

**BYLAWS  
OF THE  
ASSOCIATION OF SOUTH FLORIDA MEDIATORS & ARBITRATORS**

**ARTICLE I – NAME**

The name of this not-for-profit corporation shall be the "Association of South Florida Mediators & Arbitrators, Inc. (the "Association" or "ASFMA").

**ARTICLE II – PURPOSE AND OBJECTIVES**

The Purpose of the Association as set forth in the Articles of Incorporation (AOI) is to promote awareness and knowledge of the processes of Alternative Dispute Resolution (ADR) to our members and to the public.

The Objectives of the Association are primarily focused on, but not limited to, the processes of mediation and arbitration as alternatives to the adversarial processes of Dispute Resolution for persons seeking to resolve issues and disputes. Additional objectives of the Association include:

- Providing a common forum for continuing education, professional training and enhanced skill development;
- Offering opportunities for networking and problem solving;
- Promoting research through collection and dissemination of information;
- Educating the public regarding the services and benefits of Alternative Dispute Resolution.

**ARTICLE III – MEMBERS**

**Classes and Qualifications of Members:**

**FULL** – individual who has completed training in, has an interest in, or practices ADR, and subscribes to the Association's purpose and objectives. Must submit a completed membership application to the Association and be current in membership dues.

Full members have voting rights and are eligible to serve: on any standing or special committees, as chairpersons of a committee, as Board members and officers.

**HONORARY** – non-dues paying and non-voting member who has been invited by the Board to participate in the Association.

**STUDENT** – dues paying member at a reduced rate. Student members must display an interest in ADR and must be currently enrolled and registered in an accredited program of Dispute Resolution (ADR or law), a field related to ADR or another program as recognized by the Board of Directors; must provide a copy of their school registration along with a completed membership application to the Chairperson of the Membership Committee. Student members may serve the Association as a member on any standing or special committee(s); may serve as the Chairperson of a special committee; may not serve on the Board of Directors; may not serve as an officer of the Association; may not serve as a Chairperson for any standing committee and may not vote.

### **Dues and Fees:**

**DUES** – dues for the fiscal year (July 1 through June 30) for full and student members of the Association shall be set by the Board of Directors considering the recommendation of the Finance Committee no later than May 1 of each year. Payment of dues is required by the first day of August of each fiscal year. Members may be dropped from the membership roster if their dues are not received by August 31. Members shall be reinstated if dues are paid in full.

**FEES** - fees will be set by the appropriate committee and approved by the Board of Directors based on the cost of implementing each function. Members shall pay for participation in any Association function unless the Board determines to reduce their fees or otherwise offer complimentary attendance.

## **ARTICLE IV – OFFICERS**

The affairs of this Association will be managed by five officers and the Board of Directors. The five officers are: President, President-elect, Vice-president, Secretary and Treasurer. Once the Board has been elected by the membership, it will meet to conduct the selection of Officer positions. In order to be eligible for selection as an Officer, the member must have served on the Board during the preceding year. Waiver of the foregoing requirement may be made by a two-thirds majority vote of Board members present at a Board meeting. Officer positions will be selected by a two-thirds vote of Board members present at a Board meeting.

Officers of the Association shall hold office for a term of one year and may serve a second term in the same office if elected by the Board to do so. Officers may not serve more than two consecutive terms in any given office but may serve in a different office, subject to the same two-term limitation.

Officers are expected to attend all Board meetings and a minimum of three Association events. In the event an Officer is absent from two (2) consecutive

meetings of the Board, or a total of three (3) meetings of the Board, in any one year, such Officer may be removed from office by a two-thirds vote of approval of those present at an official meeting of the Board. In the case of extenuating circumstances, it will be the decision of the Executive Committee whether such action will be taken.

Should the President be unable to serve, Officers of the Association shall serve on an interim basis in the following order of priority: President-elect, Vice President, Secretary, Treasurer. For all other Officers, appointment by the President to fill a vacancy that occurs for any reason, whether on a temporary or permanent basis, requires approval by a two-thirds majority of Board members present at an official meeting of the Board.

## **PRESIDENT**

The President shall be elected by the Board of Directors and serves as the presiding officer of the Board and the Executive Committee. In order to be eligible for nomination as President, an individual must have at least one year's previous experience as an Officer of the Association. The President shall be the chief executive officer of the Association and shall preside over meetings of the Board and of the Association; shall appoint all committee chairpersons; shall preside over meetings of the Advisory Council; and shall perform the usual duties incumbent upon a president and delegated by the Bylaws of the Association.

## **PRESIDENT-ELECT**

The President-elect shall be elected by the Board of Directors and serves on the Board and the Executive Committee. In the absence of the President, the President-elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to the same restrictions as the President. The President-elect serves as the administrative liaison to the Membership, Public Relations, and Liaison Committees.

## **VICE - PRESIDENT**

The Vice-president shall be elected by the Board of Directors and serves on the Board and the Executive Committee. In the absence of the President and President-elect, the Vice-president shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to the same restrictions as the President. The Vice-president serves as the administrative liaison to the Program Committee and the Education and Training Committee.

## **SECRETARY**

The Secretary shall be elected by the Board of Directors and serves on the Board and the Executive Committee. The Secretary's primary responsibility is to take official Minutes of all Association meetings of the Board of Directors, the Executive Committee, the Annual meeting and any other special meetings. Minutes are defined as a typewritten summary of all key matters discussed at the meetings and will include results of all votes taken. The Secretary shall e-mail, fax or otherwise send copies of the Minutes to all Board members before the next Board meeting with ample time for members to review and correct them if necessary, before voting their acceptance. Additional responsibilities of the Secretary are to:

- serve as the Chairperson of the Administrative Committee;
- attend to such correspondence as is necessary for the Association;
- retain a file of copies of receipts for seven years provided by the Treasurer;
- maintain Articles of Incorporation, Bylaws, Minutes of all Board Meetings in a file to be passed on to the next Secretary in order to maintain the history of the organization;
- keep track of Board member attendance at Board meetings; report excessive absenteeism to member and Board for potential further action;
- perform other duties as may be requested by the President.

## **TREASURER**

The Treasurer shall be elected by the Board of Directors and serves on the Board and the Executive Committee. The Treasurer's responsibilities are to:

- serve as the Chairperson of the Finance Committee;
- establish all required bank accounts;
- collect membership dues and disburse all Association funds;
- maintain accurate financial records;

present updated reports of income and expenses incurred by the Association at all Board meetings and at any other meetings as requested by the President;

present a financial update to the membership at non-business meetings at least three (3) times a year;

submit a written fiscal year-end report for the general membership at the Annual meeting;

coordinate with the Membership Committee to develop a policy regarding new members joining the Association after the beginning of the fiscal year;

provide support and assistance to all committees as needed;

create a budget format to assist the committees with their budget requests;

monitor budget status of all committees for accounting purposes;

provide accurate and updated membership information for the Website;

advise any lapsed member in writing at least 30 days before the automatic termination of membership, which shall occur on September 30;

provide a duplicate copy of receipts in excess of \$100.00 to the Secretary on a quarterly basis;

maintain status as a not for profit corporation;

cause the annual tax return to be filed as necessary.

The Treasurer must have the co-signature of the President for expenditures exceeding \$1,000.00. The financial records may be subject to an annual audit, to be conducted by an independent public accountant who has been selected by the Board of Directors.

## **ARTICLE V – BOARD OF DIRECTORS**

The Association shall have no less than three (3) and no more than fifteen (15) Directors, one of whom is the immediate Past President. The membership of the Association shall vote for all Directors, except the immediate Past President, by written ballot, either by previously submitted mail-in ballot or in person at a non-business meeting held no less than 30 days and no more than 45 days before the Annual Meeting. Installation of Officers shall occur at the Annual Meeting.

Directors of the Board shall promote the goals and objectives of the Association, attend all meetings of the Board, provide advice and counsel to the President, chair or serve as a member of at least one standing or special committee, and perform related duties requested by the President.

Directors are nominated to serve the Association by the Nominating and Elections Committee and then presented to the membership for vote. In order to be eligible for nomination as a Board Member, the individual must have served as a full member the preceding year. Waiver of the foregoing requirement may be made by the majority vote of those in attendance at a Board meeting.

Directors shall hold office for a term of one year and may serve additional terms as elected, or as appointed by the President to fill a vacancy on the Board. Directors may not be elected for more than two consecutive terms on the Board.

Directors are expected to attend all Board meetings and a minimum of three Association events. In the event a Director is absent from two (2) consecutive meetings of the Board, or a total of three (3) meetings of the Board, in any one year, such Board member may be removed from office by a two-thirds vote of approval of those present and casting a vote at an official meeting of the Board.

## **ARTICLE VI - MEETINGS**

### **NON-BUSINESS MEETINGS**

Non-business meetings of the Association will be held the second Tuesday of the month, or as scheduled by the Program Committee, except during July and August. They are open to all members, their guests and the public. These meetings shall promote the goals and objectives of the Association by offering education and training in various aspects of conflict resolution, including legislative issues and updates. Members will have opportunities for networking and socializing. Committee chairs may present reports.

Non-business meetings will be conducted in accordance with common parliamentary procedure and the President may invoke Robert's Rules of Order when deemed necessary.

## BUSINESS MEETINGS

Business meetings of the Association are meetings of the Board of Directors. There will be a minimum of four Board meetings per year; dates and times will be determined at the first Board meeting of the year. Board members and Committee chairs are expected to attend Board meetings, which are also open to all members and invited guests, as approved by the Executive Committee. The Board may approve the participation of Directors by any available telephonic or interactive means. Committee chairs should be prepared to report on their committee activities.

Meetings of the Board of Directors will be conducted in accordance with common parliamentary procedure and the President may invoke Robert's Rules of Order when deemed necessary.

A quorum, defined as a majority of Directors, must be present for any official Board Meeting and before a vote can be taken upon any motion. The motion passes when a two-thirds majority of the votes of those present are in favor of the motion, unless as otherwise set forth in these by-laws. Should there be a tie, the President's vote will be the deciding one. An agenda item issue voted on by a quorum of the Board can only be revisited upon a subsequent vote by the Board, and only in light of new information that was unavailable to the Board at the time the vote was taken. The option of using electronic mail to solicit and submit votes on a specific issue should only be utilized in emergencies with immediate deadlines.

Issues discussed at a Board Meeting that require further discussion or research, and are slated to be voted on at an upcoming business meeting or non-business meeting will be publicized to the Board at least ten days before the meeting via U.S. mail, electronic mail, on the Association website ([www.asfma.org](http://www.asfma.org)), and, if possible, in the Association newsletter, The Negotiator.

Board members may vote by one of the following methods:

- Email or regular mail-in ballot;
- In person by ballot at the meeting where voting will take place;
- Written proxy;
- By telephone.

A two-thirds majority vote of those present will be required for the motion to carry. "Present" is defined as those members present and casting a vote in one of the following ways: in person, by telephone, electronically, or by written proxy. Written proxies must have been received by the Secretary no later than one business day prior to the meeting at which the vote will be taken.

An item or items may be added to the Board Meeting agenda pending a request of a Member and/or guest one week in advance of the meeting. Members and guests in attendance at a Board Meeting may address the Board if a written request has been submitted to the President for approval prior to the meeting. Without such advance notice, if a member or guest wishes to address the Board, or speak extemporaneously, it is left to the President whether to recognize the individual or table the matter until the next Board meeting.

Cancellation or rescheduling of any Board Meeting is at the discretion of the President; the Secretary will notify all Directors.

## **ANNUAL BUSINESS MEETINGS**

There shall be an Annual Business Meeting, the final meeting of the year, open to members and their guests on a date designated by the Board of Directors. The sitting President will report on the State of the Association and the Treasurer will present a detailed Financial Report at this meeting. The installation of newly elected Members of the Board of Directors will be the final order of business.

## **SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President of the Association or by at least three (3) members of the Board, for any matter requiring immediate Board action. Board members will be informed about this meeting, including the topics to be discussed, at least thirty-six (36) hours in advance via telephone, email and/or facsimile. A quorum for any special meeting is a majority of the Board and for a vote to carry there must be a majority of those present favoring the motion. Should there be a tie, the President's vote will be the deciding one.

## **ARTICLE VII – COMMITTEES**

### **STANDING COMMITTEES:**

The standing committees set forth below shall operate at the discretion of the Board of Directors. The Board may remove, adjust or suspend the structure and responsibilities of the Standing Committees and committee chairpersons by

majority vote of those members present at a regular Board Meeting. All standing committees are charged with taking a collaborative approach in working with other committees in the effort to meet the Purpose of the Association. All standing committees are appointed to act on behalf of the Association in all matters as defined by their duties.

Each standing committee is to be presided over by a chairperson, who conducts all meetings. The appointed Chairperson may delegate a member of the standing committee to serve as acting Chairperson on an interim basis. The President of the Association will have the power to appoint either a member of the committee or a member of the Association in good standing to serve as Acting Chairperson in the absence of the appointed Chairperson until the return of the originally appointed Chairperson or the end of the fiscal year, whichever is sooner. Should the President of the Association be unavailable to delegate an Acting Chairperson, the power shall be assumed in succession by the President-elect, the Vice-president, the Secretary, then the Treasurer. Each chairperson of a standing committee shall present a report at every Board meeting and shall submit an annual summary of committee activities no later than thirty calendar days before the Annual Meeting.

**Administrative Committee** – Any member in good standing may be invited by the Chairperson to serve on the Committee. The Committee shall meet at least two times during the year, or more frequently at the discretion of the Chairperson.

The Committee will:

- conduct all administrative functions of the Association;

- act as the main liaison with staff members of any organization that provides administrative assistance to the Association, as delineated in the contract between ASFM&A and that organization;

- write all business correspondence;

- produce and disseminate publications under the Association imprimatur, including its Newsletter;

- update and maintain records;

- carry out other duties as directed by the President of the Association.

**Administrative Chairperson** – The Secretary of the Association serves as the Chairperson of the Administrative Committee. The Administrative Chairperson is responsible for ensuring that the duties of the Committee are

discharged and for selecting a Coordinator for the Newsletter sub-Committee and overseeing its activities.

**Newsletter sub-Committee** – The Coordinator of the Newsletter sub-Committee is appointed by the Chairperson of the Administrative Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

solicit pertinent articles and notification of trainings and events of interest to the Membership for inclusion in a quarterly Association newsletter;

publish and distribute an Association newsletter on a quarterly basis;

assist in the development of a budget.

**Executive Committee** – consists of the Officers of the Association: President, President-elect, Vice President, Secretary and Treasurer and meets at the discretion of the President, who presides as the Chairperson.

The Committee will:

uphold and further the Purpose of the Association;

manage the affairs of the Association between official meetings of the Board of Directors.

A majority of Committee members shall constitute a quorum. Their participation by telephonic or any interactive electronic means is permitted and they are considered to be in attendance for purposes of obtaining a quorum.

In the event of an emergency where it is necessary to make a decision for the Association between scheduled Board meetings, the Executive Committee has the authority to make such decisions on behalf of the Board of Directors, with submission for final approval at the next Board meeting. However, any action of the Committee may be subject to ratification, revision or modification by the Board.

The Executive Committee does not have the authority to amend, alter or revoke the By-laws or any resolution of the Board, except as provided for in the By-laws or policies and procedures of the Board of Directors. The Committee cannot adopt a plan, merger or consolidation with another association, or authorize the voluntary dissolution of the Association. The Committee cannot elect, appoint or remove any officer or board member. The Committee will be responsible for

proposing a plan for the disbursement of assets should ASFM&A decide to dissolve as an organization.

Special Provision: Any grievance between a Member and the Board of Directors shall be submitted in writing and forwarded to the Executive Committee for appropriate action. If warranted, an unresolved dispute shall be mediated by an independent Florida Supreme Court certified mediator who is acceptable to all parties, whether or not the mediator is a member of the Association.

**Education and Training Committee** – Any member of the Association in good standing may be invited by the Chairperson to serve on the Committee. The Committee shall meet at least two times during the year, or more frequently at the discretion of the Chairperson.

The Committee will:

- plan and coordinate an Annual Seminar;

- be responsible for planning CLE and CEU credits for the membership;

- arrange for accreditation of programs for CLEs;

- present an annual plan of activities to enhance the understanding and practice of Alternative Dispute Resolution for the membership and the public at-large;

- provide information to the membership regarding new or pending legislation in the fields of mediation and arbitration;

- encourage and arrange for roundtable mediation discussions and case reviews in the various specialties;

- develop and maintain a list of reference articles, books and papers for posting on the website;

- establish and maintain a lending library at the Broward Bar Association office containing relevant mediation/arbitration materials including books and tapes;

- develop, implement, and oversee the Mediator Referral Service;

- provide current information about training opportunities to the Webmaster for inclusion on the website;

coordinate with the Program Committee to offer public education seminars on various topics in the fields of mediation and arbitration;

co-plan and co-implement an annual Community Forum event with the Liaison, Program, and Public Relations Committees;

present an annual budget to request funding for all planned committee activities no later than thirty calendar days before the end of the fiscal year;

submit an annual report of activities and expenditures to the President and the Board of Directors thirty calendar days before the Annual Meeting.

**Education and Training Chairperson** – The Education and Training Chairperson is appointed by the President for a term of one (1) year, and may be appointed for a second term at the discretion of the President.

Qualifications: The Education and Training Chairperson must be an Association member in good standing and must have served on the Association Board for at least one (1) year, and on a committee for a minimum of one (1) year.

In the event no member meets the requirements, the President may appoint an otherwise qualified member of the Association in good standing. Should a vacancy occur, the President has the authority to appoint an Acting Education and Training Chairperson to serve out the incumbent's remaining term of office.

The Education and Training Chairperson is responsible for ensuring that the duties of the Committee are discharged and for selecting a Coordinator for the Mentoring sub-Committee and overseeing its activities.

**Mentoring sub-Committee** – The Coordinator of the Mentoring sub-Committee is appointed by the Chairperson of the Education and Training Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

develop and maintain a roster of mentors (mediators and arbitrators);

obtain names and information about novice mediators and arbitrators;

arrange introductions between mentors and novice mediators and arbitrators.

**Finance Committee** – Any member in good standing may be invited by the Chairperson to serve on the Committee. This Committee shall meet at least one time during the year, or more frequently at the discretion of the Chairperson.

The Committee will:

present an annual financial plan best optimizing Association funds;

create a budgetary process and necessary financial forms to assist all committees in the development of sound budget planning for the achievement of proposed committee activities;

assist the Treasurer with the development of items to be reported at each meeting of the Board of Directors with the intent to inform and enhance the understanding of the Association's financial state;

present an annual budget for funding requests for all planned committee activities no later than thirty calendar days before the end of the fiscal year;

submit an annual report of the committee's activities and expenditures to the President and the Board of Directors thirty calendar days before the Annual Meeting.

**Finance Chairperson** – The Treasurer of the Association serves as the Chairperson of the Finance Committee. The Finance Chairperson is responsible for ensuring that the duties of the Committee are discharged.

**Liaison Committee** – Any member of the Association in good standing may be invited by the Chairperson to serve on the Liaison Committee. The Committee shall meet at least two times during the year, or more frequently at the discretion of the Chairperson. The Committee consists of the following sub-Committees: Business, Community Organizations, Governmental, Judicial, and Student.

The Committee will, through the activities and efforts of the sub-Committees:

establish and maintain good relations with the leadership in each of the designated fields of interest within the tri-county area comprised of Miami-Dade, Broward, and Palm Beach;

co-plan and co-implement an annual Community Forum event with the Education and Training, Program, and Public Relations Committees;

plan sub-Committee activities;

present an annual budget for funding requests for all planned sub-Committee activities no later than thirty calendar days before the end of the fiscal year;

submit an annual report of activities and expenditures to the Board of Directors thirty calendar days before the Annual Meeting.

**Liaison Chairperson** – The Liaison Chairperson is appointed by the President for a term of one (1) year, and may be appointed for a second term at the discretion of the President.

Qualifications: The Liaison Chairperson must be an Association member in good standing and must have served on the Association Board for at least one (1) year, and on a standing committee for a minimum of one (1) year.

In the event no member meets the requirements, the President may appoint an otherwise qualified member of the Association in good standing. Should a vacancy occur, the President has the authority to appoint an Acting Liaison Chairperson to serve out the incumbent's remaining term of office.

The Chairperson is responsible for ensuring that the duties of the Committee are discharged, for developing a plan of action to further the Goals of the Association and for selecting a Coordinator for each Liaison sub-Committee and overseeing its activities.

**Business sub-Committee** – The Coordinator of the Business sub-Committee is appointed by the Chairperson of the Liaison Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

develop and maintain a roster of business leaders in the tri-County area;

provide information on and promote the practice of ADR among local businesses;

establish and maintain an open relationship with local business organizations (Rotary Clubs, Better Business Bureaus, Chambers of Commerce, etc.) on behalf of the Association.

**Community Organizations sub-Committee** – The Coordinator of the Community Organizations sub-Committee is appointed by the Chairperson of the

Liaison Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

develop and maintain a roster of community leaders in the tri-County area;  
provide information on and promote the practice of ADR among local community organizations;

establish and maintain an open relationship with local community organizations (United Way, Women/Children In-Distress, Condo Associations, etc.) on behalf of the Association.

Governmental sub-Committee – The Coordinator of the Governmental sub-Committee is appointed by the Chairperson of the Liaison Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

develop and maintain a roster of government officials in the tri-County area;

develop and maintain a roster of government officials in the state of Florida;

provide information on and promote the practice of ADR among government officials;

establish and maintain an open relationship with government officials on behalf of the Association.

Judicial sub-Committee – The Coordinator of the Judicial sub-Committee is appointed by the Chairperson of the Liaison Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

develop and maintain a roster of Circuit Civil, County, and Family judges within the tri-County area;

promote the principles and practice of ADR among local judges;

establish and maintain effective working relationships with Circuit Civil, County, and Family judges on behalf of the Association.

**Academic sub-Committee** – The Coordinator of the Academic sub-Committee is appointed by the Chairperson of the Liaison Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

identify contacts within the local academic community on the elementary, Jr/Sr high school, college/university, and graduate/professional levels;

promote the principles and practice of ADR among academic communities;

establish and maintain effective working relationships with identified contacts within the academic communities.

**Membership Committee** – Any member of the Association in good standing may be invited by the Chairperson to serve on the Committee. The Committee shall meet at least four times during the year, or more frequently at the discretion of the Chairperson.

The Committee will:

present an annual plan of activities to enhance the Association's relationship with its membership;

present honors and awards to members;

maintain updated membership records, including copies of membership applications;

communicate regularly regarding the membership application

with the support staff member of the organization providing administrative support to ASFM&A in accordance with the contract between the Association and that organization;

apprise the Webmaster of changes in membership;

develop policies and incentives to promote and expand membership in the Association focusing on mediators, arbitrators and students of ADR;

coordinate with the Treasurer to develop a policy regarding new members joining the Association after the beginning of the fiscal year;

review and revise, as needed, the membership application form;

provide all prospective members with an application for membership;

provide an up-to-date list of current members for use at the check-in table at Association functions;

greet new and prospective members at all meetings;

follow up, introduce and sit with new and prospective members;

provide orientation packets for new members that contain a schedule of monthly meetings, programs, seminars, Board members' names, By-laws and other related materials;

encourage new members to join a committee of their interest;

develop and conduct surveys, analyze survey results, report findings to the Board and make recommendations for further action based upon the findings;

assist any member or other committee with membership issues or concerns;

present an annual budget for funding requests for all planned committee activities no later than thirty calendar days before the end of the fiscal year;

submit an annual report of the committee's activities and expenditures to the President and the Board of Directors thirty calendar days before the Annual Meeting.

**Membership Chairperson** – The Membership Chairperson is appointed by the President for a term of one (1) year, and may be appointed for a second term at the discretion of the President.

Qualifications: The Membership Chairperson must be an Association member in good standing and must have served on the Association Board for at least one (1) year, and on a standing committee for a minimum of one (1) year.

In the event no member meets the requirements, the President may appoint an otherwise qualified member of the Association in good standing. Should a vacancy occur, the President has the authority to appoint an Acting Membership Chairperson to serve out the incumbent's remaining term of office.

The Membership Chairperson is responsible for ensuring that the duties of the Membership Committee are discharged and for selecting the Coordinator of the Sunshine sub-Committee and overseeing the sub-Committee's activities.

**Sunshine sub-Committee** – The Coordinator of the Sunshine sub-Committee is appointed by the Chairperson of the Membership Committee. This sub-Committee shall meet at least one time during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

maintain a roster of new members of the Association;

introduce new members in attendance at Association events and functions;

send out correspondence, flowers, or other appropriate gifts of goodwill to members.

**Program Committee** – Any member of the Association in good standing may be invited by the Chairperson to serve on the committee. The Committee shall meet at least four times during the year, or more frequently at the discretion of the Chairperson.

The Committee will:

present an annual plan of activities to ensure both the Association's Purpose and its responsibility to serve its membership;

plan all Association meetings and events including, but not limited to, monthly general membership meetings, holiday party, networking parties, awards ceremony, fundraising events, and the Annual Seminar;

co-plan and co-implement an annual Community Forum event with the Education and Training, Liaison, and Public Relations Committees;

arrange for presenters and speakers and all necessary equipment and materials at the planned event;

arrange for a contingency program in the event of last minute cancellation by a speaker or presenter;

establish and maintain a contact list of vendors;

coordinate with other standing committees in order to ensure maximum publicity;

coordinate with other standing committees in order to ensure that the membership's professional and educational needs and desires are being met;

solicit and welcome input from any member or other committee with regard to any possible program event or activity;

present an annual budget for funding requests for all planned committee activities no later than thirty calendar days before the end of the fiscal year;

submit an annual report of activities and expenditures to the Board of Directors thirty calendar days before the Annual meeting.

**Program Committee Chairperson** – The Program Committee Chairperson is appointed by the President for a term of 1 year, and may be appointed for a second term at the discretion of the President.

Qualifications: The Program Committee Chairperson must be an Association member in good standing and must have served on the Association Board for at least one (1) year, and on a standing committee for a minimum of one (1) year.

In the event no member meets the requirements, the President may appoint an otherwise qualified member of the Association in good standing. Should a vacancy occur, the President has the authority to appoint an Acting Program Committee Chairperson to serve out the incumbent's remaining term of office.

The Chairperson is responsible for ensuring that the duties of the Committee are discharged and for appointing the Coordinator of the Annual Seminar sub-Committee and overseeing its activities.

**Annual Seminar sub-Committee** – The Coordinator of the Annual Seminar sub-Committee is appointed by the Chairperson of the Program Committee. This sub-Committee shall meet at least three times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

decide a meeting date for the Annual Seminar;

plan the program of events for the Annual Seminar;

reserve the meeting place for the Seminar;

arrange for food service and room set up;

invite and select speakers for the Seminar;

coordinate and work along with all other Committees and sub-Committees in the effort to achieve the Purpose of the Association for the members.

**Winter Holiday Party sub-Committee** – The Coordinator of the Winter Holiday Party sub-Committee is appointed by the Chairperson of the Program Committee. This sub-Committee shall meet at least two times during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

decide a date and time for the Winter Holiday Party;

plan the program of events for the party;

select an appropriate place for the party;

arrange for food service and room set up;

coordinate and work along with all other Committees and sub-Committees in the effort to achieve the Purpose of the Association for the members.

**Public Relations Committee** – Any member of the Association in good standing may be invited by the Chairperson to serve on the committee. This Committee shall meet at least three times during the year, or more frequently at the discretion of the Chairperson.

The Committee will:

work in conjunction with the Education and Training Committee to develop a Mediator Referral Service;

raise the Association's profile whenever possible by displaying ASFMA's emblem and banner at events and activities;

maintain an adequate supply of the Association brochure and ensure its widest dissemination;

promote the Association at events and activities such as local, statewide and national conferences, forums, and trainings, via personal representation and distribution of Association brochures and any other pertinent ASFMA information;

co-plan and co-implement an annual Community Forum event with the Education and Training, Liaison, and Program Committees;

work with the Program Committee in organizing an annual fundraising event;

present an annual plan of activities to ensure the Association's Purpose;

develop and maintain good relations with media contacts within the print and broadcast industries of radio, television, magazine and newspaper;

publicize Association sponsored events by means including, but not limited to, press releases, paid and unpaid advertising and public announcements;

implement a plan of action to present a positive image of the Association to members of the Alternative Dispute Resolution profession and the public at-large;

establish and maintain a Speakers Bureau comprised of members who will represent the Association at various invited venues;

solicit and welcome input from any member or other committee with regard to any possible program event or activity;

present an annual budget for funding requests for all planned committee activities no later than thirty calendar days before the end of the fiscal year;

submit an annual report of activities and expenditures to the Board of Directors thirty calendar days before the Annual Meeting.

**Public Relations Chairperson** – The Public Relations Chairperson is appointed by the President for a term of one (1) year, and may be appointed for a second term at the discretion of the President.

Qualifications: The Public Relations Chairperson must be an Association member in good standing and must have served on the Association Board for at least one (1) year, and on a standing committee for a minimum of one (1) year.

In the event no member meets the requirements, the President may appoint an otherwise qualified member of the Association in good standing. Should a vacancy occur, the President has the authority to appoint an Acting Public

Relations Committee Chairperson to serve out the incumbent's remaining term of office.

The Chairperson is responsible for ensuring that the duties of the Committee are discharged and for appointing the Coordinator of the Website sub-Committee and overseeing its activities.

**Website sub-Committee** – The Coordinator of the Website sub-Committee is appointed by the Chairperson of the Public Relations Committee. This sub-Committee shall meet at least one time during the year, or more frequently at the discretion of the Coordinator.

The sub-Committee will:

administer and oversee the Association website;

update and ensure the accuracy of all information posted;

coordinate and support all Standing Committees and sub-Committees.

### **SPECIAL COMMITTEES AND ADVISORY COUNCILS:**

A special committee of the Association may be appointed by the President for a stated specific purpose, and will continue to exist until the duty it was assigned has been accomplished, or until a two-thirds vote of the Board of Directors discharges the committee. An annual meeting does not discharge a special committee appointed by the president. Any current or past member of the Association or Board of Directors may be appointed to serve as Chairperson by the President, with or without voting rights, at the discretion of the President.

**Nominating and Elections Committee** – The Nominating Committee is a Special Committee, although its duties may be ongoing, and is dissolved once it has discharged its duties for that year. The President shall appoint a Nominating Committee and its Chairperson not later than December 1st each year. The Committee shall consist of up to five Association members: the Chairperson (who is the sitting President), two members of the Board of Directors and the remaining individuals will be members-at-large of the Association in good standing.

The Committee will:

send notices no later than December 15<sup>th</sup> of each year to the general membership via regular mail, email, inclusion in The Negotiator and on the ASFMA website announcing the formation of the Nominating and

Elections Committee, requesting nominations for Board member positions, informing the membership that the election process is newly revised in order to involve the general membership in the selection of the Board;

encourage all ASFMA members who are mediators and/or arbitrators and thus eligible for nomination and election to the Board of Directors, who are seeking a Board position, including members wishing to nominate another member for a Board position, to notify the Committee in writing of their interest;

provide each nominee with a current and detailed description of the responsibilities inherent to the position the nominee is seeking;

create a Committee approval process for all nominees to determine whether members seeking an elected position meet the requirements and are members in good standing prior to their inclusion on the slate. Individuals not included on the official ballot will be listed in a space designated for write-in candidates;

develop an election process, subject to Board approval, that ensures the limitation of one vote per member;

post the slate of qualified candidates and their bios on the ASFMA website and submit to the Secretary for publication in *The Negotiator*;

present a slate of qualified candidates to the general membership for vote at a meeting that is held no less than 30 days and no more than 45 days before the Annual Meeting;

organize and conduct the election of Board Members by preparing, distributing and counting the ballots and announcing the results of the vote. Members may waive their right to a hard copy of the ballot and may consent to casting their ballot via email or other electronic format;

resolve any controversy that may arise regarding the election process or results.

### **Advisory Council of Past Presidents**

All past presidents of the Association, titled Past President, are invited to serve the Association as a member of the Advisory Council of Past Presidents. This is a special committee *in perpetuity*, which meets with the President to provide advice on matters of policy and direction for the Association.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

**Parliamentarian** – The Parliamentarian is appointed by the President for a term of one (1) year, and may be appointed for a second term at the discretion of the President.

Qualifications: The Parliamentarian must be an Association member in good standing and have served on the Association Board for at least one (1) year, and on a standing committee for a minimum of one (1) year. The Parliamentarian must be knowledgeable regarding: parliamentary procedure; the proper implementation of the rules contained in the current edition of *Robert's Rules of Order Newly Revised*; exceptions to these rules as they appear in the Association's By-laws.

In the event no member meets the requirements, the President may appoint an otherwise qualified member of the Association in good standing. Should a vacancy occur, the President has the authority to appoint an Acting Parliamentarian to serve out the incumbent's remaining term of office.

The duties of the Parliamentarian are to:

attend all formal Association meetings (or send designee), including but not limited to Board and Business Meetings;

ensure that meetings are conducted in accordance with parliamentary procedure;

provide oversight when the President invokes *Robert's Rules of Order Newly Revised* at any meeting to ensure that these rules are properly implemented, except where otherwise specifically provided in the By-laws or by special rules of order that the Association may adopt;

intervene when official procedures or proposed motions are inconsistent with common parliamentary procedure, or, when so invoked, *Robert's Rules of Order Newly Revised* and the Association By-laws.

## **ARTICLE IX – AMENDMENT OF BY-LAWS**

The Bylaws of the Association may be amended by a two-thirds vote of its members in good standing. Members must receive notification of any proposed amendments at least twenty (20) days before the date of the vote. Ballots shall be sent to all members eligible to vote; they must be returned and received by the Association's Secretary prior to the meeting at which the voting shall take

place, or brought to the meeting in person. Members may waive their right to a hard copy of the ballot and may consent to casting their ballot via email.

*Isolated Changes:* An isolated change to the By-laws is to be treated as any main motion. Sometimes a more extensive change is proposed involving the substitution of an entire section, group of sections, or article. In such a case, separated passages are actually involved in the changes and are offered in the form of a single proposed substitute in order to avoid time consuming separate action on each change.

*General Revisions:* Changes of the By-laws that are so extensive and general that they are scattered throughout the By-laws should be effected through the substitution of an entirely new set of By-laws, called a revision. Notice of such a revision must be provided to the membership informing them that a new document will be submitted and that it will be open to amendment as fully as if the Association were adopting By-laws for the first time. In the case of a revision, the Association is not confined to a consideration of only the points of change included in the proposed revision as submitted by the committee that has drafted it.

*Amending a Proposed Amendment to the By-laws:* When an amendment to the By-laws has been proposed and any changes to the original proposed amendment have been made, a new amendment must then be proposed for adoption.

*Giving Notice of Amendments:* Notice of a By-law amendment should be formally worded in the following format: *To amend Article IV, Section 2, by striking out "March" and inserting "April" after the words "second Tuesday in".* The amendment must be in writing, proposed by any member of the Board of Directors, and signed by two Board members who serve as the mover and seconder. When notice has been given of a By-law amendment, it becomes a general order for the meeting at which it is to be considered, meaning that it is the last item on the agenda before new business.

*When an Amendment Takes Effect:* An amendment to the By-laws goes into effect immediately upon its adoption unless another time is specified.

## **ARTICLE X – DISSOLUTION OF THE ASSOCIATION**

Dissolution of the Association shall be enacted according to the Articles of Incorporation, Article IX.

**ADOPTED AND APPROVED**

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Steven Leigh, President

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Sandra Jones, Secretary

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Date