

**AMENDED AND RESTATED BYLAWS OF MEDIATION COUNCIL OF WESTERN  
PENNSYLVANIA,  
A PENNSYLVANIA NONPROFIT CORPORATION  
ADOPTED SEPTEMBER 20, 2010,  
as subsequently amended**

**ARTICLE I  
INTRODUCTORY**

- 1.1 The name of the organization is Mediation Council of Western Pennsylvania, hereinafter referred to as either MCWP or the Council.
- 1.2 The registered office of the corporation shall be at 1112 South Braddock Avenue, Pittsburgh, PA 15218 or at such other place as the Board of Directors may designate from time to time.
- 1.3 This Corporation is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time ("NPCL").
- 1.4 The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Incorporated Pennsylvania 1982".

**ARTICLE II  
PURPOSES**

- 2.1 The Mediation Council of Western Pennsylvania is organized for the following purposes:
  - A. To promote the use and practice of mediation as an effective process for resolving conflict and disputes and managing change;
  - B. To support the professional development of mediators;
  - C. To engage in educational and civic activities in this community which further the interests of this Council and its membership; and
  - D. Maintenance of Non-Profit Status. The Council is organized and shall be operated for the purposes set forth above and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III  
MEMBERSHP**

- 3.1 Classes of membership : MCWP shall have the following classes of membership:
  - A. Individual: Open to any individual actively involved in mediation or other forms of collaborative dispute resolution, such as mediators, researchers, educators, program staff, etc. Individual memberships include voting rights and all benefits of membership.
  - B. Organizational: Open to any organization actively involved in mediation or other forms of collaborative dispute resolution, such as community mediation centers, educational institutions, court-sponsored dispute resolution programs, neighborhood justice centers,

government or nonprofit agencies, etc. Organizational members may designate one representative to exercise voting rights and receive member discount at MCWP-sponsored trainings and activities.

- C. Student: Open to any full-time student interested in dispute resolution and mediation. Student memberships do not include voting rights.
  - D. The Board of Directors may establish additional non-voting classes of membership as necessary.
- 3.2 Member in Good Standing: A member in good standing is any individual, organizational, or student member who is current on membership dues. Dues shall be paid by January 31 of each calendar year.
- 3.3 Membership Dues: The Board of Directors may determine from time to time the amount of annual dues payable by members of each class.
- 3.4 Membership Year: The membership year runs from January 1 through December 31 of each calendar year.
- 3.5 Voting: Each individual and organizational member in good standing shall be entitled to 1 (one) vote and to participate in the activities of the Council, including meetings of the Board of Directors and Committees.

#### ARTICLE IV MEETINGS OF MEMBERS

- 4.1 Annual Meeting: There shall be a minimum of one annual meeting of the members of MCWP for the election of Directors and for the transaction of such other business that may properly come before MCWP members. The annual meeting shall be held each year during the month of May. If an annual meeting has not been called and held for any reason, such a meeting may be held at any time thereafter as a special meeting held for that purpose. The quorum for the annual meeting shall be 10% of the members eligible to vote.\*
- 4.2 Special Meetings: Special meetings may be called by the President, Vice President, Secretary, Treasurer or a majority of the members of the Board of Directors or by MCWP members entitled to cast at least 10% of the votes which all members are entitled to cast.
- 4.3 Place and Notice of Meeting: Annual or special meetings of MCWP shall be at such time and place as provided in the notice of meeting. Notice stating the place, day, hour and purpose of any meeting of members shall be given by or on behalf of the Secretary (or by officers or persons calling the meeting) to each member of record in good standing. Such notice shall state whether members may participate by telephone and shall be given by postal mail, electronic mail, fax or hand delivery at least 10 days before the date of such meeting.
- 4.4 Participation by Telephone. If so provided in the notice to be given pursuant to Section 4.3, one or more MCWP members may participate in any annual or special meeting of MCWP members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a member will be considered to be attendance in person for all purposes under these Bylaws.
- 4.5 Roberts Rules of Order as last revised shall govern the proceedings of all meetings of the Council.

\*This sentence amended by vote of the Membership December 8, 2010

ARTICLE V  
**OFFICERS AND BOARD OF DIRECTORS**

- 5.1 Board of Directors: The Board of Directors shall consist of a minimum of 15 and a maximum of 25 directors, including officers.
- A. Election & Term of Office for Directors: Directors (other than the immediate Past President) shall be elected for a term of two-years each at the Annual Meeting, with one half of the directors being elected in odd-numbered years, and the remaining directors being elected in even-numbered years.
- B. The Immediate Past President is an ex officio and voting member of the Board of Directors.
- C. All members of the Board of Directors, including officers, shall be MCWP members in good standing as defined in Article III, section 3.2.
- D. Officers: The officers of the Board of Directors are the President, Vice President, Secretary, and Treasurer.
- E. Election & Term of Office for Officers: Officers shall be elected every two years by the Board of Directors in January of odd-numbered years, and shall hold office for a term of two years or until a successor shall be duly elected.
- F. No more than two successive terms of office shall be permitted for President.
- 5.2 Resignation: Any director or officer may resign at any time, 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.
- 5.3 Vacancy: Any vacancy on the Board of Directors or Officers 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 the predecessor in office.
- 5.4 Quorum: One third (33%) of the members of the whole Board shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting, at which there is a quorum, shall be the act of the Board, unless otherwise required by the bylaws
- 5.5 Regular Board of Directors Meetings: In addition to the annual meeting, regular meetings of the Board of Directors shall be held 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 either by the President, the Vice President or the Executive Committee.
- 5.6 Removal of Officers and Directors: Any officer or director may be removed by a two-thirds vote of the Board of Directors whenever, in the judgment of the Board, the interests of the Council will be served thereby. Any officer or director who ceases to be a member in good standing of the MCWP or who fails to attend three consecutive regular Board meetings without good cause will be subject to removal by the vote of a majority of Directors present at a meeting at which there is a quorum.
- 5.7 Meetings by Telephone: Unless technologically infeasible, one or more Directors may participate in any special (but not regular) meeting of the Board of Directors or of a committee of

the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws.

- 5.8 Unanimous Consent: Any action required or permitted to be taken by the Board of Directors or a committee of the Board of Directors may be taken without a meeting, if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the Secretary of the Council along with the minutes of the proceedings of the Board or of such committee.

#### ARTICLE VI DUTIES OF THE BOARD OF DIRECTORS

- 6.1 The duties of the Board of Directors, which governs the operation of MCWP, shall be to:
- A. Establish policies as necessary to carry out the purposes of MCWP as listed in Article II of these by-laws.
  - B. Keep a complete record of all of MCWP's acts and financial transactions and present a statement thereof to the members at the annual meeting of the members.
  - C. Coordinate and oversee MCWP activities and committee functions.
  - D. Take whatever action is necessary to manage the affairs of the Council.
  - E. Promote and support the activities of the Council.
- 6.2 The Board of Directors shall have the power to make and alter any bylaw or bylaws, including a fixing or altering of the number of Directors, provided that the Board shall not make or alter any bylaws fixing the qualifications, classifications or term of office of any member or members of the then-existing Board.
- 6.3 The Board of Directors may set by resolution (but not more often than once every two years) limits on the number of consecutive terms Board members elected thereafter may serve.

#### ARTICLE VII POWERS AND DUTIES OF OFFICERS

- 7.1 President: It shall be the duty of the President to:
- A. Preside at all Board meetings in keeping with the spirit of mediation.
  - B. Notify the Vice President, in case of inability to perform the duties of the President.
  - C. Chair the Executive Committee.
  - D. Represent MCWP at meetings and other functions where a presence is requested or required.
  - E. Consult with the Executive Committee concerning, and prepare the meeting agenda.
  - F. Appoint Chairs of committees.
  - G. Sign, with the Secretary or other officer authorized by the Board, any legal documents the Board has authorized to be executed.
  - H. Sign, with the Treasurer, checks for expenses authorized by the Board or the Executive Committee.
- 7.2 Vice President: It shall be the duty of the Vice President to:
- A. Assist the President in the coordination of general MCWP activities.
  - B. Serve in the absence of the President.

- C. Oversee the activities of committees as requested by the President.
- D. Sign, with the Treasurer, checks for expenses authorized by the Board or the Executive Committee.\*\*

\*\*This subsection added by resolution of the Board of Directors, September 19, 2011.

7.3 Secretary: It shall be the duty of the Secretary to:

- A. Take (or cause to be taken) minutes (deliberations and decisions) at Board of Directors meetings, prepare and distribute (or cause to be distributed) minutes to the Board members, and maintain a minute book.
- B. Maintain or cause to be maintained a Board of Directors mailing list and contact information.
- C. Prepare an annual report of Board decisions for distribution at the annual meeting.
- D. Maintain (or cause to be maintained) the business records of the MCWP
- E. Sign, with the Treasurer, checks for expenses authorized by the Board or the Executive Committee.\*\*

7.4 Treasurer: It shall be the duty of the Treasurer to:

- A. Deposit funds and maintain all financial records.
- B. Prepare and file or cause to be prepared and filed appropriate records and tax returns .
- C. Submit annually to the Board of Directors a statement containing those details required to be included under the provisions of the NPCL, as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these bylaws.
- D. Sign, with the President, checks for expenses authorized by the Board or the Executive Committee.

#### ARTICLE VIII COMMITTEES

8. 1 The Board shall have the following standing committees: the Executive Committee and the Nominating Committee. There shall be such other standing committees and ad hoc committees as the Board or the President, as provided in Sections 8.3 and 8.4, may deem advisable in the administration and conduct of affairs of the Council. Committees are responsible for reporting on and making decisions about specific topics of interest.

- A. Executive Committee: The Executive Committee is composed of MCWP's President, Vice President, Secretary, and Treasurer, and such additional Directors as may be designated by the Board.
  - 1. Responsibilities:
    - a. Provide general coordination and oversight of MCWP in accordance with policies established by the Board.
    - b. The Executive Committee shall have and may exercise, between meetings of the Board of Directors, all of the powers of the Board of Directors, except that the Executive Committee shall not have the power to: amend or repeal these Bylaws; adopt new Bylaws; fill vacancies in, change the number of, or remove members of the Board of Directors; or amend or repeal any resolution of the Board of Directors which by its terms is not amendable or repealable or take any other action not permitted by the NPCL.
  - 2. Meetings:
    - a. The Executive Committee shall meet during the months when the Board does not meet (unless the Board or the Executive Committee votes to cancel a meeting or meetings) and shall also meet on the call of the President of the Council at such times and places as shall be designated by him or her. The

Executive Committee shall submit a written report to the Board before its next regularly scheduled meeting. The Executive Committee may confer prior to each Board of Directors meeting and annual meeting. Any action of the Executive Committee shall be ratified (or may be rescinded) by the Board of Directors at its meeting next following the action.

\*\*This subsection added by resolution of the Board of Directors, September 19, 2011

b. Special meetings may be called by any officer as the need arises.

B. Nominating Committee: The Nominating Committee shall be chaired by any member of the Board of Directors (other than the President) who is appointed by the President and shall be composed of a minimum of five persons, at least two of whom shall not be members of the Board of Directors.

1. Directors: The Chair of the Nominating Committee shall notify (or cause notice to be given to) the members at least 45 days in advance of the Annual Meeting of the following: (a) the Directors whose terms are expiring, and whether those Directors are eligible for re-election; (b) the number of vacancies available on the Board of Directors; and (c) how members may nominate themselves or others for a seat on the Board. The Chair of the Nominating Committee shall convene a meeting of the Nominating Committee promptly thereafter, and shall report the recommendations of the Nominating Committee to the Board not less than 14 days in advance of the Annual Meeting and to the members not less than 10 days in advance of the Annual Meeting.

2. Officers: At the November meeting of the Board in even years, the Chair of the Nominating Committee shall report to the Board which officers' terms are expiring and whether such officers or any of them are eligible for reelection. The Chair of the Nominating Committee shall convene a meeting of the Nominating Committee promptly thereafter, and shall report the recommendations of the Nominating Committee to the Board not less than 14 days in advance of the meeting of the Board of Directors the following January.

8.2 Committee Chairs are appointed by the President and shall be members in good standing.

8.3 Ad hoc Committees may be created by the President or the Board as needed.

8.4 Additional Standing Committees may be created by the Board.

#### ARTICLE IX NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

9.1 Nomination and Election of Officers and Directors:

- A. Nominations for the Board of Directors may be submitted in writing to the Chair of the Nominating Committee at least 14 days prior to the annual meeting, or from the floor during the annual meeting for the Board of Directors elections.
- B. Nominations for the Officers may be submitted in writing to the Chair of the Nominating Committee at least 14 days prior to the January meeting, or from the floor during the January Board of Directors meeting for elections of officers.
- C. MCWP members in good standing shall be given notice by postal mail, electronic mail, fax or hand delivery at least 10 days prior to the Annual Meeting in accordance with Sections 4.3 and 8.1B(1), which notice shall also include a ballot and a proxy, together

with instruction as to how they may be submitted. The candidates receiving a simple majority vote of the members in good standing present and voting shall be elected. If no candidates obtain a simple majority, run-off election(s) shall be conducted between the two candidates receiving the highest number of votes.

- D. 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 Chair of the Nominating Committee and will be accepted up to one business day before the annual meeting to be counted with other votes cast at the annual meeting.

9.2 Election Procedures: The procedure for casting votes shall be by secret ballot.

#### ARTICLE X MODIFICATION OF BYLAWS

- 10.1 Any member in good standing may, at any Board of Directors or annual meeting, propose a bylaw change or changes.
- 10.2 Such proposal must be seconded by another member in good standing. The President will note the proposal for a bylaw change. The proposed change(s) shall then be referred to the Board of Directors for appointment of an ad hoc committee for review.
- 10.3 The ad hoc committee will review the proposed changes and recommend a final version. This recommended version, along with a written notice of intent to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be sent to all Directors at least 10 days before any regular or special meeting at which the recommended final version is to be voted on. Transmission of the draft and notice can be by postal mail, electronic mail, fax, or hand delivery.
- 10.4 The bylaws may be altered, amended or repealed, or new bylaws adopted by a two thirds vote of Directors present at any regular meeting or at any special meeting at which a quorum is present.

#### ARTICLE XI FISCAL YEAR

- 11.1 The fiscal year of the Council shall begin on the first day of January and shall end on the last day of December of each year.

#### ARTICLE XII BOOKS AND RECORDS

- 12.1 The Council shall keep correct and complete books and records of account and shall also keep minutes of its proceedings. The Council shall keep a record of the names and addresses of members entitled to vote. All books and records of the Council may be inspected by any member or his or her agent or attorney upon 14 days advance notice for any proper purpose at a reasonable time.

#### ARTICLE XIII INDEMNIFICATION

- 13.1. Personal Liability of Directors.
  - A. Limitation of Liability. To the fullest extent permitted by Pennsylvania law, a Director of the Council shall not be personally liable to the Council or others for any action taken or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office and, the breach or failure to perform constitutes self-dealing,

willful misconduct or recklessness. The provisions of this Section 13.1 A shall not apply with respect to the responsibility or liability of a Director under any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

- B Nature and Extent of Rights. The provisions of this Article XIII shall be deemed to be a contract with each Director of the Council who serves as such at any time while this Article is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any Bylaw or provision of the Articles of the Council which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

13.2. Indemnification.

A Right to Indemnification.

1. As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Council) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or officer of the Council.
2. Unless in a particular case indemnification would jeopardize the Council's tax exempt status under Section 501(a) of the Code or result in the Council's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Director and officer of the Council shall be entitled as of right to be indemnified by the Council against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.
3. As used in this Section, "indemnitee" shall include each Director and each officer of the Council; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Council has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Council (or its insurer), or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

- B Right to Advancement of Expenses. Unless in a particular case advancement of expenses would jeopardize the Council's tax exempt status under Section 501(a) of the Code or result in the Council's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

- C Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Council at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in

reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article or adoption of any by-law or provision of the Articles of the Council which limits in any way the right to indemnification or the right to advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, by-law or other provisions.

- D Insurance and Funding. The Council may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Council would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article.