

**THE NEW MEXICO MEDIATION ASSOCIATION**  
**(Amended as of 11-4-06 )**

**ARTICLE I**  
**NAME-OFFICES**

**Section 1. Name.** The name of the organization is The New Mexico Mediation Association (hereinafter the "Association"). The legal entity underlying the Association is a New Mexico Nonprofit Association.

**Section 2. Offices.** The principal office of the Association and the registered office of the Association shall be a residence or business designated by the President of the Association, following the election of the President each year at the Annual Meeting of the Association.

**Section 3. Agent for Service of Process.** The President of the Association/Association or designee is hereby designated as the agent for the service of process on behalf of the Association. If the President or designee is not available to accept service of process, because he/she is out of the jurisdiction of the State of New Mexico, then the Secretary of the Association is authorized to accept service of process on behalf of the Association.

**ARTICLE II**  
**Mission**

The mission of the Association is to; (a) promote the concept of mediation as a method of resolving disputes; (b) educate the general public regarding the benefits of mediation and; (c) provide a network of information exchange for the mediation community in New Mexico and beyond.

**ARTICLE III**  
**MEMBERS & MEETINGS OF MEMBERS**

**Section 1. Membership.** The Association is a Membership organization. All persons who have: (a) registered with the organization; (b) paid their annual dues; (c) agreed in writing to abide by the NMMA Ethics and Standards of Practice and; (d) follow all By-laws, policies, and procedures, shall be considered members in good standing. Membership will be revoked or suspended if a member violates any of the aforementioned conditions. Removal of a member may occur if the Board finds that it is not in the best interest of the Association to retain an individual as a member for failure of that Individual to conduct himself or herself in a manner that an ordinary prudent person would use under similar circumstances in a like position.

**Section 2. Annual Meetings.** The Annual Meeting of the Association will be announced by the Board of Directors no later than July 31 of the year in which the meeting is to be held. The announcement will include the date, time and location of the Annual Meeting.

**Section 3. Voting by Membership.** Each member of the Association in good standing shall have voting rights in the Association. At the Annual Meeting each member of the Association in good standing may vote for the Directors and Officers of the Association and may ratify actions taken by the Board since the Annual Meeting of the Association of the previous year.

**Section 3-A Absentee Ballots Permitted for Votes for the Annual Meeting.** Each member of the Association in good standing shall have the right to request an absentee ballot for the votes to be taken at the Annual Meeting of the Association. Requests for absentee ballots shall be addressed in writing to the Secretary of the Association at least thirty (30) calendar days prior to the Annual Meeting and the Secretary shall deliver by mail the absentee ballots no later than fifteen (15) calendar days prior to the Annual Meeting each year. Each member voting by absentee ballot shall mark his/her ballot as required in the directions, and shall return the marked ballot in the US Post Office or send it Express mail or Federal Express to the Association Secretary so that it will be received by the Secretary no less than five (5) calendar days prior to the Annual Meeting. Any absentee ballot not received by the Association Secretary five (5) days or more before the Annual Meeting shall be declared by the Secretary as untimely and shall not be opened and added to the vote count.

**Section 4. Special Called Membership Meetings.** A special meeting of the Association Membership may be called by a simple majority vote of the Board of Directors or by a written petition signed by at least twenty-five percent (25%) of the members in good standing: (a) Written notice of the place, date, and hour and purpose of the special meeting shall be delivered to the full roster of members not less than 10 days before the slated meeting ; (b) The notice shall be drafted by the Secretary of the Association and shall be delivered by email or regular mail; (c) Attendance at any special meeting by a member shall constitute a waiver of notice of the meeting, however, attendance shall not preclude a member from objecting to the transaction of business on the grounds that the meeting was not properly noticed as provided in the By-laws of the Association.

#### **ARTICLE IV GRIEVANCE AND DISPUTE RESOLUTION**

As first recourse, Dispute Resolution of issues concerning the Association will be conducted using the Grievance Policies and Procedures.

#### **ARTICLE V BOARD OF DIRECTORS**

**Section 1. The Purpose of the Board of Directors.** The purpose of the Board of Directors is to conduct the Association's business and affairs in accordance with the Mission of the Association.

**Section 2. Director Qualifications.** The following qualifications shall apply to candidates for the position of Director of the Association's Board of Directors; (a)

Member in good standing; (b) A stated commitment to perform the duties of a Director; (c) Capacity to enrich the Board with diversity, especially in such areas as professional background/skills, culture, mediation style/practice and place of residence within the State.

### **Section 3. Directors.**

**(a) Number and Election.** The Board of Directors shall consist of no fewer than 4 and no more than 12 members as determined by the Membership during their Annual Meeting.

**(b) The Directors.** Directors shall be elected for two-year terms at the Annual Meeting of the Membership; (1) The Directors shall serve until the expiration of their terms of office and may be reelected by the Membership to additional two-year terms; (2) All elected Director's terms of service will be effective from the Annual Meeting at which they are elected; (3) All elected Directors, Officers and Regional Representatives terms of service will run from Annual Meeting to Annual Meeting.

**(c) Directors Rights, Duties and Responsibilities.** The Directors, as members of the Association in good standing, have all rights of regular Membership and have additional responsibilities as elected Directors: (1) Directors have a collective duty to conduct the business of the Association in accordance with its Mission, and to carry on the affairs of the Association having importance to the general Membership; (2) Directors have limited liability protections under New Mexico law as Directors of a New Mexico Nonprofit Corporation, so long as the nonprofit corporate status is maintained.

**Section 4. Fiscal Responsibilities.** The business, assets and property of the Association shall be managed and controlled by the Board of Directors. The Fiscal Year for all NMMA business will coincide with the Calendar Year.

**Section 5. Meetings.** The Board of Directors shall meet at least 4 times a year: (a) Notice of the time and place of these meetings shall be given to the directors by US Mail or e-mail or by telephone at least 7 days prior to the scheduled meeting; (b) Formal minutes of each Board meeting will be kept. All motions made and seconded shall be notated in the minutes as to the Director who moves a motion and the Director who seconds one, and the votes for and against all motions shall be recorded in the official minutes of each Board Meeting; (c) Minutes of all Board meetings shall be reviewed and approved by the Board; (d) signed by the Secretary of the Board, and distributed to the Membership via the Web Site.

**Section 6. Notice of Special Meetings:** A special meeting of the Board of Directors may be called by the: (a) President of the Association or at the request of any 3 Board members; (b) Written notice of the place, date, hour and purpose of the special meeting shall be delivered to the Officers and Directors not less than twenty-four (24) hours before the slated meeting; (c) The notice shall be signed by the Secretary of the Association and shall be delivered by email or regular mail; (d) Attendance at any special meeting by Officers and Directors shall constitute a waiver of the notice of the meeting as

provided in Section 6 (b) & (c) above; (e) Special meetings of the Membership may be called as provided in Article III section 4 of these By-laws.

**Section 7. Attendance at Board Meetings by Telephone Conference Call:** Any Officer or Director who is unable to attend a regular or special meeting in person due to unforeseen circumstances or because of serious personal hardship, may participate in the meeting by telephone conference call or other similar telecommunications equipment which permits all persons participating in the meeting to hear each other at the same time. The President of the Board may authorize deliberations by the Board via email or other telecommunications methods. Any agreement reached by these methods shall be ratified at the next meeting of the Board.

**Section .8. Quorum and Voting.** A majority of the Directors shall constitute a quorum for the transaction of the business, and all actions of the Board except otherwise provided in the articles of Incorporation of these By-laws shall be taken by consensus. When consensus cannot be reached, the Board of Directors shall act by a majority vote of those present, with a quorum being present. The Secretary of the Association shall keep a written record of all actions taken by the Board of Directors.

**Section 8. Leave of Absence:** Any Board Officer or Director who is unable to attend meetings for extended periods due to unforeseen circumstances or because of serious personal hardship will apply in writing for a Leave of Absence. A majority of the Active Directors shall then constitute a quorum (ARTICLE V, BOARD OF DIRECTORS Section 9. Quorum and Voting) for the transaction of business. Leaves of Absence shall be granted for a period of up to three (3) months, with an additional (3) month extension. If after (6) months the personal hardship of a Director on Leave has not resolved, the Board Officer or Director will be asked to resign their position on the Board.

**Section 9. Vacancies.** Any vacancy on the Board may be filled by the Board of Directors as follows: (a) The Board will call for applicants to submit letters of interest & qualification to the Secretary of the Association, for consideration of appointment; (b) The Board of Directors will appoint an interim Director, from the list of qualified applicants, to serve only until the next Annual Meeting of the Association; (c) At the next Annual Meeting, the Membership will elect a replacement Director by casting a written ballot derived from a list of interested applicants.

**Section 10. Removal of Directors.** Election or appointment of an Officer or Director shall not of itself create contract rights. If it is found to be in the best interest of the organization, the Board by a 2/3 vote of those members voting, may request the resignation of a Board member. If the Board member declines to tender his/her resignation, a special Membership meeting shall be called as stated in Article III, with at least fifteen (15) calendar days notice in writing by mail, telephone, or email of the proposed removal, detailing the meeting time and place at which such removal is to be voted upon. This notice shall be sent to the Membership and the Board of Directors including the Board member whose removal is being considered. All persons receiving this notice shall be entitled to appear and be heard at the meeting.

**Section 11. Governance.** The Membership of the organization, at its Annual Meeting, grants to the Board of Directors full responsibility for the governance of the organization. The Board will establish appropriate policies that guide the organization in achieving its purpose. The Board will make reports to the Membership about its decisions, actions, and policies taken in fulfilling its responsibility for the welfare of the organization.

**Section 12. Chair.** At all meetings of the Board of Directors, the President of the Association or in his or her absence, the Vice-President, or in his or her absence, a chair chosen by the Directors present, shall preside.

**Section 13. Compensation.** Directors shall not receive any compensation for their services as Directors of the Association. Directors may receive reimbursement for out of pocket expenses incurred in the performance of their duties as Directors, but only when approved by the Membership or the Board of Directors.

## **ARTICLE VI OFFICERS**

**Section 1. Officers, Qualifications and Terms of Office.** The Officers of the Association shall consist of the President, the Vice-President, the Secretary and the Treasurer. An Officer of the Association shall meet all of the following qualifications at the time of election or appointment to the office: (a) be a member in good standing of the Association; (b) demonstrate a commitment to the Association to perform the duties of the office for which he/she is being nominated or appointed; (c) have been an NMMA Member for at least one year from the Annual Meeting; (d) Each Officer shall hold office for one year. (e) Officers may be reelected by the Membership to additional terms; (f) The President of the Association must first have been a member of the out-going Board of Directors.

**Section 2. Vacancies.** A vacancy in any office not otherwise provided for shall be filled by appointment for the unexpired portion of the term by action of the Board of Directors, taken at any regular or special meeting. The Officer appointed for the interim shall serve the remainder of the term of the office for which he/she is appointed.

**Section 3. The President.** The President of the Association shall be the Chief Executive Officer of the Association. He/she shall have general charge of the business, the affairs and property of the Association. The President shall perform such other duties as may be assigned to him/her by the Board of Directors and he/she shall be an ex-officio member of all Association committees.

**Section 4. The Vice-President.** During the absence or disability of the President, the Vice-President shall discharge the duties and responsibilities of the President. During the absence or disability of the Vice President, the Secretary shall discharge the duties and the responsibilities of the Vice President. If the office of the President and/or Vice

President shall become vacant, the Vice President and/or the Secretary, as the case may be, shall assume such office for the unexpired term thereof.

**Section 5. The Secretary shall:** (a) Record all the proceedings of the meetings of the Membership and the Board and of an Executive Committee; if such a committee is appointed; (b) Cause all notices to be duly given in accordance with the provisions of the By-laws and of the Executive Committee; (c) Maintain records of all proceedings in a designated place and form; (d) In general, perform all duties incident to the office of the Secretary.

**Section 6. The Treasurer shall:** (a) Have charge of, supervise and be responsible for the funds, securities, receipts and disbursements of the Association; (b) Keep, or cause to be kept, all the books and accounts of all the business and transactions of the Association; (c) Render to the Membership and to the Board, whenever requested, a statement of the financial condition of the Association and of all his/her transactions made or taken on behalf of the Association; (d) Provide a full financial report for informal review by a independent Accountant in accordance with generally accepted accounting standards, to the Board of Directors and the Membership, based on the books and accounts of the Association; (e) Present this written financial report at the Annual Meeting of the Membership; (f) Perform all duties incident to the office of the Treasurer.

## **ARTICLE VII DELEGATION OF AUTHORITY AND RESPONSIBILITY**

**Section 1. An Executive Committee,** consisting of the President and two Board Members, shall be elected by the Board of Directors following the Annual Meeting of the Membership. The Executive Committee is authorized to make day to day business decisions in accord with the By Laws and stated NMMA policy on matters not requiring a vote of the entire Board. The term "day to day business" does not include the power to make amendments to the By Laws, changes to NMMA Board approved policy, or any action which requires action by the Board of Directors or the Membership as stated in the By Laws. It shall be the responsibility of the Executive Committee to provide a summary report to the Board.

**Section 2. Advisory Board.** The Board of Directors may appoint an Advisory Board to the Association consisting of as many individuals interested in the work of the Association, as in their judgment will benefit the Association. The number of Advisory Board members may be increased or decreased from time to time, as the Board of Directors may direct. The Advisory Board may serve an unlimited number of consecutive one-year terms. Each year the Board of Directors of the Association shall appoint a Chair of the Advisory Board from among the Advisory Board members to serve as Chair for a term of one year. The Advisory Board from time to time shall make recommendations to the Board of Directors of the Association on matters that may benefit the Association. The Advisory Board Chair shall be invited by the Board of Directors of the Association to attend one or more of the Association's Board meetings to discuss recommendations from the Advisory Board to the Association.

**Section 3. General Appointment Committees.** The Board of Directors may appoint committees and delegate to these committees any and all duties and protections allowed by the laws of the State of New Mexico and ratified by the Membership: (a) Membership of all committees shall have at least one member from the Board of Directors of the Association; (b) All committees shall be approved and appointed by the NMMA Board of Directors; (c) The President of the Association shall appoint the chair of all committees; (d) All committees shall have a minimum of 3 members appointed from the active Membership of the Association; (e) The chair of each committee shall select the members of the committee and shall submit the proposed committee members to the NMMA Board of Directors for approval; (f) The chair of each committee may appoint advisory members to the committee from outside the NMMA Membership because of an area of expertise that the advisor possesses necessary to the business of the committee, said advisor shall be a non-voting member of the committee; (g) Members may be removed from a committee upon request from the committee chair to the Board of Directors of the Association for such reasons as non attendance at committee meetings, disruptive actions, inability to work with the remainder of the committee, e.g. personality conflicts, non-payment of NMMA dues; (h) The committees shall continue to function until they have completed their charge from the Board of Directors, or until the activities of a committee are terminated or cancelled by the Board of Directors of the Association; (i) All committees shall be reviewed annually by the Board of Directors of the Association, and the chair and members of each committee may be retained for another year, or dismissed by the Board of Directors as in its judgment it deems appropriate.

## **ARTICLE VIII REGIONAL GATHERINGS**

**Section 1. Regional Gathering Called For.** The Membership of the Association may determine that its mission will be advanced through regional gatherings of the Membership. Members in a region of the State may also determine that the interests of the Association would be served by meeting regularly in that region. These determinations shall be communicated to the Board of Directors of the Association and the Board will oversee the election process as provided below.

**Section 2. Election of Regional Representatives.** Members of each region of the Association shall elect their Regional Representatives from each of the approved Regions of the State. Nominations for Regional Representative may be made by any member of the Association, but to qualify as a candidate, each nominee must reside in the specific region of the State to which he/she will serve if elected as a Regional Representative. Members of a region will be provided an absentee ballot upon request.

**Section 3. Term of Office and Duties of Regional Representatives.** Regional Representatives shall serve a one-year term and shall be responsible for sharing information for his/her specific region and from regional gatherings, with the Membership at large through the Board Secretary. Term of Office shall be from Annual Meeting to Annual Meeting.

**Section 4. Interim Appointment to Fill Vacant Regional Representative Positions.**

The Board of Directors of the Association may appoint an interim Regional Representative in case of vacancy, by giving notice of the vacancy to the Membership and calling for letters of interest. The Board will appoint an interim Regional Representative from those applicants submitting letters of interest, to serve until the next Annual Meeting of the Membership.

**Section 5. Regional Representative Not Directors.** Regional Representatives act as Advisors to the Board of Directors of the Association giving information, perspective and input from their specific Region. A Regional Representative is not a member of the Board of Directors of the Association by virtue of his/her having been elected a Regional Representative. However, as a member in good standing of the Association, a Regional Representative may run for election to the Board of Directors and if duly elected as a Director may also serve as a Regional Representative if also elected to that position, i.e. filling both positions at the same time. If elected to the Board of Directors the term of office as Director is the same as the term served as Regional Representative.

**ARTICLE IX  
AMENDMENTS**

Amendments to the By-laws may be made by action of a majority of the Board of Directors, a quorum being present, taken at any regular or special meeting of the Board of Directors held with at least ten (10) days' written notice of the date, time, and place of the meeting given to the Board and the Membership. A copy of the proposed amendments shall accompany the notice of the meeting at which the proposed amendments are to be acted upon. All amendments to the By-laws passed by the Board of Directors shall be effective upon passage by the Board and subject to ratification by a majority vote of the general Membership. All amendments to the By-laws adopted by the Board of Directors shall be submitted to the general Membership by email (attachment) to those members who are on the Association e-mail list-serve, and to all other members through hardcopy sent via the US Post Office. The service of all amendments to the Membership shall allow fifteen (15) days for the members to respond either in favor or against and if a majority of the members voting, vote in the affirmative, the Amendments shall be filed with the Corporation Commission ten (10) days after the vote is tallied and recorded in the records of the Association by the Secretary.

We certify that the Board of Directors adopted the above By-laws of the Association on.