



# American Mock Trial Association

2010 Board Meeting Agenda and Minutes

Hosted by Crowell & Moring

Organized by David Cross and Toby Heytens

June 18-20, 2010

## I. Call to Order

### A. Saturday afternoon attendance:

*Members present (21):* Bernstein, J.; Cross, D.; Detsky, A.; Eslick, M.; Freixes, G.; Guliuzza, F.; Halva-Neubauer, G.; Haughey, D.; Heytens, T.; Holt, O.; Langford, B.; Leckrone, J.; Lyons, K.; Nelmark, D.; Neuhaus, ML.; Pohlmann, M.; Racheter, D.; Scott, J.; Vile, J.; Wagoner, J.; Zeigler, S.

*Members not present (9):* Bloch, B.; Butler, J.; Calkins, R.; Hawley, A.; Kelly, M.; Schuett, N.; Seelau, R.; Stewart, F.; Woodward, J.

*Candidate Members present (5):* Palmer, J.; Creed, H.; Eisner-Grynberg, M.; Smith, A.; Walsh, M.

*Candidate Members not present (3):* Satler, J.; Cool, J.; Stahl, R.

*Staff & Guests (8):* Ewing, S.; Parker, T.; O'Donnell, M.; Coburn, M.; Sawtelle, S.; Warihay, W.; Leaphart, D.; Weatherby, G.

*Directors Emeritis (1):* Failla, G.

### B. Sunday morning attendance:

*Members present (20):* Bernstein, J.; Cross, D.; Detsky, A.; Eslick, M.; Freixes, G.; Guliuzza, F.; Halva-Neubauer, G.; Haughey, D.; Heytens, T.; Langford, B.; Leckrone, J.; Lyons, K.; Nelmark, D.; Neuhaus, M.; Pohlmann, M.; Racheter, D.; Scott, J.; Vile, J.; Wagoner, J.; Zeigler, S.

*Members not present (10):* Bloch, B.; Butler, J.; Calkins, R.; Hawley, A.; Holt, O.; Kelly, M.; Schuett, N.; Seelau, R.; Stewart, F.; Woodward, J.

*Candidate Members present (5):* Palmer, J.; Creed, H.; Eisner-Grynberg, M.; Smith, A.; Walsh, M.

*Candidate Members not present (3):* Satler, J.; Cool, J.; Stahl, R.

*Staff & Guests (9):* Ewing, S.; Parker, T.; O'Donnell, M.; Coburn, M.; Sawtelle, S.; Warihay, W.; Leaphart, D.; Weatherby, G.; Swanson, R.

## II. Welcome and Remarks:

Delivered by Nelmark, D.

## III. Introductions – Members and Guests:

Candidate members and guests introduced themselves.

## IV. Format of Agenda:

Delivered by Secretary – Freixes, G.

*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.*

## V. Approval of Agenda:

**Motion by Nelmark, D. to approve agenda.**

**Seconded.**

**Agenda approved.**

## VI. Special Board Elections:

**Wherein a motion was made for the Board to move into Executive Session.**

**Seconded.**

**Motion approved.**

### A. Election of President-Elect:

Motion by Stewart, F.; – Nominates Glen Halva-Neubauer for President-Elect

Motion by Pohlmann, M.; – Nominates Jim Wagoner for President-Elect

(arrival of Member ML Neuhaus before vote)

Wherein a motion was made for the Board to move out of Executive Session following completion of Election of President-Elect.

Seconded.

Motion approved.

**Following Executive Session, the announcement was made that the newly-elected President-Elect is Glen Halva-Neubauer.**

**B. Election of At-Large Board Member for Human Resources Committee.**

**Motion by Detsky, A to elect Kristofer Lyons as at-large member to Human Resources Committee.**

**Seconded.**

**Motion approved.**

**VII. Consideration of Tabled Motions:**

**A. Motion to un-table TAC-02 via written petition of five members other than motion proposer.**

**Motion approved.**

**TAC-02**

Motion by Nelmark, D.;

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

Motion by Detsky, A. on behalf of the Development Committee to amend TAC-02 as follows:

*AMTA Rule 3.5 – Student membership required. All student participants in sanctioned tournaments must be registered participants of AMTA. Each student must complete an application form that will allow AMTA to track its participants and better communicate with alumni. Individual information about students will not be released to any organization outside AMTA. The Development Committee shall create the application form and enforce this rule.*

*AMTA Rule 3.10 shall be amended to read as follows:*

*Rule 3.10 Submission of roster. Each team shall upload its roster to the AMTA website at least 21 days in advance of the start of the AMTA-sanctioned tournament in which the team is participating. The roster shall*

*designate a team captain, and shall include the cell phone numbers of the team captain and a coach (or official contact person if the team is student-run). The roster will be presented to the teams at on-site registration so the teams may add roles of the participants and note any changes.*

Seconded.  
Amendments approved.

**Motion as amended approved.**

**B. Motion by Zeigler, S. to un-table RSC-14 via written petition of five members other than motion proposer.  
Motion approved.**

**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.*

Motion by Nelmark, D. to amend "2020" below to reflect "2010".  
Seconded.  
Amendment approved.

**Motion as amended fails.**

## **VIII. Approval of Mid-Year Minutes (attached as Appendix A):**

**Motion by Freixes, G. to approve.  
Seconded.  
Motion approved.**

## **IX. Approval of Consent Calendar**

**Motion by Heytens, T.; to remove BUD-01 motion from consent calendar and add to motion agenda.  
Seconded.  
Motion approved. BUD-01 moved to budget motions portion of agenda.**

## **A. Committee Assignments**

### **AMTA Officers:**

Glen Halva-Neubauer, 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)  
Glen Halva-Neubauer, 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  
David Cross  
Dan Haughey  
Gonzalo Freixes  
Neal Schuett  
Will Warihay  
Mike Walsh  
Melissa Currivan (IP Screening)

**Criminal Case Committee:**

Jason Butler (Co-Chair)  
Tom Parker (Co-Chair)  
Brad Bloch  
Justin Bernstein  
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  
William Warihay

**Human Resources Committee:**

Adam Detsky, Secretary  
Glen Halva-Neubauer, President-Elect  
Kristofer Lyons, 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)

**Motion by Nelmark, D., to approve consent calendar.  
Seconded  
Motion approved.**

## **X. Committee Reports**

### **A. Budget Committee Report (Pryor, Eslick):**

Proposed 2010-2011 budget distributed during Executive Session  
Report delivered by Eslick, M.,

**Motion by Eslick, M. to approve Proposed 2010-2011 Budget.  
Motion seconded.  
Motion approved.**

### **B. Civil Case Committee (Bernstein, Heytens):**

Delivered by Bernstein, J.

### **C. Development Committee (Detsky, Palmer):**

Delivered by Detsky, A.

### **D. Ad Hoc Committee on Religious Accommodation (Herron, Freixes):**

Delivered by Zeigler, S.

**E. Rules Committee (Woodward, Bernstein):**

Delivered by Bernstein, J.

**F. Strategic Planning Committee (Pohlmann):**

Delivered by Pohlmann, M.

**G. Tabulation Advisory Committee (Lyons):**

Delivered by Lyons, K.

**H. Tournament Administration Committee (Halva-Neubauer, Woodward):**

Delivered by Halva-Neubauer, G.

**I. Other Committee Reports:**

Audit Committee report delivered by Wagoner, J.

**XI. Motions:**

**A. Budget Committee**

**BUD-01**

**Motion by Case Committee:**

*Note: Motion was on the consent calendar but now appears on agenda as a budget motion following passing of motion by Heytens, T. to remove from the consent calendar.*

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.*

**Motion by Heytens, T. to add the following additional language to the end of the motion amending rule 10.3.2(1) to read as follows:**

The case committee will not “contract” with anyone to write a given year’s case. The case committee may solicit entire cases or portions thereof, outlines, précis, synopses, summaries, topics, or ideas by an announcement

on the AMTA web site, In the event that the committee solicits entire cases and selects a fully drafted case from those submitted, the Case Committee will give a cash award of \$500 to the individual whose case is used.

**Seconded.**

**Motion to amend approved.**

**Motion as amended approved.**

**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*

**Committee Recommendation: approve.**

**Motion approved.**

**B. Case and Evidentiary Committee:**

**CEC-01**

**Motion by Zeigler, S. on behalf of Heytens, T.**

To modify **Rule 10.3.2(4)** to read as follows:

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)**

**Motion approved.**

### C. Executive Committee:

#### EC-02

**Motion by Seclau, R.**

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.*

**Committee recommendation: approve as amended by Committee**

Motion by Pohlmann, M. to amend section (g) to substitute “in attendance at a meeting” with “present at” and eliminating everything after “voting director.”  
 Seconded.  
 Amendment approved.

Motion by Zeigler, S. to eliminate first sentence of section C and delete words “for example.”  
 Seconded.  
 Amendment approved.

**Motion as amended passes unanimously.**

**EC-03**

**Motion by Seelau, R.**

Motion to amend the Bylaws as follows:

<b>AMENDED BYLAWS</b>	<b>CURRENT BYLAWS</b>
<p><b>Article 1B. Definitions</b></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 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</p>	<p>This defined the Board of Directors as those individuals who have been made full Directors. Board Candidates are not a part of this definition.</p>

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

*Chair* – an individual who is in charge of a committee

*Chief Executive Officer* – the individual responsible for the day-to-day management of the Corporation

*Corporation* – the American Mock Trial Association, including its Board of Directors, Officers and any employees

*Director* – 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 not considered Directors within these Bylaws

*Director Emeritus* – an individual who was formerly a Director and who remains in good standing with the Corporation

*Elected Officer* – an individual whom the Board of Directors has elected into office by the procedures outlined in these Bylaws;

*Executive Administrative Assistant* – an employee of the Corporation, approved by the Board of Directors whose duties, rights and responsibilities are outlined in an employment contract

*Executive Committee* – 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

*Institutional Member* – a Member that is a

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.

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.”

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.”

This definition comes straight from the Bylaws. Two things to consider:

- (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

<p>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 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>considered a part of the EC might be beneficial going forward</p> <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>Section 2.01. <b>Qualifications.</b> Any individual, corporation, partnership, association, trust, college, university or fiduciary is eligible to become a <b>Member</b> of the <b>Corporation</b>.</p>	<p>Section 2.01. <b>Qualifications.</b> Any individual, corporation, partnership, association, trust, college, university or fiduciary is eligible to become a member of the Corporation.</p>
<p>Section 2.02. <b>Membership Dues.</b> Annual membership dues that shall be set by the <b>Board of Directors</b> shall accompany each membership application.</p>	<p>Section 2.02. <b>Membership Dues.</b> Annual membership dues that shall be set by the Board of Directors shall accompany each membership application.</p>
<p>Section 2.03. <b>Membership Applications and Acceptance.</b> To become a <b>Member</b> an application fee must be paid. A <b>Member</b> may or may not participate in an AMTA sanctioned tournament. Membership applications (including renewals) may be accepted by any <b>Officer</b> of the <b>Corporation</b>. Applications and acceptance may be informal. A membership application may include more than one <b>Member</b>. A contribution to the <b>Corporation</b> shall be regarded as a membership application unless the contributor indicates otherwise.</p>	<p>Section 2.03. <b>Membership Applications and Acceptance.</b> 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. <b>Duration of Membership.</b> Each membership shall continue during the calendar year in which the <b>Corporation</b> accepts the membership and during the following five calendar years. However, the <b>Member</b> shall be asked to renew during the calendar year following the year in which the membership is accepted.</p>	<p>Section 2.04. <b>Duration of Membership.</b> 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. <b>Termination of Membership.</b> Any <b>Member</b> may withdraw from membership by written request actually received by any <b>Officer</b> of the <b>Corporation</b>. A membership shall terminate when the <b>Member</b> dies or ceases to exist. A membership may be terminated for reasonable cause by the affirmative vote of two-thirds of the <b>Board of Directors</b>, but only after the <b>Member</b> has been given at least ten days' written notice of the proposed termination and a reasonable opportunity for a hearing before the <b>Board of Directors</b> or a committee of the <b>Board of Directors</b>.</p>	<p>Section 2.05. <b>Termination of Membership.</b> 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 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. <b>Notification of Name, Address,</b></p>	<p>Section 2.06. <b>Notification of Name, Address,</b></p>

<p><b>and Changes.</b> Each <b>Member</b> shall promptly notify the <b>Corporation</b> in writing of his/her correct name and address and any change in his/her name or address. If a <b>Member</b> fails to do so, neither the Corporation, nor the <b>Board of Directors</b>, nor <b>Candidate Directors</b>, nor <b>Directors Emeritus</b>, nor any <b>Officers</b>, nor any employees shall be liable for any error or loss, which could have been prevented if notice had been given.</p>	<p><b>and Changes.</b> 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. <b>No Voting by Members.</b> <b>Members</b> shall have no right to vote, either at a meeting of the <b>Members</b> or in any other manner. All voting rights are vested in the <b>Board of Directors</b>.</p>	<p>Section 3.01. <b>No Voting by Members.</b> 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. <b>Meetings.</b> Meetings of the <b>Members</b> for any lawful purposes may be called, and the time and place in Iowa fixed, by the <b>Board of Directors</b> or by the President. Upon written request of five percent of the <b>Members</b>, the <b>Board of Directors</b> or President shall call a meeting of the members with reasonable promptness. Business at a meeting of the <b>Members</b> shall be limited to information, discussion, and other matters that do not require voting. Failure to hold annual meetings of the <b>Members</b> or to hold any meeting of the <b>Members</b> shall not end the term of any <b>Director</b>, shall not cause any vacancy, and shall not affect the existence or powers of (or the validity of any act of) the <b>Corporation</b> or the <b>Board of Directors</b>; and the term of each <b>Director</b> shall continue as provided in Section 5.01.</p>	<p>Section 3.02. <b>Meetings.</b> 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. <b>Number of Meetings.</b> The <b>Board of Directors</b> will meet at least two times per year. There shall be an annual meeting in which all <b>Directors</b> will meet in person and a mid-year meeting, which shall be conducted via conference call. For the mid-year meeting the <b>Executive Committee</b> 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 <b>Executive Committee</b> or by petition of ten <b>Directors</b>.</p>	<p>Section 3.03. <b>Number of Meetings.</b> 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. <b>Notice of Members' Meetings.</b></p>	<p>Section 3.04. <b>Notice of Members' Meetings.</b></p>

<p>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>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. <b>Record Date.</b> The record date for determining which <b>Members</b> are entitled to notice of any meeting of the members shall be 28 days before the meeting date. However, <b>the Board of Directors</b> 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. <b>Record Date.</b> 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. <b>Organization.</b> The President or President-Elect, as provided in these Bylaws, shall serve as the <b>Presider</b> at each meeting of the <b>Members</b>. If the President and President-Elect are absent or decline to <b>serve as the Presider</b>, the members may appoint a <b>Temporary Presider</b> to preside at the meeting. The Secretary or <b>the Assistant Secretary</b> shall act as secretary of each meeting of the <b>Members</b>. If the Secretary and Assistant Secretary are absent or decline to act, the <b>Members</b> may appoint a <b>Temporary Secretary</b> for the meeting.</p>	<p>Section 3.06. <b>Organization.</b> 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. <b>Purpose.</b> AMTA is a free-standing nonprofit corporation. The best parallel is a private college. The AMTA <b>Board of Directors</b> is the equivalent of a college's trustees. <b>Institutional Members</b> pay annual dues in order to receive the educational value of mock trial tournament experiences organized and administered by the <b>Board of Directors</b>.</p>	<p>Section 4.00. <b>Purpose.</b> AMTA is a free-standing nonprofit corporation. The best 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. <b>Duties and Powers; Delegation.</b> <b>The Board of Directors</b> shall manage the activities and affairs of the <b>Corporation</b>. The <b>Board of Directors</b> may exercise all powers of the <b>Corporation</b> and may do all lawful acts and things not prohibited by the Articles of Incorporation or these <b>Bylaws</b>. The <b>Board of</b></p>	<p>Section 4.01. <b>Duties and Powers; Delegation.</b> 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</p>

<p><b>Directors</b> may delegate any or all of its duties and powers to one or more <b>Officers</b>, committees, or persons, and may terminate or change any such delegation</p>	<p>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. <b>Board of Directors Application Process.</b> Anyone can apply to become a <b>Director</b>. If selected, that <b>individual first</b> becomes a <b>Candidate Director</b>. Individuals seeking to become <b>Candidate Directors</b> must submit completed candidate applications (see Form A, attached below) to an <b>Officer</b> no later than March 1 of the year during which they seek to begin the <b>Candidacy Period</b>.</p>	<p>Section 4.02. <b>Board of Directors Application Process.</b> 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. <b>Selection and Rejection of Applications.</b> The <b>Executive Committee</b>, which serves as the nominating committee, will review the applications and issue a recommendation on each application no later than April 15. The <b>Board of Directors</b> may move a prospective <b>Candidate Director</b> not selected by the <b>Executive Committee</b> into nomination by a 2/3 vote of the <b>Voting Directors</b>. A nomination vote shall be put to the <b>Board of Directors</b> upon the petition of 5 <b>Directors</b>.</p>	<p><i>Section 4.02.01. <b>Selection and Rejection of Applications.</b> 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. <b>Candidate Directors.</b> <b>Candidate Directors</b> are expected to assume the full array of responsibilities associated with being a <b>Director</b>, but they cannot vote until they are subsequently elected as <b>Directors</b>, normally after serving a <b>Candidacy Period</b> of at least two years.</p>	<p>Section 4.02.02. <b>Probationary Members.</b> Probationary members are expected to assume the full array of board responsibilities, but they cannot vote until they are subsequently elected as full members of the board, normally after at least two probationary years.</p>
<p>Section 4.03. <b>Election and Term of Directors.</b> <b>Directors</b> must be reelected each year. There are no term limits. If a <b>Director</b> fails to be reelected, that <b>Director</b> can reapply to become a <b>Candidate Director</b> the following year.</p>	<p>Section 4.03. <b>Election and Term of Directors.</b> 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 <b>Director Selection Process.</b> Anyone seeking to be a <b>Director</b> on the upcoming year's <b>Board of Directors</b> must submit a board applicant questionnaire no later than one week before the National Championship Tournament. <b>Candidate Directors</b> and returning <b>Directors</b> will fill out</p>	<p>Section 4.03.01 <b>Director Selection Process.</b> 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</p>

<p>the shorter Form B (attached below). The <b>Executive Committee</b> will serve as the nominating committee for the upcoming year's <b>Board of Directors</b>. The <b>Executive Committee</b> will make a recommendation on each applicant. After having had an opportunity to review the board application questionnaires and all <b>Executive Committee</b> recommendations, the <b>current Directors</b> 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. <b>Executive Committee members seeking to be Directors on the upcoming year's Board of Directors</b> will also complete Form B (attached below) and each <b>Executive Committee</b> member must recuse him/herself from all discussions of his/her nomination.</p>	<p>(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. <b>Number of Directors.</b> The maximum number of <b>Voting Directors</b> shall be set at forty (40). The Board of Directors at any time may increase or decrease the number of <b>Voting Directors</b> but at no time shall there be fewer than three (3) <b>Voting Directors</b> or more than 40 <b>Voting Directors</b>. <b>Candidate Directors, Directors Emeriti, and Non-Voting Directors</b> shall not count toward the 40 <b>Voting Director</b> cap. A vote to decrease the number of <b>Voting Directors</b> shall not shorten the term of any incumbent <b>Director</b>.</p>	<p>Section 4.04. <b>Number of Directors.</b> 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. 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. <b>Director Selection Criteria.</b> Anyone seeking a position on the <b>Board of Directors</b> 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 <b>Executive Committee</b> may also choose to query committee <b>Chairs</b> as to the contributions of an applicant. Applicants will be reviewed on the basis of their:</p> <p>(a) demonstrated service, e.g. hosting, AR,</p>	<p>Section 4.05. <b>Director Selection Criteria.</b> 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> <p>(a) demonstrated service, e.g. hosting, AR,</p>

<p>committee work</p> <p>(b) skills, e.g., finance, law, strategic planning, education, time availability</p> <p>(c) unique perspective, e.g., geographic, demographic, school size, public-private school, etc.</p> <p>(d) credentials (to help open some doors)</p> <p>(e) appropriate personality traits including, but not limited to, integrity and civility</p> <p>All board members should be able to:</p> <p>A) Attend board meetings at their own expense as well as serve without salary;</p> <p>B) Serve on AMTA committees;</p> <p>C) Serve as AMTA Representatives for regional and postseason tournaments;</p> <p>D) Put the goals of AMTA ahead of his/her own program;</p> <p>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;</p> <p>F) Demonstrate an ability to function in a cooperative and collegial fashion in whatever capacities assigned;</p> <p>G) Serve with a high degree of integrity and civility; and</p> <p>H) Advance the educational mission of the association.</p>	<p>committee work</p> <p>(b) skills, e.g., finance, law, strategic planning, education, time availability</p> <p>(c) unique perspective, e.g., geographic, demographic, school size, public-private school, etc.</p> <p>(d) credentials (to help open some doors)</p> <p>(e) appropriate personality traits including, but not limited to, integrity and civility</p> <p>All board members should be able to:</p> <p>A) Attend board meetings at their own expense as well as serve without salary;</p> <p>B) Serve on AMTA committees;</p> <p>C) Serve as AMTA Representatives for regional and postseason tournaments;</p> <p>D) Put the goals of AMTA ahead of his/her own program;</p> <p>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;</p> <p>F) Demonstrate an ability to function in a cooperative and collegial fashion in whatever capacities assigned;</p> <p>G) Serve with a high degree of integrity and civility; and</p> <p>H) Advance the educational mission of the association.</p>
<p>Section 4.07. <b>Vacancies.</b> Any vacancy occurring in the <b>Board of Directors</b> for any reason may be filled by the affirmative vote of a majority of the <b>Voting Directors</b> then in office. A <b>Director</b> elected to fill a vacancy shall serve for a term as provided in Section 5.06. However, if a <b>Director</b> is elected to fill a vacancy caused by the resignation of a predecessor whose resignation is not yet effective, the new <b>Director's</b> term shall begin when his/her predecessor's resignation becomes effective.</p>	<p>Section 4.07. <b>Vacancies.</b> 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. <b>Board Meetings; Annual Meeting.</b> Meetings of the <b>Board of Directors</b> may be called, and the time and place fixed, by the President or by a majority of the <b>Voting Directors</b> then in office or by any <b>Director</b> via</p>	<p>Section 4.08. <b>Board Meetings; Annual Meeting.</b> 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</p>

<p>a petition to the <a href="#">Executive Committee</a> for an ad hoc vote <a href="#">by the Board of Directors</a>. Such a vote can only be conducted upon recommendation of at least half of the <a href="#">Executive Committee</a> members. In the event of such a vote, <a href="#">Voting Directors</a> 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 <a href="#">Voting Directors</a> 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 <a href="#">Board of Directors</a> 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 <a href="#">Board of Directors</a> shall be its first meeting in each year, unless a different meeting is designated by the President or by the <a href="#">Board of Directors</a>. Failure to hold one or more annual meetings of the <a href="#">Board of Directors</a> or failure to elect <a href="#">Directors</a> in one or more years shall not end the term of any <a href="#">Director</a>, shall not cause any vacancy, and shall not affect the existence or powers of (or the validity of any act of) the <a href="#">Corporation</a> or the <a href="#">Board of Directors</a>; and the term of each <a href="#">Director</a> shall continue as provided in Section 5.06.</p>	<p>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 Directors; and the term of each Director shall continue as provided in Section 5.06.</p>
<p><b>Section 4.09. Notice of Board Meetings.</b> Written notice stating the time and place of a meeting of the <a href="#">Board of Directors</a> shall be delivered to each <a href="#">Director</a> 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><b>Section 4.09. Notice of Board Meetings.</b> 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><b>Section 4.10. Quorum of Directors.</b> A majority of the <a href="#">Voting Directors</a> 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,</p>	<p><b>Section 4.10. Quorum of Directors.</b> 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,</p>

<p>shall be the action of the <b>Board of Directors</b>, except with respect to where an action by a majority of the <b>Voting Directors</b> then in office may be specifically required by law or by these <b>Bylaws</b>.</p>	<p>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 <b>Bylaws</b>.</p>
<p><b>Section 4.11. Adjourned Board Meetings.</b> Any meeting of the <b>Board of Directors</b> may be adjourned from time to time and to any place, without further notice, by the affirmative vote of a majority of the <b>Voting Directors</b> 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><b>Section 4.11. Adjourned Board Meetings.</b> 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><b>Section 4.12. Vote Required for Board Action.</b> The following actions may be taken by the affirmative vote of a majority of the <b>Voting Directors</b> present at the meeting, even if a quorum is not present (notwithstanding Section 4.10): election or appointment of a <b>Temporary Presider</b> or <b>Temporary Secretary</b> for the meeting (if necessary), or adoption of any motion to adjourn or recess the meeting or any proper amendment to any such motion. Whenever the minutes of any meeting of the <b>Board of Directors</b> 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 <b>Voting Directors</b> voting for and against the motion, resolution, or action.</p>	<p><b>Section 4.12. Vote Required for Board Action.</b> 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. 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><b>Section 4.13. Directors' Voting Rights.</b> Each <b>Director</b> (including, without limitation, any <b>Director</b> who is also an <b>Officer</b> of the <b>Corporation</b> and any <b>Director</b> presiding at a meeting) may vote on any question at any meeting of the <b>Board of Directors</b>, except as otherwise expressly provided in these <b>Bylaws</b>. <b>Directors</b> shall not vote by proxy. At no time shall any <b>institution</b> have more than one vote on the <b>Board of Directors</b>. Should an <b>institution</b> have multiple individuals serving as <b>Directors</b>, those individuals shall share a single</p>	<p><b>Section 4.13. Directors' Voting Rights.</b> 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</p>

<p>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>conflicting votes submitted by individuals from a single institution shall not be counted.</p>
<p>Section 4.14. <b>Organization.</b> 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. <b>Organization.</b> 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. <b>Rules and Order of Business.</b> The Board of Directors may adopt any rules, not inconsistent with applicable law or the Articles of Incorporation or these Bylaws, for 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>Section 4.15. <b>Rules and Order of Business.</b> The Board of Directors may adopt any rules, not inconsistent with applicable law or the Articles of Incorporation or these By-laws, for 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. <b>Presumption of Assent.</b> 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</p>	<p>Section 4.16. <b>Presumption of Assent.</b> 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</p>

<p>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 <b>Director</b> who voted in favor of the action.</p>	<p>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><b>Section 4.17. Informal Board Action by Mail, Telephone, or E-mail.</b> Any action required by law or the Articles of Incorporation or these <b>Bylaws</b> to be taken by vote of, or at a meeting of, the <b>Board of Directors</b>, or any action which may or could be taken at a meeting of the <b>Board of Directors</b>, may be taken without a meeting if (a) a majority of the <b>Voting Directors</b> 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 of Incorporation or these <b>Bylaws</b> requires a greater number of consents or votes, that number shall be required instead of the number stated in this Section. If the <b>Board of Directors</b> confirms the action taken, the action shall be deemed to have been taken on the date when the action was first adopted by the <b>Board of Directors</b>. If the <b>Board of Directors</b> 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><b>Section 4.17. Informal Board Action by Mail, Telephone, or E-mail.</b> 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 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><b>Section 4.18. Informal Board Action by Unanimous Consent.</b> Any action required by law or by the Articles of Incorporation or these <b>Bylaws</b> to be taken by vote of, or at a meeting of, the <b>Board of Directors</b> 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 <b>Voting Directors</b> then in office or by all <b>Committee</b> members. The written consent</p>	<p><b>Section 4.18. Informal Board Action by Unanimous Consent.</b> 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</p>

<p>shall have the same force and effect as a unanimous vote, and any <b>Officer</b> may state or certify that the action was taken by a unanimous vote.</p> <p>The signing by each <b>Voting Director</b> 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 <b>Corporation</b>. 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>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. <b>Disclosure.</b> When a <b>Director</b> has an interest in a transaction being considered by the <b>Board of Directors</b>, the <b>Director</b> should disclose the conflict before the <b>Board of Directors</b> takes action on the matter. The duty of disclosure of an interest exists without regard to whether the proposed transaction is fair, whether the <b>Director</b> urges or opposes the transaction, or whether the <b>Director</b> 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 <b>Board of Directors</b> takes any action concerning the matter.</p>	<p>Section 4.19. <b>Disclosure.</b> 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 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. <b>Elected Officers.</b> The <b>Board of Directors</b> shall elect a President and <b>President-Elect</b> who shall serve two-year, non–successive terms. The Past President will serve as a member of the <b>Executive Committee</b>. The President will appoint a Secretary, a Treasurer, a Tournament Administration Chair, an AMTA Tabulation <b>Chair</b>, a Rules Committee Chair, a Competition Response Committee Chair and a Development <b>Chair</b>. The <b>Board of Directors</b> must ratify the appointments in order for them to take effect. The <b>Board of Directors</b> may refuse to confirm a presidential appointment and request that the President submit other nominees for consideration. The ten <b>individuals holding these positions</b> constitute</p>	<p>Section 5.01. <b>Elected Officers.</b> 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</p>

<p>the Executive Committee. The <b>Executive Administrative Assistant</b>, hired by the <b>Board of Directors</b>, will be an ex officio nonvoting member of the <b>Executive Committee</b>. The President shall vote on <b>Executive Committee</b> matters only when necessary to break a tied vote.</p>	<p>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. <b>Executive Committee Duties</b>. The <b>Executive Committee</b> is charged:</p> <p>A) to establish and charge such committees as authorized by the <b>Board of Directors</b> and such ad hoc committees as become necessary.</p> <p>B) to appoint people to these committees;</p> <p>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;</p> <p>D) to compile the agenda for the annual meeting of the <b>Board of Directors</b>;</p> <p>E) to propose the budget to the <b>Board of Directors</b>;</p> <p>F) to establish relationships with internal and external constituencies;</p> <p>G) to handle issues not heretofore specified in the <b>ByLaws</b>;</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 5.01.05. <b>Executive Committee Duties</b>. The Executive Committee is charged:</p> <p>A) to establish and charge such committees as authorized by the Board and such ad hoc committees as become necessary.</p> <p>B) to appoint people to these committees;</p> <p>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;</p> <p>D) to compile the agenda for the annual Board meeting;</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. <b>Composition of Committees</b>.</p> <p>A) No <b>Director</b> may serve as <b>Chair of</b> more than one of the following committees: Rules, Tournament Administration, Criminal Case Committee, or Civil Case Committee.</p> <p>B) No <b>Director</b> 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. <b>Composition of Committees</b>.</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. <b>Budget Committee</b>. Each year the Treasurer shall <b>serve as the Chair</b> of a Budget Committee composed of the President, Secretary and two <b>Directors</b> to be appointed by the President. The Treasurer, after</p>	<p>Section 5.03. <b>Budget Committee</b>. 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</p>

<p>consultation with the <a href="#">Executive Committee</a>, shall submit a budget for the <a href="#">Board of Director's</a> approval at its annual meeting.</p>	<p>with the Executive Committee, shall submit a budget for the Board's approval at its annual meeting.</p>
<p>Section 5.04. <b>Audit Committee.</b> This committee shall be composed of two <a href="#">Directors</a> who do not serve on the Budget Committee and one individual who does not serve on the <a href="#">Board of Directors</a>. The committee is responsible for receiving and reviewing the audit of the finances of the organization. This committee shall report its findings to the <a href="#">Board of Directors</a>.</p>	<p>Section 5.04. <b>Audit Committee.</b> 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. <b>Election or Appointment of Officers by the Board.</b> At each annual meeting of the <a href="#">Board of Directors</a>, after the election of <a href="#">Directors</a>, the <a href="#">Board of Directors</a> shall elect the officers required by Section 5.01, and may elect or appoint any other <a href="#">Officers</a> and/or <a href="#">Representatives</a> which the <a href="#">Board of Directors</a> deems advisable. If in any year the election of <a href="#">Officers</a> does not take place at that meeting, the election shall be held as soon thereafter as is convenient.</p> <p>In addition, the <a href="#">Board of Directors</a> at any time may elect, appoint, or authorize any <a href="#">Officer</a> or committee to appoint any other <a href="#">Officers and/or Representatives</a>.</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 <a href="#">Board of Directors</a>.</p> <p style="text-align: center;"><i>Failure to hold one or more annual elections of officers shall not end the term of any <a href="#">Officer</a>, shall not cause any vacancy, and shall not affect the validity of any act of the <a href="#">Corporation</a> or of any <a href="#">Officer</a>; and the term of each officer shall continue as provided in Section 5.06.</i></p>	<p>Section 5.05. <b>Election or Appointment of Officers by the Board.</b> 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 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. <b>Terms of Officers.</b> The term of each <a href="#">Officer</a> shall begin at the time of his/her election or appointment, unless otherwise ordered by the <a href="#">Board of Directors</a> or by the person or committee having authority to</p>	<p>Section 5.06. <b>Terms of Officers.</b> 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</p>

<p>appoint the <b>Officer</b>. Unless sooner removed as provided in Section 5.05 or unless his/her office is abolished, each <b>Officer</b> shall serve for a term ending at the time of the next election of <b>Officers</b> referred to in Section 5.01.</p> <p><i>However, any <b>Officer</b> may resign at any time by delivering a written resignation to the President or Secretary of the <b>Corporation</b>. The resignation shall take effect immediately upon delivery, unless it states a later effective date.</i></p>	<p>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><i>However, any officer may resign at any time by delivering a written resignation to the President or Secretary of the <b>Corporation</b>. The resignation shall take effect immediately upon delivery, unless it states a later effective date.</i></p>
<p>Section 5.07. <b>Removal of Officers.</b> Any elected or appointed <b>Officer</b> or representative of the <b>Corporation</b> may be removed by the affirmative vote of two-thirds of the full number of <b>Voting Directors</b>, or by the person or persons authorized to appoint the <b>Officer or Representative</b>, whenever in their judgment the best interests of the <b>Corporation</b> 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 <b>Officer or Representative</b> shall not of itself create contract rights.</p>	<p>Section 5.07. <b>Removal of Officers.</b> Any 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. <b>Vacancies.</b> The <b>Board of Directors</b> may fill any vacancy occurring in any office for any reason, or the <b>Board of Directors</b> may authorize any <b>Officer</b> or committee to fill the vacancy.</p> <p>An <b>Officer</b> elected or appointed to fill a vacancy shall serve for a term as provided in Section 5.01. However, if an <b>Officer</b> 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 <b>Board of Directors</b> 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. <b>Vacancies.</b> 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. <b>Duties and Powers of Officers.</b></p>	<p>Section 5.09. <b>Duties and Powers of Officers.</b></p>

<p>Except as otherwise expressly provided by law or the Articles of Incorporation, the duties and powers of all <b>Officers and Representatives</b> of the <b>Corporation</b> may be determined and defined from time to time by the <b>Board of Directors</b>. This Section shall prevail over and limit the following Sections of this Article.</p> <p>Unless otherwise determined by the <b>Board of Directors</b>, the <b>Officers</b> 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 law or the Articles of Incorporation or other provisions of these <b>Bylaws</b>. However, the <b>Board of Directors</b> at any time may change, add to, limit, transfer to another <b>Officer</b> or <b>Representative</b>, or abolish any or all of the duties and powers of any <b>Officer</b> or <b>Representative</b> of the <b>Corporation</b>.</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>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 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. <b>President</b>. The President shall be the <b>Chief Executive Officer</b> of the <b>Corporation</b>. Subject to the policies and decisions of the <b>Board of Directors</b>, s/he shall supervise and control the activities and affairs of the <b>Corporation</b> and shall make public statements for the <b>Corporation</b>. S/he shall, when present, <b>serve as the Presider</b> at all meetings of the <b>Members</b> and of the <b>Board of Directors</b>. S/he shall have authority to execute and acknowledge on behalf of the <b>Corporation</b> all documents and instruments that are authorized by the <b>Board of Directors</b> or which in his/her judgment are advisable in the ordinary course of the <b>Corporation's</b> 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 <b>Corporation</b>. S/he may authorize any <b>Officer</b> or <b>Representative</b> of the <b>Corporation</b> to perform or exercise any of</p>	<p>Section 5.10. <b>President</b>. 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</p>

<p>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 <a href="#">Board of Directors</a>. The President cannot hold the office of Treasurer.</p>	<p>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. <b>President-Elect.</b> The President-Elect shall assist the President in making public statements for the <a href="#">Corporation</a>, and shall have all the usual duties and powers of the vice-president of a nonprofit corporation and any other duties and powers prescribed by the <a href="#">Board of Directors</a> 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 <a href="#">Bylaws</a>, or prescribed by the <a href="#">Board of Directors</a>, or arising in any other way).</p>	<p>Section 5.11. <b>President-Elect.</b> 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 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. <b>Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.</b> 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 <a href="#">Board of Directors</a> or the President. However, the Treasurer cannot hold the office of President.</p>	<p>Section 5.12. <b>Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.</b> 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. <b>Contracts, Checks, Bank Accounts, Etc.</b> The <a href="#">Board of Directors</a> 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 <a href="#">Corporation</a>. The President and Treasurer shall jointly sign all checks along with any other <a href="#">Officer</a> or person designated by the <a href="#">Board of Directors</a>, 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. <b>Contracts, Checks, Bank Accounts, Etc.</b> 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. <b>Representatives, Committees,</b></p>	<p>Section 5.14. <b>Representatives, Committees,</b></p>

<p><b>and Advisory Councils.</b> Subject to the decisions of the <a href="#">Board of Directors</a>, the President may appoint, prescribe and change the powers and duties of, remove, and replace any <a href="#">Representatives</a>, committees (except committees of the <a href="#">Board of Directors</a>), and advisory councils which are deemed advisable to conduct and aid the <a href="#">Corporation's</a> activities and purposes. These persons shall be <a href="#">Representatives</a> of the <a href="#">Corporation</a>, but shall not be <a href="#">Officers</a> of the <a href="#">Corporation</a> unless designated as <a href="#">Officers</a> by the <a href="#">Board of Directors</a>.</p>	<p><b>and Advisory Councils.</b> 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 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. <b>Giving Notice.</b> Any written notice or communication from the <a href="#">Corporation</a> to a member or <a href="#">Director of the Corporation</a> 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 <a href="#">Corporation's</a> 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. <b>Giving Notice.</b> 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. <b>Waiver of Notice.</b> Whenever any notice is required to be given to any <a href="#">Member</a> or <a href="#">Director</a> of the <a href="#">Corporation</a> under any provision of law or the Articles of Incorporation or these <a href="#">Bylaws</a>, 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 <a href="#">Member's</a> or <a href="#">Director's</a> attendance at any meeting shall constitute a waiver of any notice of the meeting to which the <a href="#">Member</a> or <a href="#">Director</a> 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>Section 6.02. <b>Waiver of Notice.</b> 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 <b>Member</b> or <b>Director</b> 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 if s/he expressly states his/her objection promptly after the meeting begins.</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 if s/he expressly states his/her objection promptly after the meeting begins.</p>
<p>Section 6.03. <b>Seal.</b> The <b>Corporation</b> shall have no seal unless the <b>Board of Directors</b> authorizes a seal.</p>	<p>Section 6.03. <b>Seal.</b> The Corporation shall have no seal unless the Board of Directors authorizes a seal.</p>
<p>Section 6.04. <b>Execution of Documents and Instruments.</b> Subject to any directions by the <b>Board of Directors</b>, all documents and instruments to be executed by the <b>Corporation</b> shall be signed in the name of the <b>Corporation</b> by the President and Secretary or any other <b>Officer</b> designated by the <b>Board of Directors</b>. This action may (but need not be) attested or acknowledged by any one or more <b>Officers</b> of the <b>Board of Directors</b>.</p>	<p>Section 6.04. <b>Execution of Documents and Instruments.</b> 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. <b>Borrowing.</b> No money shall be borrowed on behalf of the <b>Corporation</b> and no evidence of indebtedness shall be issued in its name unless authorized by (or pursuant to authority granted by) the <b>Board of Directors</b>. Authorization may be either general or specific.</p>	<p>Section 6.05. <b>Borrowing.</b> 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. <b>Compensation and Loans.</b> No compensation for personal services shall be paid to any <b>Director, Candidate Director, Director Emeritus, Officer, or Member</b> of the <b>Corporation</b> unless authorized by (or pursuant to authority granted by) the <b>Board of Directors</b>. Authorization may be either general or specific. Compensation to the President, President-Elect, Past President, and each <b>Director</b> are prohibited to the extent stated in Section 8.04 of the Articles of Incorporation. The <b>Corporation</b> will not make any loan to any for personal services shall be paid to any <b>Director, Candidate Director, Director Emeritus, Officer, or Member</b>.</p>	<p>Section 6.06. <b>Compensation and Loans.</b> 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. <b>Indemnification.</b> The</p>	<p>Section 6.07. <b>Indemnification.</b> The</p>

<p><b>Corporation</b> 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 reason of the fact that the person is or was a <b>Director, Officer, Candidate Director, Director Emeritus, Representative</b>, employee, or agent of the <b>Corporation</b>, or is or was serving at the request of the <b>Corporation</b> as a <b>Director, Officer, Representative</b>, 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 <b>Representatives</b>. Indemnification may be made in the manner and to the extent provided by Iowa law.</p>	<p>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 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. <b>Limitation of Liability.</b> No <b>Director</b> or <b>Officer</b> of the <b>Corporation</b> shall be liable to the <b>Corporation</b> or to any <b>Member</b> or <b>Members</b> 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 <b>Bylaws</b>.</p> <p>The liability of <b>Directors</b> and <b>Officers</b> 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 <b>Bylaws</b> shall be liberally construed to carry out this purpose.</p>	<p>Section 6.08. <b>Limitation of Liability.</b> 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. <b>Authority to Carry Out Resolutions and Motions.</b> Each resolution or motion adopted by the <b>Board of Directors</b> shall be deemed to include the following provision, unless the resolution or motion expressly negates this provision: "The <b>Officers</b> of the <b>Corporation</b> are severally authorized on behalf of the <b>Corporation</b> to do all acts and things</p>	<p>Section 6.09. <b>Authority to Carry Out Resolutions and Motions.</b> 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</p>

<p>which may be necessary or convenient to carry out the intent of this resolution (motion), 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 <b>Officer</b> may state or certify that this provision is included in the resolution or motion.</p>	<p>which may be necessary or convenient to carry out the intent of this resolution (motion), 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><b>Section 6.10. Effect of Partial Invalidity.</b> If a court of competent jurisdiction adjudges to be invalid any clause, sentence, paragraph, section, or part of the Articles of Incorporation or these <b>Bylaws</b>, the judgment or decree shall not affect, impair, invalidate, or nullify the remainder of the Articles of Incorporation or these <b>Bylaws</b>; but the effect shall be confined to the clause, sentence, paragraph, section, or part adjudged to be invalid.</p>	<p><b>Section 6.10. Effect of Partial Invalidity.</b> 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><b>Section 7.01. Reservation of Right to Amend; Retroactive Effect.</b> The <b>Board of Directors</b> reserves the right from time to time to amend these <b>Bylaws</b> in the manner now or hereafter permitted by the Articles of Incorporation and these <b>Bylaws</b>. The original <b>Bylaws</b> of the <b>Corporation</b> and each amendment to the <b>Bylaws</b> (unless otherwise expressly stated in the amendment or in the resolution adopting it) shall be effective retroactively to the beginning of the <b>Corporation's</b> existence and (to the maximum possible extent) shall apply to acts, transactions, and events occurring and rights and liabilities arising before adoption of the <b>Bylaws</b> or the amendment. The preceding sentence and the retroactive effect of the <b>Bylaws</b> and amendments shall not invalidate or impair any act or transaction that would otherwise be valid.</p>	<p><b>Section 7.01. Reservation of Right to Amend; Retroactive Effect.</b> 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><b>Section 7.02. Procedure to Amend.</b> These</p>	<p><b>Section 7.02. Procedure to Amend.</b> These</p>

<p><b>Bylaws</b> may be amended by the affirmative vote of two-thirds of the <b>Voting Directors</b>, as provided in the Articles of Incorporation.</p>	<p>By-laws may be amended by the affirmative vote of two-thirds of the Directors, as provided in the Articles of Incorporation.</p>
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*Rationale:*

*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 [above] 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).*

**Recommendation by Committee: Approve.**

**Motion passes unanimously.**

**C. Rules and Sanctions Committee:**

**RSC-02 (Two parts)**

**Motion by Lyons, K.:**

*(Part A)* 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.

*(Part B)* 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.*

**Committee recommendation: approve as amended by committee.**

Motion by Freixes, G. to add the following additional wording of paragraph 1 of the motion to create Rule 2.10(5). "Revenues from the license fee shall only be used for AMTA Regionals and ORCS Tournaments."  
Amendment approved.

Motion by Nelmark, D. to refer motion to an ad hoc committee.

Motion by Heytens, T. to amend the motion by Nelmark D. to issue a directive that the ad hoc committee be directed to report and make a proposal on the motion by 2010-2011 mid-year meeting and how to implement it in the event it was passed.  
Amendment approved.

Motion as amended passes. RSC-02 referred to ad hoc committee to be formed by President.

#### **RSC-04**

**Motion by Freixes, G. on behalf of Detsky, A:**

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.*

**Committee recommendation: approve as amended by committee.**

Friendly motion by Pohlmann, M., Vile J., Holt, O., Guliuzza F., and Racheter D.;; that the following language be added:

"The AMTA representative shall give both teams the opportunity to be heard before imposing sanctions. If, upon request of the AMTA Representative, one team refuses to meet with the AMTA Representative, that team waives the right to be heard before a sanction is imposed."

Seconded.

Motion to pass joint friendly amendment approved.

Motion by Guliuzza, F. to refer back to Rules Committee.  
Seconded  
Motion failed.

**Motion as amended approved.**

**RSC-05**

**Motion by Freixes, G. on behalf of Detsky, A.:**

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.*

**Committee recommendation: approve as amended by committee**

**Motion approved.**

**RSC-06**

**Motion by Freixes, G. on behalf of Detsky, A.:**

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.*

**Committee recommendation: approve.**

Motion by Pohlmann to amend the proposal by replacing “will” with “may.”

Seconded.

Motion to amend approved.

**(Departure of Holt, O. from Board Meeting)**

**Motion approved**

**RSC-08**

**Motion by Nelmark, D.:**

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.

**Committee recommendation: approve**

**Motion approved.**

**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.

**Committee Recommendation: approve (as amended by Committee)**

Motion to amend the proposed rule by Heytens, T., to strike the first line of the proposed Rule 3.14 (“The roles to be played by team members are left to the discretion of the coaches.”)

Seconded.

Motion to amend approved.

**Motion as amended approved.**

**RSC-10**

**Motion by Nelmark, D.:**

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.*

**Committee recommendation: approve (as amended by Committee)**

Motion to amend by Lyons, K. to change wording of proposed rule to add additional "particulars" as follows: "particular people, particular places and particular things" (1<sup>st</sup> line of proposed rule).

Seconded.

Motion to amend approved.

Motion by Nelmark, D. to amend the language of the proposed rule as follows:

Rule 8.5(4) Restriction on materials not included in case packet.

No team may introduce material facts through a demonstrative that it would not be permitted to introduce through testimony or AMTA-provided documents. Nothing in this rule prevents a witness from creating a demonstrative illustration during the course of his or her examination.

No photographs, pre-made maps, or pre-made drawings of particular people, particular places, or particular 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. Similarly, a photo of a station wagon is not a particular thing, but it would be if described as a photo of the defendant's vehicle or the particular make and/or model of the defendant's vehicle. Lists, charts, graphs, phrases, etc. are not considered "drawings" for the purposes of this rule, and may be used to summarize, combine or illustrate facts that are already present in the case packet.

The fact that a demonstrative is not excluded by an AMTA representative does not render it admissible at trial. Evidentiary objections may be made. Restrictions imposed on the use of a demonstrative by an AMTA

representative must be honored and the failure to honor such restrictions may be grounds for sanctions.

Seconded.

Motion to amend approved.

Motion by Detsky, A. to strike all paragraphs after the first and leave the remainder as “commentary,” with the commentary to be included in the rulebook with the rule.

Seconded.

Motion to amend approved.

Motion by Heytens, T., to restore last paragraph to main body of motion, leaving only the second paragraph as commentary. So that the rule would now read as follows:

Rule 8.5(4) Restriction on materials not included in case packet.

No team may introduce material facts through a demonstrative that it would not be permitted to introduce through testimony or AMTA-provided documents. Nothing in this rule prevents a witness from creating a demonstrative illustration during the course of his or her examination.

The fact that a demonstrative is not excluded by an AMTA representative does not render it admissible at trial. Evidentiary objections may be made. Restrictions imposed on the use of a demonstrative by an AMTA representative must be honored and the failure to honor such restrictions may be grounds for sanctions.

***Commentary:***

*No photographs, pre-made maps, or pre-made drawings of particular people, particular places, or particular 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. Similarly, a photo of a station wagon is not a particular thing, but it would be if described as a photo of the defendant's vehicle or the particular make and/or model of the defendant's vehicle. Lists, charts, graphs, phrases, etc. are not considered "drawings" for the purposes of this rule, and may be used to summarize, combine or illustrate facts that are already present in the case packet.*

Seconded.

Motion to amend approved.

Motion by Pohlmann, M to amend language of now-approved amended rule.

Seconded.

Motion failed.

Motion by Cross, D. to refer back to the committee.

Seconded.

Motion failed.

**Motion as amended approved.**

**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.

**Committee recommendation: approve.**

Motion by Pohlmann, M. to amend the language after “portray” to reflect the following new wording: “anyone other than a called witness or a party representative” and eliminate all subsequent wording.

Seconded.

Motion passes

Motion by Bernstein, J., to replace the language above with “The only participants who may speak during the trial are the participants receiving a score for the performance, the designated party representative(s) and timekeepers.”

Motion to amend Bernstein, J. motion language by Nelmark, D. to insert the wording: “or be identified by witnesses or counsel” after the word “trial.”

Seconded

Motion to amend passes.

**Motion as amended failed.**

**RSC-13**

**Motion by Kelly, M.:**

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

**Committee recommendation: approve.**

**Motion approved.**

#### D. Strategic Planning Committee:

Motion by Guliuzza, F. to amend agenda to move SPC-01 and 02 discussion until after TAB motions are addressed.

Seconded.

Motion to amend agenda approved.

#### E. Tabulation Advisory Committee:

##### **TAB-04**

##### **Motion by Zeigler, S. on behalf of Heytens, T.:**

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.*

**Committee recommendation: approve.**

Motion to amend by Vile, J. to add additional language precluding two teams from the same program from competing in the championship round.

Seconded.

Motion to amend fails.

Motion to amend by Lyons, K., so that the issue of roster submission, designation and enforcement be referred to the tabulation committee for evaluation and report at mid-year board meeting.

Seconded.

Motion to amend approved.

**Motion as amended approved.**

#### **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.*

**Committee recommendation: approve**

**Motion approved**

**Following completion of vote on TAB-06, a motion was made by Nelmark, D. to amend the agenda to address TAB-14 out-of turn.**

**Seconded.**

**Motion to amend agenda approved.**

#### **TAB-14**

**Motion by Tabulation Advisory Committee:**

Motion to revise tabulation manual pairing procedures for Bye Buster teams as follows:

"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."

**Committee recommendation: approve.**

Motion by Lyons, K. to amend the motion to the following language: "At regionals and ORCS), the BB would always be paired based upon the -1 record."

Seconded.

Motion to amend passes.

**Motion as amended approved.**

### **TAC-10**

**Following completion of vote on TAB-14, a motion was made by Nelmark, D. to address TAB-10 and TAB 12 together and then returning to TAB-11.**

**Seconded.**

**Motion to amend agenda approved.**

**Motion by Nelmark, D. to move into "committee of the whole" so as to discuss TAC-10 and TAC-12.**

**Seconded.**

**Motion approved, wherein the Board went into "committee of the whole" wherein a straw poll was conducted.**

Following the conclusion of the committee as of the whole:

**Motion by Nelmark, D.:**

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.

**Committee recommendation: none.**

**Motion failed.**

### **TAB-12**

**Motion by Kelly, M.:**

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.

**Committee recommendation: none.**

**Motion failed.**

**TAB-11**

**Motion by Nelmark, D.:**

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.

**Committee recommendation: Approve**

**Motion approved.**

**F. Strategic Planning Committee**

**Motion by Pohlmann, M. to amend agenda so as to address SPC-02 before addressing SPC-01.**

**Seconded.**

**Motion approved.**

**SPC-02:**

**Motion by Strategic Planning Committee:**

Motion 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*)

**Motion approved unanimously.**

**SPC-01:**

**Motion by Strategic Planning Committee:**

Motion to adopt the new Code of Conduct set forth in Appendix B of agenda (**and of the minutes herein**):

**Motion by Racheter, D. that the members pass the motion with a mandate that directs the SPC to address specific issues raised at the Board Meeting at the mid-year meeting.**

**Seconded.**

**Motion to add mandate approved.**

**Motion with corresponding mandate approved.**

**G. Tournament Administration Committee:**

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

**XI. Unfinished/New Business**

Recognition of our beloved hosts. Standing ovation.

**XII. 2011 Annual Board Meeting**

Proposal by Walsh, M. to host the 2011 meeting at the campus of Loyola University Chicago. (tentatively in late June).

**Motion to hold the 2011 summer board meeting at Loyola University Chicago.**

**Motion Seconded.**

**Motion approved.**

**XIII. Adjournment**

Wherein the 2010 meeting of the Board of Directors concluded at 12:18pm on Sunday, June 20, 2010.