

**RESTATED BYLAWS ACADEMY OF COURT-APPOINTED
NEUTRALS**

As approved September 20, 2024

ARTICLE 1 MEMBERSHIP

1.1 This corporation shall have members.

1.2 **Qualifications, Conditions, Rights, and Privileges of Membership.** The Board of Directors (“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. The qualifications to become an ACAN Fellow, Member or Associate shall be those published on ACAN’s website as they may be amended from time to time by the Board.

1.3 **Regular Meetings.** Regular meetings of the Membership shall be held at a place designated by the Board. Regular meetings shall be held at least annually or on a more frequent basis as determined by the Board. The annual meeting shall be held at the annual conference of members that may be remote or in person. The exact time and place will be announced at least six months in advance of each meeting. At each annual 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.

1.4 **Special Meeting.** Special meetings of the Membership may be called for a limited purpose by the President, the President-Elect, the President’s designee, or by the Board. The convenor shall provide notice of the specific limited purpose to the Membership.

1.5 **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.

1.6 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.

1.7 Notice of Meeting. Notice of regular or special meetings of the Membership shall be given by an Officer 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.

1.8 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.

1.9 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.

1.10 Presiding Officer. The President shall preside over all meetings of the Membership. In the absence of the President, the President's designee may preside. If no one has been designated, the President-Elect may preside. In the absence of a designee or the President-Elect, the Board may choose any person present to preside over the meeting.

1.11 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 meeting and entitled to vote would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the meeting as would be required for an in-person meeting of the Membership under these Bylaws.

ARTICLE 2 BOARD MANAGEMENT

2.1 General Powers. The Board shall manage the work, property, finances, charitable 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.

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

2.3 Qualifications and Terms of Office. Except as specified in this paragraph below, the voting Directors of the Board shall have different overlapping, multi-year terms so that not all of the Directors' terms expire in the same year. These Directors shall serve for a term of three years, subject to reelection for a second consecutive three-year term. Except as specified below, a voting Director who has served six consecutive years (two terms) must stand down from the Board for at least one year but may thereafter be reelected to the Board, being subject again to the two-term limitation. Notwithstanding the foregoing, however, the term limit of any voting Director shall be tolled during any period in which the voting Director also serves as President, President-Elect, Secretary, Treasurer, or Immediate Past President.

2.3.1 Directors shall be individuals selected from the Membership with no less than 60% of the Directors holding the designation of ACAN Fellow. Each year the Board Nominating Committee, described in Section 2.10 below, will recommend to the Board a slate of nominees and the Board may, by majority vote, propose the slate of nominees to the Membership for consideration. The Membership of ACAN shall vote to accept or reject all or some of the nominees for Board membership.

2.3.2 At the time the slate of nominees is presented to the Membership for a vote, nominations from the floor for Board membership will be allowed, and any such nominee will be added to the slate of nominees to be voted on by the Membership. Provided, however, that the limitations on consecutive terms of service in this 2.3 are adhered to as well as the requirement in 2.3.1 that at least 60% of voting Directors be an ACAN Fellow.

2.4 Quorum and Voting. At all meetings of the Board, one-third (1/3) of the Directors currently holding office constitutes a quorum. Unless otherwise specified in these bylaws, the Articles of Incorporation, or applicable law, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action. For purposes of determining a majority, Directors who abstain shall not be considered present for the vote. If a quorum is present when a duly called meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors originally present leaves less than the number otherwise required for a quorum.

2.5 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 overnight mail or email or other reliable delivery process to all Directors at least seventy-two (72) hours before 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.

2.6 Board Meeting by Electronic Communications. In any Board meeting, a Director may participate by any means of remote communication through which other Directors attending the meeting may simultaneously hear each other during the meeting. A meeting among Directors by any means of communication through which the Directors may simultaneously hear each other during the meeting 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 meeting as would be required for a Board meeting under these Bylaws. As used in these Bylaws, “remote communication,” means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

2.7 Committee. By a vote of a majority of Directors at a meeting, the Board may establish a committee or committees with such authority as the Board may specify. Committees 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 need not be a Director. A majority 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. Whenever possible, notice of a called committee meeting shall be given at least 72 hours before the time set for the meeting.

2.8 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, provided

that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such Director is to be on the agenda for such meeting shall be given to each Director.

2.9 Temporary Vacancies. The Board may temporarily fill a vacancy on the Board by selecting a Director from the Membership who shall serve until a successor is elected. A Director serving on the Board in a temporary capacity is eligible for permanent appointment to the Board.

2.10 Board Nominating Committee. There is established a standing Board Nominating Committee (the “BNC”). The BNC shall have five members from the Board, including the following designated members: The President of ACAN, ACAN’s President-Elect, and ACAN’s Immediate Past President. The President will appoint two additional sitting Board Members to serve on the BNC, at least one of whom must be an ACAN Member. The Executive Director of ACAN will staff the BNC, attend its meetings, and be allowed to nominate individuals for the Board, but shall not be a voting member of the BNC. The BNC shall solicit from existing Board Members and the Membership the names of individuals who should be considered for Board appointment.

2.10.1 The BNC will evaluate the suitability of an individual for appointment to the Board and make recommendations to the full Board regarding persons to serve on the Board. Serving Board Members are allowed to directly nominate individuals for Board membership outside of the BNC process, provided they do so in time for the individual’s name to appear on the agenda in advance of a called meeting of the Board where the review of nomination for new Board Members is on the agenda.

2.10.2 In making its recommendations, the BNC shall be mindful of the need to ensure that Board membership reflects the diversity of skills, experience and background of the general membership of ACAN.

2.11 Unless otherwise allowed in these Bylaws or required by exigent circumstances as determined by the Board, the election of new

Board members by the Membership will take place during the ACAN Annual Business Meeting attendant to the ACAN annual meeting.

2.12 Written Action by the Directors. Any action that 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 or consented to by authenticated electronic communication by the requisite number of Directors as provided in the Articles.

2.13 Designation of Persons as Emeritus Directors or Emeritus Executive Directors. By a vote of three-fifths of Board Members attending a lawfully called meeting where a quorum is present, a former Board Member or retired Executive Director may be granted emeritus status provided the following conditions are met: The former Board Member or retired Executing Director has distinguished himself or herself over many years and in exceptional ways in the service of ACAN's mission and in furthering the fair and impartial administration of justice through the use of court-appointed neutrals. These persons may attend and participate in Board meetings but do not hold Board voting privileges.

ARTICLE 3 OFFICERS

3.1 Officers. The officers of the corporation shall be a President, a Vice-President who serves as President-Elect, a Treasurer, the Immediate Past President and an Executive Director (with such authority as may be specified by contract) and the Board 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.

3.2 Term of Office. The Officers shall each serve for a term specified by the Board, not to exceed two years. An officer whose term has expired shall hold office until a successor is elected and has qualified, or until the earlier death, resignation, removal, or

disqualification of the Officer. An elected Officer may be removed with or without cause at a meeting by a two-thirds vote of all Directors exclusive of the Officer whose removal is proposed at a duly held meeting of the Board for which notice stating such purpose has been given. The agenda for the meeting shall list the name of the Officer sought to be removed.

3.3 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) 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.

3.4 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 Vice President 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.

3.5 Treasurer. The Treasurer shall perform the following duties and any additional duties prescribed by the Board or other powers and

duties normally belonging to the Treasurer of a Minnesota nonprofit corporation.

- (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.

3.6 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.

3.7 Immediate Past President. After completion of a term as President, the President shall serve as Immediate Past President. The Immediate Past President shall comment as appropriate on matters raised to the Officers.

3.8 Selection of Officers. The BNC described in 2.10, above, will evaluate the suitability of an individual for appointment as Officers and make recommendations to the full Board regarding persons to serve in each Officer position. Serving Board Members are allowed to directly nominate individuals for Officer outside of the BNC process, provided they do so in time for the individual's name to appear on the agenda in

advance of a called meeting of the Board where the review of nomination for new Officers is on the agenda.

3.8.1 In making its recommendations on Officers, the BNC shall be mindful of the need to ensure that the Officers reflect the diversity of skills, experience and background of the general membership of ACAN.

3.8.2 Unless otherwise allowed in these Bylaws or required by exigent circumstances as determined by the Board, the selection of Officers to serve terms beginning with the next Annual Meeting (or, if no Annual Meeting takes place, beginning March 1 of each calendar year) will take place at a scheduled meeting of ACAN's Board no later than January 15 of each calendar year. The BNC shall be responsible for preparing a recommended slate of Officers in time to be considered by the Board no later than January 31 of each year.

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

ARTICLE 4 FINANCIAL MANAGEMENT

4.1 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.

4.2 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.

4.3 Assets Held by ACAN. The President and Treasurer or other Officer 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 5
STANDARD OF CARE AND CONFLICTS OF INTEREST

5.1 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.

5.2 Avoidance of Conflict. In accordance with and subject to any policies the Board may adopt, 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.

5.3 Standard of Care. It is the responsibility of each Director of this corporation to discharge their duties as a Director in good faith, in a manner the Director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE 6 INDEMNIFICATION

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

ARTICLE 7 AMENDMENTS

The ACAN Board is authorized to adopt and amend these Bylaws from time to time to the extent allowed by the law. Any permitted adoption or amendment of the Bylaws shall be carried out by a vote of a majority of all of the Directors who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each Director not less than five (5) nor more than thirty (30) days before any meeting of the Board at which an amendment of the Bylaws is to be adopted.