

Shared Neutrals Program Guide

Chapter 5 –Committee By-Laws & Structure

updated 11/12/2004

Revised Bylaws

Oregon Federal Executive Board Shared Neutrals Program

Approved by Shared Neutrals Subcommittee 9/1/2004

Article I Governance

- A. The Shared Neutrals program (Shared Neutrals) is a Subcommittee of the Oregon Federal Executive Board (OFEB) and serves at the discretion of the OFEB. The daily affairs of the Shared Neutrals program shall be managed by a Board of Directors (Board).
- B. The Board has the power to make and alter any Bylaw, including fixing or changing the number of officers and/or the duties of the officers.
- C. Only Board members may serve as officers; they may serve as Chair or Vice Chair only if they have been Board members one year or longer at the time of election.
- D. The numbers of Board members shall not be fewer than seven nor more than twelve members.
- E. Board members are elected to serve two-year terms.
- F. The Board shall be selected from either (1) a member agency or (2) the mediation community of the Portland metropolitan area at large. No more than two members of the Board shall be from the latter group, and no more than two members shall be from one member agency.
- G. New Board members shall be selected in the same manner as other decisions as described in Article II below.
- H. All elected Board members shall have all rights and responsibilities as defined by these Bylaws.

- I. The Board may consider diversity in deciding who should be chosen for the Board, including diversity of mediation practice; geography; agency representation; union affiliation; ethnicity, race and gender; and other factors.

Article II Decision Making

- A. Fifty-percent of the non-vacant Board positions shall constitute a quorum for the transaction of Shared Neutrals business. The Board may transact any business and exercise all of its powers whenever a quorum is present, except actions that seek to amend the Bylaws of the Board shall also follow the requirements of Article II Section F below.
- B. Consensus shall be used as the first method in making a decision. If consensus is not arrived at, and timeliness is not a concern, the item will be placed on the agenda for an upcoming Board meeting and an attempt will be made at further consensus. If consensus cannot be reached and timeliness is an issue, a vote will be taken. The Chair shall be the arbiter as to whether reasonable discussion has been satisfied and whether timeliness is important to the issue. If timeliness is an issue, a vote will be taken before the close of the Board meeting.
- C. Consensus is defined as all members present either (1) agreeing with or (2) willing to accept approval of the motion being considered.
- D. If a vote is taken during a Board meeting at which a quorum is present, an affirmative vote of half of the Board members present plus one shall be an act of the Board except in matters where the Bylaws may be modified (see section F below).
- E. The Chair may call a vote by e-mail in those instances where timeliness is an issue and there is no reasonable expectation the entire Board can convene in the necessary time. A vote by e-mail must (1) be clear as to the issue being decided; (2) be presented by e-mail to the entire Board; and (3) specify the deadline by which Board members should respond. In the event a Board member does not have e-mail capability, the Chair shall make reasonable efforts to provide that member with the same information by telephone or mail. In order for a motion to carry by e-mail vote the motion must be affirmed by at least half the standing Board members plus one. In the event of an e-mail vote, the Chair or his/her designee shall keep a paper record of the vote for at least one year.
- F. Any proposed amendment or revocation of any Bylaw must be submitted to all Board members in writing at least two weeks in advance of the discussion of the item. The Board may amend or revoke any Bylaw by an affirmative vote of at least three-quarters (3/4) of all Board members present at any Board meeting at which a quorum exists.

- G. Bylaws may only be added, modified, or revoked at a meeting of the Board in which a quorum is present. E-mail votes shall not be used for deciding revisions of Bylaws.

Article III Officers

- A. The Board shall have a Chair and a Vice Chair elected as indicated in Article I above.
- B. The Chair shall be the principal executive officer of Shared Neutrals and shall supervise all the business affairs of Shared Neutrals. He or she shall preside over all Board meetings. He or she may sign any documents or instruments that the Board authorizes except those documents which the Board has delegated to another. The Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed to him or her by the Board, including supervision of any persons employed to conduct Shared Neutrals business.
- C. The Vice Chair shall perform all the duties of the Chair in his or her absence, and when the Vice Chair is acting in the Chair's capacity shall have all the powers and be subject to the same restrictions as the Chair.
- D. The Board shall elect a Chair and a Vice Chair at the first regular meeting of the Board every other calendar year beginning in the year 2003. The Chair and Vice Chair will serve a two-year term and may repeat in either office no more than one consecutive term. Chair and Vice Chair shall be selected in the same manner as other decisions as described in Article II above.

Article IV Removal and Vacancies

- A. Any officer or Board member elected or appointed by the Board may be removed by the Board, whenever, in its judgment, the best interests of Shared Neutrals would be served thereby.
- B. A vacancy in any office because of resignation, removal, disqualification, death, or otherwise may be filled by appointment by the Board at the next scheduled board meeting for the unexpired portion of the term.

End of by-laws

Subcommittee Responsibilities

- **Coordination of outreach and marketing efforts to member and prospective member agencies;**
- **Administrative oversight;**
- **Selection and supervision of Program Coordinator, neutrals, and all other Program personnel;**
- **Coordination and cooperation with Agency Liaisons;**
- **Development, refinement, and oversight of case management procedures;**
- **Data collection and analysis;**
- **Program development and evaluation;**
- **Reporting to the Oregon Federal Executive Board.**

Subcommittee Meetings

The Subcommittee will normally meet once a month. To the extent possible, this meeting will be scheduled at a consistent time and place.

Notice for the subsequent meeting will be set at each meeting. The Program Coordinator will send a meeting reminder and request for agenda items to all members at least one week in advance.

Special meetings may be called by the Chair or by request in writing from any four members upon two weeks notice.

The Program Coordinator will document and distribute documentation of Subcommittee activity. This documentation includes meeting agendas, minutes, and revisions to written materials. If the Program Coordinator is unavailable, the Chair will appoint a member to carry out the secretarial duties.

Subcommittee Attendance

The Subcommittee expects members to attend all regular meetings. Members who cannot attend a meeting are encouraged to send an alternate who is familiar with mediation and current issues. Alternates may vote on some matters but cannot block consensus.

Members who miss three consecutive meetings may be subject to review by the Subcommittee. This review may include discussion of dismissal. The Chair will notify members of dismissal.

Subcommittee Election Process

The Subcommittee will interview prospective members. After discussion of the candidate, the Subcommittee will come to consensus on the candidacy. A prospective member will not be present during discussion of her/his candidacy. The Subcommittee will notify the candidate within a week of her/his acceptance or rejection by the Subcommittee.

Subcommittee Norms

Subcommittee members agree to the following norms:

- Meetings will start on time;
- Members will come to meetings prepared, actively participate in discussion, and will fulfill commitments to the best of their ability;
- Members will prepare alternates prior to meetings;
- Alternates may vote on some matters, but may not block consensus;
- Each member will obtain the authority needed to effectively represent her/his agency's view; and
- All reasonable effort will be made to provide members with materials prior to meetings.

Standing Committees

Any Subcommittee member may volunteer to serve on any committee. Committees also welcome other program participants and, in certain instances, members-at-large. As of October 2001, current Standing Committees are:

- **Personnel committee**
- **Training committee**
- **Outreach & Marketing committee** (includes Liaison committee)

Personnel Committee – description & responsibilities

The **Personnel Committee** is responsible for recruiting, selecting, evaluating, and maintaining the cadre of neutrals. It is also responsible for addressing expressed concerns about mediator performance. (More detail in the administrative procedures section of chapter 6.)

Training Committee – description & responsibilities

The **Training Committee** is responsible for planning, implementing and overseeing training needs of the Program.

Specific responsibilities of the Training committee:

- ◆ Identify training needs, select topics and arrange for training
- ◆ Design and implement a mentoring "program"
- ◆ Assist with training needs for individual mediators as requested by personnel committee

Outreach and Marketing Committee – description & responsibilities

The **Outreach and Marketing Committee** is responsible for advertising the Program to agencies and assisting agencies in joining. The **Liaison Committee** is a subset of the Outreach & Marketing committee, and responsible for promoting effective working relationships between Agency Liaisons and the Program Coordinator.