

## **NEW JERSEY ASSOCIATION OF PROFESSIONAL MEDIATORS**

### **BYLAWS**

#### **Bylaw I. PURPOSE**

The New Jersey Association of Professional Mediators, Inc. (“The Association”) is a statewide, not-for-profit professional organization dedicated to:

- a. Fostering excellence in the field of mediation.
- b. Promoting mediation as the preferred method of dispute resolution.
- c. Encouraging and providing mediation education to the public, the government and the professions.
- d. Training and accrediting professional mediators.
- e. Protecting the public through Standards of Conduct for mediators.

#### **Bylaw II. OFFICES**

The Association shall maintain its principal office within the State of New Jersey at such a place as the Board of Directors (“Board”) shall determine.

#### **Bylaw III. MEMBERSHIP**

1. The Association shall have five (5) classes of membership: Accredited Member, General Member, Student Member, Honorary Member and Emeritus Member.
  - a. An Accredited Member of the Association shall be an individual accredited by the Association as a Professional Mediator in one or more fields of mediation.
  - b. A General Member of the Association shall be an individual who is interested in the field of mediation but has not been accredited by the Association as a Professional Mediator.
  - c. A Student Member of the Association shall be an individual who is a full-time matriculated student.
  - d. An Honorary Member of the Association shall be an individual who is not a practicing mediator, yet, by reason of position and experience, may significantly influence the practice of mediation and thereby advise

the Association and its leadership. An Honorary Member shall be an ex-officio member of the Board of Directors, without vote, who shall have an initial term of office for one (1) year and shall serve at the will of the Board thereafter, without term limit. An Honorary Member shall have no fiduciary responsibility. The Board of Directors shall have the authority to elect and remove an Honorary Member.

- e. An Emeritus Member of the Association shall be an individual who has been an Accredited Member for the immediately preceding five (5) years and is fully retired from the practice of mediation. Such a member shall be designated as a Member Emeritus, not an Accredited Member or an Accredited Professional Mediator. (APM)
2. The Board may reject any application for membership, renewal or reinstatement of membership.
3. All members shall abide by the Association's Standards of Conduct.
4. A member shall be a member-in-good-standing if his/her membership has not been suspended.
5. Any member may resign by delivering a written resignation to the President or Secretary of the Association.
6. The membership or accreditation of an individual may be terminated or suspended after following the procedure below for, among other reasons:
  - a. Violation of these Bylaws.
  - b. Violation of the Association's policies or Standards of Conduct.
  - c. A termination or suspension of any professional license held by the member.
7. The membership of an individual will be automatically suspended without need for action by the Board, if his/her dues have not been paid by December 1.
8. The membership of an individual will be automatically terminated without need for action by the Board if his/her dues have not been paid by the following January 1.
9. A member may be reinstated if his/her dues for the fiscal year in which the termination of suspension for non-payment was invoked are paid in full during the same fiscal year.
10. "APM" is a registered certification mark of the Association. Only an accredited member-in-good-standing may use the APM designation.

#### **Bylaw IV. DUES AND FEES**

The Board shall set fees for accreditation of members and annual dues for each class of membership.

#### **Bylaw V. OFFICERS**

1. The officers of the Association shall be President, Executive Vice President, Vice President, Treasurer, Secretary and Immediate Past President. The term of all officers shall be one (1) year concurrent with the fiscal year of the Association, with the exception of the Treasurer whose term shall be two (2) years.
2. The President shall be chief executive officer of the Association and shall chair all meetings of the Board, Executive Committee and any Annual Meeting of the members.
3. The Executive Vice President shall be a member of the Board and Executive Committee and shall assist the President in the performance of his/her duties and shall assume such other administrative functions as determined by the President or Board. The Executive Vice President shall, in the absence of the President, perform the duties of the President. In the event of death, resignation or disability of the President he/she shall succeed to the office of the President for the remainder of that one (1) year term.
4. The Vice President shall be a member of the Board and the Executive Committee and shall assume such other administrative functions as determined by the President or Board. The Vice President shall, in the absence of the President and the Executive Vice President, perform the duties of the President. In the event of the death, resignation or disability of both the President and the Executive Vice President, he/she shall succeed to that office for the remainder of that one (1) year term.
5. The Secretary shall be responsible for recording the minutes of the Board, Executive Committee and any Annual Meeting of the members.
6. The Treasurer shall be responsible for overseeing the receipt of all monies of the Association and authorized disbursements and shall render to the members of the Association an annual written report of all receipts, disbursements, assets and liabilities.
7. An Executive Director may be employed by the Association to serve as the

chief operating officer of the Association and shall be responsible for the day-to-day management of the Association's affairs. The term of office of the Executive Director shall be in accordance with a contract approved by the Board and executed by that individual and at least two (2) voting officers of the Association.

8. At all times, all officers must be member-in-good-standing of the Association. With the exception of the Treasurer, no person may serve more than two (2) consecutive terms in the same office. The Treasurer may not serve more than five (5) consecutive terms in the same office.

## **Bylaw VI. BOARD OF DIRECTORS**

1. The Board of Directors (Board) shall be responsible for the management of the affairs of the Association.
2. The Board shall consist of the President, Executive Vice President, Vice President, Treasurer, Secretary, Immediate Past President and six (6) Directors elected by the membership at large.
3. The term of office of a Director shall be three (3) years with one third ( $\frac{1}{3}$ ) of all directors elected each year.
4. The Board may appoint up to three (3) liaisons from other organizations to be non-voting members of the Board. The term of the office as a liaison shall be one (1) year beginning on October 1. No person serving as a liaison shall serve for more than three (3) years. Although this is intended to be a reciprocal arrangement, it is not required.
5. The Immediate Past President shall be an ex-officio member of the Board with voting rights and shall serve until replaced. If the Immediate Past President is unable to serve, then the past president who is out of office the least number of years and is willing to serve, shall fill the position.
6. A quorum shall be a majority of the voting members of the Board. Proxies for Board meetings are not permitted. The following actions required a two-thirds ( $\frac{2}{3}$ ) affirmative vote of the Board members present and voting.
  - a. Hire or remove the Executive Director or management firm.
  - b. Disciplinary actions
  - c. Remove an officer or director from office provided that the officer or director proposed to be removed shall have a due process right to be heard on the issue of removal before such action is taken.
  - d. Fill a vacancy in an unexpired term on the Board between elections.

This provision shall cover persons, other than the President and Executive Vice President, who have been elected by ballot or selected by the Nominating Committee to be a director or officer and resigned or otherwise become unable to serve prior to commencing or during his/her term.

- e. Appoint liaisons from /to other organizations.
  - f. Secure loans.
  - g. Amend these Bylaws.
7. All other actions require a simple majority.
  8. Except as stated in Bylaw XI, the President may call an Executive Session of the Board during any regularly called Board meeting, when the Executive Committee deems it necessary and the voting members concur. Only voting members of the Board and those specifically designated by the Executive Committee may be present during the Executive Session.
  9. Any meeting by the Board of Directors may be held by conference telephone or other interactive technology so long as all Directors participating at the meeting can communicate with one another. Interactive technology includes, but is not limited to, telephone conference calls and Internet usage. Action taken at a meeting held via interactive technology shall be as effective as if the Directors had met in person.
  10. At the first meeting after the beginning of each fiscal year, the Board shall establish a schedule of meetings for the year. From time to time the Board may decide to hold additional meetings of the Board. Notification of an additional meeting shall be given by means of publication on the Association's website, U.S. mail, or e-mail. Notice shall be given not less than seven (7) days in advance of each scheduled meeting. The notice shall include the date, time and location of meeting and an agenda of the important matters to be discussed.
  11. Board meetings are open to the membership except as provided in Bylaw VII.

## **Bylaw VII. EXECUTIVE COMMITTEE**

1. The Executive Committee shall consist of the President, Executive Vice President, Vice President, Treasurer and Secretary.
2. The Executive Committee shall be responsible for agendas of all board meetings and shall act on behalf of the Board between meetings. Minutes of the Executive Committee shall be distributed to all members of the Board

within ten (10) calendar days following the meeting.

3. Any meeting of the Executive Committee may be held by conference telephone or other interactive technology so long as all Executive Committee members participating in the meeting can communicate with one another. Interactive technology includes but is not limited to telephone conference calls and Internet usage. Action taken at a meeting held via interactive technology shall be as effective as if the Executive Committee members had met in person.

### **Bylaws VIII. MEETINGS OF THE MEMBERSHIP**

1. There shall be an Annual Conference of the Association within sixty (60) days of the end of the Association's fiscal year at such a location as shall from time to time be determined by the Board. Unless the Board decides to hold the Annual Conference jointly with another association of similar purpose in a neighboring state, the selected site shall be within the State of New Jersey. If the Board chooses to hold such a joint meeting outside New Jersey, then it shall be held at a location within twenty five (25) miles of the nearest municipality within the State of New Jersey.
2. The Annual Meeting of the Membership shall be held during the Annual Conference. The President shall chair the Annual Meeting.
3. From time to time the Board may decide to hold additional meetings of the membership.
4. Notification of all meetings of the membership shall be given by means of publication on the Association's website, U.S. mail or email. Notice shall be given not less than fifteen (15) days in advance of each scheduled meeting. The notice shall include the date, time and location of the meeting and the agenda of important matters to be discussed.

### **Bylaws IX. COMMITTEES OF THE ASSOCIATION**

1. The Association shall have these standing committees: Accreditation and Nominating Committees and a Council of Past Presidents.
2. The Accreditation Committee shall develop, organize and administer standards and procedures for accreditation of individuals as professional mediators as a function of their field of mediation. In addition, the Accreditation Committee shall administer a program to monitor continuing

education necessary for an individual to maintain accreditation.

3. The Nominating Committee shall consist of the Immediate Past President and four (4) members-in-good-standing chosen by the membership at large. The Immediate Past President shall serve as chair. The committee shall choose a Vice Chair from among the committee members. The four (4) committee members shall each serve for a single four (4) year term on a staggered basis with one new member elected each year. If the Immediate Past President is unable to serve, then the most immediate Past President willing to serve shall fill the position. A vacancy on the Nominating Committee between elections shall be filled by a majority vote of the remaining members of the Nominating Committee, subject to ratification by two-thirds majority of the Board. Should the Board not act on the Nominating Committee's choice within 90 days of notice, the action of the Nominating Committee will be deemed ratified. The term of the Nominating Committee replacement will be until the end of the term of the committee member creating the vacancy.
4. The Council of Past Presidents shall consist of all of the past presidents of the Association who are willing to serve. The most Immediate Past President willing to serve shall preside as chair. The Council shall serve in an advisory capacity to the President and the Board.
5. The Board may, from time to time, constitute and appoint such other committees as are appropriate to further the purposes of the Association.

## **Bylaw X. NOMINATIONS AND ELECTIONS**

1. The Nominating Committee shall select candidates to fill the positions of President, Executive Vice President, Vice President, Treasurer, Secretary, two (2) Directors and one (1) member of the Nominating Committee. The Committee shall select at least one (1) candidate but not more than two (2) for each position.
2. Prior to the first day of March, the names of the potential candidates may be proposed for consideration by the Nominating Committee or by any group of three (3) members-in-good-standing.
3. Nominations shall be publicized to the membership no later than May 1.
4. Additional candidates may be selected by a petition signed by twelve (12) or more members-in-good-standing of the Association. All nominating petitions shall be delivered to the President and Nominating Committee Chair no later than June 1.

5. Should more than one (1) person be nominated for a single office, the election shall be by electronic or letter ballot. Said ballots shall be transmitted or mailed to all members-in-good-standing no later than July 1 with at least thirty (30) days allowed for a response. The ballot shall list all candidates for each office and shall include the deadline for response. Ballots shall be counted by a teller committee consisting of the Immediate Past President and the Executive Vice President who shall report the results to the membership no later than September 15.
6. No member of the Nominating Committee may be selected by that committee for an elected position for the period while he/she is serving on the Nominating Committee or for a period of one (1) year thereafter.
7. The qualifications for officers and directors are:
  - a. A candidate for President shall be an accredited member-in-good standing and shall have served on the Board for a minimum of one (1) year at the time of nomination.
  - b. Candidates for Executive Vice President and Vice President shall each be an accredited member-in-good-standing and shall have served on the Board for a minimum of one (1) year.
  - c. Candidates for all other Board positions shall be members-in-good-standing at the time of the nomination and have been a member of the Association for a minimum of twelve (12) consecutive months at the time of the nomination.

#### **Bylaw XI. MEDIATOR ETHICS REVIEW BOARD**

1. There shall be a Mediator Ethics Review Board (“MERB”) appointed by the President and approved by the Board. The MERB shall be responsible for maintaining the Association’s Standards of Conduct for the practice of mediation.
2. The MERB shall receive and act on complaints involving (a) a violation of these Bylaws, (b) a violation of the Association’s Standards of Conduct for mediators, (c) a violation of the Association’s policies, or (d) any other conduct prejudicial to the interests of the Association.
3. MERB shall consist of a Chair who shall be an accredited member (APM) and at least four (4) members of the Association who are members-in-good-standing and not Board members. One of the members shall serve as Vice Chairman. The terms of the Chair and Voce Chair shall run concurrently for



two (2) years. The terms of the remaining members of MERB shall be for three (3) years and shall be staggered. The members of MERB shall include no more than two (2) members from any profession.

4. If any member, including a Board member, brings a complaint against another member, including a Board member, alleging (a) a violation of the Bylaws, (b) a violation of the Association's Standards of Conduct, (c) a violation of the Association's policies, or (d) any other conduct prejudicial to the interests of the Association, then the complaint will be directed to the offices of NJAPM to be forwarded to the Chair of MERB for review. All materials relating to these matters should be marked Private and Confidential.
5. Any complaints about the professional behavior or practices of any Association's member, brought by a third party, must be in writing and must be directed to the offices of NJAPM to be forwarded to the Chair of MERB for review. All materials relating to these matters should be marked Private and Confidential.
6. MERB shall establish written procedures to be approved by the Board for processing all complaints. All complaints shall be processed in a reasonably expedient manner.
7. All information gathered by MERB shall be considered confidential. Only the Board may approve the release of any information related to this matter. Any unauthorized release of confidential information related to these proceedings shall be considered a breach of NJAPM's Standards of Conduct.
8. All correspondence to complainant and respondent will be handled through the NJAPM office.
9. The complainant and respondent shall have twenty (20) days after the receipt of the MERB disciplinary decision to file an appeal. An appeal shall be filed in writing with the NJAPM office.
10. Upon receipt of the appeal, the NJAPM office shall notify the Board and MERB Chair and Vice Chair and the following procedures will commence:
  - a. The President shall determine the time and place of the appeal, which shall be heard in executive session during the meeting of the Board. This shall take place no less than forty five (45) days and not more than ninety (90) days following receipt of the appeal. At least fifteen (15) days in advance of the Board meeting, the NJAPM office shall notify all members of the Board, the Chair and the Vice Chair of MERB as well as the MERB members who participated in the case, of the time and place of the appeal. Copies of all relevant documents shall be

distributed in confidence to the Board, the parties and all officers of MERB at the time of this notice.

- b. The following persons may attend the executive session: voting members of the Board, the appellant and the respondent, the Chair and Vice Chair of MERB and any participating members of the MERB panel. In addition, any NJAPM counsel and counsel for the parties may be present. No other persons may attend unless invited by the Board.
- c. The President shall open the session with a brief statement of the purpose of the executive session, reiterating the requirement of confidentiality.
- d. The appellant and respondent's respective counsel shall then be invited to present the appeal. MERB shall then be invited to give its response. Once presentations have been made, the floor will be open for questions from members of the Board.
- e. The Board shall issue a written decision to all parties within thirty (30) days of the Board hearing.

## **Bylaw XII. Indemnification**

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, costs, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this bylaw shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This bylaw constitutes a contract between the Association and the indemnified

officers, directors, and employees. No amendment or repeal of this bylaw which adversely affects the right of an indemnified person under this bylaw shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**Bylaw XIII. PARLIAMENTARY PROCEDURES**

Except as otherwise specifically stated in these Bylaws, all meetings of the Association shall be conducted in accordance with the current edition of Robert's Rules of Order.

**Bylaw XIV. FISCAL YEAR**

The fiscal year of the Association shall end September 30th.

**Bylaw XV. POLICIES AND PROCEDURAL GUIDELINES**

The Board may adopt Policies and Procedural Guideline to effectuate the purposes of these Bylaws. The Policies and Procedural Guidelines shall be maintained by the Secretary and be available for review by all members.

**Bylaw XVI. AMENDMENTS**

Amendments to these Bylaws may be proposed by the Board or by any group of twelve (12) members-in-good-standing. The proposal shall be reviewed by the Board at two consecutive meetings. At the second meeting it shall be moved and voted upon. If the amendment receives a two-thirds ( $\frac{2}{3}$ ) affirmative vote of those present and voting, it shall be adopted.

ADOPTED THIS                      DAY OF                      IN THE YEAR                      .