

**BYLAWS**  
**PENNSYLVANIA COUNCIL OF MEDIATORS, INC.**  
**Modified as of April 23, 2010**

**ARTICLE I**  
**NAME**

- 1.1 The name of the corporation is Pennsylvania Council of Mediators, Inc., hereinafter referred to as PCM.

**ARTICLE II**  
**PURPOSES**

- 2.1 PCM shall have unlimited powers to engage in and do any lawful act (a) for which non-profit corporations may be incorporated under the Act of November 15, 1972, P.L. 1063 (the "Nonprofit Corporation Law of 1972"), as amended, under the provisions of which PCM is incorporated, and (b) which complies with Section 501(c)6 of the Internal Revenue Code of 1954 (as amended from time to time).
- 2.2 Without limiting the foregoing, PCM is organized for the following purposes:
- A. Promote the use of mediation through education and advocacy.
  - B. Advocate for legislation and policies that encourage the use of mediation
  - C. Provide a network for sharing information about mediation.
  - D. Promote the development of skills in conducting mediation.

**ARTICLE III**  
**OFFICES**

- 3.1 PCM's principal office shall be located in Bucks County, Pennsylvania.
- 3.2 PCM may also have other offices at such places as the Board of Directors may, from time to time, appoint or the activities of the corporation may require.

**ARTICLE IV**  
**MEMBERSHIP**

- 4.1 Classes of Membership: PCM shall have the following classes of membership:
- A. Organizational membership shall be open to any nonprofit or for-profit organization or governmental body involved in or supportive of mediation, including, but not limited to: neighborhood justice centers, educational institutions, and court-sponsored dispute resolution programs. Organizational members may designate one representative to vote on whatever issues are brought before the membership, including (but not limited to) elections of Directors and Officers and to receive the member discount at the annual conference.
  - B. Individual membership shall be open to any individual involved in or supportive of mediation, including (but not limited to) program staff, researchers, and educators.
  - C. Student membership shall be open to any full-time student interested in or supportive of mediation.

- D. Volunteer Mediator membership shall be open to any person otherwise eligible for individual membership (1) who provides his/her mediation services through a governmental body or community or other non-profit agency which provides mediation services and from which the individual does not receive a salary or other compensation; and (2) who does not otherwise receive payment for mediation services from the parties or others.
- 4.2 Member in Good Standing: A member in good standing is any individual, organizational, student or volunteer mediator member of PCM who is current in their membership dues.
- 4.3 Membership Dues: The fee structure for membership dues shall be established from time to time by the Board.
- 4.4 Membership Year: The membership year shall commence on the day the member's annual dues check is received by the PCM Treasurer and shall last for a period of twelve months.
- 4.5 Benefits of Membership and services to which members are entitled shall be established from time to time by the Board.

#### **ARTICLE V MEETINGS OF MEMBERS**

- 5.1 Annual Meetings: There shall be a minimum of one annual meeting of the members of PCM for the election of Board members and officers and for the transaction of such other business as may properly come before PCM members. The annual meeting shall be held each year during the month of April or May. If an annual meeting has not been called and held for any reason, such a meeting may be held at any time during the following twelve (12) months at a special meeting called for that purpose.
- 5.2 Special Meetings: Special meetings may be called by any one of the following officers: the President, Vice President, Secretary or Treasurer.
- 5.3 Place and Notice of Meetings: Annual or special meetings of the members of PCM shall be at such time and place as is provided in the notice of the meeting. Written notice stating the place, day, hour and purpose of any meeting of members shall be given by the Secretary (or by officers or persons calling the meeting) to each member of record in good standing. Such notice shall be mailed or transmitted electronically at least ten (10) days before the date of such meeting.
- 5.4 Quorum: Ten percent (10%) of the members in good standing shall constitute a quorum for the conduct of business at any meeting of the members of PCM.

#### **ARTICLE VI BOARD OF DIRECTORS**

- 6.1 Board of Directors: The Board of Directors, shall consist of the following:
- A. Elected Officers: President, Vice President, Treasurer and Secretary, who constitute the Executive Committee; and
  - B. Directors: nine elected directors.

- 6.2 Qualifications and Responsibilities: Each officer and director shall be a natural person of 18 years or older and a PCM member in good standing. Additionally, officers shall currently be directors and both officers and directors shall:
- A. Attend Board of Directors meetings;
  - B. Participate in the activities of PCM; and
  - C. Serve on at least one committee.
- 6.3 Term of Office:
- A. Elected directors shall serve for two (2) years and until their successors have been elected. Elected Directors shall be divided into two classes of four and five members respectively, with a different class being elected in succeeding years.
  - B. Officers shall serve for one (1) year terms and until their successors are duly elected, and shall also serve the remainder of their terms as directors after the expiration of their terms as officers.
- 6.4 Removal: Any director may be removed from office by two-thirds vote of the Board of Directors for failure to attend three or more consecutive meetings of the Board of Directors, or for any other good cause.
- 6.5 Resignation: Any director may resign at any time by giving written notice to the President and the Secretary. Such resignation shall take effect on the date of receipt of notice or at any later time specified therein.
- 6.6 Vacancy: Any Board vacancy (including vacancies in officer positions) may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors. This term of office shall be for the unexpired term of his/her predecessor in office.
- 6.7 Quorum: A simple majority of the whole Board shall constitute a quorum for the transaction of business. Actions of the Board must comply with the provisions of Article X. If there shall be less than a quorum present at any Regular or Special Meeting of the Board of Directors, a majority of those present may adjourn the meeting from time to time and place to place, and shall cause notice of each such adjourned meeting to be given to all absent directors pursuant to Section 6.10. Such adjourned meetings shall continue to be the same type of meeting as they were initially.
- 6.8 Regular Board of Directors Meetings: In addition to the annual meeting, regular meetings of the Board of Directors shall be held at least four times each year, at such times and places as the Board of Directors shall, by resolution, establish. In the absence of other action by the Board of Directors, such meetings shall be held as called by either the President or the Vice President.
- 6.9 Special Board of Directors Meetings: Special meetings of the Board of Directors shall be held whenever called by the President or any other Officer.
- 6.10 Notices of Board of Directors Meetings: Notice of regular and special meetings of the Board of Directors shall be given to each director at least seven (7) days prior to the scheduled date thereof and shall be transmitted personally, electronically or by mail. Additionally, PCM Members shall be notified of the time and place of regular meetings of the Board of Directors by posting that information on PCM's website or by other written or electronic means.

6.11 Participation in Board Meetings:

- A. Any action that may be taken at a meeting of directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors, and shall be filed with the Secretary. Regular and special meetings of the Board of Directors may be held by conference telephone or other method by which all of the participants in such a meeting can hear all other participants.
  
- B. Regular meetings of the Board of Directors shall be open to all PCM members who have given prior notice to any Officer of their intention to attend such meeting. Notwithstanding the foregoing, the presiding officer may decide to close the meeting to non-directors if the sensitivity of a matter to be considered warrants such action.

**ARTICLE VII  
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

7.1 The powers and duties of the Board of Directors, which governs the operation of PCM, include:

- A. All powers and authority granted by law to boards of directors of nonprofit corporations by the Nonprofit Corporation Law of 1988, as it may be amended from time to time, including all powers necessary or appropriate to the management of the business and affairs of PCM.
  
- B. Without limiting the general powers conferred by the immediately preceding paragraph 7.1A, the Board shall have the power and duty to:
  - i. Establish policies as necessary to carry out the purposes of PCM as listed in Article II of these by-laws.
  - ii. Keep a complete record of all of PCM's acts and financial transactions and provide the members of PCM with periodic (but not less than annual) reports of PCM's activities.
  - iii. Coordinate and oversee PCM's activities and committee functions.
  - iv. Delegate the powers and/or duties of any officer of PCM to any other officer or any Director, from time to time.
  - v. Fill any vacancy, for the balance of its term, occurring in any office for any reason.

**ARTICLE VIII  
POWERS AND DUTIES OF OFFICERS**

8.1 President: It shall be the duty of the President to:

- A. Preside at all Board meetings.
- B. Notify the Vice President, in case of inability to perform the duties of the President.
- C. Chair the Executive Committee.
- D. Represent PCM at meetings and other functions where a PCM presence is requested or required.
- E. Prepare the meeting agenda, in consultation with other Board members.

8.2 Vice President: It shall be the duty of the Vice President to:

- A. Assist the President in the coordination of general PCM activities.
- B. Serve in the absence of the President.
- C. Oversee the activities of committees as identified by the President.
- D. Chair or Co-chair the Conference Committee.

- 8.3 Secretary: It shall be the duty of the Secretary to:
- A. Cause minutes to be taken of the deliberations and decisions at Board of Directors meetings and distribute them in hard copy or electronic form to Board members.
  - B. Maintain the Board of Directors mailing list and contact information.
  - C. Maintain PCM's official records and provide the members of PCM with periodic (but not less than annual) reports of PCM's activities.
- 8.4 Treasurer: It shall be the duty of the Treasurer to:
- A. Maintain all financial records.
  - B. Prepare and file appropriate reports and tax returns.
  - C. Prepare an annual operating budget, for approval by the Board.

## **ARTICLE IX COMMITTEES**

- 9.1 Committees are responsible for reporting on and making decisions about specific topics of interest, as directed by the Board of Directors.
- 9.2 The Standing Committees are:
- A. Executive Committee: The Executive Committee is composed of PCM's officers: President, Vice President, Secretary and Treasurer.
    - 1. Powers and Responsibilities:
      - a. General coordination and oversight of PCM; and
      - b. Make decisions when so directed by the Board of Directors.
    - 2. Meetings:
      - a. The Executive Committee shall confer prior to each Board of Directors meeting and annual meetings.
      - b. Special meetings of the Executive Committee may be called by any officer as the need arises.
  - B. Nominating Committee: Prepare a slate of nominees for officers and the Board of Directors in accordance with Section 11.1, with at least one candidate for each open position.
  - C. Conference Committee. Plan the program for the annual conference, in consultation with the Board of Directors.
- 9.3 Ad hoc Committees: From time to time, the Board of Directors may establish, and subsequently disband, ad hoc committees for specific purposes and periods of time.
- 9.4 Committee Chairs, other than the chair of the Executive Committee, are appointed by the Executive Committee members and shall be PCM members in good standing.

## **ARTICLE X DECISION-MAKING**

- 10.1 Decision-making and Consensus: It is the intention of PCM to make business decisions (whether at meetings of the Board or of the members) through free and open dialogue leading to consensus. Consensus is achieved when all voting members present agree to support a course of action, with no one voting member or members expressly taking a stand against or blocking the group's decision. When consensus cannot be reached, the matter may be decided by a vote of at least

sixty percent (60%) of voting members present at a meeting at which a quorum is present (as established pursuant to whichever of Section 5.4.1 or Section 6.7 is applicable).

#### 10.2 Voting

- A. Voting by the PCM membership will be used to (1) ratify bylaw modifications; (2) elect officers and directors-at-large; and (3) decide any other PCM business to be conducted at an annual meeting if a vote is called for by at least thirty percent (30%) of the members in good standing present at such meeting.
- B. Voting by the Directors at a meeting of the Board will be used with respect to any business to be conducted at such meeting if and when a vote is called for by at least thirty percent (30%) of the Directors present at such meeting.

10.3 Voting Rights: Each member in good standing of PCM shall have one vote. Only members in good standing, including the representative of an Organizational Member designated to vote on its behalf, shall be eligible to vote.

10.4 Meeting Procedures: Unless another set of meeting procedures is adopted for meetings of the members, the Board, or any committee, Robert's Rules of Order, as revised, shall serve all such meetings.

### **ARTICLE XI NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS-AT-LARGE**

11.1 Nomination of Directors-at-large: Not later than forty-five (45) days prior to the scheduled date of the winter meeting of the Board of Directors, the Secretary shall notify members in good standing, by electronic transmission or mail, that nominations are open for Directors-at-large, which must be received by the Chair of the Nominating Committee not later than five (5) days prior to that meeting date. The Nominating Committee shall confirm each nominee's eligibility pursuant to Section 6.2. Nominations by the Nominating Committee shall be published in writing and distributed to members in good standing, by electronic transmission or mail, at least thirty (30) days prior to the annual meeting.

11.2 Nomination of Officers: Nominations for each officer position, complying with Section 9.2B, shall be published by the Nominating Committee in writing and shall be distributed to members in good standing, by electronic transmission or mail, at least thirty (30) days prior to the annual meeting.

11.3 Election of Directors-at-large: In any election in which there is more than one open seat, members in good standing shall be entitled to cast as many ballots as there are open seats, and cumulative voting shall not be permitted. If there are more nominees than open seats, the candidates receiving the largest number of votes shall be elected, and if there is a tie vote, the tie shall be broken by a subsequent vote among only the candidates receiving the same number of votes in the first election.

11.4 Election of Officers: The candidates for office receiving a simple majority vote of the members in good standing present and voting shall be elected. If no candidate for an office obtains a simple majority, a run-off election shall be conducted between the two candidates receiving the highest number of votes.

11.5 Procedures for all Elections: At all elections, proxy votes will be accepted in writing from members entitled to vote but unable to be present. Proxies must be submitted in writing to the Nominating Committee and will be accepted up to three business days before the annual meeting to be counted with other votes cast at the annual meeting. The procedure for casting the votes (e.g., voice, show of hands, secret ballots) shall be established by the Executive Committee at the annual meeting.

**ARTICLE XII**  
**LIMITATION OF DIRECTORS' LIABILITY AND**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS**

12.1 Limitation of Directors' Liability : No Director of PCM shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (A) the Director has breached or failed to perform the duties of his or her office under Subchapter B of the Pennsylvania Nonprofit Corporation Law of 1988 (relating to standard of care and justifiable reliance), and (B) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

12.2 Indemnification and Insurance.

A. Indemnification of Directors and Officers.

1. Each Indemnitee (as defined below) shall be indemnified and held harmless by PCM for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.
2. The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by PCM in advance of the final disposition of the Proceeding to the fullest extent provided by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to PCM of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.
3. Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

4. For purposes of this Article, (a) "Indemnitee" shall mean each Director or officer of PCM who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or officer of PCM or is or was serving at the request or for the benefit of PCM as a Director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (b) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of PCM), whether civil, criminal, administrative or investigative.
  - B. Indemnification of Employees and Other Persons. PCM may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of PCM has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, PCM shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
  - C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of PCM's Articles of Incorporation or these bylaws, agreement, vote of Directors, or otherwise.
  - D. Insurance. PCM may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not PCM would have the power to indemnify such person under Pennsylvania or other law. PCM may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.
- 12.3. Amendment. The provisions of this Article relating to the limitation of Directors' liability, to indemnification and to the advancement of expenses shall constitute a contract between PCM and each of its Directors and officers which may be modified as to any Director or officer only with that person's consent or as specifically provided in this Section. Notwithstanding any other provision of these bylaws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or officer shall apply to such Director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of PCM, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these bylaws, no repeal or amendment of these bylaws shall affect any or all of this Article so as either to reduce the limitation of Directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of Directors of PCM then serving, provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.
- 12.4. Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses which PCM may provide, the rights to limited liability, to indemnification and to the

advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits PCM, without the requirement of any further action by Directors, to limit further the liability of Directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than PCM was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

### **ARTICLE XIII MODIFICATION OF BYLAWS**

- 13.1 Any member in good standing may, at any Board of Directors or annual meeting, propose a bylaw change.
- 13.2 The proposed bylaw change must be seconded by another member in good standing.
- 13.3 The question of change is then referred to the Board of Directors and subsequently to an ad hoc organizational committee for review.
- 13.4 The ad hoc organizational committee will review the proposed changes and advise the Board of Directors.
- 13.5 The Board of Directors will review the proposed change(s) and approve a final version which shall be published in writing and distributed to the members in good standing at least 30 days prior to the next annual meeting.
- 13.6 Quorum: Ten percent of the members in good standing shall constitute a quorum for the modification of bylaws.
- 13.7 At the annual or special meeting, at which a quorum is present, a simple majority is required to modify the bylaws. For all bylaw modifications, proxy votes will be accepted in writing from members entitled to vote but unable to be present at the annual meeting. Proxies must be submitted in writing to the ad hoc organizational committee and will be accepted up to three business days before the annual meeting, to be counted with other votes cast at the annual meeting.

### **ARTICLE XIV DISSOLUTION**

- 14.1 Upon dissolution of PCM pursuant to the provisions of the Nonprofit Corporation Law of 1972, as amended, the payment of all its debts and the winding up of its affairs, any remaining assets shall be distributed, in equal shares, to all of its nonprofit organizational members that are organized for charitable, religious, scientific, testing for public safety, literary or educational purposes and that qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as they now exist or as they may be hereafter amended.