

IDAHO MEDIATION ASSOCIATION, INC. ASSOCIATION BY-LAWS

ARTICLE I - NAME OF ORGANIZATION

The name of this non-profit corporation is "Idaho Mediation Association, Inc.". The corporation shall commonly be called IMA Inc., and in this document is referred to as the Association.

ARTICLE II - MISSION STATEMENT

The Association is a statewide interdisciplinary non-profit network fostering collaborative dispute resolution and conflict management processes to promote peaceful settlements.

ARTICLE III - ORGANIZATIONAL STRUCTURE

A. Membership

1. Regular membership is open to any person who supports the goals and purposes of the Association.
2. All members in good standing shall have the right to participate in the activities and functions conducted by the Association. They shall be eligible for nomination and election as Officers or elected Directors of the Association as provided by these By-Laws. They shall be eligible to hold appointive positions as provided for in these By-Laws.
3. All members in good standing shall have the right to vote.

B. Officers

The number of Officers of this Association and their duties shall be set by the Board of Directors. Officers shall be Certified Professional Mediators in good standing at the time they assume office.

C. Board of Directors

1. There shall be no less than four and no more than 10 members on the Board of Directors (also called the Board) with up to an additional two members as alternates elected annually. There is no limit on the number of terms to which Board members may be elected.
2. Officers shall be elected from the Board for a term of one (1) year. No President shall be eligible to serve more than three (3) consecutive full terms.

3. The Board shall fill vacancies at any Board Position by appointing members to serve until the next regular election.
4. A two-thirds majority vote of the total directors may remove any director from office for any reason.
5. A two-thirds majority vote of the members in good standing may remove any director from office for any reason.
6. The officers and directors shall serve without compensation, but reasonable expenses may be reimbursed upon approval of the Treasurer and at least one other Officer. The President will be notified of these expenditures.
7. The Board shall be the governing body of this Association.
8. Authority and duties of the Board shall include:
 - a. Development, implementation and promotion of educational, professional and public service programs consistent with the purposes of the Association.
 - b. Establishment of general policies and procedures.
 - c. Approval of an annual budget.
 - d. Control of expenditures within budgetary limitations.
 - e. Supervision of all activities, affiliations, publications, staff members and affairs of the Association.
9. Five members of the Board shall normally constitute a quorum necessary for the transaction of the Board's business. Once a quorum is established, it shall remain for the duration of the meeting.

D. Committees

1. The Association shall have the following standing committees:
 - a. Professional Standards & Practice generally responsible for making recommendations to the Board regarding professional and ethical standards and the listing of certified professional mediator members, and charged with handling grievances regarding certified professional mediator members.
 - b. Training & Education generally responsible for providing forums for professional training, dialogue and support.
2. The Board of Directors shall have the ability to establish a general policy for the operating functions, rules, and procedures of all standing committees.
3. The Board of Directors may establish other standing or special committees or task forces.

4. Any Committee of IMA may independently generate funds.
 - a. The Board must approve the fund-raising plan.
 - b. All funds may be used as operating expenses for the Committee.
 - c. Committees must account for all such funds for tax purposes.

E. Chapters

1. Any Association member may join a Chapter.
2. Chapters may, with Board approval, establish their own additional criteria for Chapter membership.
3. Chapters agree to abide by and behave consistently with the purposes, goals, standards, and by-laws of IMA.
 - a. Major Chapter undertakings should be discussed with and approved by the IMA Board of Directors.
 - b. In other respects, Chapters are self-regulating and autonomous.
4. Association Chapters may require additional dues or fees.
 - a. The assessment of additional dues or fees and the amount of such assessment must have Board approval.
 - b. All funds so assessed may be used as operating funds for that Chapter.
 - c. Chapters must account for all such funds for tax purposes.
5. Two or more members may petition the Board to form a Chapter.

ARTICLE IV - ADMINISTRATION

A. Dues and Finances

1. The Board of Directors shall establish annual membership dues.
 - a. Dues are payable to the Association.
 - b. All annual dues are payable upon application to the Association.
 - c. Dues are renewed and payable January 1 of each year.
 - d. New members joining the Association from October 1 to December 31 must pay full annual dues, but the coverage will extend through December 31 of the succeeding calendar year.
2. The Treasurer of the Association and at least one other Officer shall be empowered to withdraw and apply funds for Association activities, bills and other approved expenditures. The President will be notified of all financial matters.
3. The IMA Treasurer will provide a summary statement of Association income, expenses, and financial condition before or at the Annual Meeting of the membership and at each Board meeting.

B. Nominations

1. The Board of Directors shall appoint the nominating committee, which shall not include the outgoing President.
2. The nominating committee shall make a good faith effort to nominate Board members who represent a cross-section of the Association.
3. The slate of nominees proposed by the nominating committee and a proxy form shall be distributed to the general membership with the announcement of the Annual Meeting, at least 10 days in advance of the meeting if the mailing is by United States postal or electronic mail.
4. Nominations from the floor are permitted at the Annual Meeting, and write-ins are allowed on any written ballot submitted to the membership.

C. Elections

1. Regular election of the Board of Directors shall generally be held at the Annual Meeting.
2. Results of the election shall be determined by a majority vote of the members represented in person or by proxy.
3. The Board may direct that the election be held through delivery of a written ballot to each voting member, and not at an Annual Meeting.

D. Annual Meeting

1. A membership meeting shall generally be held once each year for program presentation and conduct of business.
2. The Annual Meeting shall usually include:
 - a. A program of educational value to the membership;
 - b. A review of financial information concerning the prior year's Association business;
 - c. Election of the Board of Directors;
 - d. Other business as determined by the Board.
3. Prior notice of the agenda shall be provided to members at least 10 days in advance of the meeting.
4. Any matter submitted to the membership for a vote shall be determined by a majority vote of the members represented in person or by proxy unless the vote of a greater number is required in these By-laws.

5. A member may vote either in person or by proxy executed in writing by the member and submitted before or at the Annual Meeting. A proxy will expire at the close of the Annual Meeting, and is revocable at the pleasure of the member who executed it.

6. All business matters of the Association can be conducted without a meeting if a written ballot for any action items is delivered to each voting member in advance of the meeting.

ARTICLE V - AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors, or a two-thirds vote of the members in good standing.

ARTICLE VI - CORPORATE STATUS

Procedures and administration of this Association as a nonprofit corporation shall be as required by Idaho and federal law to maintain nonprofit status.

ARTICLE VII - DISSOLUTION

A. A resolution to dissolve IMA shall be submitted to a vote of the members. To pass, the resolution shall require a two-thirds vote of members in good standing represented in person or by proxy at a special meeting called for that purpose. Notification of the meeting and proxy voting shall be handled as specified in Article IV Section D.

B. In the event of dissolution of IMA, the Board of Directors shall, after payment of all liabilities of the Association, dispose of the assets to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Association.