority of all of the Directors remaining in office at the next Board meeting.

6.5 Meeting Location. Meetings of the Board of Directors will be held at such places, within or without the State of Texas, as may from time to time be determined by the Executive Board and communicated to all Directors, or as may be specified in the respective notices or waivers of notice of such meetings.

6.6 Annual Meeting. An annual meeting of the Board of Directors shall be held just prior to first quarter meeting of the Board of Directors. Newly elected Directors will be sworn in at the annual meeting. At the annual meeting, the Directors will review the financial statements and the activities of the previous year. The annual meeting shall include the transaction of such business as may properly be brought before such meetings.

6.6 Regular Meetings. Regular meetings of the Board of Directors will be held quarterly at such times and places as determined by the Co-Conveners of the Board of Directors and communicated to all Directors and the public. Except as otherwise provided by statute, the Articles of Incorporation of TMTR or these Bylaws, any and all business may be transacted at any regular meeting, and neither the purpose of, nor the business to be transacted at any regular meeting need be specified in any notice or waiver of notice of such meeting.

6.7 Executive Meetings. The Co-Conveners may call an executive session during a regular meeting of the Board of Directors. Executive sessions will include only the elected members of the Board of Directors and invited guests. Topics for the executive session may include but will not be limited to:

1. Meetings with attorneys
2. Deliberation regarding real property
3. Personnel matters
  - a. appointments, employment, evaluations, reassignments, discipline, or dismissals
  - b. hearing a complaint or charge against a person
4. Investment opportunities
5. Security devices or security audits

Upon conclusion of all executive session discussions, the Co-Conveners will note the end of the executive session and return to the open session. The Co-Conveners will disclose any actions taken during the executive session to be

included in the regular meeting minutes. Discussions or unapproved motions from the executive session will not be disclosed during the open session, but will be recorded in the executive session meeting minutes.

6.8 Special Meetings. Either Co-Convener or the Secretary may call special meetings of the Board of Directors. Written notice stating the place, date, and time of each special meeting of the Board of Directors will be given to each Director, either personally, by mail, by fax, by email, or by telephone, not less than three (3) days before the date of such meeting. The Co-Convener or the Secretary will call special meetings in like manner and on like notice on the written request of two or more Directors. Except as otherwise expressly provided by statute, the Articles of Incorporation of TMTR or these Bylaws, any and all business may be transacted at any special meeting; provided, however, that a brief description of the business to be transacted must be specified in the notice or waiver of notice of such meeting.

6.9 Quorum and Manner of Acting. At all meetings of the Board of Directors, the presence, in person, by proxy, or by teleconference, of at least five (5) or one third (1/3) of the Directors then in office will be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present will constitute the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation of TMTR or these Bylaws, in which case the act of such greater number will be requisite to constitute the act of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until such time as a quorum is present. When a quorum is present the meeting may be reconvened, and any business may be transacted which might have been transacted at the meeting as originally convened.

6.10 Compensation of Directors. No Director will receive compensation for his or her services as a Director except as may qualify at law as a gift of time and services to the corporation. Nothing in these bylaws, however, shall be construed to preclude any Director from receiving reimbursement for reasonable expenses properly incurred by such director on behalf of TMTR or in attending meetings of the Board of Directors or any committee thereof, or from serving TMTR in any other capacity and receiving compensation therefore.

6.11 Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if consent is given in writing or by electronic communication, setting forth the action to be taken, by the requisite number of Directors then in office.

## ARTICLE VII - FINANCIAL ADMINISTRATION



- 7.1 Fiscal Year. The fiscal year of TMTR shall commence on the first day of January of each year.
- 7.2 Budget. A budget for the ensuing year shall be submitted to the Board of Directors at the December meeting for adoption.
- 7.3 Audit. An annual audit of the financial transactions of TMTR will be conducted prior to the first quarter annual meeting.
- 7.4 Expenditures. Proposed expenditures exceeding \$50 and not previously included in the budget must be submitted to the Board of Directors for approval.

#### ARTICLE VIII - NOTICES

- 8.1 Manner of Giving Notice. Whenever, under the provisions of any statute, the Articles of Incorporation of TMTR or these Bylaws, notice is required to be given to any member of the Board of Directors, or any committee, and no provision is made as to how such notice must be given, such notice requirement will not be construed to require personal notice, but any such notice may be given in writing by mail, postage prepaid, by electronic communication or by telephone, addressed to such director or committee member at his or her address or number as it appears in the records of TMTR. Any notice required or permitted to be given by mail or through electronic communication will be deemed to be given at the time when it is deposited in the United States mail or transmitted respectively, in accordance with the immediately preceding sentence.
- 8.2 Waiver of Notice. Whenever, under the provisions of any statute, the Articles of incorporation of TMTR, or of these Bylaws, notice is required to be given to any member of the Board of Directors, or any committee, a waiver thereof in writing signed by the person or persons entitled to such notice will be deemed equivalent to the giving of such notice, regardless of whether the waiver is executed before or after the time of such meeting. Attendance by a Director or committee member at a meeting with respect to which such person was entitled to notice will constitute a waiver of notice of such a meeting, except when such Director or committee member attends such meeting for the express purpose of objecting to the transaction of any business or the ground that the meeting is not lawfully called and convened.
- 8.3 Proxy. A Director may assign a proxy to another Director to act in his stead on a specific agenda item announced for a regular or special meeting. The proxy shall be submitted, in writing or by electronic communication, to the Secretary prior to the start of the meeting.

#### ARTICLE IX - OFFICER DUTIES

9.1 Powers and Duties of Officers. The officers of the corporation shall have the powers and duties generally ascribed to the respective offices, and the Board of Directors may from time to time establish additional authority or duties.

9.2 Co-Convener Duties: The Co-Conveners shall:

- i. Prepare the agenda for, preside and maintain order at all meetings of the organization, and present any new business;
- ii. Act as the official spokespeople for the organization;
- iii. Act as custodian of all records of the organization and deliver to the successor in office all records in their possession by fiscal year end;
- iv. Recruit committee chairpersons and assign special committees as needed, subject to approval by an Executive Board vote;
- v. Coordinate the work of all Executive Board members and committees so that the purpose of the organization is served;
- vi. Serve as ex officio members of all committees except the nominating and finance committee. This duty may be divided between the Co-Conveners.

9.3. Secretary Duties. The Secretary shall:

- i. Keep an accurate record at all meetings of the organization and the Executive Board;
- ii. Take, record, and distribute minutes from the organization's meetings;
- iii. Conduct the correspondence delegated and file correspondence received;
- iv. Keep a copy of the minutes, bylaws, rules, and any other supplies and bring them to meetings;
- v. Perform such other duties as may be delegated.

9.4. Treasurer Duties. The Treasurer shall:

- i. Receive all monies due to the organization and deposit in to the bank account;
- ii. Maintain up-to-date, accurate financial records;
- iii. Provide a written and oral financial report of the receipts and expenditures at each quarterly meeting and at other times upon request of the Executive Board;
- iv. Audit all invoices and receipts submitted for payment or reimbursement to ensure each request is in compliance with current policies;

- iv. Reconcile records with the monthly bank statement and place a hardcopy in a treasurer binder;
- v. Pay all bills and disburse funds as authorized by the Executive Board;
- vi. Perform the complete and timely filing of all federal and state tax returns as well as other financial reports, pertaining to the 501(c)3 status, as applicable; and maintain accurate records of such;
- vii. Complete all financial updates by the close of the fiscal year;
- viii. Provide a full fiscal year-end report and submit all requested/required financial data relating to operations to the Finance Committee Chair within two weeks prior to the close of the fiscal year, for the purposes of the financial records being audited by the Finance Committee;
- ix. Send correspondence to the issuer of checks written to TMTR and returned for insufficient funds. The letter will contain a copy of the returned check, a request for the written amount and the fees charged to TMTR by the bank. The check will be returned to the payee upon receipt of cash, money order, or certified check;
- x. Make a yearly report at the annual meeting;
- xi. Perform such other duties as may be delegated.

9.5 Parliamentarian Duties. The Parliamentarian shall:

- i. Maintain copies of current governing documents – bylaws, standing rules, policies and parliamentary authority;
- ii. Provide guidance to members and Executive Board members on issues outlined in governing documents;
- iii. Ensure that the rules contained in the current edition of *Robert's Rules of Order Newly Revised* are followed;
- iv. Confer with the Co-Conveners prior to meetings regarding business items on the agenda;
- v. Advise the Co-Conveners on points of parliamentary procedure;
- vi. Assist the nominating committee;
- vii. Perform such other duties as may be delegated.

## ARTICLE X - EXECUTIVE BOARD

10.1 Composition. The Executive Board will be composed of the officers of the Board of Directors as determined in Article IX.

10.2 Powers and Duties. The Executive Board is empowered to interpret and to implement existing Board policies while handling all business in the interim between meetings of the Board, provided that all action taken by the Executive Board is submitted for ratification to the Board at its next meeting.

10.3 Meetings. The Executive Board shall meet as deemed necessary by the Co-Conveners or upon request by two (2) or more members of the Executive Board.

10.4 Quorum. Three (3) members of the Executive Board shall constitute a quorum for the transaction of business.

#### ARTICLE XI - MISCELLANEOUS PROVISIONS

11.1 Loans to Directors and Officers Prohibited. No loans will be made by TMTR to its directors, officers, or employees.

11.2 Indemnification of Directors and Officers. TMTR will defend, indemnify and hold harmless any present or former director or officer of TMTR against all expenses (including attorneys' fees and court costs), judgment, liabilities, fines, costs of settlement and interest imposed upon, or reasonably incurred by such director or officer in connection with any claim, action, lawsuit or proceeding filed, asserted or threatened against him or her by reason of his or her being or having been a director or officer; provided, however that no director or officer will be defended, indemnified or held harmless with respect to any matters in which he or she will have committed grossly negligent or intentional acts or willful misconduct. The defense, indemnification and holding harmless provided by this section will inure to the benefit of the heirs, legatees and legal representatives of each person entitled to such defense, indemnification and holding harmless hereunder and will not be deemed exclusive of any rights to which any person seeking defense, indemnification or being held harmless may be entitled under these bylaws or any agreement, principle of law or otherwise. TMTR shall be entitled to reimbursement of all sums paid hereunder in the event of a judicial determination of grossly negligent or intentional acts of willful misconduct.

11.3 Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money will be signed or countersigned by such officers or agents, and in such manner as from time to time may be prescribed by resolution of the Board of Directors.

11.4 Corporate Seal. The corporate seal of TMTR, if any, will be in such form as may be adopted and approved from time to time by the Board of Directors. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

## ARTICLE XII - AMMENDMENTS

12.1 Amendment. These bylaws may be altered, amended, or repealed, or new bylaws may be adopted, at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office, provided at least three (3) days written notice is given to all members of the Board of Directors of the intention to alter, amend or repeal these bylaws, or adopt new bylaws, at such meeting, along with a brief description of the proposed changes.