



THE BY-LAWS

(as approved on January 18, 2009)

ARTICLE I - THE BOARD OF DIRECTORS

Section 1

The Board of Directors shall be the governing body of this 501(c)(3) entity.

Section 2

The initial Board of Directors shall be appointed by a majority vote of the four incorporators, Kenneth Cloke, Robert A. Creo, Erica Ariel Fox and Joan S. Goldsmith.

Section 3

The Board shall consist of the elected and/or appointed Officers, and a minimum of ten (10) and a maximum of eighteen (18) other Directors, all of whom are voting members of the Board. All past Presidents shall be ex-officio voting members of the Board.

Section 4

Any Mediator Member may be elected to the Board of Directors.

Section 5

Meetings of the Board shall be held at such time and place as the President may designate in consultation with the Board. Attendance at Board meetings may be in person or by telephone or other interactive electronic means. Meetings of the Board of Directors may be held in conjunction with any other meetings, educational conferences or programs of MBB or any other organization.

Section 6

Special meetings of the Board of Directors may be called by the President, or Secretary, or upon formal request in writing by one third ($\frac{1}{3}$) of the voting Board members, or by petition to the Secretary of twenty percent (20%) of the Founding Members. Such notice shall specify the objects and purposes of such special meeting and no other business shall be transacted except by majority vote of those present. Attendance may be in person or by telephone or other interactive electronic means.

Section 7

Notice of all meetings of the Board of Directors stating time and place of the meetings shall be distributed by hand delivery, mail, telephone, email, or facsimile to each Director of the Board at

least ten (10) days before any such meeting. A published schedule via email or on any MBB website shall constitute sufficient notice.

Section 8

A majority of the Directors of the Board of Directors shall constitute a meeting quorum. Actions of the Board of Directors shall be determined by a majority of the voting members of the Board of Directors in attendance at any meeting, unless a higher voting percentage or fraction is otherwise specifically required herein.

Section 9

The attendance of a member of the Board of Directors at a Board meeting shall constitute a waiver of notice of the meeting except where a Board member attends for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened. In addition, a Board member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

Section 10

The Board shall consider such matters as may be properly brought to its attention by any Member, Supporter, sponsor, University Chapter, Committee, or project partner.

Section 11

Any action required or permitted to be taken pursuant to authorization of the Board of Directors may be taken without a meeting, if, before or after the action, a sufficient number of the Directors for the Board to properly take such action, consent thereto in writing. Written consents shall be filed with the minutes of the Board. Minutes of the Board may be posted electronically and archived on the internet.

ARTICLE II - ELECTION TO THE BOARD OF DIRECTORS

Section 1

One third ($\frac{1}{3}$) of the Directors shall be appointed for a three (3) year term, one-third ($\frac{1}{3}$) for a two (2) year term, and one-third ($\frac{1}{3}$) for a one (1) year term. Terms of Directors shall begin on the 1st of January of any calendar year. Terms of office for Directors shall expire at close of business on December 31st of any year.

Section 2

Vacancies on the Board of Directors occasioned by death, resignation, or other reasons, shall be filled by appointment of the President, and such persons so appointed shall serve the unexpired term of the person so replaced.

Section 3

The Board of Directors shall, by majority vote, elect successors for any Board Director whose term is expiring. The Directors whose terms are expiring may vote in elections for their successors.

ARTICLE III – OFFICERS

Section 1

There shall be a President, Secretary and a Treasurer, each serving a three year term. There are no term limits, so Officers are eligible for re-election by the Board of Directors. A President-Elect shall be selected to serve during the third year of the sitting President's term. Terms of office for officers shall expire at the close of business on December 31st every three years, beginning on December 31, 2009.

Section 2

In the event of the death or inability of the Officer to serve, the President shall designate a Board member to serve as interim Officer until a new Officer shall fill the vacancy by a Special Election by the Board of Directors.

Section 3

In the event of death or the inability of the President to serve, the Board shall nominate a Candidate or Candidate(s) to participate in a Special Election of the Board of Directors within forty-five (45) days. Mediator Members are eligible to nominate replacement Candidates to complete the unexpired term. The Secretary shall appoint a Board Member to serve as interim President until the results of the Special Election of the Board of Directors are certified by the Secretary.

Section 4

Any dispute over the any Officer's ability to serve or to resume service following a disability shall be resolved by the Board of Directors.

ARTICLE IV - DUTIES OF OFFICERS

Section 1 – The President

The President shall preside at all MBB meetings. At the Annual Congress, the President shall present a report of the general affairs of MBB. The President and Secretary shall be authorized to act on behalf of MBB in all matters within MBB's ordinary course of business, including the execution of contracts, provided either Officer executes the contract with Board approval. The President or Secretary may be authorized by the Board of Directors to employ paid staff, under terms to be established by the Board of Directors, or delegated to the Administrative Committee.

Section 2 – The Secretary

The Secretary, under the direction of the Board of Directors, or as delegated to the Administrative Committee, shall perform the customary duties of such office. The Secretary shall conduct the correspondence of MBB; record the proceedings of all MBB meetings and the proceedings of the meetings of the Board of Directors; and file all required forms and documents with governmental agencies. The Secretary shall issue all notices and other documents requiring verification; make periodic reports, no less than annually, to the Membership about MBB, pertaining to the conduct of the office; and perform such other duties as may be assigned to that office by the Board of Directors. These reports may be posted electronically on any MBB website.

Section 3 – The Treasurer

The Treasurer shall collect and deposit all moneys due to MBB; verify all bills and pay them and make as often as required by the Board of Directors, or law or regulations, a report of the accounts of MBB. The Board of Directors may retain paid staff or consultants to administer the daily operations of MBB. The Board may also confer dues or conference fee waivers for Officers, Directors, or other Members to compensate them for time taken from their personal practices to serve MBB.

ARTICLE V - THE ANNUAL CONGRESS

Section 1

The Annual MBB Congress shall be held each year at such time and place as shall be designated by the Board of Directors. This may occur electronically.

ARTICLE VI – COMMITTEES

Section 1

The Standing Committees shall be designated by the Board of Directors and may include, but shall not be limited to:

- Administrative Committee
- Content Committee
- Education, Training, Research & Events
- Fund Development
- Membership
- Organizational Development & Partnerships
- Project Development
- Protocols
- Public Relations & Marketing
- Regional & University Chapters
- Technology & Information Systems

The Committees may act in sub-Committees or delegate activities to smaller groups or individuals.

Section 2

Members of any Standing Committees shall be selected by the President with the advice of the Board.

Section 3

The President shall appoint members to such other special committees or task forces, or as liaisons to other organizations, as the Board of Directors may designate, to further the mission, vision, values and objectives of the organization.

Section 4

The Board may establish a Professional Development Institute to serve as the method of providing formal educational programs and courses of study to both MBB Members and the public. The Professional Development Institute may formally certify completion of programs, curriculum and/or mediation theory and practice training modules for individuals, or groups.

Section 5

The Board may establish advisory boards, chapters, committees or other units to further the mission, vision, values and objectives of MBB.

ARTICLE VII - MEMBERSHIP

Section 1

Membership shall be open to those individuals who have met the criteria for membership as established by the Board of Directors. In addition to the personal qualifications of a candidate for membership, admissions may be limited by such factors as the size of the organization, geographic diversity and other appropriate considerations.

Section 2

Mediators (defined broadly to include conflict resolution practitioners, educators and researchers) who joined MBB by paying the minimum annual dues before or during the 1st Annual MBB Congress on February 15-18, 2008 shall be deemed Founding Members. This title confers no special privileges on a Founding Member and is honorific to publicly recognize their contribution to the establishment of the organization. All Mediator Members are eligible to participate in MBB Projects.

Section 3

Those eligible for Mediator Membership shall include commercial, community, employment, family, government, public policy, and other mediators, facilitators, conflict resolution educators, trainers, and authors, activists in conflict transformation, provided they serve, or have served, regularly on a voluntary or compensated basis in preventing, managing, containing, mitigating, or resolving of conflict.

Section 4

The Board of Directors may, at its discretion, create additional categories or levels of membership or designations, or certifications by practice area or process expertise. The full privileges and benefits of membership shall be extended to all Mediator Members, including service as a Director on the Board of Directors, or as President or Secretary, participation on a committee or project, or a personal profile in the online Mediator Member Profile Database.

Section 5

The Board of Directors shall establish the membership standards and criteria for each category of membership or supporters and establish an admission process and protocol. Application for membership may be submitted online or by other appropriate means.

Section 6

The Secretary shall keep on file, and available for inspection, a list of all Membership, but with the approval of the President may elect to permit Members to remain anonymous if their membership or affiliation with MBB might pose a security or safety risk for them. Members' names may be posted online on any MBB website.

Section 7

The Board may also create, implement, revise or eliminate other levels of participation or support for the organization and apply appropriate designations for these individuals or entities.

ARTICLE VIII – DUES

Section 1

Annual dues statements shall be distributed to the members on a quarterly basis, with renewals being due by the first (1st) day of April, July, October and January of each year. Dues shall be returned to the Secretary by those dates. The dues of members upon whom membership is conferred during any quarter, shall have their individual renewal date due at the start of the next quarterly date in April, July, October or January. Payment schedules shall not be set at less than a quarterly basis. Members who have not paid as of such date shall be dropped from membership rosters by the next billing quarter and after reasonable attempts of notification and dues collection. Any Member suspended by the Secretary for nonpayment of dues shall be reinstated upon payment of all arrears.

Section 2

The Board of Directors may at its discretion authorize the waiver or reduction of dues for any individual or entity.

Section 3

The annual dues may be changed by resolution of the Board of Directors.

ARTICLE IX - NOMINATING COMMITTEE

Section 1

On or before the 15th of September of each year the President shall designate a Nominating Committee consisting of not less than three (3) nor more than seven (7) Members. The names of the Nominating Committee shall be posted on the MBB website. The Secretary shall serve on the Nominating Committee in an ex officio, non-voting capacity. Any Member may propose Members to serve for any vacancies on the Board or Officers. The Nominating Committee shall select one or more candidates for each vacancy, and shall report on its selections to the President and Secretary by November 1st of each year. These nominations, including biographical information, shall be posted on the MBB website by November 15th of each year. An election to fill all vacancies shall be held by the Board of Directors, by electronic or telephonic means, and concluded by December 15th of each year.

ARTICLE X - UNIVERSITY & REGIONAL CHAPTERS

Section 1

The Board of Directors may authorize University, Regional, or State Chapters or other regional sub-entities upon formal application or resolution of the Board. Each sub-chapter shall elect their own chair and leaders no less than once each year and report the name of these leaders to the Secretary of MBB, including any changes within ten (10) days.

Section 2

Any Chapter or other regional entity desiring to establish By-laws may do so, provided: (a) that the text of the proposed by-laws is sent to all members of the region and is approved by a majority of the members by electronic ballot; and (b) that the proposed regional by-laws are determined by the MBB Board of Directors to be consistent with the By-Laws, mission, vision and values of MBB.

Section 3

Chapters or other regional entities shall not sponsor public functions, either alone or in conjunction with other organizations, without the prior approval of one of the following: the President, the Secretary, Treasurer, a Member of the Administrative Committee, or the Board of Directors of MBB.

Section 4

Chapters and regional sub-entities shall not adopt a public policy position either in the name of MBB or their own entity without express written approval of an MBB Officer or vote of the Board

of Directors. Any region or state entity may request that MBB, through a communication directed to the President or the Secretary, to adopt a position favored by the membership of that Chapter or regional entity. Members of the Chapter or regional entity may participate in public functions, and be interviewed by the media to educate the public about MBB and its activities by providing information readily available from MBB, including its website.

Section 5

A Committee Chair, Coordinator of Chapters, regions and other entities may be appointed by the President. The Chair or Coordinators shall report to the Officers or Board of Directors on a period basis established by the President.

ARTICLE XI - RESERVE FUND

Section 1

A Reserve Fund shall be established and maintained by the Board of Directors by July 1, 2008. No part of the principal of the Reserve Fund may be utilized for any purpose unless authorized by a two-thirds ($\frac{2}{3}$) affirmative vote of the Board of Directors.

ARTICLE XII - AMENDMENTS

Section 1

Amendments to the By-Laws may be made by resolution of the majority vote of the Board of Directors.

ARTICLE XIII - INDEMNIFICATION

Section 1 - Non-Derivative Actions

Subject to all of the other provisions of this Article, MBB shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a President, Director or Officer of MBB, or who was or is serving at the request of MBB as a President, Director, Officer, partner, trustee, employee, or agent. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the MBB. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not

by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of MBB, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2 – Derivative Actions

Subject to all of the provisions in this Article, MBB shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a President, Director or Officer of MBB, or (b) the person was or is serving at the request of the corporation as a President, Director, Officer, partner, trustee, employee, or agent. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of MBB. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to MBB unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

Section 3 – Expenses of Successful Defense

To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this Article.

Section 4 – Contract Right; Limitation on Indemnity

The right to indemnification conferred in this Article shall be a contract right and shall apply to services of a President, Director or Officer as an employee or agent of the corporation as well as in such person's capacity as a President, Director or Officer. Except as provided in Section 3 of this Article, MBB shall have no obligations under this Article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board of Directors.

Section 5 – Determination That Indemnification Is Proper

Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by MBB only as authorized in the specific case. MBB must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 1. Such determination shall be made in any of the following ways:

1. By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.

2. If the quorum described in clause (a) above is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.
3. By independent legal counsel in a written opinion.

Section 6 – Proportionate Indemnity

If a person is entitled to indemnification under this Article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, MBB shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 7 – Expense Advance

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this Article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by MBB. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

Section 8 – Non-Exclusivity of Rights

The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with MBB. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9 – Indemnification of Employees and Agents of the Corporation

MBB may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of MBB.

Section 10 – Former Directors, Directors and Officers

The indemnification provided in this Article continues for a person who has ceased to be a President, Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

Section 11 – Insurance

MBB may purchase and maintain insurance on behalf of any person who (a) was or is a President, Director, Officer, employee, or agent of MBB, or (b) was or is serving at the request of MBB as a President, Director, Officer, employee, or agent of the corporation. Such insurance may protect

against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not MBB would have power to indemnify against such liability under this Article or the laws of the State of Pennsylvania.

Section 12 – Changes in Law

If there are any changes in the Pennsylvania statutory provisions, or federal law, including regulation by the IRS of Section 501(c)(3) status, applicable to MBB and relating to the subject matter of this Article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits MBB to provide broader indemnification rights than such provisions permitted MBB to provide before any such change.

ARTICLE XIV – FISCAL YEAR

Section 1

The fiscal year of MBB shall end on December 31st.