

ACADEMY OF COURT-APPOINTED NEUTRALS BYLAWS

July 2022

STATEMENT OF PURPOSE

The general purpose of the Academy of Court-Appointed Neutrals (ACAN) shall be to foster and promote charitable, scientific, literary or educational aims as those terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the corresponding provisions of any subsequent Federal tax laws (Code). Specifically, ACAN seeks to: (1) promote and educate lawyers, parties, judges, court administrators, government officials, and others regarding the use of Court-Appointed Neutrals, (2) aid in the prompt, efficient, affordable, and just resolution of disputes, (3) improve and advance the skills and knowledge of Court-Appointed Neutrals, (4) foster and disseminate research and publications of practical value to the legal and public communities, and (5) improve our system of justice, and (6) carry out other purposes consistent with its Mission and Articles of Incorporation (Articles). ACAN shall not participate in or intervene in a political campaign on behalf of or in opposition to a candidate for public office and no substantial part of its activities shall involve attempts to influence legislation. Further, no part of the earnings of the Corporation, or any other pecuniary gain or profit, shall inure to the benefit of, or be distributable to, any of its Officers, Directors, or Membership, although ACAN is authorized and empowered to pay reasonable compensation for services rendered. Finally, ACAN shall conform to all purposes and restrictions set forth in its Articles.

ARTICLE I

OFFICES

1.1 Registered Office. The ACAN Board of Directors (Board) shall determine the registered office of the Corporation and properly and timely notify appropriate government agencies as required by law. The current registered office is at 1400 Village Sq Blvd, Ste 3 #155

Tallahassee, FL 32312.

1.2 Offices. The Corporation may have other offices located elsewhere.

ARTICLE 2

MEMBERSHIP

2.1 Initial Membership. ACAN initially consisted of four (4) persons who are named in the Articles.

2.2 Qualifications, Conditions, Rights, and Privileges of Membership. The Board is empowered to determine the qualifications, types, levels, voting rights (if any), and other rights and privileges of Membership, and may change any of these terms from time to time.

2.3 Regular Meetings. Regular meetings of the Membership shall be held at a place designated by the Board. Regular meetings may be held annually or on a less or more frequent basis as determined by the Board. At each regular meeting, the Officers or Board individuals shall

present to the Membership a report on the activities and financial condition of ACAN. The Membership may transact any business which properly comes before them.

2.4 Special Meeting. Special meetings of the Membership may be called for a limited purpose by the President, by the Vice-President in the absence of the President, or by the Board and shall provide notice of the specific limited purpose to the Membership.

2.5 Quorum. Business may be transacted at any duly held meeting of the Membership at which a quorum of the Membership is present. A majority of the Membership who are present at the meeting and who are entitled to vote constitutes a quorum for the transaction of business. Business may continue to be transacted until adjournment, even though individuals withdraw leaving less than a quorum. If a quorum is not present at any meeting, the Board has the power to adjourn the meeting until the requisite Membership number is present by providing to the Membership the date, time, and place of a reconvened meeting. Any business that might have been transacted at the adjourned meeting may be transacted at the reconvened meeting.

2.6 Voting. At each meeting of the Membership, every individual who is entitled to vote may do so in person or by written proxy. Each individual has one (1) vote. All elections and questions shall be decided by a majority vote of the Membership in attendance at the meeting and entitled to vote except as otherwise required by law, the Articles, or these Bylaws.

2.7 Notice of Meeting. Notice of regular or special meetings of the Membership shall be given by an Officer or Agent of ACAN to the Membership by postal mail or email or other reliable delivery process to an address currently listed in the ACAN records. Notice must be given at least at least one hundred and twenty (120) hours and no more than sixty (60) days prior to the meeting. The notice must contain the date, time, and place of the meeting, and in the case of a special meeting, must also contain a statement of the limited purpose of the meeting.

2.8 Waiver. Attendance or participation by an individual at a Membership meeting constitutes a waiver of notice of the meeting, unless that person objects at the beginning of the meeting to the transaction of business because the meeting allegedly is not lawfully called or convened and the person does not participate subsequently in the meeting.

2.9 Proxies. At all meetings of the Membership, a person who is entitled to vote may do so by proxy executed in writing by that individual and submitted to an Officer of ACAN before or at the time of the meeting.

2.10 Presiding Officer. The President of the Corporation shall preside over all meetings of the Membership. In the absence of the President, the Vice-President may preside. In the absence of the Vice-President, the Board may choose any person present to preside over the meeting.

2.11 Written Action by Membership. Any action which may be taken at a meeting of the Membership may be taken without a meeting and notice, if a consent in writing setting forth the action taken is signed by a majority of the Membership who are entitled to attend and vote at a meeting.

2.12 Meeting by Electronic Communications. In any meeting of the Membership, an individual may participate by any means of communication through which other individuals attending the

meeting may simultaneously hear each other during the meeting. A conference among the Membership by any means of communication through which the Membership may simultaneously hear each other during the conference shall constitute a meeting of the Membership if the number of persons participating in the conference and entitled to vote would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the conference as would be required for a meeting of the Membership under these Bylaws.

ARTICLE 3 BOARD MANAGEMENT

3.1 General Powers. The Board shall manage the work, property, finances, affairs, and business of ACAN, and may be assisted by an Executive Director and staff. The Board is empowered to perform all lawful acts and things not required to be done by the Membership consistent with the Bylaw Statement of Purpose. During any time when ACAN has no Membership beyond the Board or Officers, these individuals may manage ACAN.

3.2 Number. The Board shall consist of at least three (3) and no more than twenty-five (25) Directors, the exact number of which shall be established by the Board.

3.3 Qualifications and Terms of Office. Directors shall be individuals selected from the Membership. Directors shall be elected at a regular or special meeting, for a term of years specified by the Board. A Director shall hold office until the term expires or until a successor is elected. An Ex Officio or Emeritus Director may serve for as long as that person holds that position.

3.4 Quorum and Voting. A majority of the Board currently holding office and present or participating at a meeting, but not less than one-third of the directors currently holding office, constitutes a quorum. Unless otherwise specified in these bylaws, the Articles of Incorporation or applicable law, any action of the Board may be approved by the majority of those Board members voting.

3.5 Board Meetings. Meetings of the Board may be held anywhere from time to time. The President or a majority of the Directors may call a meeting of the Board by giving notice of the date, time, place, and purpose(s) of the meeting by postal mail or email or other reliable delivery process to all Directors at least seventy-two (72) hours prior to the meeting. If the date, time, and place of a Board meeting has been announced at a previous Board meeting, no additional notice of such a meeting is required unless absent Directors do not receive the announcement. Attendance or participation by a Director at a Board meeting constitutes a waiver of notice of the meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting allegedly is not lawfully called or convened and the Director does not participate subsequently in the meeting.

3.6 Board Meeting by Electronic Communications. In any Board meeting, a Director may participate by any means of communication through which other Directors attending the meeting may simultaneously hear each other during the meeting. A conference among Directors by any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a meeting of the Board if the number of Directors participating

in the conference would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the conference as would be required for a Board meeting under these Bylaws.

3.7 Committee. By a vote of a majority of Directors at a meeting, the Board may establish a committee or committees having the authority of the Board regarding the management of the business of ACAN. A committee shall consist of one or more persons, who need not be Directors, that have been appointed by the Board or the President. The chairperson of the committee must be a Director. A majority of the of the committee present at any meeting is a quorum for the transaction of business. Committees shall keep a record of their deliberations and shall report regularly to the Board, which records and reports shall be available to all Directors. Committee meetings shall be called, notices of meetings shall be given, and committee actions shall be taken in the same way as Board meetings.

3.8 Removal of Directors. Any elected Director may be removed with or without cause at a Board meeting by a two-thirds vote of all Directors, exclusive of the Director whose removal is proposed. The agenda for the meeting shall list the name of the Director sought to be removed.

3.9 Vacancies. The Board may fill a vacancy by selecting a Director from the Membership who shall serve until a successor is elected.

3.10 Written Action by the Directors. Any action which may be taken at a meeting of the Board may be taken without a meeting and notice if a written consent setting forth the action taken is signed by two-thirds of the Directors.

3.11. Ex Officio and Emeritus Directors. The Board may designate individuals as Ex Officio Directors or may designate former Directors as Emeritus Directors. These persons may attend and participate in Board meetings but do not hold voting privileges.

ARTICLE 4 OFFICERS

4.1 Officers. The Board may from time to time elect a President, a Vice-President who serves as President-Elect, and a Treasurer, and may elect a Secretary and other Officers as it deems necessary. The Officers shall exercise the powers and perform the duties consistent with their responsibilities and duties and as prescribed by law, the Articles, these Bylaws, or as determined by the Board. The Board may also retain an Executive Director to serve as a non-voting Officer and to perform functions as the Board may determine.

4.2 Term of Office. The Officers shall hold office until successors are elected. An elected Officer may be removed with or without cause at a meeting by a two-thirds vote of all Directors constituting the Board, exclusive of the Officer whose removal is proposed. The agenda for the meeting shall list the name of the Officer sought to be removed.

4.3 President. The duties of the President include:

- (a) Managing and overseeing the business of ACAN;
- (b) Monitoring the work of other Officers and the Board;

- (c) Supervising the work of the Executive Director and Staff;
- (d) When present, presiding at all meetings of the Board and Membership;
- (e) Determining that all directives, resolutions, and actions of the Board are completed;
- (f) Signing and completing in the name of ACAN any legal or financial documents pertaining to the business of ACAN, except in cases where the law, the Articles, these Bylaws, or the Board allow or require another person to sign and complete; and,
- (g) Performing other duties prescribed by the Board.

4.4 Vice-President. The Vice-President, who also serves as President-Elect, shall assist the President with the duties of the President and may also serve as the Secretary. The VicePresident also has the duties as may be specified in these Bylaws or prescribed by the Board and shall succeed to the President's powers and duties if the President is unable to perform or becomes disabled. The Vice-President as President-Elect shall succeed the President after the term of the President expires unless otherwise determined by the Board.

4.5 Treasurer. The Treasurer shall perform the following duties and any additional duties prescribed by the Board:

- (a) Supervise the keeping of accurate financial records for ACAN;
- (b) Monitor accounts and oversee the endorsement and voucher for all money, checks, financial transactions, and donations involving ACAN in financial institutions designated by the Board;
- (c) Assist the President in disbursing ACAN funds and issuing checks, drafts, and financial documents in the name of the ACAN as determined by the Board; and,
- (d) Render to the Board, annually and when requested by the President or Board, an account of all transactions by the Treasurer and of the financial condition of ACAN.

4.6 Secretary. Any Officer may be designated by the Board to serve as Secretary. The Secretary shall perform the following duties and any additional duties prescribed by the Board: The Secretary shall act as clerk and record and preserve as minutes all Board and Membership meetings and proceedings. The Secretary shall also give proper notice of meetings of the Membership and the Board unless the President has performed these duties.

4.7 Replacement Officer. In the event of the absence or disability of any Officer, the Board shall appoint an individual to serve as that Officer until the original Officer resumes duties or a replacement is elected by the Board.

ARTICLE 5 FINANCIAL MANAGEMENT

5.1 Financial Documents. All checks, drafts, orders for the payment of money, notes, evidence of indebtedness, and other financial documents shall be authorized and signed by the President and Treasurer or other Officer, Officers or contractors as determined by the Board.

5.2 Deposits. All funds of ACAN not otherwise designated shall be deposited to the credit of ACAN in banks, financial institutions, or other depositories as the Board may select.

5.3 Assets Held by ACAN. The President and Treasurer or other Officer or Agent designated by the Board shall have the power and authority on behalf of ACAN to attend to, act on, vote, or exercise all rights and powers of ownership regarding any asset, investment, property, security, or financial interest held by ACAN.

ARTICLE 6 CONFLICTS OF INTEREST

6.1 Conflicts. A Director, Officer, or Membership individual of ACAN shall be considered to have a conflict of interest if:

- (a) this person has any existing or potential material financial interest or other interest that impairs or might reasonably appear to impair such person's independent, unbiased judgment in the discharge of ACAN responsibilities; or
- (b) this person is aware that a family member of or any organization in which that person or family member is an officer, director, employee, member, partner, trustee or controlling stockholder has any such existing or potential financial or other interest.

"Family" includes any spouse, domestic partner, and relatives residing in the same household of the individual.

6.2 Avoidance of Conflict. All Directors, Officers, and Membership individuals shall disclose any possible conflict of interest at the earliest practical time. No such person shall vote on any ACAN matter until the conflict of interest has been resolved. Further, no Director, Officer, or Membership individual may accept any significant gift or compensation from any person or entity that seeks to do business with or competes with ACAN, under circumstances that might reasonably appear to influence or potentially influence the individual in the performance of duties for ACAN.

ARTICLE 7 INDEMNIFICATION

ACAN shall indemnify its Directors, Officers, Executive Director, employees, staff, and agents to the extent permitted by applicable laws.

ARTICLE 8 AMENDMENTS

Except to the extent expressly provided otherwise in the Articles, the ACAN Board is authorized to adopt, amend or repeal these Bylaws from time to time to the extent allowed by the law. Any permitted adoption, amendment or repeal of the Bylaws shall be carried out by a vote of a majority of all of the Directors then serving or, if applicable, a majority of the Membership who are entitled to vote.