

**MEDIATORS OF SOUTHERN NEVADA, INC.  
BY-LAWS**

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**MEDIATORS OF SOUTHERN NEVADA, INC.  
BY-LAWS**

**ARTICLE 1  
NAME AND HEADQUARTERS**

**1.01 Name**

The name of this organization shall be Mediators of Southern Nevada, Inc. and hereinafter referred to as MSN.

**1.02 Headquarters**

MSN shall be headquartered in Clark County, Nevada.

**ARTICLE 2  
STATUS AND OBJECTIVES**

**2.01 Status**

MSN is organized as a non profit corporation.

**2.02 Objectives**

- A. To increase through public education the understanding and acceptability of alternate dispute resolution (ADR) processes, especially mediation.
- B. To increase the understanding of the role of the neutral in ADR processes.
- C. To encourage neutrals in their pursuit of professional and educational goals, and in their adherence to high ethical standards.
- D. To sponsor, to receive and to award grants for the research, education, promotion and application of alternate dispute resolution processes.

**ARTICLE 3  
MEMBERS**

**3.01 Classifications**

- A. Practitioner: Requires at least sixty (60) hours of mediation training approved by the Association for Conflict Resolution\* (ACR), the Association of Family and

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**\*NOTE:** Section 3.01A. – The Association for Conflict Resolution (ACR) is a result of three (3) merged organizations: Academy of Family Mediators (AFM) Conflict Resolution Education Network, (CREnet) and Society for Professionals in Dispute Resolution (SPIDR), January 2001.

Conciliation Courts (AFCC), or other comparable organizations, Practitioner must have mediated at least fifteen (15) mediations (solo/co-mediated); and if a private mediator, possession of a business license allowing the practice of mediation; mediator liability insurance, and the completion of ten (10) hours of continuing education units/credits (CEU) every two (2) years (at least five (5) can be through MSN CEU trainings and five (5) through other organizations.)

- B. Associate: Requires at least forty (40) hours of mediation training approved by ACR, AFCC, or other comparable organizations, and completion of ten (10) hours of continuing education units/credits (CEU) every two (2) years (at least five (5) can be through MSN CEU trainings and five (5) through other organizations.) After completing a forty (40) hour approved training, Associate members may apply their CEUS toward the remaining sixty (60) hours of approved training needed to become a Practitioner Member.
- C. General: (e.g. Individual or organization) May be either an individual or organization who demonstrate an interest in and support of ADR processes.
- D. Honorary: This membership is conferred by resolution of the Board of Directors, for a term of one (1) year or as determined by the Board of Directors, to those who have made a significant contribution to ADR. Honorary members have no voting rights.
- E. Voting Rights: Practitioner, associate and general-individual members and a representative of the general-organizational classification have voting rights with each person having one vote.

### **3.02 Application for Membership**

- A. All applicants for membership or renewal shall agree to abide by the organization's purposes and by-laws.
- B. All persons/organizations interested in membership shall apply in writing.
- C. Applications for membership or renewal shall be submitted to the Chair of the Membership committee, who shall report them, with all the appropriate documentation, at the next regular meeting of the Board of Directors.
- D. Voting on the admission shall take place at that meeting. A majority vote of the Board shall elect to membership or agree to renewal.

**3.03 Dues**

- A. Annual Dues for Practitioner members, Associate members and General members shall be established by the Board of Directors.
- B. No dues shall be required of Honorary Members.

**3.04 Statement on Ethics** Members agree to abide by the standards of conduct as prescribed by the Association for Conflict Resolution.

**3.05 Non-discrimination** No person shall be denied membership in MSN on the basis of race, sex, age, handicap, religion, ethnic origin or sexual orientation.

**ARTICLE 4  
MEETINGS**

**4.01 Membership Meetings**

All meetings in addition to the annual meeting shall be at the discretion of the Board of Directors. Notification of meetings shall be in writing and may be transmitted by regular mail services, facsimile, or electronically.

**4.02 Annual Meeting**

The annual meeting shall be held each year in September for the purpose of electing the officers of this organization and for the transaction of such business as shall come before the meeting. Notice of such meeting to include time, date, and place shall be given at least ten (10) days before the meeting.

**4.03 Special Meetings**

A special meeting of the membership may be called by the President, by the written request of three (3) Board members, or by the written request of eight (8) members from the voting classifications. The agenda shall be limited to a specific issue(s). Each member shall be notified in writing or electronically five (5) days before the meeting shall be held. This notification shall include the purpose, time and place of the meeting.

**4.04 Quorum**

For the purpose of membership and special meetings, a quorum shall be no less than 15% of the members with voting rights.

**ARTICLE V: BOARD OF DIRECTORS**

**5.01 Scope**

The property, business and activities of the corporation organization shall be managed by the Board of Directors.

## 5.02 Elections

- A. When elections are held, they shall be held at the annual membership meeting.
- B. Elected directors shall hold office until the next election, death, resignation or removal.
- C. The Board of Directors (BOD) shall be composed of the elected officers and directors.
- D. An officer or director may be from any membership class. A general-organization member may designate a representative who may serve as a director.
- E. The number of persons serving on the Board of Directors shall be not less than five (5) or more than nine (9). The number of members of the Board may be increased by two (2) at the discretion of the Board when the membership of the organization exceeds fifty (50) members in good standing and every incremental gain of fifty (50) thereafter.
- F. Resignation by any officer or director shall be in writing. The resignation by the President shall be in writing and given to the Secretary of the organization. Any resignation becomes effective immediately upon receipt.
- G. Vacancies. A vacancy on the Board of Directors shall be filled upon recommendation of the President and approval by a majority of the Board of Directors. A vacancy in the office of President shall be filled by the Vice President.
- H. Removal.
  - (1) If a member of the Board of Directors should be unable or unwilling to carry out the responsibilities of office, upon request of the President, and with a majority vote of the Board of Directors, then such Director shall submit to the President his or her resignation from the Board.
  - (2) Any director who is absent from four (4) board meetings in a calendar year without reason shall be deemed to have resigned from the board. The director will be notified in writing and may petition for reinstatement.
  - (3) A member of the Board may be removed from office for just cause by a two-thirds (2/3) vote of the Board of Directors, after a fair hearing.

- I. Quorum. Thirty (30) percent of the Board of Directors shall be required to constitute a quorum for the transaction of business at a Board meeting. In the absence of a quorum, no business may be conducted but reports may be given and discussions held. Action items shall be postponed until the next fully constituted meeting.
- J. The President shall only vote on matters before the Board in case of a tie vote.

### **5.03 Officers and Duties**

- A. The officers of the organization shall include President, Vice-President, Secretary and Treasurer, and such other officer positions created by the Board of Directors.
- B. The President shall be the Chief Executive Officer of the organization and shall have general active management of the business of the organization; shall, when present, preside at all meetings of the Board of Directors and membership; shall see that all Orders and Resolutions of the Board of Directors are carried into effect; shall prepare the agenda for all meetings; shall carry out the duties of the office; including the appointment of committees and temporary chairpersons (with the committees having the option of electing permanent chairpersons) and serving as ex-officio of all committees; shall prepare an annual report to be presented at the annual meeting. The President shall keep the Vice-President advised of all activities to facilitate an informed continuity of administration.
- C. The Vice-President shall perform the duties of the President in his or her absence and such other duties as may be designated by the President or the Board of Directors.
- D. The Secretary shall keep all minutes of the Board of Directors and membership meetings, correspondence, records, books, and documents other than those kept by the Treasurer. The Secretary shall give notice of meetings of the Board of Directors and membership. The secretary shall perform such other duties that the Board of directors or the President may determine from time to time, and, in general shall perform all duties usually incident to the office of Secretary.
- E. The Treasurer shall keep accurate accounts of all moneys of the organization received or disbursed, shall deposit all moneys, drafts, and checks in the name of, and to the credit of, this organization in such banks and depositories as a majority of the Board of Directors shall from time to time designate; shall have power to endorse for deposit all notes, checks and drafts received by this organization; shall disburse

the funds of this organization as ordered by the Board of Directors, making proper vouchers; shall render to the President and the Directors whenever required, an account of all his or her transactions as Treasurer and of the financial condition of this organization; shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President; and in general, shall perform all duties to the office of Treasurer.

- F. At each meeting of the membership and of the Board of Directors, the President or, in his or her absence, the Vice-President shall preside. If the Vice-President is unable to conduct the meeting, the President shall appoint another Board member to do so.
- G. Officers shall be elected for a term of two (2) years. Officers shall be elected at the annual meeting held in the even numbered years. Officers may serve two (2) consecutive terms in any office.

## **ARTICLE 6 COMMITTEES**

### **6.01 Standing Committees**

Standing committees may include Membership, By-laws, Public Relations, Finance, Legislative, Fund Raising, Training and Newsletter. Committee members shall be appointed by the President. Committee members need not be on the Board of Directors.

### **6.02 Special Committees**

Special committees may be appointed by the President or Board of Directors as deemed necessary.

### **6.03 Ex-Officio**

The President shall serve as Ex Officio member of all committees except the Nominating Committee.

## **ARTICLE 7 NOMINATIONS AND ELECTIONS**

### **7.01 The Nominating Committee**

A Nominating Committee shall consist of three (3) members, and shall be appointed by the President. The Nominating Committee shall be responsible for the election and serve as the Election Committee.

**7.02 Nominations**

The Nominating Committee shall present a minimum of one (1) nominee for each office to be filled. Additional nominations may be made from the floor at the annual meeting,

**7.03 Election**

The nominating Committee shall present a slate of candidates at the annual meeting to the members in good standing with the voting procedure to be established by the Board of Directors.

**ARTICLE 8  
FINANCES AND ACCOUNTING**

**8.01 Fiscal Year** The fiscal year shall be from January 1 to December 31.

**8.02 Auditor**

An auditor shall be selected by the Board of Directors after receiving and reviewing the bids for service based on a Request For Proposal defined by the Board of Directors. An audit may be conducted annually to satisfy the IRS requirements to maintain the 501 (C) (3) status. An audit shall be completed at the direction of the Board of Directors.

**8.03 Reimbursements**

The Board of Directors shall determine which expenses of the organization shall be reimbursed.

**8.04 Financing the Organization Activities**

Organization expenses may be defrayed by assessment of organization members through membership dues; however, other funds may be received other than by assessments.

**ARTICLE 9  
PARLIAMENTARY AUTHORITY**

**9.01 Rules of Order**

Roberts Rules of Order shall govern the organization in all cases where they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

**ARTICLE 10**

## **AMENDMENTS**

### **10.01 Amendment Process**

The membership may amend the Organizations' By-laws at the annual meeting or at a special meeting called by the Board of Directors.

### **10.02 Amendment Requirements**

These By-laws may be amended or repealed or new By-laws may be adopted by:

- ◆ A two-thirds (2/3) vote of approval by the Board of Directors and;
- ◆ A two-thirds (2/3) vote of the members present and in good standing of the organization at any regular or special meeting; and
- ◆ Provided any changes, substitutions, deletions, or additions are submitted in writing to each member at least ten (10) days prior to the date of the meeting.

## **ARTICLE 11**

### **PROPERTY RIGHTS AND DISSOLUTION**

### **11.01 Property Rights**

No member shall have any right, title, or interest in or to any property of this *organization*.

### **11.02 Dissolution**

Upon dissolution, any assets shall be transferred to a 501(C)(3) corporation as designated by a majority vote of the Board of Directors.

### **11.03 Organization Name and /or Logo.**

Use of the organization name or logo shall be approved by the Board of Directors.

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Amended