

BYLAWS
of
Tennessee Association of Professional Mediators

ARTICLE I — NAME AND PURPOSE

Section 1—Name: The name of the organization shall be The Tennessee Association of Professional Mediators (herein, "TAPM"). It shall be a nonprofit organization incorporated under the laws of the State of Tennessee.

Section 2—Purpose: The mission of TAPM is to promote professional mediation as the primary approach to conflict resolution in Tennessee. The vision is to be the "best in class" in the development of professional mediation.

Section 3—Finance: The fiscal year shall be the calendar year.

ARTICLE II — MEMBERSHIP

TAPM is a membership organization. Membership shall be as designated in the TAPM Policies and Procedures Manual.

ARTICLE III — ELECTIONS

Board members and Officers shall be elected at the annual Board meeting.

Section 1—Election of Board: No less than sixty days prior to the Annual Meeting, correspondence will be sent to each member of TAPM in good standing. Those members will be invited to place names into nomination for Board of Directors. Cutoff date for nominees to be sent to TAPM shall be thirty days prior to the Annual Meeting. The nominating committee shall vet and recommend a slate of candidates to present to the membership at the Annual Meeting. No less than seven days prior to the Annual Meeting, an e-mail with each nominee's name and bio will be sent to TAPM members in good standing. Nominations will also be taken from the floor at the Annual Meeting. New Directors shall be chosen by a majority vote of eligible members present and voting at the Annual Meeting.

Section 2—Election of officers: Officers shall be selected from and elected by the Board. The election of officers shall take place immediately following the Annual Meeting.

ARTICLE IV — BOARD OF DIRECTORS

The ordinary business of TAPM shall be directed by the Board.

Section 1—Role: The Board is responsible for overall policy and direction of the association, and it shall delegate responsibility to the staff and committees for day-to-day operations of the organization.

Section 2—Size: The Board shall have up to 15 but not fewer than 9 members. The Board composition shall be guided by a principle of diversity, which includes geography, race, religion, ethnicity, gender, sexual orientation and professional background.

Section 3—Compensation: The Board members shall receive no compensation other than for reasonable expenses as approved by the Board.

Section 4—Terms: Board members shall serve staggered three-year terms, as determined by the Nominating Committee and voted on by the Board. A Board member may succeed himself or herself but for no more than three consecutive terms. Vacancies on the Board shall be filled as described in section 7.

Section 5—Meetings and notice: The Board shall meet at least quarterly at an agreed upon time and place, or as called by the Board President or one third of the Board members. Attendance shall be in person or via electronic conference.

Section 6—Quorum: For decision making purposes, a quorum of the Board shall consist of at least sixty percent of Board members then in office. The Board shall act by a majority of those present and voting at a Board meeting where a quorum has been established. An absent Board member can vote by approved electronic communication.

Section 7—Vacancies: When a vacancy on the Board exists mid-term, the Secretary shall receive nominations for new Board members from present Board members two weeks in advance of the Board meeting in which the vacancy shall be filled. These nominations shall be sent out to Board members along with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only until the end of the vacating Board member's term.

Section 8—Resignations and Terminations: Resignation from the Board must be in writing and received by the Secretary. Board members can be terminated from the Board due to excess absences. A Board member also may be removed for other reasons, by a vote of the remaining Board members.

Section 9—Special meetings: Special meetings of the Board shall be called upon the request of the Board President or by one-third of the Board. The Secretary shall send out notices of special phone conference meetings to each Board member at least five days in advance, and shall send out notices of special in-person Board meetings at least four weeks in advance.

ARTICLE V — OFFICERS

Section 1—Officers of the Board are the officers of the Corporation. There shall be five officers of the Board, including President, Vice-President, Secretary, Treasurer, and Immediate Past-President, who shall be a voting member. Their duties are enumerated in the policies and procedures manual.

Section 2—Officers can be removed from office due to excess absences. An Officer may also be removed for other reasons, by a vote of three-fourths vote of the Board members.

ARTICLE VI — COMMITTEES

The Board may create committees as needed for carrying out the purposes of the organization. The Board President may establish ad hoc committees, as appropriate. Standing committees are as follows:

Section 1—Executive Committee: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors to act in exigent circumstances in the intervals between Board meetings, with immediate notice to the Board regarding the action taken.

Section 2—Finance Committee: The Finance Committee, chaired by the Treasurer, is responsible for preparation of the budget, the generation of revenues and the publication of all financial information to the Board and to the membership, as directed by the Board.

Section 3—Membership Committee: The Membership Committee is responsible for membership recruitment; Board development and training; development of a membership benefits program; and for development of internal and external resource banks.

Section 4—Governance Committee: The Governance Committee is responsible for reviewing the Bylaws and submitting to the Board recommendations for amendments thereto and for developing and recommending to the Board the policies and procedures necessary to the orderly and effective functioning of the organization.

Section 5—Professionalism Committee: The Professionalism Committee is responsible for ethics, standards, training, certification and conferences.

Section 6—Public Relations Committee: The Public Relations Committee is responsible for the TAPM on-line presence; all social media; the TAPM newsletter; and approved public service projects.

Section 7—Nominating and Board Development Committee: The Nominating and Board Development Committee is responsible for Board succession planning, to include but not be limited to, identifying members for leadership positions and presenting annually to the Board the names of those who have agreed to stand for nomination as officers of the organization.

ARTICLE VII — PERSONNEL

The Board shall have the responsibility for recruiting, hiring, and managing personnel in order to carry out the orderly and effective business of the organization.

ARTICLE VIII — NO PERSONAL LIABILITY

The members, directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or

for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Article IX — CONFLICTS OF INTEREST

Section 1—Disclosure of Interests: Any Director, Officer, employee, or committee member having a financial or other personal interest, including a conflicting fiduciary interest (due to status as an officer or director of another organization), in a transaction, contract or other matter presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall provide prompt, full, and frank disclosure of such interest to the Board or committee prior to its acting on such contract or transaction.

Section 2—Evaluation of Conflict of Interest Matters: The body to which such disclosure is made (i.e., the Board or applicable committee) shall determine, by a majority vote, whether a conflict of interest (due to a personal financial or other interest, including any conflicting fiduciary interest) exists or can reasonably be construed to exist, which would reasonably be expected by an objective third party to affect the Director's ability to make an unbiased decision in the best interest of the Corporation.

Section 3—Appropriate Action when a Conflict of Interest Is Determined to be Present: If a conflict of interest is deemed to exist, such person shall not vote on, or use his or her personal influence on, or be present for or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction under discussion is being voted upon.

Section 4—Record in Minutes: The minutes of the meeting shall reflect the disclosure made of any conflict or potential conflict of interest, the vote thereon, and, where applicable, the abstention from voting, presence, and participation, and whether a quorum is present.

Section 5—Conflict of Interest Statement: All Board members shall sign the TAPM Conflict of Interest Statement upon election to the Board, as enumerated in the TAPM Policies and Procedures Manual.

Section 6—Conflict of Interest and Other Policies: The Corporation shall also adopt policies from time to time regarding conflicts of interest, including requirements regarding disclosure of such interests.

ARTICLE X — DISSOLUTION

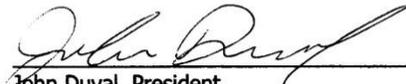
Dissolution shall occur upon the vote of the Board or as otherwise provided by law. Any funds remaining in the Treasury shall be disbursed to another not-for-profit organization that promotes mediation as approved by the Board.

ARTICLE XI — AMENDMENTS

These Bylaws can be amended by two-thirds of the Board of Directors.

CERTIFICATION

These Bylaws were adopted by the Board of Directors of the Corporation by unanimous vote at a Board meeting held on November 12, 2016.



John Duval, President



Sarah Marie Smith, Secretary