



American Mock Trial Association
2010 Annual Board Meeting Agenda
June 19 – 20, 2010

- I. Call to order
 - A. Welcome and remarks – President David Nelmark and Past-President Sara Zeigler
 - B. Introductions – Members and Guests
 - C. Format of Agenda – Secretary Gonzalo Freixes

All Motions are referenced numerically by the initials of the AMTA Committee responsible for review (e.g. EC-2 or TAB-3). All motions submitted were referred to the corresponding AMTA Committee pursuant to the policy adopted by the Board in 2007. Following each Motion (highlighted in RED) is the recommendation of the Committee to either Adopt or Reject the Motion (in some cases, with amendments). Some motions were submitted to the Board with No Recommendation and the Board is free to act on those motions.

Following the Agenda is a list of “Tabled Motions” (attached as Appendix C) that the reviewing AMTA committees voted to table. These motions will not appear on the regular agenda nor be considered by the Board for action. The Board may take up consideration of any tabled motion only upon the request of five (5) members of the Board, other than the author(s) of the motion. For the Board to consider or take action on the tabled motion, the Board must overturn the Committee’s recommendation to table. A motion to overturn the Committee’s recommendation to table must be passed by a majority vote of the Board.

- II. Approval of Agenda
- III. Special Board Elections
 - A. Election of President-Elect:
Motion by Stewart – Nominates Glen Halva-Neubauer for President-Elect
 - B. Motion to Elect At-Large Board Member for Human Resources Committee.

- IV. Consideration of Tabled Motions (if any)
- V. Approval of Mid-Year Minutes (attached as Appendix A)
- VI. Approval of Consent Calendar
 - A. Committee Assignments

AMTA Officers:

_____, President-Elect
David Nelmark, President
Sara Zeigler, Past President
Adam Detsky, Secretary
Ryan Seelau, Assistant Secretary
Matthew Eslick, Treasurer
Heather Creed, Assistant Treasurer

Directors:

Kristofer Lyons, AMTA Tabulation Director
Jackie Palmer, Development Director

Executive Committee (also serves as Nominating Committee):

See By-Laws for jurisdiction and duties

David Nelmark (President)
_____, President-Elect
Sara Zeigler (Past-President)
Matthew Eslick (Treasurer)
Adam Detsky (Secretary)
Jackie Palmer (Development Director)
Johnathan Woodward (Tournament Administration Chair)
Kristofer Lyons (AMTA Tabulation Director)
Frank Guliuzza (Competition Response Committee Chair)
Justin Bernstein (Rules Committee Chair)

Academics Committee:

To provide resources for AMTA members who wish to create mock trial courses and curricula, to conduct research on mock trial, and to serve as a liaison to academic institutions.

Margarita Koblasz (Chair)
Jackie Palmer
Jo Ann Scott
Felicia Stewart
Mike Walsh
John Vile

Audit Committee:

Jim Wagoner (Chair)
Jo Ann Scott
Gina Vessels

Budget Committee:

To prepare and monitor the budget

Matthew Eslick (Chair)
Heather Creed
Adam Detsky
Sara Zeigler
David Nelmark

Case and Evidentiary:

Review case proposals and select the case for use in competition, offer clarifications as necessary, respond to queries regarding the case and make revisions as necessary

Civil Case Committee

Toby Heytens (Chair)
Justin Bernstein
Heather Creed
David Cross
Dan Haughey
Gonzalo Freixes
Neal Schuett
Will Warihay
Mike Walsh
Melissa Currivan (IP Screening)

Criminal Case Committee:

Jason Butler (Chair)
Tom Parker (Chair)
Brad Bloch
Don Donelson
Toby Heytens
Anna Smith
Casey McGinley
Mia Eisner-Grynberg
Melissa Currivan (IP Screening)

Competition Response Committee:

To make timely, in-season rule interpretations, subject to Board review at the annual meeting. Note that individuals serve on the Committee by virtue of office and membership changes as the person holding the offices changes.

Frank Guliuzza (Chair)
AMTA Tabulation Director: Kristofer Lyons

Chair, Rules Committee: Justin Bernstein
Chair, Civil Case Committee: Toby Heytens
Ombudsperson, Barry Langford
Chair, Tournament Administration Committee :Johnathan Woodward
President: David Nelmark

Development Committee:

To raise money, build external relationships, and increase the number of schools participating

Jackie Palmer (Chair)
Heather Creed
Adam Detsky
Frank Guliuzza
Olu Orange
Alicia Hawley
Don Racheter

Human Resources Committee:

Adam Detsky, Secretary
_____, President-Elect
_____, Member-at-large

Judging

Neal Schuett (Chair)
Jason Butler
Oscar Holt
David Nelmark
Marcus Pohlmann
Jen Satler
Jim Houlihan

Religious Accommodation (Ad-Hoc)

Gonzalo Freixes (Counsel, Chair, Ex-Officio)
Justin Bernstein
Felicia Stewart
John Vile
Sara Zeigler

Rules/Sanctions Committee:

To oversee and develop rules of competition, evidence and procedure

Justin Bernstein (Chair)
Jason Butler (Rules of Evidence Focus)
James Cool
Melissa Currivan
Don Racheter
Jo Ann Scott

Felicia Stewart
John Vile
Johnathan Woodward

Strategic Planning:

Marcus Pohlmann (Chair)
Toby Heytens
David Cross
David Nelmark
Gonzalo Freixes
Sara Zeigler
Jason Butler

Tabulation Advisory Committee:

To assist the AMTA Tabulation Director in developing and implementing tabulation methods, oversee bid allocation structure

Kristofer Lyons (Chair)
Brad Bloch
Alicia Hawley
Mike Kelly
Rakesh Kilaru
David Nelmark
Rick Stahl
Anna Smith

Tournament Administration Committee

Johnathan Woodward, Chair

Team and Feeder Subcommittee

Adam Detsky (Chair)
Kristofer Lyons
Mike Kelly
Mia Eisner-Grynberg
Johnathan Woodward
Alicia Hawley

Site Selection and Host Communication Subcommittee

Glen Halva-Neubauer (Chair)
Josh Leckrone
Jen Satler
Ryan Seelau
Michael Smith
Georgie Weatherby
Gordon Park

AMTA Representative Assignment Subcommittee

Sara Zeigler (Chair)

Matthew Eslick (Treasurer)
Jo Ann Scott
Kristopher Lyons
Frank Guliuzza

Championship Selection and Planning Subcommittee

Frank Guliuzza(Chair)
Jackie Palmer (Development Director)
James Cool
Mary Lynn Neuhaus
Don Racheter
Kyle Thomason
Oscar Holt

Historian: Brad Bloch

Parliamentarian: Frank Guliuzza

Ombudsperson: Barry Langford

Web Site Manager: Mike Walsh

Counsel: Gonzalo Freixes (effective July 1, 2010)

B. Consent Calendar Motions

BUD-01

The Board authorizes payment of a second check in the amount of \$500 to Erin Coltrera for the case author stipend.

Rationale: Last year, the Board approved the 2010 budget which included \$1,000 for the case author stipend and Erin Coltrera received a document stating that the stipend would be \$1000. However, the AMTA rulebook requires that the stipend be \$500. Consistent with the AMTA Rulebook, on May 12, Erin Coltrera was issued a check in the amount of \$500. To ensure compliance with AMTA rules and to follow the recommendation of our external audit on disbursements, before a second check of \$500 can be issued to Erin Coltrera, this action must be approved by the Board.

VII. Committee Reports

- A. Budget Committee Report (Pryor, Eslick)
- B. Civil Case Committee (Bernstein, Heytens)
- C. Development Committee (Detsky, Palmer)

- D. Ad Hoc Committee on Religious Accommodation (Herron, Freixes)
- E. Rules Committee (Woodward, Bernstein)
- F. Strategic Planning Committee (Pohlmann)
- G. Tabulation Advisory Committee (Lyons)
- H. Tournament Administration Committee (Halva-Neubauer, Woodward)
- I. Other Committee Reports

VIII. Motions

A. BUDGET COMMITTEE

BUD-02 – Motion by Eslick:

Authorize the Treasurer or the Treasurer’s designee to poll members of the Board of Directors to determine (1) the amount of funds each Director expended for travel, lodging, meals, and incidental expenses directed associated with attending the 2010 Annual Meeting and (2) the amount of the funds identified in (1) that are reimbursed by the Director’s institution or another source. After obtaining poll results, the Treasurer shall make a recommendation to the Executive Committee no later than the following mid-year meeting concerning whether all or some of each Director’s expenses directly related to attendance at each subsequent Annual Meeting should be partially or wholly reimbursed by AMTA in light of then-existing budgetary considerations. The Treasurer and the Treasurer’s designee shall not disclose any individual Director’s data to anyone except the other, but may disclose data compilations to the Executive Committee, which may, in its discretion, disclose the same to the Board of Directors.

Rationale: Our Board of Directors is either unique or in the minority in that its members not only receive no compensation for service, but receive no reimbursement for expenses incurred to attend the Annual Meeting. This motion is designed to encourage the development of a policy to partially compensate Directors who incur travel expenses to attend the Annual Meeting, if such policy is fiscally responsible

RECOMMENDATION: Approve

B. CASE & EVIDENTIARY COMMITTEE

CEC-01

Motion by Zeigler, on behalf of Heytens, to modify **Rule 10.3.2(4)** to read:

The Case Committee is authorized, but not required, to release changes to the case at any point between the case's initial release and two weeks before the first regional tournament. The Case Committee shall release at least one set of changes between the conclusion of regionals and the start of the National Championship Tournament, but no post-regionals changes shall be made until after the conclusion of the final regional tournament and no post-ORCS changes may be made until after the conclusion of the final ORCS tournament. When the Case Committee determines that doing so is feasible, the Case Committee shall release substantial changes between regionals and ORCS."

Rationale: The current rule predates, and has not been updated to reflect, the two-tier qualifying system for the National Championship Tournament. The current rule does not expressly authorize pre-regionals or post-ORCS changes, and there is ambiguity about whether it requires or merely authorizes post-regionals changes.

RECOMMENDATION: Approve (as amended by Committee)

C. EXECUTIVE COMMITTEE

EC-02

Motion by Seelau.

This motion is to make the following alterations (including the addition of **Section 4.13.01**):

Section 4.13. Directors' Voting Rights. Each Director (including, without limitation, any Director who is also an officer of the Corporation and any Director presiding at a meeting) may vote on any question at any meeting of the Board of Directors, except as otherwise expressly provided in these Bylaws. Directors shall not vote by proxy. ~~At no time shall any school have more than one vote on the Board. Should a school have multiple individuals serving as Directors, those individuals shall share a single vote and conflicting votes submitted by individuals from a single institution shall not be counted.~~

Section 4.13.01. Institutional Affiliation.

- (a) **Defining Institutional Affiliation.** A Director's Institutional Affiliation(s) is/are the Institutions(s) (i.e. college(s) or university(ies)) where the Director is invested in an AMTA mock trial program, which includes, but is not limited to, when a Director acts as a coach, team administrator, or team coordinator. The core question is whether a Director has a stake in an AMTA mock trial program.
- (b) **Factors to Consider.** For purposes of this Section, a Director acts as a coach, team administrator, or team coordinator when a Director provides assistance or preparation to a specific team or program for the purposes of helping them plan for, prepare for, and/or attend a mock trial competition. Factors to be

considered include, but are not limited to: whether the Director is listed on an Institution's registration materials, and/or other freely accessible information such as on websites; whether the Director actively participates in events hosted, organized, or sponsored by a specific AMTA mock trial program; and whether the Director considers him/herself to be affiliated with a given AMTA mock trial program.

- (c) **Factors that are Insufficient.** Employment at an Institution that has an AMTA mock trial program is insufficient by itself to create an Institutional Affiliation. Assisting with an AMTA mock trial program's tournament, for example, working in a tab room or running a judges'/captains' meeting, is insufficient by itself to create an Institutional Affiliation. Judging an AMTA mock trial program at a tournament is insufficient by itself to create an Institutional Affiliation.
- (d) **Timing of Institutional Affiliation.** A Director's Institutional Affiliation(s) includes any Institution(s) (i.e. college(s) or university(ies)) where the Director had a stake (as defined in 4.13.01(a)) in an AMTA mock trial program within the past six months, and any AMTA mock trial program the Director reasonably believes s/he will have a stake (as defined in 4.13.01(a)) in within the next six months.
- (e) **Number of Institutional Affiliations.** A Director is not required to have any Institutional Affiliation to serve, but may have any number of Institutional Affiliations.
- (f) **Determining Institutional Affiliation.** Each Director must report his/her Institutional Affiliation(s) to the AMTA Board of Directors when submitting paperwork for election or re-election. Any changes to a Director's Institutional Affiliation must be reported immediately to the Secretary. For purposes of voting, the Executive Committee is hereby empowered to interpret this provision and determine the Institutional Affiliation(s) of any Director. Any Director aggrieved by a determination made by the Executive Committee with respect to their Institutional Affiliation(s) may appeal the Executive Committee's decision and have the Voting Directors vote on the issue in dispute. The Director who makes the appeal may not participate in this vote. If such an appeal is made, a majority of votes by the remaining Voting Directors shall establish the Institutional Affiliation(s) of the Director who made the appeal, and that decision is final.
- (g) **Effect of Institutional Affiliation on Voting Rights.** An institution may have only one Voting Director at any given time. Should there be multiple Directors who share the same Institutional Affiliation, then the respective Directors from that institution may come to an agreement as to which individual shall serve as the Voting Director. In the event that they cannot agree, then the Director who was first elected to the Board of Directors while holding his/her current Institutional Affiliation shall be designated as the Voting Director and shall

exercise that right exclusively. If the designated Voting Director is not in attendance at a meeting, then the Non-Voting Director may serve as the Voting Director for the duration of that meeting. Notice that the Non-Voting Director will serve as the Voting Director must be provided to the Secretary prior to the meeting being called to order.

Rationale: Currently, our Bylaws do not address how one’s Institutional Affiliation is determined. This amendment proposes to fix that problem. It also allows for an individual to be on the faculty of one school, but have an Institutional Affiliation with another program. (In the event that, for instance, a professor at University X actually coaches at University Z, then that person’s affiliation should be University Z, not University X). Furthermore, this amendment contemplates the possibility that an individual might coach or be affiliated with multiple institutions in the future.

RECOMMENDATION: Approve (as amended by Committee).

EC-03

Motion by Seelau to amend the Bylaws as follows:

Overview of the Problem:

A major problem with the bylaws is that they do not use terminology consistently, and the different terms can lead to confusion and even to seemingly nonsensical interpretations of the bylaws. One of the worst areas of this imprecision exists in the terminology used to refer to persons within AMTA. For example, the persons colloquially known as “board candidates” are referred to in the bylaws at various points as “board candidates,” “probationary members,” “candidate members,” and “prospective candidates.”

Simplifying the terminology and ensuring its consistent usage can reduce many of the procedural questions that arise from the current terminology.

Suggested Solution:

Add the following provisions to the bylaws. The left side of the chart is to be added in, or changed. Changes appear in blue to highlight them. The right side contains the original language or, in the case of an additional provision, the explanation for the provision (which appears in red).

<p>Article 1B. Definitions</p> <p><i>Appointed Officer</i> – an individual who has been appointed to an Officer position by the President, or by the Board of Directors, as outlined in these Bylaws</p> <p><i>Board of Directors</i> – the body that consists of all Directors, whether they are Voting</p>	<p>This defined the Board of Directors as those individuals who have been made full Directors.</p>
---	--

<p>Directors or Non-Voting Directors; the body at which all powers of the Corporation originate</p> <p><i>Candidacy Period</i> – the time period during which an individual is a Candidate Director; the Candidacy Period occurs before an individual can become a Director, and is outlined by these Bylaws</p> <p><i>Candidate Director</i> – an individual who has submitted an application to join the Board of Directors, been approved as a Candidate Director by the procedures set forth in these Bylaws, and is currently in his/her Candidacy Period as established in these Bylaws</p> <p><i>Chair</i> – an individual who is in charge of a committee</p> <p><i>Chief Executive Officer</i> – the individual responsible for the day-to-day management of the Corporation</p> <p><i>Corporation</i> – the American Mock Trial Association, including its Board of Directors, Officers and any employees</p> <p><i>Director</i> – an individual who is on the Board of Directors, regardless of whether the individual has a vote or not; a Director is either a Non-Voting Director or a Voting Director; Candidate Directors and Directors Emeritus are <u>not</u> considered Directors within these Bylaws</p> <p><i>Director Emeritus</i> – an individual who was formerly a Director and who remains in good standing with the Corporation</p> <p><i>Elected Officer</i> – an individual whom the Board of Directors has elected into office by the procedures outlined in these Bylaws;</p> <p><i>Executive Administrative Assistant</i> – an employee of the Corporation, approved by the Board of Directors whose duties, rights and responsibilities are outlined in an employment contract</p>	<p>Board Candidates are not a part of this definition.</p> <p>Commonly called “Board Candidates” this provision replaces about 6 different terms used for this position, the most recent of which was “Probationary Member.” Given the use of “Member” elsewhere, and the fact that “probation” sounds more like discipline than a trial run, I opted for this term.</p> <p>If it were up to me, I would take out the term “Corporation” as I think it implies a system of governance that we don’t really follow. I probably would replace it with the term “Organization.”</p> <p>A director is someone who is a member of the Board of Directors—which means, technically, “Board Candidates” and “Directors Emeritus” do not qualify as “Directors.”</p>
---	--

<p><i>Executive Committee</i> – a committee consisting of the President, President-Elect, Past President, Secretary, Treasurer, Tournament Administration Chair, Tabulation Chair, Rules Committee Chair, Competition Response Committee Chair, and Development Chair; the Executive Administrative Assistant is also a part of the Executive Committee as an ex officio, non-voting member</p> <p><i>Institutional Member</i> – a Member that is a college or university</p> <p><i>Member</i> – any individual, corporation, partnership, association, trust, college, university, or fiduciary who has gone through the Corporation’s membership process outlined in these Bylaws and is currently in good standing with the Corporation</p> <p><i>Non-Voting Director</i> – an individual who is on the Board of Directors and does not have a vote</p> <p><i>Officer</i> – any individual who has been elected or appointed to one of the Officer positions outlined in these Bylaws; Officer positions include President, President-Elect, Secretary, Treasurer, and may include Assistant Secretary, and Assistant Treasurer; for clarity, the mere fact that an individual is on the Executive Committee does <u>not</u> make that individual an Officer</p> <p><i>Presider</i> – an individual tasked with running a meeting</p> <p><i>Representative</i> – an individual selected by the Board of Directors pursuant to these Bylaws who represents or serves the Corporation in a manner specified at the time of selection; as used in these Bylaws, this term is distinct from the term “AMTA Representative”</p> <p><i>Temporary Presider</i> – an individual selected to run a specific meeting as outlined in these</p>	<p>This definition comes straight from the Bylaws. Two things to consider:</p> <ol style="list-style-type: none"> (1) I would get rid of the line about the Executive Administrative Assistant—as this provision seems to be effectively ignored and there is no need for that position to be on the EC necessarily; (2) The Assistant Secretary and Assistant Treasurer oftentimes take place in EC discussions, and a line about whether they are, are not, or may be considered a part of the EC might be beneficial going forward <p>This term is added so that our actual practice of allowing only schools to compete could be made clear.</p> <p>This definition of “Member” is straight from the Bylaws except I added the last clause about “good standing.”</p> <p>This is the term to use for Directors who have no vote because they are the second Director from the same institution.</p> <p>One problem with the Bylaws is that it sometimes uses “Officers” to mean just the Officers, and sometimes it uses “Officers” to mean “anyone on the Executive Committee.” I have tried to clean up that misuse by defining Officers more narrowly. Officers are different from Committee Chairs in that they are authorized on behalf of the corporation by making statements, or dealing with money, or keeping official documents.</p>
--	---

<p>Bylaws</p> <p><i>Temporary Secretary</i> – an individual selected to record the proceedings of a specific meeting as outlined in these Bylaws</p> <p><i>Voting Director</i> – an individual who is on the Board of Directors and has a vote</p>	
<p>Section 2.01. Qualifications. Any individual, corporation, partnership, association, trust, college, university or fiduciary is eligible to become a Member of the Corporation.</p>	<p>Section 2.01. Qualifications. Any individual, corporation, partnership, association, trust, college, university or fiduciary is eligible to become a member of the Corporation.</p>
<p>Section 2.02. Membership Dues. Annual membership dues that shall be set by the Board of Directors shall accompany each membership application.</p>	<p>Section 2.02. Membership Dues. Annual membership dues that shall be set by the Board of Directors shall accompany each membership application.</p>
<p>Section 2.03. Membership Applications and Acceptance. To become a Member an application fee must be paid. A Member may or may not participate in an AMTA sanctioned tournament. Membership applications (including renewals) may be accepted by any Officer of the Corporation. Applications and acceptance may be informal. A membership application may include more than one Member. A contribution to the Corporation shall be regarded as a membership application unless the contributor indicates otherwise.</p>	<p>Section 2.03. Membership Applications and Acceptance. To become a member an application fee must be paid. A member may or may not participate in an AMTA sanctioned tournament. Membership applications (including renewals) may be accepted by any officer of the Corporation. Applications and acceptance may be informal. A membership application may include more than one member. A contribution to the Corporation shall be regarded as a membership application unless the contributor indicates otherwise.</p>
<p>Section 2.04. Duration of Membership. Each membership shall continue during the calendar year in which the Corporation accepts the membership and during the following five calendar years. However, the Member shall be asked to renew during the calendar year following the year in which the membership is accepted.</p>	<p>Section 2.04. Duration of Membership. Each membership shall continue during the calendar year in which the Corporation accepts the membership and during the following five calendar years. However, the member shall be asked to renew during the calendar year following the year in which the membership is accepted.</p>
<p>Section 2.05. Termination of Membership. Any Member may withdraw from membership by written request actually received by any Officer of the Corporation. A membership shall terminate when the Member dies or ceases to exist. A membership may be</p>	<p>Section 2.05. Termination of Membership. Any member may withdraw from membership by written request actually received by any officer of the Corporation. A membership shall terminate when the member dies or ceases to exist. A membership may be terminated for</p>

<p>terminated for reasonable cause by the affirmative vote of two-thirds of the Board of Directors, but only after the Member has been given at least ten days' written notice of the proposed termination and a reasonable opportunity for a hearing before the Board of Directors or a committee of the Board of Directors.</p>	<p>reasonable cause by the affirmative vote of two-thirds of the Directors then in office, but only after the member has been given at least ten days' written notice of the proposed termination and a reasonable opportunity for a hearing before the Board of Directors or a committee of the Board.</p>
<p>Section 2.06. Notification of Name, Address, and Changes. Each Member shall promptly notify the Corporation in writing of his/her correct name and address and any change in his/her name or address. If a Member fails to do so, neither the Corporation, nor the Board of Directors, nor Candidate Directors, nor Directors Emeritus, nor any Officers, nor any employees shall be liable for any error or loss, which could have been prevented if notice had been given.</p>	<p>Section 2.06. Notification of Name, Address, and Changes. Each member shall promptly notify the Corporation in writing of his/her correct name and address and any change in his/her name or address. If a member fails to do so, neither the Corporation nor any of its Directors, officers, or employees shall be liable for any error or loss, which could have been prevented if notice had been given.</p>
<p>Section 3.01. No Voting by Members. Members shall have no right to vote, either at a meeting of the Members or in any other manner. All voting rights are vested in the Board of Directors.</p>	<p>Section 3.01. No Voting by Members. Members shall have no right to vote, either at a meeting of the members or in any other manner. All voting rights are vested in the Board of Directors.</p>
<p>Section 3.02. Meetings. Meetings of the Members for any lawful purposes may be called, and the time and place in Iowa fixed, by the Board of Directors or by the President. Upon written request of five percent of the Members, the Board of Directors or President shall call a meeting of the members with reasonable promptness. Business at a meeting of the Members shall be limited to information, discussion, and other matters that do not require voting. Failure to hold annual meetings of the Members or to hold any meeting of the Members shall not end the term of any Director, shall not cause any vacancy, and shall not affect the existence or powers of (or the validity of any act of) the Corporation or the Board of Directors; and the term of each Director shall continue as provided in Section 5.01.</p>	<p>Section 3.02. Meetings. Meetings of the members for any lawful purposes may be called, and the time and place in Iowa fixed, by the Board of Directors or by the President. Upon written request of five percent of the members, the Board of Directors or President shall call a meeting of the members with reasonable promptness. Business at a meeting of the members shall be limited to information, discussion, and other matters that do not require voting. Failure to hold annual meetings of the members or to hold any meeting of the members shall not end the term of any Director, shall not cause any vacancy, and shall not affect the existence or powers of (or the validity of any act of) the Corporation or the Board of Directors; and the term of each Director shall continue as provided in Section 5.01.</p>

<p>Section 3.03. Number of Meetings. The Board of Directors will meet at least two times per year. There shall be an annual meeting in which all Directors will meet in person and a mid-year meeting, which shall be conducted via conference call. For the mid-year meeting the Executive Committee shall set the agenda and shall determine the time and date of the meeting. Any additions or deletions to the agenda shall be approved by fifty per cent of the Executive Committee or by petition of ten Directors.</p>	<p>Section 3.03. Number of Meetings. The Board of Directors will meet at least two times per year. There shall be an annual meeting in which all Board members will meet in person and a mid-year meeting, which shall be conducted via conference call. For the mid-year meeting the Executive Committee shall set the agenda and shall determine the time and date of the meeting. Any additions or deletions to the agenda shall be approved by fifty per cent of the Executive Committee or by petition of ten Board members.</p>
<p>Section 3.04. Notice of Members' Meetings. Written notice stating the place, day, and hour of the meeting and the purposes for which it is called shall be delivered not less than ten nor more than 50 days before the meeting date, either personally, by electronic mail or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to notice of the meeting. See Sections 6.01 and 6.02.</p>	<p>Section 3.04. Notice of Members' Meetings. Written notice stating the place, day, and hour of the meeting and the purposes for which it is called shall be delivered not less than ten nor more than 50 days before the meeting date, either personally, by electronic mail or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to notice of the meeting. See Sections 6.01 and 6.02.</p>
<p>Section 3.05. Record Date. The record date for determining which Members are entitled to notice of any meeting of the members shall be 28 days before the meeting date. However, the Board of Directors may set a different record date, which shall be not less than ten and not more than 50 days before the meeting date.</p>	<p>Section 3.05. Record Date. The record date for determining which members are entitled to notice of any meeting of the members shall be 28 days before the meeting date. However, the Board of Directors may set a different record date, which shall be not less than ten and not more than 50 days before the meeting date.</p>
<p>Section 3.06. Organization. The President or President-Elect, as provided in these Bylaws, shall serve as the Presider at each meeting of the Members. If the President and President-Elect are absent or decline to serve as the Presider, the members may appoint a Temporary Presider to preside at the meeting. The Secretary or the Assistant Secretary shall act as secretary of each meeting of the Members. If the Secretary and Assistant Secretary are absent or decline to act, the Members may appoint a Temporary Secretary for the meeting.</p>	<p>Section 3.06. Organization. The President or President-Elect, as provided in these By-laws, shall preside at each meeting of the members. If the President and President-Elect are absent or decline to preside, the members may appoint a temporary Chairperson to preside at the meeting. The Secretary or an Assistant Secretary shall act as secretary of each meeting of the members. If the Secretary and each Assistant Secretary are absent or decline to act, the members may appoint a temporary secretary for the meeting.</p>
<p>Section 4.00. Purpose. AMTA is a free-standing nonprofit corporation. The best</p>	<p>Section 4.00. Purpose. AMTA is a free-standing nonprofit corporation. The best</p>

<p>parallel is a private college. The AMTA Board of Directors is the equivalent of a college's trustees. Institutional Members pay annual dues in order to receive the educational value of mock trial tournament experiences organized and administered by the Board of Directors.</p>	<p>parallel is a private college. The AMTA Board of Directors is the equivalent of a college's trustees. Institutional participants pay annual dues in order to receive the educational value of mock trial tournament experiences organized and administered by the board.</p>
<p>Section 4.01. Duties and Powers; Delegation. The Board of Directors shall manage the activities and affairs of the Corporation. The Board of Directors may exercise all powers of the Corporation and may do all lawful acts and things not prohibited by the Articles of Incorporation or these Bylaws. The Board of Directors may delegate any or all of its duties and powers to one or more Officers, committees, or persons, and may terminate or change any such delegation</p>	<p>Section 4.01. Duties and Powers; Delegation. Its Board of Directors shall manage the activities and affairs of the Corporation. The Board of Directors may exercise all powers of the Corporation and may do all lawful acts and things not prohibited by the Articles of Incorporation or these By-laws. The Board of Directors may delegate any or all of its duties and powers to one or more officers, committees, or persons, and may terminate or change any such delegation.</p>
<p>Section 4.02. Board of Directors Application Process. Anyone can apply to become a Director. If selected, that individual first becomes a Candidate Director. Individuals seeking to become Candidate Directors must submit completed candidate applications (see Form A, attached below) to an Officer no later than March 1 of the year during which they seek to begin the Candidacy Period.</p>	<p>Section 4.02. Board of Directors Application Process. Anyone can apply for board candidacy. If selected, that candidate then becomes a probationary member of the board. Board candidates must submit completed candidate applications (see Form A, attached below) to the AMTA office no later than March 1 of the year during which they seek to begin the probationary period.</p>
<p>Section 4.02.01. Selection and Rejection of Applications. The Executive Committee, which serves as the nominating committee, will review the applications and issue a recommendation on each application no later than April 15. The Board of Directors may move a prospective Candidate Director not selected by the Executive Committee into nomination by a 2/3 vote of the Voting Directors. A nomination vote shall be put to the Board of Directors upon the petition of 5 Directors.</p>	<p><i>Section 4.02.01. Selection and Rejection of Applications. The Executive Committee, which serves as the nominating committee, will review the applications and issue a recommendation on each application no later than April 15. The Board of Directors may move a prospective candidate not selected by the EC into nomination by a 2/3 vote. A nomination vote shall be put to the full Board of Directors upon the petition of 5 Directors.</i></p>
<p>Section 4.02.02. Candidate Directors. Candidate Directors are expected to assume the full array of responsibilities associated with being a Director, but they cannot vote until</p>	<p>Section 4.02.02. Probationary Members. Probationary members are expected to assume the full array of board responsibilities, but they cannot vote until they are subsequently elected</p>

<p>they are subsequently elected as Directors, normally after servicing a Candidacy Period of at least two years.</p>	<p>as full members of the board, normally after at least two probationary years.</p>
<p>Section 4.03. Election and Term of Directors. Directors must be reelected each year. There are no term limits. If a Director fails to be reelected, that Director can reapply to become a Candidate Director the following year.</p>	<p>Section 4.03. Election and Term of Directors. Full members of the board must be reelected each year. There are no term limits. If a full member fails to be reelected, that member can reapply for probationary status the following year</p>
<p>Section 4.03.01 Director Selection Process. Anyone seeking to be a Director on the upcoming year's Board of Directors must submit a board applicant questionnaire no later than one week before the National Championship Tournament. Candidate Directors and returning Directors will fill out the shorter Form B (attached below). The Executive Committee will serve as the nominating committee for the upcoming year's Board of Directors. The Executive Committee will make a recommendation on each applicant. After having had an opportunity to review the board application questionnaires and all Executive Committee recommendations, the current Directors will then vote on each applicant. Those votes will be tallied in a manner designed to guarantee the confidentiality of the votes cast. For example, paper ballots could be mailed out with a raised seal; the return of this original ballot would be required in a postage-paid return envelope. Applicants would be informed of the results no later than two months before the scheduled annual board meeting. Executive Committee members seeking to be Directors on the upcoming year's Board of Directors will also complete Form B (attached below) and each Executive Committee member must recuse him/herself from all discussions of his/her nomination.</p>	<p>Section 4.03.01 Director Selection Process. Anyone seeking a voting position on the upcoming year's board must submit a board applicant questionnaire no later than one week before the National Championship Tournament. Probationary and returning members will fill out the shorter Form B (attached below). The existing Executive Committee of the board will serve as the nominating committee for the upcoming year's board. The EC will make a recommendation on each applicant. After having had an opportunity to review the board application questionnaires and all EC recommendations, the existing full board will then vote on each applicant. Those votes will be tallied in a manner designed to guarantee the confidentiality of the votes cast. For example, paper ballots could be mailed out with a raised seal; the return of this original ballot would be required in a postage-paid return envelope. Applicants would be informed of the results no later than two months before the scheduled annual board meeting. Members of the Executive Committee also will complete Form B (attached below) and each member must recuse him/herself from all discussions of his/her nomination.</p>
<p>Section 4.04. Number of Directors. The maximum number of Voting Directors shall be set at forty (40). The Board of Directors at any time may increase or decrease the number of Voting Directors but at no time shall there be fewer than three (3) Voting Directors or more</p>	<p>Section 4.04. Number of Directors. The maximum number of Directors shall be set at forty (40). The Board of Directors at any time may increase or decrease the number of Directors but at no time shall there be fewer than three (3) Directors or more than 40.</p>

<p>than 40 Voting Directors. Candidate Directors, Directors Emeriti, and Non-Voting Directors shall not count toward the 40 Voting Director cap. A vote to decrease the number of Voting Directors shall not shorten the term of any incumbent Director.</p>	<p>Directors Emeriti, Candidate-Members and second or additional directors from a single institution shall not count toward the 40-director cap. A vote to decrease the number of Directors shall not shorten the term of any incumbent Director.</p>
<p>Section 4.05. Director Selection Criteria. Anyone seeking a position on the Board of Directors must fill out a board applicant questionnaire. That questionnaire will allow the applicant to indicate any qualifications he or she feels are pertinent to the selection. The Executive Committee may also choose to query committee Chairs as to the contributions of an applicant. Applicants will be reviewed on the basis of their:</p> <ul style="list-style-type: none"> (a) demonstrated service, e.g. hosting, AR, committee work (b) skills, e.g., finance, law, strategic planning, education, time availability (c) unique perspective, e.g., geographic, demographic, school size, public-private school, etc. (d) credentials (to help open some doors) (e) appropriate personality traits including, but not limited to, integrity and civility <p>All board members should be able to:</p> <ul style="list-style-type: none"> A) Attend board meetings at their own expense as well as serve without salary; B) Serve on AMTA committees; C) Serve as AMTA Representatives for regional and postseason tournaments; D) Put the goals of AMTA ahead of his/her own program; E) Discuss vigorously and advocate forcefully in board meetings, but then be able to act as a unified team in implementing the decisions of the board; F) Demonstrate an ability to function in a cooperative and collegial fashion in whatever capacities assigned; G) Serve with a high degree of integrity and civility; and H) Advance the educational mission of the association. 	<p>Section 4.05. Director Selection Criteria. Anyone seeking a position on the board must fill out a board applicant questionnaire. That questionnaire will allow the applicant to indicate any qualifications he or she feels are pertinent to the selection. The EC may also choose to query committee chairs as to the contributions of an applicant. Applicants will be reviewed on the basis of their:</p> <ul style="list-style-type: none"> (a) demonstrated service, e.g. hosting, AR, committee work (b) skills, e.g., finance, law, strategic planning, education, time availability (c) unique perspective, e.g., geographic, demographic, school size, public-private school, etc. (d) credentials (to help open some doors) (e) appropriate personality traits including, but not limited to, integrity and civility <p>All board members should be able to:</p> <ul style="list-style-type: none"> A) Attend board meetings at their own expense as well as serve without salary; B) Serve on AMTA committees; C) Serve as AMTA Representatives for regional and postseason tournaments; D) Put the goals of AMTA ahead of his/her own program; E) Discuss vigorously and advocate forcefully in board meetings, but then be able to act as a unified team in implementing the decisions of the board; F) Demonstrate an ability to function in a cooperative and collegial fashion in whatever capacities assigned; G) Serve with a high degree of integrity and civility; and H) Advance the educational mission of the association.

<p>Section 4.07. Vacancies. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the Voting Directors then in office. A Director elected to fill a vacancy shall serve for a term as provided in Section 5.06. However, if a Director is elected to fill a vacancy caused by the resignation of a predecessor whose resignation is not yet effective, the new Director's term shall begin when his/her predecessor's resignation becomes effective.</p>	<p>Section 4.07. Vacancies. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the Directors then in office. A Director elected to fill a vacancy shall serve for a term as provided in Section 5.06. However, if a Director is elected to fill a vacancy caused by the resignation of a predecessor whose resignation is not yet effective, the new Director's term shall begin when his/her predecessor's resignation becomes effective.</p>
<p>Section 4.08. Board Meetings; Annual Meeting. Meetings of the Board of Directors may be called, and the time and place fixed, by the President or by a majority of the Voting Directors then in office or by any Director via a petition to the Executive Committee for an ad hoc vote by the Board of Directors. Such a vote can only be conducted upon recommendation of at least half of the Executive Committee members. In the event of such a vote, Voting Directors will have at least three full business days to respond. For a vote in this manner to be recognized at least one-half of the current Voting Directors must respond in the affirmative for an action to take place. Meetings may be held within or outside of Iowa.</p> <p>A meeting of the Board of Directors may be held by telephone conference or any other means permitting all persons participating to hear each other, and participation in this manner shall constitute attendance in person.</p> <p>The annual meeting of the Board of Directors shall be its first meeting in each year, unless a different meeting is designated by the President or by the Board of Directors. Failure to hold one or more annual meetings of the Board of Directors or failure to elect Directors in one or more years shall not end the term of any Director, shall not cause any vacancy, and shall not affect the existence or powers of (or</p>	<p>Section 4.08. Board Meetings; Annual Meeting. Meetings of the Board of Directors may be called, and the time and place fixed, by the President or by a majority of the Directors then in office or by any Board Member via a petition to the Executive Committee for an ad hoc Board vote. Such a vote can only be conducted upon recommendation of at least half of the Executive Committee members. In the event of such a vote, members will have at least three full business days to respond. For a vote in this manner to be recognized at least one-half of the current board members must respond in the affirmative for an action to take place. Meetings may be held within or outside of Iowa.</p> <p>A Board meeting may be held by telephone conference or any other means permitting all persons participating to hear each other, and participation in this manner shall constitute attendance in person.</p> <p>The annual meeting of the Board of Directors shall be its first meeting in each year, unless a different meeting is designated by the President or by the Board of Directors. Failure to hold one or more annual Board meetings or failure to elect Directors in one or more years shall not end the term of any Director, shall not cause any vacancy, and shall not affect the existence or powers of (or the validity of any act of) the Corporation or the Board of</p>

<p>the validity of any act of) the Corporation or the Board of Directors; and the term of each Director shall continue as provided in Section 5.06.</p>	<p>Directors; and the term of each Director shall continue as provided in Section 5.06.</p>
<p>Section 4.09. Notice of Board Meetings. Written notice stating the time and place of a meeting of the Board of Directors shall be delivered to each Director at least ten days before the meeting date, either personally, by electronic mail or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting. The notice need not state the purposes of, or the business to be transacted at, the meeting. See Sections 6.01 and 6.02.</p>	<p>Section 4.09. Notice of Board Meetings. Written notice stating the time and place of a meeting of the Board of Directors shall be delivered to each Director at least ten days before the meeting date, either personally, by electronic mail or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting. The notice need not state the purposes of, or the business to be transacted at, the meeting. See Sections 6.01 and 6.02.</p>
<p>Section 4.10. Quorum of Directors. A majority of the Voting Directors then in office shall constitute a quorum for the transaction of business. The action of a majority of the votes cast at a meeting, at which a quorum is present, shall be the action of the Board of Directors, except with respect to where an action by a majority of the Voting Directors then in office may be specifically required by law or by these Bylaws.</p>	<p>Section 4.10. Quorum of Directors. A majority of the Directors then in office shall constitute a quorum for the transaction of business. The action of a majority of the votes cast at a meeting, at which a quorum is present, shall be the action of the Board of Directors, except with respect to where an action by a majority of the Directors then in office may be specifically required by law or by these Bylaws.</p>
<p>Section 4.11. Adjourned Board Meetings. Any meeting of the Board of Directors may be adjourned from time to time and to any place, without further notice, by the affirmative vote of a majority of the Voting Directors present at the meeting, even if less than a quorum (notwithstanding Sections 4.10 and 4.12). At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting with a quorum present.</p>	<p>Section 4.11. Adjourned Board Meetings. Any meeting of the Board of Directors may be adjourned from time to time and to any place, without further notice, by the affirmative vote of a majority of the Directors present at the meeting, even if less than a quorum (notwithstanding Sections 4.10 and 4.12). At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting with a quorum present.</p>
<p>Section 4.12. Vote Required for Board Action. The following actions may be taken by the affirmative vote of a majority of the Voting Directors present at the meeting, even if a quorum is not present (notwithstanding Section 4.10): election or appointment of a Temporary Presider or Temporary Secretary for the meeting (if necessary), or adoption of any motion to adjourn or recess the meeting or any proper amendment to any such motion.</p>	<p>Section 4.12. Vote Required for Board Action. The following actions may be taken by the affirmative vote of a majority of the Directors present at the meeting, even if a quorum is not present (notwithstanding Section 4.10): election or appointment of a temporary Chairperson or temporary secretary for the meeting (if necessary), or adoption of any motion to adjourn or recess the meeting or any proper amendment to any such motion.</p>

<p>Whenever the minutes of any meeting of the Board of Directors state that any motion or resolution was adopted or that any action was taken at the meeting, the minutes shall be prima facie evidence that the motion or resolution was properly adopted or that the action was properly taken by the required vote. The minutes need not state the number of Voting Directors voting for and against the motion, resolution, or action.</p>	<p>Whenever the minutes of any meeting of the Board of Directors state that any motion or resolution was adopted or that any action was taken at the meeting, the minutes shall be prima facie evidence that the motion or resolution was properly adopted or that the action was properly taken by the required vote. The minutes need not state the number of Directors voting for and against the motion, resolution, or action.</p>
<p>Section 4.13. Directors' Voting Rights. Each Director (including, without limitation, any Director who is also an Officer of the Corporation and any Director presiding at a meeting) may vote on any question at any meeting of the Board of Directors, except as otherwise expressly provided in these Bylaws. Directors shall not vote by proxy. At no time shall any institution have more than one vote on the Board of Directors. Should an institution have multiple individuals serving as Directors, those individuals shall share a single vote and conflicting votes submitted by individuals from a single institution shall not be counted. In the case where a institution has multiple Directors, one will be considered a Voting Director and the other a Non-Voting Director, although those roles may be altered at any point in time by the Directors in question.</p>	<p>Section 4.13. Directors' Voting Rights. Each Director (including, without limitation, any Director who is also an officer of the Corporation and any Director presiding at a meeting) may vote on any question at any meeting of the Board of Directors, except as otherwise expressly provided in these By-laws. Directors shall not vote by proxy. At no time shall any school have more than one vote on the Board. Should a school have multiple individuals serving as Directors, those individuals shall share a single vote and conflicting votes submitted by individuals from a single institution shall not be counted.</p>
<p>Section 4.14. Organization. The President or President-Elect as provided in these Bylaws, shall serve as the Presider at each meeting of the Board of Directors. If the President and President-Elect are absent or decline to serve as the Presider, the Board of Directors may elect or appoint a Temporary Presider to preside at the meeting. The Secretary or an Assistant Secretary shall act as secretary of each meeting of the Board of Directors. If the Secretary and each Assistant Secretary are absent or decline to act, the Board of Directors may elect or appoint a Temporary Secretary for the meeting.</p>	<p>Section 4.14. Organization. The President or President-elect as provided in these By-laws, shall preside at each meeting of the Board of Directors. If the President and each Vice-President are absent or decline to preside, the Board of Directors may elect or appoint a temporary Chairperson to preside at the meeting. The Secretary or an Assistant Secretary shall act as secretary of each meeting of the Board of Directors. If the Secretary and each Assistant Secretary are absent or decline to act, the Board of Directors may elect or appoint a temporary secretary for the meeting.</p>
<p>Section 4.15. Rules and Order of Business. The Board of Directors may adopt any rules, not inconsistent with applicable law or the Articles of Incorporation or these Bylaws, for</p>	<p>Section 4.15. Rules and Order of Business. The Board of Directors may adopt any rules, not inconsistent with applicable law or the Articles of Incorporation or these By-laws, for</p>

<p>the conduct of its meetings. Except as otherwise expressly required by any such rules or by law, the Articles of Incorporation, or these Bylaws, meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, Revised (as further revised from time to time). Unless otherwise determined by the Board of Directors, the Presider of the meeting shall determine the order of business.</p> <p>Failure to comply with this Section shall not affect the validity of any action taken at any meeting unless (a) specific and timely objection is made at the meeting and (b) the person complaining sustains direct and material damage because of the failure.</p>	<p>the conduct of its meetings. Except as otherwise expressly required by any such rules or by law, the Articles of Incorporation, or these By-laws, meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, Revised (as further revised from time to time). Unless otherwise determined by the Board of Directors, the presiding officer shall determine the order of business.</p> <p>Failure to comply with this Section shall not affect the validity of any action taken at any meeting unless (a) specific and timely objection is made at the meeting and (b) the person complaining sustains direct and material damage because of the failure.</p>
<p>Section 4.16. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken, shall be presumed to have assented to the action taken unless his/her dissent or abstention is entered in the minutes of the meeting or unless s/he files his/her written dissent or abstention with the person acting as secretary of the meeting before its adjournment or delivers his/her written dissent or abstention to the Secretary promptly after adjournment of the meeting. The right to dissent or abstain from voting shall not apply to a Director who voted in favor of the action.</p>	<p>Section 4.16. Presumption of Assent. A Director who is present at a meeting of the Board of Directors (or a committee of Directors) at which action on any matter is taken, shall be presumed to have assented to the action taken unless his/her dissent or abstention is entered in the minutes of the meeting or unless s/he files his/her written dissent or abstention with the person acting as secretary of the meeting before its adjournment or delivers his/her written dissent or abstention to the Secretary promptly after adjournment of the meeting. The right to dissent or abstain from voting shall not apply to a Director who voted in favor of the action.</p>
<p>Section 4.17. Informal Board Action by Mail, Telephone, or E-mail. Any action required by law or the Articles of Incorporation or these Bylaws to be taken by vote of, or at a meeting of, the Board of Directors, or any action which may or could be taken at a meeting of the Board of Directors, may be taken without a meeting if (a) a majority of the Voting Directors then in office consent to the action, either in writing (by mail or otherwise) or orally (by telephone or otherwise) or by any combination of written and oral consents.</p> <p>However, if another provision of the Articles</p>	<p>Section 4.17. Informal Board Action by Mail, Telephone, or E-mail. Any action required by law or the Articles of Incorporation or these By-laws to be taken by vote of, or at a meeting of, the Board of Directors, or any action which may or could be taken at a Board meeting, may be taken without a meeting if (a) a majority of the Directors then in office consent to the action, either in writing (by mail or otherwise) or orally (by telephone or otherwise) or by any combination of written and oral consents.</p> <p>However, if another provision of the Articles</p>

<p>of Incorporation or these Bylaws requires a greater number of consents or votes, that number shall be required instead of the number stated in this Section. If the Board of Directors confirms the action taken, the action shall be deemed to have been taken on the date when the action was first adopted by the Board of Directors. If the Board of Directors does not confirm the action at the same meeting where the action is reported, the action shall thereafter be ineffective, but anything done before the meeting in good faith reliance on that action shall be valid and effective.</p>	<p>of Incorporation or these By-laws requires a greater number of consents or votes, that number shall be required instead of the number stated in this Section. If the Board confirms the action taken, the action shall be deemed to have been taken on the date when the action was first adopted by the Board. If the Board does not confirm the action at the same meeting where the action is reported, the action shall thereafter be ineffective, but anything done before the meeting in good faith reliance on that action shall be valid and effective.</p>
<p>Section 4.18. Informal Board Action by Unanimous Consent. Any action required by law or by the Articles of Incorporation or these Bylaws to be taken by vote of, or at a meeting of, the Board of Directors or a committee of Directors, or any action which may or could be taken at any such meeting, may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Voting Directors then in office or by all Committee members. The written consent shall have the same force and effect as a unanimous vote, and any Officer may state or certify that the action was taken by a unanimous vote.</p> <p>The signing by each Voting Director or committee member of any one of several duplicate originals or copies of the written consent shall be sufficient. The written consent shall be filed with the Secretary as part of the minutes of the Corporation. The action shall be deemed to be taken on the date of the written consent as stated therein or on the date of filing with the Secretary, whichever of these two dates occurs first. This Section is not exclusive and does not limit Section 4.17.</p>	<p>Section 4.18. Informal Board Action by Unanimous Consent. Any action required by law or by the Articles of Incorporation or these By-laws to be taken by vote of, or at a meeting of, the Board of Directors or a committee of Directors, or any action which may or could be taken at any such meeting, may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Directors then in office or by all committee members. The written consent shall have the same force and effect as a unanimous vote, and any officer may state or certify that the action was taken by a unanimous vote.</p> <p>The signing by each Director or committee member of any one of several duplicate originals or copies of the written consent shall be sufficient. The written consent shall be filed with the Secretary as part of the minutes of the Corporation. The action shall be deemed to be taken on the date of the written consent as stated therein or on the date of filing with the Secretary, whichever of these two dates occurs first. This Section is not exclusive and does not limit Section 4.17.</p>
<p>Section 4.19. Disclosure. When a Director has an interest in a transaction being considered by the Board of Directors, the Director should disclose the conflict before the Board of Directors takes action on the matter. The duty of disclosure of an interest exists</p>	<p>Section 4.19. Disclosure. When a Director has an interest in a transaction being considered by the Board of Directors, the Director should disclose the conflict before the Board takes action on the matter. The duty of disclosure of an interest exists without regard</p>

<p>without regard to whether the proposed transaction is fair, whether the Director urges or opposes the transaction, or whether the Director is present during discussion of the transaction, votes thereon or abstains from voting, or is counted or not counted in establishing a quorum at any meeting where the transaction is discussed. Disclosure should be made before the Board of Directors takes any action concerning the matter.</p>	<p>to whether the proposed transaction is fair, whether the Director urges or opposes the transaction, or whether the Director is present during discussion of the transaction, votes thereon or abstains from voting, or is counted or not counted in establishing a quorum at any meeting where the transaction is discussed. Disclosure should be made before the Board takes any action concerning the matter.</p>
<p>Section 5.01. Elected Officers. The Board of Directors shall elect a President and President-Elect who shall serve two-year, non–successive terms. The Past President will serve as a member of the Executive Committee. The President will appoint a Secretary, a Treasurer, a Tournament Administration Chair, an AMTA Tabulation Chair, a Rules Committee Chair, a Competition Response Committee Chair and a Development Chair. The Board of Directors must ratify the appointments in order for them to take effect. The Board of Directors may refuse to confirm a presidential appointment and request that the President submit other nominees for consideration. The ten individuals holding these positions constitute the Executive Committee. The Executive Administrative Assistant, hired by the Board of Directors, will be an ex officio nonvoting member of the Executive Committee. The President shall vote on Executive Committee matters only when necessary to break a tied vote.</p>	<p>Section 5.01. Elected Officers. The Board shall elect a President and President-elect who shall serve two-year, non–successive terms. The Past President will serve as a member of the Executive Committee. The President will appoint a Secretary, a Treasurer, a Tournament Administration Chair, an AMTA Tabulation Director, a Rules Committee Chair, a Competition Response Committee Chair and a Development Director. The Board of Directors must ratify the appointments in order for them to take effect. The Board of Directors may refuse to confirm a presidential appointment and request that the President submit other nominees for consideration. These ten officers constitute the Executive Committee. The Executive Administrative Assistant, appointed by the Board, will be an ex officio nonvoting member of the Executive Committee. The President shall vote on Executive Committee matters only when necessary to break a tied vote.</p>
<p>Section 5.01.05. Executive Committee Duties. The Executive Committee is charged:</p> <ul style="list-style-type: none"> A) to establish and charge such committees as authorized by the Board of Directors and such ad hoc committees as become necessary. B) to appoint people to these committees; C) to monitor the work of those committees throughout the year, making such adjustments to the charge and composition as are needed to facilitate the goals of the committee; D) to compile the agenda for the annual 	<p>Section 5.01.05. Executive Committee Duties. The Executive Committee is charged:</p> <ul style="list-style-type: none"> A) to establish and charge such committees as authorized by the Board and such ad hoc committees as become necessary. B) to appoint people to these committees; C) to monitor the work of those committees throughout the year, making such adjustments to the charge and composition as are needed to facilitate the goals of the committee; D) to compile the agenda for the annual Board meeting;

<p>meeting of the Board of Directors;</p> <p>E) to propose the budget to the Board of Directors;</p> <p>F) to establish relationships with internal and external constituencies;</p> <p>G) to handle issues not heretofore specified in the ByLaws;</p> <p>H) to act as the jurisdiction committee when needed to determine which rules apply to a particular situation and to determine which committee is best suited to deal with a particular issue</p>	<p>E) to propose the budget to the Board;</p> <p>F) to establish relationships with internal and external constituencies;</p> <p>G) to handle issues not heretofore specified in the By-Laws;</p> <p>H) to act as the jurisdiction committee when needed to determine which rules apply to a particular situation and to determine which committee is best suited to deal with a particular issue</p>
<p>Section 5.02. Composition of Committees.</p> <p>A) No Director may serve as Chair of more than one of the following committees: Rules, Tournament Administration, Criminal Case Committee, or Civil Case Committee.</p> <p>B) No Director may serve on more than two of the following committees: Rules, Criminal Case Committee, Civil Case Committee, or Tournament Administration.</p>	<p>Section 5.02. Composition of Committees.</p> <p>A) No Board member may chair more than one of the following committees: Rules, Tournament Administration, Criminal Case Committee, Civil Case Committee;</p> <p>B) No Board member may serve on more than two of the following committees: Rules, Criminal Case Committee, Civil Case Committee, Tournament Administration</p>
<p>Section 5.03. Budget Committee. Each year the Treasurer shall serve as the Chair of a Budget Committee composed of the President, Secretary and two Directors to be appointed by the President. The Treasurer, after consultation with the Executive Committee, shall submit a budget for the Board of Director's approval at its annual meeting.</p>	<p>Section 5.03. Budget Committee. Each year the Treasurer shall chair a Budget Committee composed of the President, Secretary and two Board Members to be appointed by the President. The Treasurer, after consultation with the Executive Committee, shall submit a budget for the Board's approval at its annual meeting.</p>
<p>Section 5.04. Audit Committee. This committee shall be composed of two Directors who do not serve on the Budget Committee and one individual who does not serve on the Board of Directors. The committee is responsible for receiving and reviewing the audit of the finances of the organization. This committee shall report its findings to the Board of Directors.</p>	<p>Section 5.04. Audit Committee. This committee shall be composed of two members of the Board of Directors who do not serve on the Budget Committee and one individual who does not serve on the Board of Directors. The committee is responsible for receiving and reviewing the audit of the finances of the organization. This committee shall report its findings to the Board of Directors.</p>
<p>Section 5.05. Election or Appointment of Officers by the Board. At each annual meeting of the Board of Directors, after the election of Directors, the Board of Directors shall elect the officers required by Section 5.01, and may elect or appoint any other Officers and/or Representatives which the</p>	<p>Section 5.05. Election or Appointment of Officers by the Board. At each annual Board meeting, after the election of Directors, the Board of Directors shall elect the officers required by Section 5.01, and may elect or appoint any other officers and representatives which the Board deems advisable. If in any</p>

<p>Board of Directors deems advisable. If in any year the election of Officers does not take place at that meeting, the election shall be held as soon thereafter as is convenient.</p> <p>In addition, the Board of Directors at any time may elect, appoint, or authorize any Officer or committee to appoint any other Officers and/or Representatives.</p> <p>Any election may be conducted by written ballot, but need not be conducted by written ballot unless required by a rule or motion adopted by the Board of Directors.</p> <p style="text-align: center;"><i>Failure to hold one or more annual elections of officers shall not end the term of any Officer, shall not cause any vacancy, and shall not affect the validity of any act of the Corporation or of any Officer; and the term of each officer shall continue as provided in Section 5.06.</i></p>	<p>year the election of officers does not take place at that meeting, the election shall be held as soon thereafter as is convenient.</p> <p>In addition, the Board at any time may elect, appoint, or authorize any officer or committee to appoint any other officers and representatives.</p> <p>Any election may be conducted by written ballot, but need not be conducted by written ballot unless required by a rule or motion adopted by the Board.</p> <p style="text-align: center;"><i>Failure to hold one or more annual elections of officers shall not end the term of any officer, shall not cause any vacancy, and shall not affect the validity of any act of the Corporation or of any officer; and the term of each officer shall continue as provided in Section 5.06.</i></p>
<p>Section 5.06. Terms of Officers. The term of each Officer shall begin at the time of his/her election or appointment, unless otherwise ordered by the Board of Directors or by the person or committee having authority to appoint the Officer. Unless sooner removed as provided in Section 5.05 or unless his/her office is abolished, each Officer shall serve for a term ending at the time of the next election of Officers referred to in Section 5.01.</p> <p style="text-align: center;"><i>However, any Officer may resign at any time by delivering a written resignation to the President or Secretary of the Corporation. The resignation shall take effect immediately upon delivery, unless it states a later effective date.</i></p>	<p>Section 5.06. Terms of Officers. The term of each officer shall begin at the time of his/her election or appointment, unless otherwise ordered by the Board of Directors or by the person or committee having authority to appoint the officer. Unless sooner removed as provided in Section 5.05 or unless his/her office is abolished, each officer shall serve for a term ending at the time of the next election of officers referred to in Section 5.01.</p> <p style="text-align: center;"><i>However, any officer may resign at any time by delivering a written resignation to the President or Secretary of the Corporation. The resignation shall take effect immediately upon delivery, unless it states a later effective date.</i></p>
<p>Section 5.07. Removal of Officers. Any</p>	<p>Section 5.07. Removal of Officers. Any</p>

<p>elected or appointed Officer or representative of the Corporation may be removed by the affirmative vote of two-thirds of the full number of Voting Directors, or by the person or persons authorized to appoint the Officer or Representative, whenever in their judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer or Representative shall not of itself create contract rights.</p>	<p>elected or appointed officer or representative of the Corporation may be removed by the affirmative vote of two-thirds of the full number of Directors, or by the person or persons authorized to appoint the officer or representative, whenever in their judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or representative shall not of itself create contract rights.</p>
<p>Section 5.08. Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason, or the Board of Directors may authorize any Officer or committee to fill the vacancy.</p> <p>An Officer elected or appointed to fill a vacancy shall serve for a term as provided in Section 5.01. However, if an Officer is elected or appointed to fill a vacancy caused by the resignation of a predecessor whose resignation has not yet become effective, the new term shall begin when his/her predecessor's resignation becomes effective. Should the President/President-Elect be unable to complete his/her term of office, a new President-Elect will be chosen at the next regular meeting of the Board of Directors and the President's term shall be extended in order to permit the President-Elect to serve a full term.</p>	<p>Section 5.08. Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason, or the Board of Directors may authorize any officer or committee to fill the vacancy.</p> <p>An officer elected or appointed to fill a vacancy shall serve for a term as provided in Section 5.01. However, if an officer is elected or appointed to fill a vacancy caused by the resignation of a predecessor whose resignation has not yet become effective, the new officer's term shall begin when his/her predecessor's resignation becomes effective. Should the President/President-Elect be unable to complete his/her term of office, a new President-Elect will be chosen at the next regular meeting of the Board and the President's term shall be extended in order to permit the President-Elect to serve a full term.</p>
<p>Section 5.09. Duties and Powers of Officers. Except as otherwise expressly provided by law or the Articles of Incorporation, the duties and powers of all Officers and Representatives of the Corporation may be determined and defined from time to time by the Board of Directors. This Section shall prevail over and limit the following Sections of this Article.</p> <p>Unless otherwise determined by the Board of Directors, the Officers referred to in the following Sections shall have the duties and powers stated in the following Sections, in addition to all duties and powers prescribed by</p>	<p>Section 5.09. Duties and Powers of Officers. Except as otherwise expressly provided by law or the Articles of Incorporation, the duties and powers of all officers and representatives of the Corporation may be determined and defined from time to time by the Board of Directors. This Section shall prevail over and limit the following Sections of this Article.</p> <p>Unless otherwise determined by the Board of Directors, the officers referred to in the following Sections shall have the duties and powers stated in the following Sections, in addition to all duties and powers prescribed by</p>

<p>law or the Articles of Incorporation or other provisions of these Bylaws. However, the Board of Directors at any time may change, add to, limit, transfer to another Officer or Representative, or abolish any or all of the duties and powers of any Officer or Representative of the Corporation.</p> <p>Any person who holds two or more offices at the same time may perform or exercise any or all duties and powers of either or both offices in either or both capacities.</p>	<p>law or the Articles of Incorporation or other provisions of these By-laws. However, the Board of Directors at any time may change, add to, limit, transfer to another officer or representative, or abolish any or all of the duties and powers of any officer or representative of the Corporation.</p> <p>Any person who holds two or more offices at the same time may perform or exercise any or all duties and powers of either or both offices in either or both capacities.</p>
<p>Section 5.10. President. The President shall be the Chief Executive Officer of the Corporation. Subject to the policies and decisions of the Board of Directors, s/he shall supervise and control the activities and affairs of the Corporation and shall make public statements for the Corporation. S/he shall, when present, serve as the Presider at all meetings of the Members and of the Board of Directors. S/he shall have authority to execute and acknowledge on behalf of the Corporation all documents and instruments that are authorized by the Board of Directors or which in his/her judgment are advisable in the ordinary course of the Corporation's activities and affairs.</p> <p>S/he may vote, direct the voting of, or execute or authorize a proxy, waiver, or consent with respect to any shares, securities, or voting rights owned or held by the Corporation. S/he may authorize any Officer or Representative of the Corporation to perform or exercise any of the duties or powers of the President. S/he shall have all the usual duties and powers of the President of a nonprofit corporation and any other duties and powers prescribed by the Board of Directors. The President cannot hold the office of Treasurer.</p>	<p>Section 5.10. President. The President shall be the chief executive officer of the Corporation. Subject to the policies and decisions of the Board of Directors, s/he shall supervise and control the activities and affairs of the Corporation and shall make public statements for the Corporation. S/he shall, when present, preside at all meetings of the members and of the Board of Directors. S/he shall have authority to execute and acknowledge on behalf of the Corporation all documents and instruments that are authorized by the Board of Directors or which in his/her judgment are advisable in the ordinary course of the Corporation's activities and affairs.</p> <p>S/he may vote, direct the voting of, or execute or authorize a proxy, waiver, or consent with respect to any shares, securities, or voting rights owned or held by the Corporation. S/he may authorize any officer or representative of the Corporation to perform or exercise any of the duties or powers of the President. S/he shall have all the usual duties and powers of the President of a nonprofit corporation and any other duties and powers prescribed by the Board of Directors. The President cannot hold the office of Treasurer.</p>
<p>Section 5.11. President-Elect. The President-Elect shall assist the President in making public statements for the Corporation, and shall have all the usual duties and powers of the vice-president of a nonprofit corporation and</p>	<p>Section 5.11. President-Elect. The President-Elect shall assist the President in making public statements for the Corporation, and shall have all the usual duties and powers of the Vice President of a nonprofit corporation and</p>

<p>any other duties and powers prescribed by the Board of Directors or the President.</p> <p>In the absence of the President or in the event of his/her death or inability to act, the President-Elect shall perform the duties and exercise the powers of the President (including, without limitation, all duties and powers and limitations of the President under all provisions of the Articles of Incorporation and these Bylaws, or prescribed by the Board of Directors, or arising in any other way).</p>	<p>any other duties and powers prescribed by the Board of Directors or the President.</p> <p>In the absence of the President or in the event of his/her death or inability to act, the President-Elect shall perform the duties and exercise the powers of the President (including, without limitation, all duties and powers and limitations of the President under all provisions of the Articles of Incorporation and these By-laws, or prescribed by the Board of Directors, or arising in any other way).</p>
<p>Section 5.12. Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. The Secretary, Treasurer, and any Assistant Secretary or Assistant Treasurer shall have all the usual duties and powers of their offices in a nonprofit corporation, and any other duties and powers prescribed by the Board of Directors or the President. However, the Treasurer cannot hold the office of President.</p>	<p>Section 5.12. Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer. The Secretary, Treasurer, and any Assistant Secretary or Assistant Treasurer shall have all the usual duties and powers of their offices in a nonprofit corporation, and any other duties and powers prescribed by the Board of Directors or the President. However, the Treasurer cannot hold the office of President.</p>
<p>Section 5.13. Contracts, Checks, Bank Accounts, Etc. The Board of Directors is authorized to delegate to the President and Treasurer the authority to select such banks or depositories s/he shall deem proper for the funds of the Corporation. The President and Treasurer shall jointly sign all checks along with any other Officer or person designated by the Board of Directors, shall be authorized to sign checks, drafts, or other orders for the payment of money, acceptances, notes, loan agreements, mortgages or other evidences of indebtedness.</p>	<p>Section 5.13. Contracts, Checks, Bank Accounts, Etc. The Board of Directors is authorized to delegate to the President and Treasurer the authority to select such banks or depositories s/he shall deem proper for the funds of the Corporation. The President and Treasurer shall jointly sign all checks along with any other officer or person designated by the Board, shall be authorized to sign checks, drafts, or other orders for the payment of money, acceptances, notes, loan agreements, mortgages or other evidences of indebtedness.</p>
<p>Section 5.14. Representatives, Committees, and Advisory Councils. Subject to the decisions of the Board of Directors, the President may appoint, prescribe and change the powers and duties of, remove, and replace any Representatives, committees (except committees of the Board of Directors), and advisory councils which are deemed advisable to conduct and aid the Corporation's activities</p>	<p>Section 5.14. Representatives, Committees, and Advisory Councils. Subject to the decisions of the Board of Directors, the President may appoint, prescribe and change the powers and duties of, remove, and replace any representatives, committees (except committees of the Board of Directors), and advisory councils which are deemed advisable to conduct and aid the Corporation's activities</p>

<p>and purposes. These persons shall be Representatives of the Corporation, but shall not be Officers of the Corporation unless designated as Officers by the Board of Directors.</p>	<p>and purposes. These persons shall be representatives of the Corporation, but shall not be officers of the Corporation unless designated as officers by the Board of Directors.</p>
<p>Section 6.01. Giving Notice. Any written notice or communication from the Corporation to a member or Director of the Corporation shall be deemed to be delivered when deposited in the United States mail addressed to the person entitled or required to receive it, at his/her address as it appears on the Corporation's records, with postage prepaid or when sent by email with an electronic receipt confirmation requested and received. A written notice or communication given in any other way shall be sufficient if the person entitled or required to receive it actually and timely receives it.</p>	<p>Section 6.01. Giving Notice. Any written notice or communication from the Corporation to a member or Director of the Corporation shall be deemed to be delivered when deposited in the United States mail addressed to the person entitled or required to receive it, at his/her address as it appears on the Corporation's records, with postage prepaid or when sent by email with an electronic receipt confirmation requested and received. A written notice or communication given in any other way shall be sufficient if the person entitled or required to receive it actually and timely receives it.</p>
<p>Section 6.02. Waiver of Notice. Whenever any notice is required to be given to any Member or Director of the Corporation under any provision of law or the Articles of Incorporation or these Bylaws, a waiver of the notice in writing signed by the person entitled to the notice, whether signed before or after the time of the meeting or event of which notice is required, shall be equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in any waiver of notice.</p> <p>A Member's or Director's attendance at any meeting shall constitute a waiver of any notice of the meeting to which the Member or Director would otherwise be entitled, and consent to the time and place of the meeting and the transaction of all lawful business brought before the meeting.</p> <p>However, attendance shall not constitute a waiver if the Member or Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and</p>	<p>Section 6.02. Waiver of Notice. Whenever any notice is required to be given to any member or Director of the Corporation under any provision of law or the Articles of Incorporation or these By-laws, a waiver of the notice in writing signed by the person entitled to the notice, whether signed before or after the time of the meeting or event of which notice is required, shall be equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in any waiver of notice.</p> <p>A member's or Director's attendance at any meeting shall constitute a waiver of any notice of the meeting to which the member or Director would otherwise be entitled, and consent to the time and place of the meeting and the transaction of all lawful business brought before the meeting.</p> <p>However, attendance shall not constitute a waiver if the member or Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and</p>

<p>if s/he expressly states his/her objection promptly after the meeting begins.</p>	<p>if s/he expressly states his/her objection promptly after the meeting begins.</p>
<p>Section 6.03. Seal. The Corporation shall have no seal unless the Board of Directors authorizes a seal.</p>	<p>Section 6.03. Seal. The Corporation shall have no seal unless the Board of Directors authorizes a seal.</p>
<p>Section 6.04. Execution of Documents and Instruments. Subject to any directions by the Board of Directors, all documents and instruments to be executed by the Corporation shall be signed in the name of the Corporation by the President and Secretary or any other Officer designated by the Board of Directors. This action may (but need not be) attested or acknowledged by any one or more Officers of the Board of Directors.</p>	<p>Section 6.04. Execution of Documents and Instruments. Subject to any directions by the Board of Directors, all documents and instruments to be executed by the Corporation shall be signed in the name of the Corporation by the President and Secretary or any other officer designated by the Board of Directors. This action may (but need not be) attested or acknowledged by any one or more officers of the Board.</p>
<p>Section 6.05. Borrowing. No money shall be borrowed on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by (or pursuant to authority granted by) the Board of Directors. Authorization may be either general or specific.</p>	<p>Section 6.05. Borrowing. No money shall be borrowed on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by (or pursuant to authority granted by) the Board of Directors. Authorization may be either general or specific.</p>
<p>Section 6.06. Compensation and Loans. No compensation for personal services shall be paid to any Director, Candidate Director, Director Emeritus, Officer, or Member of the Corporation unless authorized by (or pursuant to authority granted by) the Board of Directors. Authorization may be either general or specific. Compensation to the President, President-Elect, Past President, and each Director are prohibited to the extent stated in Section 8.04 of the Articles of Incorporation. The Corporation will not make any loan to any for personal services shall be paid to any Director, Candidate Director, Director Emeritus, Officer, or Member.</p>	<p>Section 6.06. Compensation and Loans. No compensation for personal services shall be paid to any Director, officer, or member of the Corporation unless authorized by (or pursuant to authority granted by) the Board of Directors. Authorization may be either general or specific. Compensation to the President, President-Elect, Past President, and each Director are prohibited to the extent stated in Section 8.04 of the Articles of Incorporation. The Corporation will not make any loan to any Director, officer, or member.</p>
<p>Section 6.07. Indemnification. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by</p>	<p>Section 6.07. Indemnification. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by</p>

<p>reason of the fact that the person is or was a Director, Officer, Candidate Director, Director Emeritus, Representative, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Representative, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or organization, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit, or proceeding, in the manner and to the extent provided in this Section. "Agent" includes all Representatives. Indemnification may be made in the manner and to the extent provided by Iowa law.</p>	<p>reason of the fact that the person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or organization, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit, or proceeding, in the manner and to the extent provided in this Section. "Agent" includes all representatives. Indemnification may be made in the manner and to the extent provided by Iowa law.</p>
<p>Section 6.08. Limitation of Liability. No Director or Officer of the Corporation shall be liable to the Corporation or to any Member or Members for any act, omission, or negligence, except that they shall be liable for loss directly resulting from any willful or reckless misconduct. This Section is in addition to all other limitations of liability contained in applicable law, the Articles of incorporation, and other provisions of these Bylaws.</p> <p>The liability of Directors and Officers shall be limited or removed to the maximum extent provided either by this Section or by other provisions of these By-laws or the Articles of Incorporation or by applicable law; and these Bylaws shall be liberally construed to carry out this purpose.</p>	<p>Section 6.08. Limitation of Liability. No Director or officer of the Corporation shall be liable to the Corporation or to any member or members for any act, omission, or negligence, except that they shall be liable for loss directly resulting from any willful or reckless misconduct. This Section is in addition to all other limitations of liability contained in applicable law, the Articles of incorporation, and other provisions of these By-laws.</p> <p>The liability of Directors and officers shall be limited or removed to the maximum extent provided either by this Section or by other provisions of these By-laws or the Articles of Incorporation or by applicable law; and these By-laws shall be liberally construed to carry out this purpose.</p>
<p>Section 6.09. Authority to Carry Out Resolutions and Motions. Each resolution or motion adopted by the Board of Directors shall be deemed to include the following provision, unless the resolution or motion expressly negates this provision: "The Officers of the Corporation are severally authorized on behalf of the Corporation to do all acts and things which may be necessary or convenient to carry out the intent of this resolution (motion),</p>	<p>Section 6.09. Authority to Carry Out Resolutions and Motions. Each resolution or motion adopted by the Board of Directors shall be deemed to include the following provision, unless the resolution or motion expressly negates this provision: "The officers of the Corporation are severally authorized on behalf of the Corporation to do all acts and things which may be necessary or convenient to carry out the intent of this resolution (motion),</p>

<p>including, without limitation, the authority to make, execute, acknowledge, deliver, file, and perform all appropriate contracts, agreements, certificates, documents, and instruments."</p> <p>This provision shall automatically be a part of the resolution or motion even though not stated in the minutes; and any Officer may state or certify that this provision is included in the resolution or motion.</p>	<p>including, without limitation, the authority to make, execute, acknowledge, deliver, file, and perform all appropriate contracts, agreements, certificates, documents, and instruments."</p> <p>This provision shall automatically be a part of the resolution or motion even though not stated in the minutes; and any officer may state or certify that this provision is included in the resolution or motion.</p>
<p>Section 6.10. Effect of Partial Invalidity. If a court of competent jurisdiction adjudges to be invalid any clause, sentence, paragraph, section, or part of the Articles of Incorporation or these Bylaws, the judgment or decree shall not affect, impair, invalidate, or nullify the remainder of the Articles of Incorporation or these Bylaws; but the effect shall be confined to the clause, sentence, paragraph, section, or part adjudged to be invalid.</p>	<p>Section 6.10. Effect of Partial Invalidity. If a court of competent jurisdiction adjudges to be invalid any clause, sentence, paragraph, section, or part of the Articles of Incorporation or these By-laws, the judgment or decree shall not affect, impair, invalidate, or nullify the remainder of the Articles of Incorporation or these By-laws; but the effect shall be confined to the clause, sentence, paragraph, section, or part adjudged to be invalid.</p>
<p>Section 7.01. Reservation of Right to Amend; Retroactive Effect. The Board of Directors reserves the right from time to time to amend these Bylaws in the manner now or hereafter permitted by the Articles of Incorporation and these Bylaws. The original Bylaws of the Corporation and each amendment to the Bylaws (unless otherwise expressly stated in the amendment or in the resolution adopting it) shall be effective retroactively to the beginning of the Corporation's existence and (to the maximum possible extent) shall apply to acts, transactions, and events occurring and rights and liabilities arising before adoption of the Bylaws or the amendment. The preceding sentence and the retroactive effect of the Bylaws and amendments shall not invalidate or impair any act or transaction that would otherwise be valid.</p>	<p>Section 7.01. Reservation of Right to Amend; Retroactive Effect. The Board of Directors reserves the right from time to time to amend these By-laws in the manner now or hereafter permitted by the Articles of Incorporation and these By-laws. The original By-laws of the Corporation and each amendment to the By-laws (unless otherwise expressly stated in the amendment or in the resolution adopting it) shall be effective retroactively to the beginning of the Corporation's existence and (to the maximum possible extent) shall apply to acts, transactions, and events occurring and rights and liabilities arising before adoption of the By-laws or the amendment. The preceding sentence and the retroactive effect of the By-laws and amendments shall not invalidate or impair any act or transaction that would otherwise be valid.</p>
<p>Section 7.02. Procedure to Amend. These Bylaws may be amended by the affirmative vote of two-thirds of the Voting Directors, as provided in the Articles of Incorporation.</p>	<p>Section 7.02. Procedure to Amend. These By-laws may be amended by the affirmative vote of two-thirds of the Directors, as provided in the Articles of Incorporation.</p>

RECOMMENDATION: Approve

D. RULES & SANCTIONS COMMITTEE

RSC-02

Motion by Lyons:

"That, effective beginning with the 2011-2012 season, Rule 2.10(5) be created to read:

(5) License for invitational tournaments. A school shall purchase a separate license if the school uses the case in conjunction with hosting an invitational tournament. Only invitational tournaments that include more than eight teams from more than three schools shall be subject to this rule. The license fee shall be \$500.00. The Executive Committee shall waive the license fee if the school will host a sanctioned tournament during the same academic year. The Executive Committee may, by its majority vote, waive or reduce the license fee upon application of a school for good cause shown. Good cause may include, but is not limited to, the absence of any fees charged to attendees of an invitational tournament.

That, effective beginning with the 2011-2012 season, Rule 2.10(1) be amended to add the following:

"Payment for school registration does not include a license to use the case for invitational tournaments as described in Rule 2.10(5)."

Rationale: As is always the case, we are in need of good hosts for our regional and opening round championship level events. Sadly, some of the best tournaments in the Country are non AMTA sanctioned events. Not only would this encourage those great hosts to commit to service of AMTA, but, it would also raise revenue to better aid our AMTA sanctioned events.

RECOMMENDATION: Approve (as amended by Committee)

RSC-04

Motion by Freixes on behalf of Detsky:

Motion to amend **Rule 9.9(4)** as follows:

Rule 9.9 Interventions.

(4) PROCEDURE FOR REQUESTING INTERVENTION.

A request for intervention shall be brought to the AMTA Representatives. The team seeking intervention must typically notify a representative of the other team that they are leaving the trial to do so.

Rationale: Under the current rule, all a team has to do is say "no" and refuse to come to the tab room. A strict interpretation of the existing rule indicates that intervention absolutely cannot occur without a representative of the other team.

RECOMMENDATION: Approve (as amended by Committee)

RSC-05

Motion by Freixes on behalf of Detsky:

That Rule 3.6(3) be repealed and recreated as follows:

"Rule 3.6(3) Exception for early graduates. A student who was enrolled and in good standing at a member school as of October 15 in a given season may compete for that school for the remainder of the season despite not being enrolled at the school if a) the reason for ceasing enrollment is that the student has completed the coursework necessary for graduation, b) the school permits such continued participation, and c) the student has not matriculated in a graduate or professional school."

Rationale: For the first time that I know of, we encountered a student who completed his coursework in a summer session. Due to a paperwork snafu, he did not walk in the December graduation but rather, would graduate in June. Since he hadn't graduated yet and was scheduled to graduate, the student argued that this rule made it permissible to compete. I am seeking to close that loophole.

RECOMMENDATION: Approve (as amended by Committee)

RSC-06

Motion by Freixes on behalf of Detsky:

Motion to Create a new rule: **Rule 3.6(5)(A)**, to read as follows:

(A) SUBSEQUENT REGISTRATION OF PROGRAM

In the event that the Executive Committee grants an exception under Rule 3.6, that exception becomes void if the school in which that exempted student is actually enrolled registers to compete before the expiration of the registration deadline. If the school registers after the expiration deadline, then the exception will remain in effect.

Rationale: If a team makes a good faith exception request to add a student from another school, there should be clear cut parameters about what rescinds the

exception as a matter of fairness. Further, new schools that register late seem virtually guaranteed to drop. Making a student change teams in mid-November to go to a new disorganized, late-registering team is just unfair.

RECOMMENDATION: Approve

RSC-08

Motion by Nelmark:

That the chairs of the Civil Case, Criminal Case, and Rules Committees be charged with investigating a solution to the continued problem of witnesses claiming that relevant documents, reports, test results, etc. were created but not produced to the other side and to prevent cross examinations from implying that relevant documents, reports, test results, etc. do not exist. Results of this investigation shall be reported to the Board by August 10, 2010.

RECOMMENDATION: Approve (as amended by Committee)

RSC-09

Motion by Nelmark:

That Rule 3.14 be repealed and recreated to read as follows:

Rule 3.14 Allocation of roles to team members. The roles to be played by team members are left to the discretion of the coaches. There is no requirement that a student play a witness on one side of the case and an attorney on the other. However, there must be three witnesses and three student attorneys on each side of the case in each trial. There must be six separate students competing for each team in each trial, i.e., a student who plays an attorney in a trial may not also play a witness in that same trial. Subject to time limitations, each student attorney must conduct one direct examination and one cross examination per trial. No attorney may give both the opening statement and closing argument in the same trial.

RECOMMENDATION: Approve (as amended by Committee)

RSC-10

Motion by Nelmark:

That Rule 8.5(4) be amended to read as follows:

Rule 8.5(4) Restriction on materials not included in case packet. No photographs, pre-made maps, or pre-made drawings of particular people, places, or things may be used as demonstratives unless they have been provided with or are specifically permitted by the case materials. By way of example, "a skull" is not a

"particular thing," but "the victim's skull" is. Nothing in this rule prevents a witness from creating a demonstrative illustration during the course of his or her examination. Lists, charts, graphs, phrases, etc. are not considered "drawings" for the purposes of this rule. All other items may be used as demonstrative aids, subject to these Rules and the Midlands Rules of Evidence.

Rationale: In 2009-10, many teams attempted to introduce demonstratives that displayed particular things material to the case. Examples include pictures of a Masserati Quattro, color samples available for Masseratis, and specific test results from labs. These situations should be dealt with in the demonstrative-specific rules rather than requiring AMTA Representatives to interpret whether such demonstratives are or are not material inventions.

RECOMMENDATION: Approve (as amended by Committee)

RSC-11

Motion by Nelmark:

That **Rule 7.15** be amended to add the following:

No team may use any person to portray a bailiff, sheriff, marshal, security officer, or any other type of courtroom security official whose duties would include but need not be limited to calling court into session and escorting in-custody witnesses. This rule does not apply to witnesses who are both provided in the case packet and called to testify.

RECOMMENDATION: Approve (as amended by Committee)

RSC-13

Motion by Kelly:

That Rule 4.31(4) be retitled "Expiration of direct examination time."

That Rule 4.31(5) be created as follows:

Rule 4.31(5) Expiration of cross examination time. If a team runs out of time for cross examination before it begins the cross examination of any witness, the attorney(s) who do not conduct any cross examination shall each receive a cross examination score of zero. Any witness who does not face a cross examination shall receive a cross examination score identical to the score the witness received for his or her direct examination performance.

RECOMMENDATION: Approve (as amended by Committee)

E. STRATEGIC PLANNING COMMITTEE

SPC-01:

Motion by Strategic Planning Committee to adopt the new Code of Conduct set forth in Appendix B.

SPC-02:

Motion by Strategic Planning Committee to amend the AMTA By-Laws dealing with Conflict of Interest (Article 7) as set forth in Appendix D (*a copy of which is attached as a separate document to this Board Agenda due to difficulties with formatting the document into the Agenda*)

F. TABULATION ADVISORY COMMITTEE

TAB-04

Motion by Zeigler on behalf of Heytens:

If any program advances two teams to the National Championship Tournament, those teams shall be placed in opposite divisions (inverts the current Maryland Rule).

Rationale: We let each program send up to two teams to a single 48-team tournament. We then force those teams into a single division, where we bar them from hitting each other. This disrupts pairings, protects certain teams from certain other teams, and means that some teams are in effect competing for no better than third place. It seems to me that the integrity of the competition means that at least one of these rules has to go. Ditching the prohibition on same-school matchups, I have been persuaded, would create a million integrity problems, so that leaves the 2-team rule or the Maryland Rule. I personally would be open to limiting programs to one team at the National Championship Tournament, but I gather others are not. Thus, this proposal.

I've only ever heard two defenses of the Maryland Rule. First, convenience for the programs that earn two bids, particularly in the case of split-site tournaments. I've spoken with the coaches of at least five programs that routinely earn two bids and none of them has actually endorsed that rationale. In addition, sending two teams to the National Championship Tournament is an enormous privilege, and the idea that we should have rules designed to benefit those programs strikes me as unwarranted.

The second reason is what I understand to have been the original justification for the Maryland Rule: The need to protect AMTA from a repeat of the 8th National. For one thing, the odds of that strike me as quite long given the much greater parity that exists in year 26 than in year 8. And if the truly remote possibility of it ever happening again is so bad that it's worth altering the rules of the competition to

prevent it, that strikes me as a powerful argument for limiting programs to one team each.

RECOMMENDATION: Approve

TAB-06

Motion by Lyons to add a new Rule 6.1.

Rule 6.1: Stand By Teams: The Tabulation Director may designate a “Stand By” team for each Opening Round Championship Site, and the National Championship Tournament. The Tabulation Director use such factors as Open Bid Ranking, Geographic Proximity, Regional Strength of the Team, and overall fitness of a team to participate in deciding which teams shall be offered “Stand By” status. If a “Stand By” team participates in the first round of the applicable tournament, the team they are standing in for are still eligible to compete in rounds 2, 3, and 4. If a “Stand By” team participates in the first and second round of the tournament, they assume the spot of the team they are standing in for, and are eligible for any wins or bids exactly as any other team that had earned a bid are.

Rationale: The tradition of stand by teams has long permeated AMTA, with said teams appearing at the old Silver and Gold tournaments, some actually getting to compete. While bye busters work in a pinch at a regional, the caliber of field at an ORC, or at the Championship Tournament, demand better than a bye buster. This rule merely seeks to codify what has been a long standing tradition of the Tabulation Director, to bring greater transparency to the process.

RECOMMENDATION: Approve

TAB-10

Motion by Nelmark:

That the first round at each ORCS be seeded based on top-half vs. bottom-half random pairings (i.e., in a 24-team event, the top-12 teams based on regional results will each face one of the bottom ranked teams based on regional results. The Tabulation Committee shall be tasked with and shall have the authority to craft specific guidelines to implement this motion.

RECOMMENDATION: None

TAB-11

Motion by Nelmark:

That after each stage of the tiebreaker process is completed, if a tie remains to be broken between two and only two teams, the head-to-head tiebreaker rule shall be applied.

RECOMMENDATION: Approve

TAB-12

Motion by Kelly:

To modify the first round random pairings at regional tournaments and Opening Round Championship Site tournaments by dividing the participants into two different groups (based on "Strength Points"), and randomly pairing one team from one group against a team from the other group.

The first group will consist of the top-half of teams (including a byebuster) at any given tournament in "Strength Points," while the second group will consist of the bottom-half of teams in "Strength Points." "Strength Points will be determined by the sum of the team's most recent regional win-count, the team's most recent Opening Round Championship (ORC) win-count, and the team's most recent National Championship Tournament (NCT) win-count. A byebuster team will have zero "strength points" and will automatically be paired against the last top-half team to be randomly paired.

For the purposes of determining a team's win-count when a team is part of a multi-team program, a program's "A Team" will receive the highest win-count in each category, and each successive team will get the next best win-count.

In the event that there is a tie for the last spot in the top-half, the tiebreaker criteria should be as follows: (1) team's win-count at the most recent tournament (for a regional, the most recent tournament is the previous year's NCT; for an ORC, the most recent tournament is the current year's regional tournament), (2) team's win-count at the second-most recent tournament (for a regional, the second-most recent tournament is the previous year's ORC; for an ORC, the second-most recent tournament is the previous year's NCT), (3) bonus bid rankings.

In determining the side of the case for teams in the first round, the side of the case will alternate with each random pairing. For example, in the first random pairing, the top-half team will be prosecution/plaintiff, and the bottom-half team will be defense. In the second random pairing, the top-half team will be defense, and the bottom-half team will be prosecution/plaintiff. The sides of the top-half and bottom-half teams should alternate with each random pairing until all teams have been paired.

RECOMMENDATION: None

TAB-14

Motion by Tabulation Advisory Committee:

"At regional qualifiers, ByeBuster teams (regardless of whether their composition changes) will be paired based on the ByeBuster's current tournament record. In Round 4 at Regionals and ORCS, ByeBuster teams are necessarily in Bracket 2, but shall be paired within Bracket 2 based on their actual record."

RECOMMENDATION: Approve

G. TOURNAMENT ADMINISTRATION COMMITTEE

No Motions advanced to agenda by Committee (see Tabled motions)

- IX. Unfinished/New Business
- X. 2011 Annual Board Meeting
- XI. Adjournment.

APPENDIX A – 2010 Annual Meeting



American Mock Trial Association 2009 Mid-Year Board Meeting Minutes December 6, 2009

I. Call to order

President Zeigler called the meeting to order at 3:01 p.m. EST.

Directors Present: Bernstein, Bloch, Butler, Calkins, Cross, Eslick, Freixes, Guliuzza, Halva-Neubauer, Houlihan, Langford, Lyons, Nelmark, Neuhaus, Pohlmann, Pryor, Racheter, Seelau, Wagoner, Woodward, Zeigler.

Quorum present.

Others Present: Detsky (Candidate), Herron (General Counsel), Heytens (Candidate), Leckrone (Candidate), Palmer (Candidate), Satler (Candidate), Schuett (Candidate).

II. Approval of Agenda.

Motion to approve agenda. Seconded. Approved Unanimously.

III. Approval of 2009 Annual Meeting Minutes

Motion to approve 2009 Annual Meeting Minutes (with correction that Jim Wagoner is on the civil case committee, not the criminal case committee). Seconded. Approved Unanimously.

IV. Committee Reports

Justin Bernstein delivered an update on the Civil Case Committee.

Jason Butler delivered an update on the Criminal Case Committee.

Adam Detsky delivered an update on the Development Committee.

Mark Pohlmann delivered an update on the Strategic Planning Committee.

Johnny Pryor delivered an update on the Budget Committee.

Frank Guliuzza delivered the National Tournament Selection Subcommittee's Report. The National Tournament Selection Subcommittee's Report is attached as Appendix A.

V. Motions:

A. **Motion by Ryan Seelau: Motion to Amend By-Laws – Vote by Proxy**

Motion to Amend the By-Laws to allow for Directors (with a vote) to cast their vote via proxy for any relevant Executive Committee position (which under our current By-Laws would mean the ability to vote for the President and no other positions).

Rationale: There are many reasons a board member might have to miss a board meeting, but that should not deprive him/her from being able to choose something as important as the leader of AMTA. We already have rules in place that prohibit directors from missing multiple meetings in a row, so it is unlikely that this proxy vote would be abused or cause directors to skip meetings, etc.

Full Disclosure: I will be living out of the country when the next board meeting is scheduled to occur and, as such, it is unlikely (although not impossible) that I will be able to attend in person.

Motion by Guliuzza to Amend Motion to state that an absentee ballot may be submitted for President-Elect. Seconded. Amendment Approved.

Motion by Woodward to refer this Motion to the Executive Committee. Seconded. Passed—Motion deferred to Executive Committee.

B. **Motion by Kris Lyons: Motion to Amend Rule 6.7:**

Motion to Amend Rule 6.7 to add new sub paragraph (4)

(4). Bid Reassignment. Upon consultation with the Chairman Chair of the Tournament Administration Committee (TAC), the Tabulation Director shall have the authority to reassign bids to take into account both competitive balance of the Opening Round Championship Series (ORCS) sites, the competitive balance of the ORCS and approved schedule conflicts (recognized as such by TAC) of teams that have earned bids.

Comment: This rule reflects the current practice. Open bids are “swapped” to accommodate teams that have scheduling conflicts recognized by TAC. Such a practice provides flexibility in filling bids at ORCS sites used with 'swapping' open bids, and teams with approved conflicts to create flexibility within the ORCS. Having said that, while this rule allows for swapping, it does NOT require it. While there is flexibility in choosing which teams get which open bids at which ORC, there is no rule that allows for swapping. This is merely a rule change to bring our rules in line with current practices.

Motion by Nelmark to Amend to add language that states that no team will be moved against their will other than when being offered an open bid.
Seconded. Approved.

Motion seconded. Approved.

C. **Motions by Gonzalo Freixes**: Three Motions proposed by Freixes

I wish to propose the following three motions for inclusion on the mid-year board agenda. These proposals are necessary for the mid-year meeting because they address registration procedures. Accordingly, the changes would need to be passed in December to be effective before 2010-2011 registration begins. The rules center on the fact that, after three years on the regional assignments committee, it is clear that the number of programs listing spring/winter breaks as conflicts has gotten out of control. Many of these teams have in the past been quite disrespectful when addressing the issue.

MOTION 1: Amending rule 2.9(1)(a) To allow teams to voluntarily waive rule 2.9(1)(a) which provided as follows:

Rule 2.9 Regional assignment criteria and procedures.

(1) ASSIGNMENT CRITERIA. The Tournament Administration Committee will assign every member school's registered team(s) to one or more regional tournaments. Assignment of schools and teams to regional tournaments will be made after the close of registration, using the following criteria:

(a) assigning schools to a location within three hours of driving distance (according to Mapquest) when possible (not necessarily the closest geographic region);

New Rule 2.9:

(1) ASSIGNMENT CRITERIA. The Tournament Administration Committee will assign every member school's registered team(s) to one or more regional tournaments. Assignment of schools and teams to regional tournaments will be made after the close of registration, using the following criteria:

(a) assigning schools to a location within three hours of driving distance (according to Mapquest) when possible (not necessarily the closest geographic region); This provision may be voluntarily waived by a

program. However, waiver may result in the program's teams being assigned to any regional or opening round championship tournament regardless of distance from that program's institution and regardless of expense even if there are close tournaments that do no conflict.

RATIONALE: If teams want their winter breaks, then we can try to accommodate - but since that takes away two weekends out of four, AMTA needs flexibility.

Motion seconded. Motion Approved.

MOTION 2: Regardless of whether the above motion is passed, the following language and check box should be added to the Registration Form.

AMTA does not recognize Winter/Spring Break as a conflict.

____ Our program has no winter/spring break conflicts.

____ Our program has winter/spring break from _____ to _____.

If your institution has spring break, please check one of the following:

____ Our program has a winter/spring break but we are able to compete on those weekends.

____ Our program has a winter/spring break and a written university policy not allowing student activities to meet or travel on weekends that the school is enclosed. (A copy of the written policy must be forwarded to glen.halva-neubauer@furman.edu by the registration deadline. Failure to provide a copy by the registration deadline will result in a determination that there is no conflict) **Please note:** the actual policy must be forwarded, a note from a faculty member will not suffice).

____ Our program is unable to compete during our winter/spring break and we voluntarily **waive** Rule 2.9(1)(A) of the AMTA rulebook. Our program understands that Rule 2.9(1)(A) is our right to be assigned to a close geographic location. We agree that AMTA **may** assign our team to any regional and/or Opening Round Championship Series ("ORC") qualifying tournament **if space allows, regardless of distance** from our institution. We further acknowledge that this **may** result in our program having to fly to our assigned regional and/or ORC qualifier at our own expense and that we **waive** any request for hardship considerations that may result as a consequence. We also understand that we **may** have to fly to our assigned regional qualifier at our own expense even if there are closer regional tournaments that do not conflict with our winter/spring break. We further understand that tournament space at all AMTA tournaments is limited and

other teams will not be forced to extensively travel in order to accommodate our winter/spring break and, as a result, we may have no choice other than to compete during our spring break.

RATIONALE: Take your spring break, but at your own expense and peril.

Motion to Amend motion to state that "winter/spring breaks are not a viable AMTA conflict unless there is documentation from the school stating that competing on such weekends is impermissible." Motion to Amend seconded. Approved.

Motion by Guliuzza to substitute Amended Motion for all three Motions originally submitted by Freixes. Seconded. Approved.

Amended Motion (which is now a substitute for the other motion submitted by Freixes) is Seconded. Approved.

MOTION 3: That the following language be added to rule 2.9 as part of 2.9(3) and also added to the registration form/page at or near the "Conflicts" Box:

"AMTA does not recognize spring/winter breaks or recesses as conflicts."

ALTERNATE MOTION 3: In the event motion 1 and 2 fail: That the following language be added to the registration page at or near the "Conflicts" Box:

"AMTA does not recognize spring/winter breaks or recesses as conflicts."

D. Motion by Justin Bernstein:

Motion to amend Rule 3.9 to say that, "A team shall consist of no less than six members and no more than ten members."

Rationale: With the restriction of two teams per regional tournament, programs are finding it more financially challenging to field additional teams. Allowing larger rosters -- particularly, allowing all teams to include as many as 10 students -- allows great participation without requiring teams to field additional teams, and without requiring teams to bear the cost of attending additional regional tournaments. The original primary opposition to allowing larger rosters was the concern that teams, particularly top teams, would have their students specialize to the point where competitive balance would be undermined. That has not occurred. In fact, it seems very few Championship teams carried more than eight. This will permit greater participation without undermining competitive concerns.

Motion Seconded. Motion Approved.

VI. Adjourn

Motion to Adjourn. Seconded. Approved. Meeting adjourned at approximately 4:55 p.m. EST.

Appendix A—National Championship Tournament Subcommittee Report

National Championship Tournament Subcommittee Report: Mid-Year Board Meeting - 12/6/09

Throughout the fall semester our Subcommittee has been focused upon three tasks:

- 1.) We have been communicating regularly with Marcus Pohlmann to make sure that the 2010 NCT in Memphis, TN is a success. Mark has kept us up with regard to several issues: The courthouses he plans to use for the preliminary rounds, the courthouse for the final round, his effort to recruit judges, and some of the extras he hopes to provide at the tournament. Our intention is to continue to work with Mark and monitor the particulars of this tournament.
- 2.) We have kept in touch with those responsible for hosting the 2011 NCT in Des Moines. We are satisfied that the tournament is coming together. David Nelmark has secured the Iowa Events Center to go along with the Polk County Courthouse providing AMTA with its third downtown NCT in Des Moines. Further, he has made an arrangement with the law school at Drake so that they will recruit the judges for the tournament. He's counting a lot on the law school at Drake to come through w/r to judges, but believes that they'll do it. I think he's right. They hosted the 2008 moot court nationals which required them to come up with judges for 32 separate rounds three times in prelims, and a bunch of judges for elimination rounds. So, I know they can do it if they see this as an opportunity to make a great impression on prospective law students and pre-law advisors.
- 3.) We requested proposals from those wishing to host the 2012 NCT. We received two excellent proposals: From Glen Halva-Neubauer to host in Greenville, SC, and from Jackie Palmer to host in Minneapolis-St. Paul, MN. We reviewed the proposal looking at the hosts' experience in hosting a tournament of this caliber, the ability to secure high-quality judges, tournament facilities, lodging, transportation to-and-from the competition venue, and transportation to-and-from the host city, and the like. After said review, we voted to recommend that Hamline be awarded the bid to host the NCT in 2012.

W/r to the Committee's deliberation, I have to tell you that I was pretty impressed with them. I was personally supportive of Glen's bid. I think he's earned it as a long time host of outstanding regional and national tournaments, and he's told me about some of the special plans he has for 2012. But, I think the group came to some

quick decisions which I support: Even though I believe that the NCT is our Super Bowl, the most important things we're looking for from a "Super Bowl" host are a sufficient number of excellent judges and a quality venue. Beach parties and the like are way less important than providing the essentials.

With that in mind, there are other considerations which include:

- 1) Transportation in-and-out of the city;
- 2) Lots of lodging options;
- 3) Ease of access to the competition venue(s),
- 4) Institutional support (meaning actual financial support v. "Hey, good luck, buddy. We support you!"),
- 5) The extras that would make the tournament special.
- 6) And of course, I believe that if it's a national tournament, then we need to develop possible venues across the United States – and, therefore, outside of the same sites in the Midwest.

The Committee then looked at the two options head-to-head. Both have demonstrated the ability to secure a sufficient number of excellent judges. There are plenty of nice places to stay and eat in both cities. And, I think Glen is committed to doing the extras. After that, almost everything else favored MSP especially: The tournament venue, the fact that there's no need to commute between division venues, and transportation in-an-out of the city. MSP has hosted an event where teams had to travel to the site from both LA and Boston. There were other factors as well (e.g., Jackie has the full support of Hamline University which has committed to pony up \$15-20,000. There were some other factors as well that favored MSP.

Again, these were both excellent proposals. In the end, the group made the decision that I've described above. Of course, I would be happy to answer any additional questions about this decision.

Respectfully submitted,

Frank Guliuzza, Chair
National Championship Tournament Subcommittee

APPENDIX B – 2010 Annual Meeting

AMERICAN MOCK TRIAL ASSOCIATION

Code of Conduct

The American Mock Trial Association (the “AMTA”) works to promote knowledge of the American legal system and the development of critical thinking and public speaking skills among the college students who participate in its programs (“Participants”). Through its programming, the AMTA strives to instill in Participants a responsibility to act ethically and exemplify the ideals of the legal profession. In furtherance of this mission, the AMTA is committed to maintaining an organization that fosters the highest standards of professional, ethical and collegial conduct at every level.

The AMTA’s Code of Conduct (the “Code”) applies to members of the AMTA Board of Directors (the “Board”), officers of the AMTA, employees of the AMTA and individuals designated by the Board to serve in a representative capacity (collectively, “Covered Persons”). The Code establishes general standards of behavior for Covered Persons and their interactions with Participants. For the purposes of the Code, a Covered Person shall be deemed to be serving in an official capacity any time he or she performs a function of the AMTA or acts on behalf of the AMTA, including during the entire period he or she is at a location at which an AMTA program takes place, from arrival at the tournament site until the conclusion of the protest period following awards, and all hours in between.

The Code is intended to maintain the AMTA’s principles of high integrity and fairness. Although no set of rules can anticipate or provide guidance for every situation, Covered Persons shall conduct themselves in the spirit of the Code’s provisions.

1. Conduct of Covered Persons

It is expected that while serving in an official capacity, Covered Persons will conduct themselves with a high degree of integrity and civility. Covered Persons shall refrain from any behavior contrary to the principles of the AMTA or that could reasonably cause embarrassment to the AMTA.

2. Interactions with Participants

- a. Covered Persons shall maintain appropriate relationships with Participants at all times. Covered Persons shall avoid relationships with Participants that could reasonably cause an apparent or actual conflict of interest between such Covered Person’s educational and professional responsibilities to the AMTA and his or her personal interests. It shall be a violation of this policy to serve in an official capacity at any event in which a romantic partner or immediate family member is involved as a Participant. Covered Persons are expected to decline assignments that would be in violation of this standard.
- b. When serving in an official capacity, Covered Persons shall refrain from fraternization with Participants that could reasonably create an actual or apparent conflict of interest or which

could otherwise reasonably cause embarrassment to the AMTA. Interacting with Participants in an educational setting, including judging scrimmages, shall not be considered fraternization.

3. Discrimination and Harassment

- a. The AMTA strictly prohibits all forms of discrimination and harassment by a Covered Person, including discrimination and harassment based on race, ancestral origin, color, political belief, religion, age, sex, gender or sexual orientation.
 - (j) Discrimination and harassment include unwelcome conduct, whether verbal or physical, that creates or could reasonably create an intimidating, hostile or offensive environment, including, but not limited to, epithets, slurs, insults or negative stereotyping; acts or jokes that are hostile, demeaning, threatening or intimidating and written or graphic material that demeans, ridicules or shows hostility toward an individual or group.
 - (ii) Acts that constitute sexual harassment include, but are not limited to, unwelcome sexual advances; comments or jokes of a sexual nature; the display or circulation of sexually suggestive or explicit visual or printed material; requests for sexual favors and other verbal or physical conduct of a sexual nature where submission to such conduct is either an express or implied term of a benefit or detriment
- b. It is the policy of the AMTA that all Participants should be able to take part in AMTA programs free of discrimination or harassment. Per Rule 1.4 of the AMTA Rulebook, all Covered Persons should strive to emulate the finest practitioners in the legal profession. Professional, ethical and collegial behavior is expected at all times. The AMTA does not permit or condone any form of discrimination, retaliation, or harassment by any individual or organization affiliated with the AMTA based on race, ancestral origin, color, political belief, religion, age, sex, gender or sexual orientation.

4. Alcohol and Drug Consumption

- a. While serving in an official capacity, Covered Persons shall refrain from consuming excessive amounts of alcohol and shall not be intoxicated in the presence of Participants.
- b. While serving in an official capacity, Covered Persons are prohibited from purchasing alcohol for Participants.
- c. The illegal possession or consumption of narcotics, drugs, or controlled substances by Covered Persons while serving in an official capacity is prohibited.

5. Confidentiality

- a. All information and know-how, whether or not in writing, of a private, secret, or confidential nature concerning the AMTA's operations, internal matters, developments or financial affairs (collectively, "Confidential Information") is and shall be the exclusive

property of the AMTA. By way of illustration, but not limitation, Confidential Information may include AMTA organizational plans, program and tournament materials, case materials, knowledge of forthcoming case changes, programs or tournament results in advance of official announcements, terms and conditions of contractual arrangements, financial data, personnel data, Participant and member data and financing sources.

- b. Covered Persons may not disclose Confidential Information to others outside of the AMTA or use the same for any unauthorized purposes, either during or after the Covered Person's AMTA service, unless and until such Confidential Information has become public knowledge without fault of the Covered Person. All files, letters, e-mails, facsimiles, reports, records, data, or other written, photographic or tangible materials containing Confidential Information, whether created by the Covered Person or others, which shall come into the Covered Person's custody or possession, shall be and are the exclusive property of the AMTA to be used by the Covered Person only in the course of his or her AMTA service and in the best interest of the AMTA.

6. Conflicts of Interest

- a. All Covered Persons must adhere to the AMTA's Conflict of Interest Policy set forth in Article 7 of the AMTA By-laws.
- b. No Covered Person may have a team in competition at a tournament at which he or she is assigned to serve as an AMTA facilitator or in an AMTA organizational or administrative capacity, unless such role is approved by the Executive Committee after such Covered Person has disclosed to the Executive Committee that he or she has a team in such competition.
- c. Covered Persons acting in an official capacity shall not show bias in favor of or against any Participants, teams or colleges.
- d. Covered Persons may not accept gifts, bribes or any other personal benefits valued at an amount exceeding \$50.00 from any Participants, teams or colleges.
- e. Covered Persons may not use their position with the AMTA to promote any cause, business or organization other than the AMTA, unless consent is first obtained from the Board or the Executive Committee.

7. Public Communications

- a. A Covered Person's participation in public communications, such as public speeches and Internet postings or blogs, may have consequences, intended or otherwise, for the AMTA. Due to their inherently public nature, these communications have the potential to damage the AMTA's reputation and expose it to liability. To ensure that the AMTA preserves a consistent and positive public impression regarding its organization and programs and avoids liability exposure, Covered Persons are prohibited from making disparaging statements regarding the AMTA (either by name or implication) in any public forum or through any public media, including but not limited to public speeches, electronic bulletin

boards, blogs, Twitter, Facebook and web-based chat rooms. Covered Persons are expected not to slander, libel, harass, or disparage other Covered Persons, Participants, judges, or any other member of the AMTA in their public communications.

- b. While serving in an official capacity, Covered Persons serve as representatives of the AMTA to Participants, colleges and the general public. Covered Persons shall avoid the impression, intended or otherwise, that personal views expressed in any public forum or through any public media, including but not limited to public speeches, electronic bulletin boards, blogs, Twitter, Facebook and web-based chat rooms, are shared by the AMTA. If, while serving in an official capacity, a Covered Person wishes to speak as an individual, and not in a representative capacity, he or she shall clarify his or her intention to do so in any circumstance where there is likely to be confusion.

8. Disciplinary Process

- a. The Disciplinary Committee of the AMTA (the “Disciplinary Committee”) and the Executive Committee are responsible for implementing the disciplinary process set forth in this Section 8 of the Code.
- b. Covered Persons, Participants, judges, members of the AMTA and any other persons shall have the opportunity to contact the AMTA to report a violation of the Code. Once a violation has been reported, it will be submitted to the Disciplinary Committee for review. Complaints may be submitted in writing to any member of the Board or to any employee of the AMTA. The complaint shall be referred to the Past President within five business days of receipt, who shall convene the Disciplinary Committee within ten business days of referral.
- c. Any violation of the Code is grounds for appropriate disciplinary action, up to and including removal from the Board or termination of AMTA service, as applicable. Disciplinary action, if any, will fit the nature of the infraction. Potential consequences may include a warning, official reprimand, suspension and/or termination of relationship with the AMTA.
- d. The Disciplinary Committee is responsible for investigating and evaluating the alleged violation and, if it determines that a violation has occurred, determining and imposing a disciplinary course of action.
 - (i) Members of the Disciplinary Committee will include (A) the Past President of the AMTA, who shall serve as the Chairperson of the Disciplinary Committee, (B) one appointee of the current President, who shall not concurrently serve on the Executive Committee, (C) one person elected at large by the Board, who shall not concurrently serve on the Executive Committee and (D) any additional persons as the Board deems appropriate.
 - (ii) During the course its investigation, the Disciplinary Committee will be permitted to gather evidence that is reasonably necessary to evaluate whether a violation of the Code has occurred

- (iii) Prior to the Disciplinary Committee determining its ruling, the alleged violator shall be notified of the reported violation and shall have an opportunity to be heard by the Disciplinary Committee.
 - (iv) The Past President or his or her appointee will be responsible for communicating the ruling to the alleged violator.
- e. The alleged violator will have an opportunity to appeal the Disciplinary Committee's decision to the Executive Committee. Notice of an appeal must be submitted to the President or his or her designee within five business days of notification of the decision by the Past President. A two-thirds vote of the members of the Executive Committee voting is required to overturn the Disciplinary Committee's decision.
- f. The alleged violator will have an opportunity to appeal the Executive Committee's decision to the full Board. A two-thirds vote of the members of the Board voting is required to overturn the Executive Committee's decision.
- g. Nothing in this Section 8 of the Code is meant to preclude the President from taking disciplinary action unilaterally on behalf of the Executive Committee in the event that (i) the circumstances necessitate immediate action and (ii) the President has been authorized to take action by a majority of the Executive Committee. In such a case, the alleged violator will still have the opportunity to appeal the President's decision to the full Board as set forth in Section 8(f).

APPENDIX C – 2010 Annual Meeting **TABLED MOTIONS**

RSC-01

Motion by Lyons, to amend the Chapter 6 rules as follows:

Amend **Rule 6.2** to read:

Types of bids, how earned. There are four types of championship series bids:

- (1) **REGULAR BIDS.** Regular bids to the opening round championship are strictly determined and earned by the final placement results at regional tournaments. Regular bids to the national championship are strictly determined and earned by the final placement results at opening round championship tournaments.
- (2) **OPEN BIDS.** Open bids consist of regular bids that have been declined or unreserved, and extra bids not allocated to a tournament as a regular bid. When available, open bids are awarded pursuant to Rule 6.9.
- (3) **ACT OF AMTA BIDS.** Act of AMTA bids are awarded, when necessary, pursuant to Rule 6.10.
- (4) **DISCRETIONARY BIDS.** Which are awarded by the Competition Response Committee, pursuant to Rule 6.12

ADD NEW: Rule 6.12

Rule 6.12: Discretionary Bids. The Competition Response Committee shall have the authority to grant up to two single bids, to any teams that, in the discretion of the Committee, deserve the opportunity to compete in the Opening Round of the Championship Series. The first two open bids to manifest each season shall be reserved as Discretionary Bids. Teams have until 12:00 p.m. Central Standard Time, of the Monday after the final regional tournament, to request consideration for a discretionary bid. Bids shall be awarded based upon the relative merits of each claim, the strength of the teams schedule at the teams regional tournament, and any other factors deemed relevant to the awarding of the bid. The Competition Response Committee shall award the bids within 48 hours of the above deadline expiring.

Rationale: There is no question the board took a firm policy stance against discretionary bids when it set up the Open Bid structure and criteria. However, said criteria, while rigid and good, does not account for the teams that simply have the bad luck of having an incredibly tough schedule at a small regional, as compared to other teams that get to move on. This motion seeks to empower a committee with the ability to view the reality of really great teams not getting a chance to compete at the opening round championship series. At the same time, the motion limits the number to two, so as to keep down both the accusations of impropriety, and to keep strong our desire to follow the open bid criteria in most situations.

RSC-03

Motion by Lyons:

Add additional line to **Rule 3.9**:

By being listed on a roster, a competitor is prohibited from observing any round other than the round their team is competing in.

Rationale: There is always a balance between the no communication rule, and people on the roster, but not competing in the round. Teams understandably get upset when they see people competing in the round talking to people who are not immediately apparent as rostered team members. This rule would seek to both limit the complaints received, and also encourage 10 member teams to be present to support all aspects of their teams

RSC-07

Motion by Freixes on behalf of Detsky:

Motion to Create **Rule 3.6(8)** as follows:

(8) LIMITATION OF NUMBER OF STUDENTS FROM OTHER SCHOOLS

In no event shall any team's competition roster be comprised of more than two members from a different institution.

Rationale: Once you have more than two students from other schools on your roster, than that means a team could theoretically have half their scorers or more during any given round be comprised of students not enrolled there. This, in my opinion, should not be allowed.

RSC-14

Motion by Freixes:

That commencing with the 2010-2011 competition season, competing schools will return to using the team numbers historically assigned to those schools prior to the 2009-2020 season.

Reasoning: Giving schools new AMTA numbers each year has been confusing to many teams and tab rooms alike. The judges that routinely judge in our tournaments (those that presumably might recognize a team number) already recognize many of the participants from having seen them at invitational tournaments or scrimmages, while the judges that don't judge regularly have no idea what numbers are assigned to what schools whether we use the "traditional" numbers or the "new" numbers. Teams are writing down the wrong numbers on ballots and AMTA reps are having to continually look up these "new" school numbers. The cure is worse than the disease.

TAB-01

Motion by Zeigler on behalf of Heytens:

The bids from regionals that are assigned to the same ORCS shall be awarded in proportion to the number of teams that actually compete at each regional, with the number of bids awarded to the regional with the fewest teams always rounded up and (if necessary) the number of bids awarded to the larger regionals with the most teams rounded down.

Rationale: Two years of experience with the new system demonstrate that it is not possible to equalize the size of various regional tournaments without making late-in-the-day assignment swaps that the TAC is (understandably) reluctant to make. It is not right for a regional that has fewer than 20 teams to have the same number of ORCS bids as a regional that has 28 teams. True, the open bid process means that teams that finish on the bubble at larger regionals often secure ORCS bids eventually, but that process generates uncertainty and imposes costs on schools that are forced to travel out of region for their ORCS.

Example: Regionals A, B, and C feed to ORCS D. Say the number of teams that actually compete at Regional A = 18, the number of teams that compete at Regional B = 24, and the number of teams that compete at Regional C = 28. The total number of teams whose regions feed to ORCS D = 70. The number of total bids to that ORCS = 24, or one for every 2.92 teams. Divide the teams in each region by the number of ORCS bids per team and round up for the smallest region and up for the largest. So, Regional A would get 7 ORCS bids (6.17 rounded up), Regional B would get 8 ORCS bids (8.29 rounded down), and Regional C would get 9 ORCS bids (9.6 rounded down).

TAB-02

Motion by Zeigler on behalf of Heytens:

At Regionals, Round 2 shall be paired high-low, top-down, within Brackets.

Rationale: Regionals is the level of competition at which we see the greatest disparity in skill level between teams. The random pairing of Round 1 is likely to generate substantial mismatches and the fact that we use PD to pair Round 2 creates a substantial risk that (barring side-constraints) two the region's dominant teams will meet in Round 2. In contrast, teams that eke out a narrow victory in Round 1 are rewarded with weaker Round 2 opponents. This result does not make sense if the goal is to identify the top teams in a given region rather than the single-best team. The problem is less serious in Round 3, given that we use CS rather than PD in pairing that round.

TAB-05

Motion by Zeigler on behalf of Heytens:

For purposes of Round 1 pairings at the National Championship Tournament, divide the teams in each division into two equal groups consisting of (1) teams that finished 1-3 in their ORCS and (2)

teams that finished 4-6 in their ORCS. For each Round 1 pairing, draw one team from each group, alternating the side (P v. D) of the higher ranked team.

Rationale: Given that there is nothing random (by design) about the pairings for Rounds 2-4, it seems odd to have the first round be entirely up to chance. This proposal ensures that the highest (or lowest) ranked teams will not face each other in Round 1, while still leaving substantial room for unpredictability in terms of match ups. It also gives some (albeit small) effect to a team's relative performance at ORCS by rewarding (at least on balance) the teams that did better.

TAB-08

Motion by Lyons:

SOO should be the first tiebreaker after head to head match up. The remaining tiebreakers shall be reordered to give effect to this motion.

TAB-09

Motion by Freixes on behalf of Detsky:

Motion to change the regional tournament bid distribution to one that reflects that different region sizes. Rule would read as follows:

All Regional Tournaments with 24 teams or greater assigned at the time the first regional tournament begins shall have 8 bids. All regional tournaments with under 24 teams shall have 7 bids.

Rationale: why should some fields give some teams as much as a 50% chance of earning a bid while areas of the country where demand is more significant have a less than 30% chance of getting bid. A near-or-over 20% chance of getting bid difference between regional sites runs contrary to what I believe to be the values of an equal-treatment system.

Alternative motion:

All regional tournaments shall carry 7 bids. Every team in the top 20 on the BBR formula shall carry an extra bid to the regional tournament to which they are assigned.

Rationale: Is there a reason why we rank if we don't really reward the teams that are highest ranked? Like the proposal above, this motion recognizes that all regional fields should be inherently equal but that some sites have to hold more power because of geography.

TAB-13

Motion by Kelly:

To change the second and third round pairings to mandate two brackets: the top bracket, with double the number of teams that are qualifying to the next competition, and the bottom bracket, with the rest of the teams.

(In a regional tournament, for example, if there are eight qualifiers to an Opening Round Championship, there would be sixteen teams--or eight pairings--in the top bracket; in an Opening Round Championship tournament, if there are six qualifiers, there would be twelve teams in the top bracket; in the National Championship Tournament, the top bracket would consist of two teams.)

The top bracket would be paired high-low within the bracket, and the bottom bracket would be paired high-high.

So in a twenty-four tournament, with six qualifiers to the next tournament, the brackets would look like this in the second round:

BRACKET ONE

P1 v. D6
P2 v. D5
P3 v. D4
P4 v. D3
P5 v. D2
P6 v. D1

BRACKET TWO

P7 v. D7
P8 v. D8
P9 v. D9
P10 v. D10
P11 v. D11
P12 v. D12

Similarly, in the third round of a twenty-four team tournament with six qualifiers, the brackets would look like this:

BRACKET ONE

R1 v. R12
R2 v. R11
R3 v. R10
R4 v. R9
R5 v. R8
R6 v. R7

BRACKET TWO

R13 v. R14
R15 v. R16
R17 v. R18
R19 v. R20

R21 v. R22
R23 v. R24

Rationale: The second and third round pairing method is inconsistent with both the purpose of the regional and Opening Round Championship tournaments, as well as with the current fourth round pairing method. The current method results too often in the top teams facing each other in the second round, possibly eliminating some from qualifying to the next tournament.

TAC-02

Motion by Nelmark:

That registration forms be made available on site at each AMTA-sponsored tournament to aid in compliance with AMTA's preexisting "student registration" rule.

TAC-04

Motion by Pohlmann:

Motion to Adjust the Number of Opening Round National Championship Sites:

That the number and structure of Opening Round National Championship Sites be changed from the current format (eight sites carrying six Championship bids) to a modified format (six sites carrying eight Championship bids).

Rationale:

Power considerations:

- 1. The geographic distribution of sites is heavily concentrated in the mid-west, mid-southern region (Hamilton, OH, Minneapolis, MN, St. Louis, MO, (Memphis, TN), Waukegan, IL, Greenville, SC). The west coast has only 1 ORC (Irvine, CA) and the east coast has two (Boston, MA and White Plains, NY). This results in a heavy concentration of power¹ in the geographic regions with fewer ORC options.*
- 2. Reducing the number of mid-west, mid-southern ORC sites will result in a heavier concentration of power in the mid-country ORCs which will mirror the level of power currently present in the west and east coast ORCs.*

¹ "Power" designation is based on last year's championship tournament finish. As taken from perjuries.com and compiled by Mia Eisner-Grynberg:

Irvine hosted **5 teams** who finished in the **Top Ten** at last year's national championship.

White Plains hosted **4 teams** who finished in the **Top Ten** at last year's national championship.

Hamilton and **Greenville** hosted **3 teams** who finished in the **Top Ten** at last year's national championship.

Boston hosted **2 teams** who finished in the **Top Ten** at last year's national championship.

Waukegan, St. Louis, and St. Paul each hosted **1 team** who finished in the Top Ten at last year's national championship.

3. *Increasing the number of bids in each ORC will reduce the “random first round draw” impact.*

Quality considerations:

1. *While all eight of the ORC hosts have demonstrated the ability to provide a quality tournament experience, the same cannot be said for all of the current regional hosts. Converting two excellent tournament locations from ORC to Regional will allow AMTA to eliminate two additional subpar regional sites.*
2. *At least 4 of the current ORC sites have demonstrated in league play the ability to host a 32 team field (Memphis, TN [national host], Minneapolis, MN [national host], Greenville, SC [double ORC host, nationals bid consideration], Waukegan, IL [silver host]). This would require only two additional sites that would need to shift from the format of 24 teams to 32 teams.*
3. *Cost to AMTA would be reduced by at least \$2800 in representative travel fees in addition to a reduction in support provided to the host sites (with the understanding that some of the host money not paid to the former two sites would be, in some amount, redistributed to the now inflated fields).*

TAC-05

Motion by Kelly (Amended by TAC):

The subcommittee acted to substitute the following language in the place of the original motion. The original motion was more of an "idea," the substitute language is a rulebook-ready codification. The subcommittee chair, Johnathan Woodward, noted that this language met with the author's approval.

"That Rule 6.6(3) be amended to read as follows:

Rule 6.6(3). Feeder assignments to the opening round. The number of teams assigned to each championship tournament and the designations of which regions or parts thereof feed into each opening round championship tournament shall be established by the Tournament Administration Committee in consultation with the Tabulation Director. Regular bids from a regional tournament may be assigned to feed in to more than one opening round championship tournament, provided that such assignments are made prior to the first regional tournament."

Rationale: Currently, we have very little flexibility in assigning regionals to ORCs because we currently have to send all qualifiers from one regional to the same ORC. This also creates a situation where all of the open bids are assigned to the same ORC, and the National Tournament Director is asking for requests to have teams move from their assigned ORC. By having ORC qualifiers from a regional split up between different ORCs, it will make it easier and more efficient to balance the power of the ORCs.

For example, the Superior regional could have been split up by having four of its qualifiers sent to St. Paul, with the other four to Waukegan. During the week following a regional tournament, the committee would notify the qualifiers from that regional which ORC it has been assigned to, based on needs for power balancing. As it currently stands, a weak regional tournament often results in a weaker ORC tournament.

TAC-06

Motion by Freixes:

To add the Subsection (4) to **Rule 2.8**, as follows:

“(4) **EXCEPTION TO TWO-TEAM LIMIT.** The Tournament Administration Committee shall waive the 2-team limit at any group of Regional Tournaments whose winners will compete at the same Opening Round Championship, provided that

(a) At least five (5) schools from that group of Regional Tournaments submit in writing to the AMTA Secretary a request for a vote to waive the 2-team limit for that group of Regional Tournaments no later than October 15, and

(b) Within fifteen (15) days, the AMTA Secretary conducts a confidential vote of all member schools who participated in the previous year at that group of Regional Tournaments, and

(c) A majority of those member schools submit a vote on the requested waiver, and

(d) At least two-thirds of the schools voting on the requested waiver approve the request to waive the two team rule at those Regional Tournaments.

Rationale: The 2-team cap has resulted in a severe burden on many participating programs who have limited travel budgets or coaching staffs. The cap has burdened AMTA coaches from schools who field more than 2 teams, as well as AMTA volunteer tournament representatives, who must attend multiple tournaments (2 or 3 Regional Tournaments + an ORC). If a Region of the country overwhelmingly chooses to waive the cap for teams feeding into a common ORC, AMTA should respect that right. I get constant complaints from teams in the West and Pacific Northwest that they can't afford to go to so many tournaments and that this rule burdens students, coaches and AMTA reps alike.

EC-01

Motion by Nelmark to Amend the Rules as follows:

That beginning with the election in advance of the 2011 Board Meeting, the number of Voting Directors be capped at a maximum of 33. No Voting Director may be elected without a majority of affirmative votes of the vote cast. In the event that more than 33 eligible persons are placed on the ballot as potential Voting Directors, the top 33 vote getters shall be elected, provided that each receives a majority of the votes from those voting. In the event of a tie for the final spot, a run-off election shall be conducted.

Rationale: The current maximum size of the Board is too big. It creates an inordinate amount of expense and logistical problems for holding the annual meetings. Additionally, a lower cap will allow the board to choose among the best candidates rather than simply voting “thumbs up or thumbs down” on each member—a process which can lead to hurt feelings and which has proven ineffective over time.

FAILED IN COMMITTEE (LACK OF SECOND)

TAB-03

Motion by Zeigler on behalf of Heytens:

If an even number of teams from different schools miss the first round of a tournament, treat those schools as having lost both of their first round ballots -1 -1 to an unspecified opponent and then pair those teams against each other in Round 2. See Tab Manual p. 20.

Rationale: At the 2010 Jamaica regional, we had two teams miss the first round because of weather, which is a situation that the current rules do not appear to contemplate. After consulting with Kris and per the current tab manual, we treated those teams as having hit each other in Round 1 and both having lost both ballots, which (1) meant that two other programs also were paired with a second “random” opponent in Round 2; and (2) resulted in a phantom “impermissible” in Round 4, even though the teams that had missed Round 1 had not, in fact, previously met.

APPENDIX D – PROPOSED BY-LAW AMENDMENT (see attached document entitled AMTA-Conflict-Interest-New-2010).

APPENDIX D

ARTICLE 7. CONFLICT OF INTEREST; TAX-EXEMPT STATUS

Section 7.01. Purpose of Conflict of Interest Policy. The Corporation hereby establishes the following conflict of interest policy (the "Policy") in order to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director or that might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations

Section 7.02. Definitions. "Interested Person" shall mean members of the AMTA Board of Directors (the "Board"), Officers, employees and individuals designated by the Board to serve in a representative capacity (collectively, "Interested Persons"). ~~any Director or Officer~~ who has a direct or indirect Financial Interest. A person has a "Financial Interest" if such person has, directly or indirectly, through business, investment or family, (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration, in addition to not insubstantial gifts or favors.

Section 7.03. Determination of Conflict of Interest. A Financial Interest is not necessarily a conflict of interest. The Board of Directors, or a duly constituted committee thereof, shall determine, in accordance with the Policy, whether or not a conflict of interest exists with respect to a person's Financial Interest. Reimbursement of expenses shall not be considered a Financial Interest under this policy. Stipends paid to Tournament Hosts shall not be considered a Financial Interest under this policy.

Section 7.04. Disclosure Obligations. In connection with any actual or potential conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

Section 7.05. Procedures for Addressing Conflict of Interest. While an Interested Person may make a presentation at the meeting of the Board of Directors or committee, as the case may be, regarding the Financial Interest, he or she shall not be present for the discussion of the transaction or arrangement involving the possible conflict of interest or vote thereon by the Board of Directors or committee, as the case may be. If appropriate, the ~~Chairperson~~ President of the Board of Directors or committee, as the case may be, shall appoint a

disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors or committee, as the case may be, shall determine whether the Corporation can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors (even if this leaves less than a quorum) whether the transaction or arrangement is in the Corporation's best interests for its own benefit and whether it is fair and reasonable.

Section 7.06. **Compensation.** A member of the Board of Directors, or any committee whose jurisdiction includes compensation matters, who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7.07. **Violations of the Conflict of Interest Policy.** If the Board of Directors or committee has reasonable cause to believe a member or officer has failed to disclose an actual or possible conflict of interest, it shall inform the member or officer of the basis for such belief and afford the member or officer an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member or officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Section 7.08. **Records of Proceedings.** The minutes of the Board of Directors and all committees shall contain:

A) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed; and

B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7.09. **Annual Statements.** Each Director and Officer shall annually sign a statement that affirms such person has received a copy of the Policy, has read and understands the Policy, has agreed to comply with the

Policy, and understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.10. **Periodic Reviews.** To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Corporation shall conduct periodic reviews. The periodic reviews shall, at a minimum, include the following subjects:

A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

The Corporation shall be permitted to hire outside experts in connection with the periodic reviews, but the use of outside experts shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Section 7.11. **No Loans.** The Corporation shall not make any loans to its directors, ~~or officers~~ or employees.

Section 7.12. **No Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Director, Officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (but only if not prohibited by other sections of these By-laws) and to make payments and distributions in furtherance of the purposes set forth herein.

Section 7.13. **Limitation on Lobbying Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation may, if permitted under the Code, make the election provided for in section 501(h) of the Code with respect to influencing legislation and, only if the Corporation so elects, make lobbying or grass roots expenditures that do not normally exceed the ceiling amounts prescribed by section 501(h)(2)(B) and (D) of the Code.

Section 7.14. **No Political Campaign Activities.** The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 7.15. **Maintenance of Tax-exempt Status.** Notwithstanding any other provision of these By-laws, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on (i) by a corporation described in section 501(c)(3) of the Code and exempt from federal income tax under section 501(a) of the Code, or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.