



**BY-LAWS OF THE
AMERICAN MOCK TRIAL ASSOCIATION (AMTA)**
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ARTICLE 1. RESTRICTIONS

Section 1.01. Consistent with Articles.

These By-laws shall be interpreted to comply with the Articles of Incorporation of the Corporation.

Section 1.02. Articles and By-Laws Comply with Internal Revenue Code.

The Articles of Incorporation and By-laws shall be interpreted to comply with all applicable provisions of the U.S. Internal Revenue Code and regulations thereunder. The provisions of the Articles of Incorporation and By-laws shall be limited and modified automatically, to the extent necessary to maintain the Corporation's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (or its successor statute) and its tax-deductible status under Section 170(c) (2) of the Internal Revenue Code (or its successor statute).

ARTICLE 1B. DEFINITIONS

Appointed Officer – an individual who has been appointed to an Officer position by the President, or by the Board of Directors, as outlined in these Bylaws

Board of Directors – 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

Candidacy Period – 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

Candidate Director – an individual who has submitted an application to join the Board of Directors, been approved as a Candidate Director by the procedures set forth in these Bylaws, and is currently in his/her Candidacy Period as established in these Bylaws

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, the President-Elect or Past President, Secretary, Treasurer, Tournament Administration Chair, Tabulation Chair, Rules Committee Chair, Competition Response Committee Chair, Development Chair, Academics Chair, and Diversity and Inclusion 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 college or university

Member – 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

Non-Voting Director – an individual who is on the Board of Directors and does not have a vote

Officer – 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 not make that individual an Officer

Presider – an individual tasked with running a meeting

Representative – 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”

Temporary Presider – an individual selected to run a specific meeting as outlined in these Bylaws

Temporary Secretary – an individual selected to record the proceedings of a specific meeting as outlined in these Bylaws

Voting Director – an individual who is on the Board of Directors and has a vote

ARTICLE 2. MEMBERS

Section 2.01. Qualifications.

Any individual, corporation, partnership, association, trust, college, university or fiduciary is eligible to become a Member of the Corporation.

Section 2.02. Membership Dues.

Annual membership dues that shall be set by the Board of Directors shall accompany each membership application.

Section 2.03. Membership Applications and Acceptance.

To become a Member an application fee must be paid. A Member may or may not participate in an AMTA sanctioned tournament. Membership applications (including renewals) may be accepted by any Officer of the Corporation. Applications and acceptance may be informal. A membership application may include more than one Member. A contribution to the Corporation shall be regarded as a membership application unless the contributor indicates otherwise.

Section 2.04. Duration of Membership.

Each membership shall continue during the calendar year in which the Corporation accepts the membership and during the following five calendar years. However, the Member shall be asked to renew during the calendar year following the year in which the membership is accepted.

Section 2.05. Termination of Membership.

Any Member may withdraw from membership by written request actually received by any Officer of the Corporation. A membership shall terminate when the Member dies or ceases to exist. A membership may be terminated for reasonable cause by the affirmative vote of two-thirds of the Board of Directors, but only after the Member has been given at least ten days' written notice of the proposed termination and a reasonable opportunity for a hearing before the Board of Directors or a committee of the Board of Directors.

Section 2.06. Notification of Name, Address, and Changes.

Each Member shall promptly notify the Corporation in writing of his/her correct name and address and any change in his/her name or address. If a Member fails to do so, neither the Corporation, nor the Board of Directors, nor Candidate Directors, nor Directors Emeritus, nor any Officers, nor any employees shall be liable for any error or loss, which could have been prevented if notice had been given.

ARTICLE 3. MEETINGS OF MEMBERS

Section 3.01. No Voting by Members.

Members shall have no right to vote, either at a meeting of the Members or in any other manner. All voting rights are vested in the Board of Directors.

Section 3.02. Meetings.

Meetings of the Members for any lawful purposes may be called, and the time and place 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.

Section 3.03. Number of Meetings.

The Board of Directors will meet at least two times per year. There shall be an annual meeting in which all Directors will meet in person and a mid-year meeting, which shall be conducted via

conference call. For the mid-year meeting the Executive Committee shall set the agenda and shall determine the time and date of the meeting. Any additions or deletions to the agenda shall be approved by fifty per cent of the Executive Committee or by petition of ten Directors.

Section 3.04. Notice of Members' Meetings.

Written notice stating the place, day, and hour of the meeting and the purposes for which it is called shall be delivered not less than ten nor more than 50 days before the meeting date, either personally, by electronic mail or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to notice of the meeting. See Sections 6.01 and 6.02.

Section 3.05. Record Date.

The record date for determining which Members are entitled to notice of any meeting of the members shall be 28 days before the meeting date. However, the Board of Directors may set a different record date, which shall be not less than ten and not more than 50 days before the meeting date.

Section 3.06. Organization.

The President, President-Elect, or Past President, as provided in these By-laws, shall preside at each meeting of the members. If the President and President-Elect or Past President 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.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.00. Purpose.

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 Members pay annual dues in order to receive the educational value of mock trial tournament experiences organized and administered by the Board of Directors.

Section 4.01. Duties and Powers; Delegation.

The Board of Directors shall manage the activities and affairs of the Corporation. The Board of Directors may exercise all powers of the Corporation and may do all lawful acts and things not prohibited by the Articles of Incorporation or these Bylaws. The Board of Directors may delegate any or all of its duties and powers to one or more Officers, committees, or persons, and may terminate or change any such delegation.

Section 4.02. Selection and Rejection of Candidate Director Applications.

(a) **GENERALLY.** The Candidacy Period is two years. Individuals seeking to become Directors must first apply to become Candidate Directors. Individuals who have been Candidate Directors for one year must re-apply to become Candidate Directors for a second year. After two years as a Candidate Director, an individual is eligible to stand for election to the Board of Directors. The procedures related to becoming a first-year Candidate Director appear in subsection (b) of this

Section. The procedures related to becoming a second-year Candidate Director appear in subsection (c) of this Section. The procedures for becoming a first-time Director appear in subsection (d). The procedures related to returning as a Director appear in Section 4.03.01.

(b) BECOMING A FIRST-YEAR CANDIDATE DIRECTOR.

- (1) ***Information Gathering from Candidate Director Applicants.*** The Executive Committee, which serves as the nominating committee, will require all Candidate Director applications to be turned in no later than March 1. Notice of this deadline will be made public via the AMTA website or other appropriate means by February 1. The President (or his/her designee) will announce names of the individuals who have submitted Candidate Director applications in writing to the entire Board of Directors within two business days following March 1.
- (2) ***Information Gathering From Directors.*** The Executive Committee will accept written recommendations, both positive and negative, from Directors about any Candidate Director applicant for five business days following the written announcement of the candidates.
- (3) ***Nomination Procedure.*** The Executive Committee, which serves as the nominating committee, will review the applications of those individuals seeking to become first-year Candidate Directors and will decide whether an applicant should be nominated and appear on the ballot as a first-year Candidate Director candidate or not by no later than March 15. The Executive Committee will also consider any other information provided by Directors, in assessing whether a Candidate Director applicant should be nominated and placed on the ballot. In order to nominate an applicant and place his/her name on the ballot, a majority of the Executive Committee votes cast must be in favor of a Candidate Director applicant's nomination. Abstentions do not count as votes in this circumstance.
- (4) ***Candidate Director applicants who were not nominated.*** A Candidate Director applicant seeking to become a first-year Candidate Director who was not nominated and not placed on the ballot by the Executive Committee, may be placed on the ballot by the Board of Directors upon the petition of five (5) Directors. If a Candidate Director applicant is placed on the ballot in this fashion, a 2/3 majority of votes cast by Voting Directors is required to make this person a first-year Candidate Director.

(c) BECOMING A SECOND-YEAR CANDIDATE DIRECTOR.

(1) *Information Gathering from Candidate Director Applicants.*

- (A) ***Applications.*** The Executive Committee, which serves as the nominating committee, will require all Candidate Director applications to be turned in no later than March 1. Notice of this deadline will be made public via the AMTA website or other appropriate means by February 1. First-year Candidate Directors who are applying for their second-year of candidacy will be given written notice of this deadline by February 1. The President (or his/her designee) will announce names of the individuals who have submitted Candidate Director applications in writing to the entire Board of Directors within two business days following March 1.
- (B) ***Interim Evaluations and Responses.*** The President (or his/her designee), in consultation with the Executive Committee, shall provide a written interim evaluation to each first-year Candidate Director, no later than January 1.

The Candidate Director may submit a written response by February 1, but is not required to do so.

- (2) ***Information Gathering From Directors.*** The Executive Committee will accept written recommendations, both positive and negative, from Directors about any Candidate Director applicant for five business days following the written announcement of the candidates.
- (3) ***Recommendation Procedure.*** The Executive Committee, which serves as the nominating committee, will review the applications of those Candidate Directors seeking to become second-year Candidate Directors and issue either a positive or negative recommendation on each application no later than March 15. The Executive Committee will also consider the contents of the interim report, the Candidate Director's response to the interim report, and any other information provided by Directors, in assessing the Candidate Director's performance and developing its recommendations. In order to give a positive recommendation, a majority of the Executive Committee votes cast must be in favor of issuing such a recommendation, otherwise a negative recommendation will be issued. Abstentions do not count as votes in this circumstance.
- (4) ***Negative Recommendations.*** In the case of a negative recommendation, the President (or his/her designee) shall notify the Candidate Director applicant in writing of the negative recommendation and the rationale for the same, but the specific views expressed by any individual Executive Committee member shall remain confidential. The Candidate Director applicant shall respond to the recommendation in writing, by either withdrawing his/her application for candidacy or submitting a response to the Executive Committee addressing the issues raised in the notification letter within five business days of receiving the notification letter. In extreme circumstances, the Executive Committee may waive this five-day requirement. A failure to timely respond will constitute withdrawal of the application for candidacy. Should the Candidate Director applicant submit a response addressing the issues raised in the notification letter, the President (or his/her designee) shall forward both the notification letter and the Candidate Director applicant's response to the Executive Committee for consideration. The Executive Committee shall consider the response and either affirm or reverse the negative recommendation within five business days of receiving the response. In order to reverse the negative recommendation, a majority of the Executive Committee votes cast must be in favor of reversing the recommendation. Abstentions do not count as votes in this circumstance. The President (or his/her designee) shall notify the Candidate Director within one business day of the Executive Committee's decision. Upon receiving notification of the Executive Committee's final decision, the Candidate Director may either withdraw his/her application or request that all materials be forwarded to the Board of Directors for consideration.
- (5) ***Positive Recommendation.*** A Candidate Director who receives a positive recommendation will be placed on the ballot.
- (6) ***Board of Directors Voting on Candidate Directors.*** Any Candidate Director who appears on the ballot – regardless of whether they have a positive or negative recommendation from the Executive Committee – requires a majority of the votes cast by Voting Directors to become to continue as a Candidate Director.

(d) BECOMING A FIRST-TIME DIRECTOR.

(1) *Information Gathering from First-Time Director Applicants.*

(A) *Applications.* The Executive Committee, which serves as the nominating committee, will require all First-Time Director applications to be turned in no later than March 1. Notice of this deadline will be made public via the AMTA website or other appropriate means by February 1. Second-year Candidate Directors who are applying to become first-time Directors will be given written notice of this deadline by February 1. The President (or his/her designee) will announce names of the individuals who have submitted Candidate Director applications in writing to the entire Board of Directors within two business days following March 1.

(B) *Interim Evaluations and Responses.* The President (or his/her designee), in consultation with the Executive Committee, shall provide a written interim evaluation to each second-year Candidate Director, no later than January 1. The Candidate Director may submit a written response by February 1, but is not required to do so.

(2) *Information Gathering From Directors.* The Executive Committee will accept written recommendations, both positive and negative, from Directors about any first-time Director applicant for five business days following the written announcement of the candidates.

(3) *Recommendation Procedure.* The Executive Committee, which serves as the nominating committee, will review the applications of those second-year Candidate Directors seeking to become first-time Directors and issue either a positive or negative recommendation on each application no later than March 15. The Executive Committee will also consider the contents of the interim report, the Candidate Director's response to the interim report, and any other information provided by Directors, in assessing the Candidate Director's performance and developing its recommendations. In order to give a positive recommendation, a majority of the Executive Committee votes cast must be in favor of issuing such a recommendation, otherwise a negative recommendation will be issued. Abstentions do not count as votes in this circumstance.

(4) *Negative Recommendations.* In the case of a negative recommendation, the President (or his/her designee) shall notify the Candidate Director applicant in writing of the negative recommendation and the rationale for the same, but the specific views expressed by any individual Executive Committee member shall remain confidential. The Candidate Director applicant shall respond to the recommendation in writing, by either withdrawing his/her application for candidacy or submitting a response to the Executive Committee addressing the issues raised in the notification letter within five business days of receiving the notification letter. In extreme circumstances, the Executive Committee may waive this five-day requirement. A failure to timely respond will constitute withdrawal of the application for candidacy. Should the Candidate Director applicant submit a response addressing the issues raised in the notification letter, the President (or his/her designee) shall forward both the notification letter and the Candidate Director applicant's response to the Executive Committee for consideration. The Executive Committee shall consider the response and either affirm or reverse the negative recommendation within five business

days of receiving the response. In order to reverse the negative recommendation, a majority of the Executive Committee votes cast must be in favor of reversing the recommendation. Abstentions do not count as votes in this circumstance. The President (or his/her designee) shall notify the Candidate Director within one business day of the Executive Committee's decision. Upon receiving notification of the Executive Committee's final decision, the Candidate Director may either withdraw his/her application or request that all materials be forwarded to the Board of Directors for consideration

(5) **Positive Recommendation.** A Candidate Director who receives a positive recommendation will be placed on the ballot for the Board of Directors to vote on.

(6) **Board of Directors Voting on Candidate Directors.** Any Candidate Director seeking to become a first-time Director who appears on the ballot – regardless of whether they have a positive or negative recommendation from the Executive Committee – requires a majority of the votes cast by Voting Directors to become a Director.

(e) **CONSENT OF CANDIDATE DIRECTOR APPLICANTS.** By submitting an application for candidacy, the Candidate Director applicant consents to the procedures outlined above, including the distribution of the rationale for a negative recommendation to the Board of Directors and full discussion of the contents of same, and waives any and all claims related thereto.

Section 4.02.01. Candidate Directors.

(a) **DUTIES AND RESPONSIBILITIES.** Candidate Directors are expected to assume the full array of Director responsibilities, but they cannot vote until they are subsequently elected as Directors, normally after at least two years as a Candidate Director.

Section 4.02.02. Candidate Director Selection Criteria.

Anyone seeking a position as a Candidate Director must fill out a board applicant questionnaire. That questionnaire will allow the applicant to indicate any qualifications they feel are pertinent to the selection. The Executive Committee may also choose to query committee Chairs as to the contributions of an applicant. Applicants will be reviewed on the basis of their:

- Demonstrated service, e.g. hosting, AR, committee work;
- Skills, e.g., finance, law, strategic planning, education, time availability;
- Unique perspective, e.g., geographic, demographic, school size, public-private school, etc.;
- Credentials (to help open some doors);
- Appropriate personality traits including, but not limited to, integrity and civility.

Section 4.03. Election and Term of Directors.

(a) **GENERALLY.** Directors must be reelected every two years. There are no term limits. For any Director Candidate applicant, Director Candidate, first-time Director applicant or Director seeking re-election, the vote will only be valid if the number of votes cast with respect to an individual meets or exceeds a quorum. All 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. All Candidate applicants, Director Candidates, first-time Director applicants and Directors seeking re-election will be informed of the election results no later than forty-five days before the scheduled annual board meeting.

(b) BECOMING A DIRECTOR FOR THE FIRST TIME. Any Candidate Director will be subject to a recommendation and the related procedures pursuant to section 4.02 before becoming a Director.

(c) RE-ELECTING DIRECTORS. Directors seeking reelection are subject to the selection process provisions found in Section 4.03.01. A Director seeking reelection will be reelected upon receiving a majority of votes cast by Voting Directors. Voting must be conducted in accordance with Section 4.13. An abstention will not be deemed a vote cast.

(d) UNELECTED DIRECTORS. If a Director fails to be reelected, that Director may reapply to become a Candidate Director the following year.

(e) AMTA COUNSEL. If a person resigns their position as a Director or Candidate Director in order to serve as AMTA's legal counsel, that person may, once no longer legal counsel, immediately stand for reelection to the position they held before becoming legal counsel.

(f) RETURN OF DIRECTORS. If a person resigns as a Director from the AMTA Board voluntarily, that person may re-apply to the AMTA Board in any future year using the Director Renewal Application; Directors under these circumstances shall be eligible to bypass the candidacy period, but remains subject to Executive Committee review and a vote of the full Board of Directors to regain their status as a Voting Director. Should an individual not be affirmed by a vote of the full Board, they shall be required to go through the full candidacy process if the individual desires to further pursue regaining their role on the Board of Directors.

Section 4.03.01. Director Selection Process.

(a) INFORMATION GATHERING FROM DIRECTORS.

(1) Applications. Anyone seeking to be a Director on the upcoming year's Board of Directors must submit a board applicant questionnaire, to be created annually by the Executive Committee, no later than March 1. The names of the individuals who have submitted Director applications will be announced in writing to the entire Board of Directors within two business days following March 1.

(2) Information Gathering From Directors. The Executive Committee will accept written recommendations, both positive and negative, from Directors about any Director applicant for five business days following the written announcement of the candidates.

(b) RECOMMENDATION PROCEDURE. The Executive Committee, which serves as the nominating committee, will review the Director applications and issue either a positive, negative, or neutral recommendation on each application no later than March 15. The Executive Committee will also consider the contents of any other information provided by Directors in assessing the Director applicant's performance and developing its recommendations. In order to give a positive or negative recommendation, a majority of the Executive Committee votes cast must be in favor of issuing such a recommendation, otherwise a neutral recommendation will be issued. The Executive Committee may also issue a neutral recommendation with a majority vote. Abstentions do not count as votes in this circumstance. Executive Committee members seeking to be Directors on the upcoming year's Board of Directors must recuse themselves from all discussions of their nomination.

(c) NEGATIVE RECOMMENDATIONS. In the case of a negative recommendation, the President (or his/her designee) shall notify the Director applicant in writing of the negative recommendation and the rationale for the same, but the specific views expressed by any individual Executive Committee member shall remain confidential. The Director applicant shall respond to the recommendation in writing, by either withdrawing his/her application or submitting a response to

the Executive Committee addressing the issues raised in the notification letter within five business days of receiving the notification letter. In extreme circumstances, the Executive Committee may waive this five-day requirement. A failure to timely respond will constitute withdrawal of the application. Should the Director applicant submit a response addressing the issues raised in the notification letter, the President (or his/her designee) shall forward both the notification letter and the Director applicant's response to the Executive Committee for consideration. The Executive Committee shall consider the response and either affirm or reverse the negative recommendation within five business days of receiving the response. In order to reverse the negative recommendation, a majority of the Executive Committee votes cast must be in favor of reversing the recommendation. Abstentions do not count as votes in this circumstance. The President (or his/her designee) shall notify the Director applicant within one business day of the Executive Committee's decision. Upon receiving notification of the Executive Committee's final decision, the Director applicant may either withdraw his/her application or request that all materials be forwarded to the Board of Directors for consideration.

(d) POSITIVE RECOMMENDATION. A Director applicant who receives a positive or neutral recommendation will be placed on the ballot for the Board of Directors to vote on.

(e) BOARD OF DIRECTORS VOTING ON CANDIDATE DIRECTORS. Any Director applicant who appears on the ballot by the Executive Committee – regardless of whether they have a positive, negative, or neutral recommendation from the Executive Committee – requires a majority of the votes cast by Voting Directors to become a Director. Abstentions do not count as votes in this circumstance.

(f) CONSENT OF DIRECTOR APPLICANTS. By submitting an application to stand for election, the Director applicant agrees to the procedures outlined above, including the distribution of the rationale for a negative recommendation to the Board of Directors and full discussion of contents of same, and waives any and all claims related thereto.

(g) INTERIM DIRECTOR ASSESSMENT. All Directors are expected to submit a written report of their activities on behalf of the Board by May 1st of the year with which they are not up for re-election; the Executive Committee shall review and the President shall, in consultation with the Executive Committee, provide feedback to the Director no later than June 1st. Failure to provide such a report may factor into the Executive Committee's recommendation in the next election cycle.

Section 4.03.02. Directors Emeriti Selection Process

Former directors who served on the Board for at least five years are eligible for consideration as Directors Emeriti. A current member of the Board must prepare a letter of nomination, submitted to the Chair of the Nominations Committee (or the EC, depending on the result of straw poll on this matter), by March 1. Upon receipt of a nomination, the Executive Committee shall notify the nominee, who shall decide whether to accept the nomination. If the nominee does not accept, no further action may be taken. If the nominee does accept, the Executive Committee should evaluate the contributions of the nominee toward advancing AMTA's mission. The Executive Committee will then follow the recommendation and election procedure set forth in Section 4.03.01(b) through (f) of these Bylaws. If allowed by those procedures, the nominee would be placed before the Board for election on the same ballot as Directors and Candidate Directors that year. Notwithstanding the provisions of Section 4.03.01(e), a 2/3 majority vote of the Board is required to bestow the title of Director Emeriti.

Section 4.03.03. Removal of Directors Emeriti.

The Executive Committee may, at any time, recommend to the Board that a Director Emeriti no longer hold such a title, along with the reasons for such recommendation. A 2/3 majority vote of the Board is required to remove the title of Director Emeriti. Alternatively, a Director Emeriti may choose to voluntarily relinquish the title.

Section 4.03.04. No Authority to Directors Emeriti.

Directors Emeriti shall have no authority to bind or represent AMTA or otherwise act on its behalf except where AMTA has expressly bestowed such authority in writing on a Director Emeriti by name, such as assigning a Director Emeriti to serve as an AMTA tournament representative, which would bestow upon a Director Emeriti the authority delegated by AMTA to tournament representatives. A Director Emeriti receiving such authority must be in good standing with AMTA, as required of all Directors Emeriti. AMTA disclaims any and all authority, including apparent authority, not bestowed upon Directors Emeriti in accordance with the forgoing policy.

Section 4.04. Number of Directors.

The maximum number of Voting Directors shall be set at forty (40). The Board of Directors at any time may increase or decrease the number of Voting Directors but at no time shall there be fewer than three (3) Voting Directors or more than 40 Voting Directors. Candidate Directors, Directors Emeriti, and Non-Voting Directors shall not count toward the 40 Voting Director cap. A vote to decrease the number of Voting Directors shall not shorten the term of any incumbent Director.

Section 4.05. Director Selection Criteria.

Anyone seeking a position on the Board of Directors must fill out a board applicant questionnaire. That questionnaire will allow the applicant to indicate any qualifications they feel are pertinent to the selection. The Executive Committee may also choose to query committee Chairs as to the contributions of an applicant. Applicants will be reviewed on the basis of their:

- Demonstrated service, e.g. hosting, AR, committee work
- Skills, e.g., finance, law, strategic planning, education, time availability
- Unique perspective, e.g., geographic, demographic, school size, public-private school, etc.
- Credentials (to help open some doors)
- Appropriate personality traits including, but not limited to, integrity and civility

Section 4.06. Directors' Duties.

All board members should be able to:

- Attend board meetings at their own expense as well as serve without salary;
- Serve on AMTA committees;
- Serve as AMTA Representatives for regional and postseason tournaments;
- Put the goals of AMTA ahead of his/her own program;
- 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;
- Demonstrate an ability to function in a cooperative and collegial fashion in whatever capacities assigned;
- Serve with a high degree of integrity and civility; and

- Advance the educational mission of the association.

Section 4.07. Vacancies.

Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the Voting Directors then in office. A Director elected to fill a vacancy shall serve for a term as provided in Section 5.06. However, if a Director is elected to fill a vacancy caused by the resignation of a predecessor whose resignation is not yet effective, the new Director's term shall begin when his/her predecessor's resignation becomes effective.

Section 4.08. Board Meetings; Annual Meeting.

Meetings of the Board of Directors may be called, and the time and place fixed, by the President or by a majority of the Voting Directors then in office or by any Director via a petition to the Executive Committee for an ad hoc vote by the Board of Directors. Meetings may be held within or outside of Iowa.

A meeting of the Board of Directors may be held by telephone conference or any other means permitting all persons participating to hear each other, and participation in this manner shall constitute attendance in person.

The annual meeting of the Board of Directors shall be its first meeting in each year, unless a different meeting is designated by the President or by the Board of Directors. Failure to hold one or more annual meetings of the Board of Directors or failure to elect Directors in one or more years shall not end the term of any Director, shall not cause any vacancy, and shall not affect the existence or powers of (or 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.

Section 4.09. Notice of Board Meetings.

Written notice stating the time and place of a meeting of the Board of Directors shall be delivered to each Director at least ten days before the meeting date, either personally, by electronic mail or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting. The notice need not state the purposes of, or the business to be transacted at, the meeting. See Sections 6.01 and 6.02.

Section 4.10. Quorum of Directors.

A majority of the Voting Directors then in office shall constitute a quorum for the transaction of business. The action of a majority of the votes cast at a meeting, at which a quorum is present, shall be the action of the Board of Directors, except with respect to where an action by a majority of the Voting Directors then in office may be specifically required by law or by these Bylaws.

Section 4.11. Adjourned Board Meetings.

Any meeting of the Board of Directors may be adjourned from time to time and to any place, without further notice, by the affirmative vote of a majority of the Voting Directors present at the meeting, even if less than a quorum (notwithstanding Sections 4.10 and 4.12). At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting with a quorum present.

Section 4.12. Vote Required for Board Action.

The following actions may be taken by the affirmative vote of a majority of the Voting Directors present at the meeting, even if a quorum is not present (notwithstanding Section 4.10): election or appointment of a Temporary President 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 Voting Directors voting for and against the motion, resolution, or action.

Section 4.13. Directors' Voting Rights.

Each Director (including, without limitation, any Director who is also an Officer of the Corporation and any Director presiding at a meeting) may vote on any question at any meeting of the Board of Directors, except as otherwise expressly provided in these Bylaws. Directors shall not vote by proxy. At no time shall any institution have more than one vote on the Board of Directors. Should an institution have multiple individuals serving as Directors, those individuals shall share a single vote and conflicting votes submitted by individuals from a single institution shall not be counted. In the case where a institution has multiple Directors, one will be considered a Voting Director and the other a Non-Voting Director, although those roles may be altered at any point in time by the Directors in question.

Section 4.13.01. Institutional Affiliation.

(a) DEFINING INSTITUTIONAL AFFILIATION. A Director's Institutional Affiliation(s) is/are the Institution(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 themselves to be affiliated with a given AMTA mock trial program.

(c) FACTORS THAT ARE INSUFFICIENT. Assisting with an AMTA mock trial program's tournament, 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 present, then the Non-Voting Director may serve as the Voting Director.

Section 4.14. Organization.

The President, President-Elect, or Past President as provided in these Bylaws, shall serve as the Presider at each meeting of the Board of Directors. If the President and President-Elect or Past President 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.

Section 4.15. Rules and Order of Business.

The Board of Directors may adopt any rules, not inconsistent with applicable law or the Articles of Incorporation or these Bylaws, for 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.

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.

Section 4.16. Presumption of Assent.

A Director who is present at a meeting of the Board of Directors at which action on any matter is taken, shall be presumed to have assented to the action taken unless his/her dissent or abstention is entered in the minutes of the meeting or unless s/he files his/her written dissent or abstention with the person acting as secretary of the meeting before its adjournment or delivers his/her written dissent or abstention to the Secretary promptly after adjournment of the meeting. The right to dissent or abstain from voting shall not apply to a Director who voted in favor of the action

Section 4.17. Effect of Abstaining.

In the event that a director abstains from a vote, then the abstention shall count as neither a vote for or against the motion. For the purposes of determining the necessary vote total of “the majority” for vote calculation purposes, the abstention has the effect of reducing the total number of votes by one.

Section 4.18. Ad Hoc Votes.

Any Director may petition the Executive Committee for an ad hoc vote by the Board of Directors. Such a vote can only be conducted upon recommendation of at least half of the Executive Committee members. In the event of such a vote, Voting Directors will have at least three full business days to respond. For a vote in this manner to be recognized at least one-half of the current Voting Directors must respond in the affirmative for an action to take place.

Section 4.19. Informal Board Action by Mail, Telephone, or E-mail.

Any action required by law or the Articles of Incorporation or these Bylaws to be taken by vote of, or at a meeting of, the Board of Directors, or any action which may or could be taken at a meeting of the Board of Directors, may be taken without a meeting if (a) a majority of the Voting Directors then in office consent to the action, either in writing (by mail or otherwise) or orally (by telephone or otherwise) or by any combination of written and oral consents.

However, if another provision of the Articles of Incorporation or these Bylaws requires a greater number of consents or votes, that number shall be required instead of the number stated in this Section. If the Board of Directors confirms the action taken, the action shall be deemed to have been taken on the date when the action was first adopted by the Board of Directors. If the Board of Directors does not confirm the action at the same meeting where the action is reported, the action shall thereafter be ineffective, but anything done before the meeting in good faith reliance on that action shall be valid and effective.

Section 4.20. Informal Board Action by Unanimous Consent.

Any action required by law or by the Articles of Incorporation or these Bylaws to be taken by vote of, or at a meeting of, the Board of Directors or a committee of Directors, or any action which may or could be taken at any such meeting, may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Directors then in office or by all committee members. The written consent shall have the same force and effect as a unanimous vote, and any officer may state or certify that the action was taken by a unanimous vote.

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 4.19.

ARTICLE 5. OFFICERS AND REPRESENTATIVES

Section 5.01. Elected Officers.

The Board of Directors shall elect a President who shall serve a two-year term beginning on May 15 the year following their election. After being elected and before taking the office of President, the person elected shall serve as President-Elect, and shall serve as a member of the Executive Committee. The Past President will serve as a member of the Executive Committee for one year following the conclusion of their term as President. The President will appoint a Secretary, a Treasurer, a Tournament Administration Chair, an AMTA Tabulation Chair, a Rules Committee Chair, a Competition Response Committee Chair, a Development Chair, an Academics Chair, and a Diversity and Inclusion Chair. The Board of Directors must ratify the appointments in order for them to take effect. The Board of Directors may refuse to confirm a presidential appointment and request that the President submit other nominees for consideration. The eleven individuals holding these positions constitute the Executive Committee. The Executive Administrative Assistant, hired by the Board of Directors, will be an ex officio nonvoting member of the Executive Committee. The President shall vote on Executive Committee matters only when necessary to break a tied vote.

Section 5.01.01. Executive Committee Duties.

The Executive Committee is charged:

- To establish and charge such committees as authorized by the Board of Directors and such ad hoc committees as become necessary;
- To appoint people to these committees;
- 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;
- To compile the agenda for the annual meeting of the Board of Directors;
- To propose the budget to the Board of Directors;
- To establish relationships with internal and external constituencies;
- To handle issues not heretofore specified in the ByLaws;
- 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;
- To adhere to the duty to report as laid out in Section 5.01.02 of these Bylaws.

Section 5.01.02. Executive Committee's Duties – Duty to Report

(a) **GENERALLY.** The Executive Committee has a duty to report to the Board on all issues it has taken votes on, with the exception of votes taken with respect to the Executive Committee's duties as Nominating Committee.

(b) **TIMING.** The Executive Committee shall submit a report at the Mid-Year Meeting and the Annual Board Meeting that details the votes taken by the Executive Committee since the previous report. All such reports must adhere to the guidelines laid out in these Bylaws.

(c) **CONTENT.** Reports from the Executive Committee on votes should include the following data:

- The issue being voted on, including any provision or provisions of the Bylaws or any AMTA Rules that are being interpreted.
- The results of the votes listed numerically (votes in favor, opposed, and abstentions in a particular case).

(d) **LIMITATIONS.** This Section does *not* require:

- Executive Committee reports to include the names of individual Executive Committee members and how each individual votes on a particular matter.
- Executive Committee reports to be distributed to anyone other than individuals currently serving on the Board of Directors.
- Executive Committee reports to include votes when the Executive Committee has moved itself into executive session.

Section 5.02. Composition of Committees.

(a) No Person may serve as Chair of more than one of the following committees: Rules, Tournament Administration, Criminal Case Committee, or Civil Case Committee.

(b) No Person may serve on more than two of the following committees: Rules, Criminal Case Committee, Civil Case Committee, or Tournament Administration.

Section 5.03. Budget Committee.

Each year the Treasurer shall serve as the Chair of a Budget Committee. The Budget Committee shall be composed of the President, Secretary and two Directors to be appointed by the President (one such appointee shall be the Assistant Treasurer, if applicable). The Treasurer, after consultation with the Executive Committee, shall submit a budget for the Board of Director's approval at its annual meeting. Any charges to Members for exhibits shall be approved by the Board of Directors as part of the annual budget, unless approved by the Executive Committee as under its authority to impose fines as sanctions or otherwise codified in the Rulebook. However, any unanticipated situation or a post-season case change require charges to Members, such charges may be approved on a temporary basis by the Budget Committee.

Section 5.04. Audit Committee.

This committee shall be composed of two Directors who do not serve on the Budget Committee and one individual who does not serve on the Board of Directors. The committee is responsible for receiving and reviewing the audit of the finances of the organization. This committee shall report its findings to the Board of Directors.

Section 5.05. Election or Appointment of Officers by the Board.

At each annual meeting of the Board of Directors, after the election of Directors, the Board of Directors shall elect the officers required by Section 5.01, and may elect or appoint any other Officers and/or Representatives which the Board of Directors deems advisable. If in any year the election of Officers does not take place at that meeting, the election shall be held as soon thereafter as is convenient.

Where there are more than two candidates for an AMTA office, including President-Elect, and no candidate receives a majority of the votes cast, the candidate with the lowest vote total shall be

removed and the election shall re-occur with the remaining candidates. The process shall continue until one candidate receives a majority of the votes cast. In the event of a tie for the lowest position, all such candidates shall be eliminated unless their combined vote total exceeds the total votes received by the leading candidate in that round of balloting. If the vote total does exceed the total votes received by the leading candidate in that round of balloting, a run-off election with voting only for the tied candidates shall take place, with the lowest vote-getter being removed from the ballot for the next round. In the event of a tie between two remaining candidates (or in an election with only two candidates), a re-vote shall occur. If a tie remains after a re-vote, candidate directors will be allowed to participate in the next round of balloting (subject to any attendance, shared vote, or other requirements existing in the Bylaws.) If a tie remains after that round of balloting, the existing AMTA President shall break the tie. The process described in this section shall not apply elections for a position on the Board of Directors that are addressed separately in the Bylaws.

In addition, the Board of Directors at any time may elect, appoint, or authorize any Officer or committee to appoint any other Officers and/or Representatives.

Any election may be conducted by written ballot, but need not be conducted by written ballot unless required by a rule or motion adopted by the Board of Directors.

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.

Section 5.06. Terms of Officers.

The term of each Officer shall begin at the time of his/her election or appointment, unless otherwise ordered by the Board of Directors or by the person or committee having authority to appoint the Officer. Unless sooner removed as provided in Section 5.05 or unless his/her office is abolished, each Officer shall serve for a term ending at the time of the next election of Officers referred to in Section 5.01.

However, any Officer may resign at any time by delivering a written resignation to the President or Secretary of the Corporation. The resignation shall take effect immediately upon delivery, unless it states a later effective date.

Section 5.07. Removal of Officers.

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 Voting Directors, or by the person or persons authorized to appoint the Officer or Representative, whenever in their judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer or Representative shall not of itself create contract rights. Election or appointment of an officer or representative shall not of itself create contract rights.

Section 5.08. Vacancies.

The Board of Directors may fill any vacancy occurring in any office for any reason, or the Board of Directors may authorize any Officer or committee to fill the vacancy.

An Officer elected or appointed to fill a vacancy shall serve for a term as provided in Section 5.01. However, if an Officer is elected or appointed to fill a vacancy caused by the resignation of a predecessor whose resignation has not yet become effective, the new term shall begin when his/her predecessor's resignation becomes effective. Should the President/President-Elect be unable to complete his/her term of office, a new President-Elect will be chosen at the next regular meeting of the Board of Directors and the President's term shall be extended in order to permit the President-Elect to serve a full term.

Section 5.09. Duties and Powers of Officers.

Except as otherwise expressly provided by law or the Articles of Incorporation, the duties and powers of all Officers and Representatives of the Corporation may be determined and defined from time to time by the Board of Directors. This Section shall prevail over and limit the following Sections of this Article.

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 Bylaws. However, the Board of Directors at any time may change, add to, limit, transfer to another Officer or Representative, or abolish any or all of the duties and powers of any Officer or Representative of the Corporation.

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.

Section 5.10. President.

The President shall be the Chief Executive Officer of the Corporation. Subject to the policies and decisions of the Board of Directors, s/he shall supervise and control the activities and affairs of the Corporation and shall make public statements for the Corporation. S/he shall, when present, serve as the Presider at all meetings of the Members and of the Board of Directors. S/he shall have authority to execute and acknowledge on behalf of the Corporation all documents and instruments that are authorized by the Board of Directors or which in his/her judgment are advisable in the ordinary course of the Corporation's activities and affairs.

S/he may vote, direct the voting of, or execute or authorize a proxy, waiver, or consent with respect to any shares, securities, or voting rights owned or held by the Corporation. S/he may authorize any Officer or Representative of the Corporation to perform or exercise any of the duties or powers of the President. S/he shall have all the usual duties and powers of the President of a nonprofit corporation and any other duties and powers prescribed by the Board of Directors. The President cannot hold the office of Treasurer.

Section 5.11. President-Elect or Past President.

The President-Elect or Past President 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.

In the absence of the President or in the event of his/her death or inability to act, the President-Elect or Past President shall perform the duties and exercise the powers of the President (including, without limitation, all duties and powers and limitations of the President under all provisions of the Articles of Incorporation and these Bylaws, or prescribed by the Board of Directors, or arising in any other way).

Section 5.12. Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer.

The Secretary, Treasurer, and any Assistant Secretary or Assistant Treasurer shall have all the usual duties and powers of their offices in a nonprofit corporation, and any other duties and powers prescribed by the Board of Directors or the President. However, the Treasurer cannot hold the office of President.

Section 5.13. Contracts, Checks, Bank Accounts, Etc.

The Board of Directors is authorized to delegate to the President and Treasurer the authority to select such banks or depositories s/he shall deem proper for the funds of the Corporation. The President or Treasurer shall sign all checks, or other orders for the payment of money. The President and Treasurer shall jointly sign any acceptances, notes, loan agreements, mortgages or other evidences of indebtedness. Any expense in excess of \$5,000.00 that is not reflected in the budget approved by the Board of Directors must be approved in advance by the Executive Committee.

Section 5.14. Representatives, Committees, and Advisory Councils.

Subject to the decisions of the Board of Directors, the President may appoint, prescribe and change the powers and duties of, remove, and replace any representatives, committees (except committees of the Board of Directors), and advisory councils which are deemed advisable to conduct and aid the Corporation's activities 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.

ARTICLE 6. GENERAL PROVISIONS

Section 6.01. Giving Notice.

Any written notice or communication from the Corporation to a member or Director of the Corporation shall be deemed to be delivered when deposited in the United States mail addressed to the person entitled or required to receive it, at his/her address as it appears on the Corporation's records, with postage prepaid or when sent by email with an electronic receipt confirmation requested and received. A written notice or communication given in any other way shall be sufficient if the person entitled or required to receive it actually and timely receives it.

Section 6.02. Waiver of Notice.

Whenever any notice is required to be given to any Member or Director of the Corporation under any provision of law or the Articles of Incorporation or these Bylaws, a waiver of the notice in writing signed by the person entitled to the notice, whether signed before or after the time of the meeting or event of which notice is required, shall be equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in any waiver of notice.

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.

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.

Section 6.03. Seal.

The Corporation shall have no seal unless the Board of Directors authorizes a seal.

Section 6.04. Execution of Documents and Instruments.

Subject to any directions by the Board of Directors, all documents and instruments to be executed by the Corporation shall be signed in the name of the Corporation by the President and Secretary or any other Officer designated by the Board of Directors. This action may (but need not be) attested or acknowledged by any one or more Officers of the Board of Directors.

Section 6.05. Borrowing.

No money shall be borrowed on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by (or pursuant to authority granted by) the Board of Directors. Authorization may be either general or specific.

Section 6.06. Indemnification.

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a Director, Officer, Candidate Director, Director Emeritus, Representative, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Representative, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or organization, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit, or proceeding, in the manner and to the extent provided in this Section. "Agent" includes all Representatives. Indemnification may be made in the manner and to the extent provided by Iowa law.

Section 6.07. Limitation of Liability.

No Director or Officer of the Corporation shall be liable to the Corporation or to any Member or Members for any act, omission, or negligence, except that they shall be liable for loss directly resulting from any willful or reckless misconduct. This Section is in addition to all other limitations of liability contained in applicable law, the Articles of incorporation, and other provisions of these Bylaws.

The liability of Directors and Officers shall be limited or removed to the maximum extent provided either by this Section or by other provisions of these By-laws or the Articles of Incorporation or by applicable law; and these Bylaws shall be liberally construed to carry out this purpose.

Section 6.08. Authority to Carry Out Resolutions and Motions.

Each resolution or motion adopted by the Board of Directors shall be deemed to include the following provision, unless the resolution or motion expressly negates this provision: “The Officers of the Corporation are severally authorized on behalf of the Corporation to do all acts and things which may be necessary or convenient to carry out the intent of this resolution (motion), including, without limitation, the authority to make, execute, acknowledge, deliver, file, and perform all appropriate contracts, agreements, certificates, documents, and instruments.”

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.

Section 6.09. Effect of Partial Invalidity.

If a court of competent jurisdiction adjudges to be invalid any clause, sentence, paragraph, section, or part of the Articles of Incorporation or these Bylaws, the judgment or decree shall not affect, impair, invalidate, or nullify the remainder of the Articles of Incorporation or these Bylaws; but the effect shall be confined to the clause, sentence, paragraph, section, or part adjudged to be invalid.

ARTICLE 7. CONFLICT OF INTEREST; TAX-EXEMPT STATUS

Section 7.01. Purpose of Conflict of Interest Policy.

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

Section 7.02. Definitions.

“*Interested Person*” shall mean members of the AMTA Board of Directors (the “Board”), Officers, employees and individuals designated by the Board to serve in a representative capacity (collectively, “Interested Persons”) who have a direct or indirect Financial Interest.

“*Financial Interest*” A person has a Financial Interest if such person has, directly or indirectly, through business, investment or family:

- (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

“*Compensation*” includes direct and indirect remuneration, in addition to not insubstantial gifts or favors.

Section 7.03. Determination of Conflict of Interest.

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

Section 7.04. Disclosure Obligations.

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

Section 7.05. Procedures for Addressing Conflict of Interest.

While an Interested Person may make a presentation at the meeting of the Board of Directors or committee, as the case may be, regarding the Financial Interest, they shall not be present for the discussion of the transaction or arrangement involving the possible conflict of interest or vote thereon by the Board of Directors or committee, as the case may be. If appropriate, the President of the Board of Directors or committee, as the case may be, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board of Directors or committee, as the case may be, shall determine whether the Corporation can obtain with reasonable effort a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors (even if this leaves less than a quorum) whether the transaction or arrangement is in the Corporation’s best interests for its own benefit and whether it is fair and reasonable.

Section 7.06. Compensation.

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

Section 7.07. Violations of the Conflict of Interest Policy.

If the Board of Directors or committee has reasonable cause to believe a member or officer has failed to disclose an actual or possible conflict of interest, it shall inform the member or officer of the basis for such belief and afford the member or officer an opportunity to explain the alleged failure to disclose. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member

or officer has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Section 7.08. Records of Proceedings.

The minutes of the Board of Directors and all committees shall contain:

- The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed; and
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7.09. Annual Statements.

Each Director and Officer shall annually sign a statement that affirms such person has received a copy of the Policy, has read and understands the Policy, has agreed to comply with the Policy, and understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.10. Periodic Reviews.

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

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

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

Section 7.11. No Loans.

The Corporation shall not make any loans to its Directors, Officers or employees.

Section 7.12. No Private Inurement.

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

Section 7.13. Limitation on Lobbying Activities.

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

Section 7.14. No Political Campaign Activities.

The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 7.15. Maintenance of Tax-exempt Status.

Notwithstanding any other provision of these By-laws, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on:

- (a) by a corporation described in section 501(c)(3) of the Code and exempt from federal income tax under section 501(a) of the Code; or
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 8. CODE OF CONDUCT

Section 8.01. Purpose of the Code of Conduct.

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

Section 8.02. Covered Persons.

The AMTA’s Code of Conduct (the “Code”) applies to members of the AMTA Board of Directors (the “Board”), officers of the AMTA, employees of the AMTA and individuals designated by the Board to serve in a representative capacity (collectively, “Covered Persons”). The Code establishes general standards of behavior for Covered Persons and their interactions with Participants. For the purposes of the Code, a Covered Person shall be deemed to be serving in an official capacity any time they perform a function of the AMTA or acts on behalf of the AMTA, including during the entire period the Covered Person is at a location at which an AMTA program takes place, from arrival at the tournament site until the conclusion of the protest period following awards, and all hours in between. The Code is intended to maintain the AMTA’s principles of high integrity and fairness. Although no set of rules can anticipate or provide guidance for every situation, Covered Persons shall conduct themselves in the spirit of the Code’s provisions.

Section 8.03. Conduct of Covered Persons.

It is expected that while serving in an official capacity, Covered Persons will conduct themselves with a high degree of integrity and civility. Covered Persons shall refrain from any behavior

contrary to the principles of the AMTA or that could reasonably cause embarrassment to the AMTA.

(a) INTERACTIONS WITH PARTICIPANTS.

- (1) *Covered Persons shall maintain appropriate relationships with Participants at all times.*** Covered Persons shall avoid relationships with Participants that could reasonably cause an apparent or actual conflict of interest between such Covered Person's educational and professional responsibilities to the AMTA and their personal interests. It shall be a violation of this policy to serve in an official capacity at any event in which a romantic partner or immediate family member is involved as a Participant. Covered Persons are expected to decline assignments that would be in violation of this standard.
- (2)** When serving in an official capacity, Covered Persons shall refrain from fraternization with Participants that could reasonably create an actual or apparent conflict of interest or which could otherwise reasonably cause embarrassment to the AMTA. Interacting with Participants in an educational setting, including judging scrimmages, shall not be considered fraternization.

(b) DISCRIMINATION AND HARASSMENT. The AMTA strictly prohibits all forms of discrimination and harassment by a Covered Person, including discrimination and harassment based on race, ancestral origin, color, political belief, religion, age, sex, gender or sexual orientation.

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

(c) ALCOHOL AND DRUG CONSUMPTION.

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

(d) CONFIDENTIALITY.

- (1) All information and know-how, whether or not in writing, of a private, secret, or confidential nature concerning the AMTA's operations, internal matters, developments or financial affairs (collectively, "Confidential Information") is and shall be the exclusive property of the AMTA. By way of illustration, but not limitation, Confidential Information may include AMTA organizational plans, program and tournament materials, case materials, knowledge of forthcoming case changes, programs or tournament results in advance of official announcements, terms and conditions of contractual arrangements, financial data, personnel data, Participant and member data and financing sources.
- (2) Covered Persons may not disclose Confidential Information to others outside of the AMTA or use the same for any unauthorized purposes, either during or after the Covered Person's AMTA service, unless and until such Confidential Information has become public knowledge without fault of the Covered Person. All files, letters, e-mails, facsimiles, reports, records, data, or other written, photographic or tangible materials containing Confidential Information, whether created by the Covered Person or others, which shall come into the Covered Person's custody or possession, shall be and are the exclusive property of the AMTA to be used by the Covered Person only in the course of their AMTA service and in the best interest of the AMTA.

(e) CONFLICTS OF INTEREST.

- (1) All Covered Persons must adhere to the AMTA's Conflict of Interest Policy set forth in Article 7 of the AMTA By-laws.
- (2) No Covered Person may have a team in competition at a tournament at which the Covered Person is assigned to serve as an AMTA facilitator or in an AMTA organizational or administrative capacity, unless such role is approved by the Executive Committee after such Covered Person has disclosed to the Executive Committee that the Covered Person has a team in such competition.
- (3) Covered Persons acting in an official capacity shall not show bias in favor of or against any Participants, teams or colleges.
- (4) Covered Persons shall refrain from accepting gifts, bribes or any at any time in exchange for bestowing a benefit or advantage upon a Participant, team, college or Member to which the Participant, team, college or Member would not be entitled under AMTA rules or policies.
- (5) Covered Persons may not use their position with the AMTA to promote any cause, business or organization other than the AMTA, unless consent is first obtained from the Board or the Executive Committee.

(f) PUBLIC COMMUNICATIONS.

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

Covered Persons are expected not to slander, libel, harass, or disparage other Covered Persons, Participants, judges, or any other member of the AMTA in their public communications.

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

Section 8.04. Disciplinary Process.

The Disciplinary Committee of the AMTA (the “Disciplinary Committee”) and the Executive Committee are responsible for implementing the disciplinary process set forth in this Section 8.04 of the Bylaws.

(a) Covered Persons, Participants, judges, members of the AMTA and any other persons shall have the opportunity to contact the AMTA to report a violation of the Code. Once a violation has been reported, it will be submitted to the Disciplinary Committee for review. Complaints may be submitted in writing to any member of the Board or to any employee of the AMTA. The complaint shall be referred to the Past President or President-Elect within five business days of receipt, who shall convene the Disciplinary Committee within ten business days of referral.

(b) Any violation of the Code is grounds for appropriate disciplinary action, up to and including removal from the Board or termination of AMTA service, as applicable. Disciplinary action, if any, will fit the nature of the infraction. Potential consequences may include a warning, official reprimand, suspension and/or termination of relationship with the AMTA.

(c) The Disciplinary Committee is responsible for investigating and evaluating the alleged violation and, if it determines that a violation has occurred, determining and imposing a disciplinary course of action.

(1) Members of the Disciplinary Committee will include:

- (A) the Past President or President-Elect of the AMTA, who shall serve as the Chairperson of the Disciplinary Committee,
- (B) one appointee of the current President, who shall not concurrently serve on the Executive Committee,
- (C) one person elected at large by the Board, who shall not concurrently serve on the Executive Committee, and
- (D) any additional persons as the Board deems appropriate.

(2) During the course its investigation, the Disciplinary Committee will be permitted to gather evidence that is reasonably necessary to evaluate whether a violation of the Code has occurred

(3) Prior to the Disciplinary Committee determining its ruling, the alleged violator shall be notified of the reported violation and shall have an opportunity to be heard by the Disciplinary Committee.

(4) The Past President or President Elect or their appointee will be responsible for communicating the ruling to the alleged violator.

Section 8.05 Appeals of Discipline Imposed.

The alleged violator will have an opportunity to appeal the Disciplinary Committee's decision to the Executive Committee.

(a) Notice of an appeal must be submitted to the President or their designee within five business days of notification of the decision by the Past President or President Elect. A two-thirds vote of the members of the Executive Committee voting is required to overturn the Disciplinary Committee's decision.

(b) The alleged violator will have an opportunity to appeal the Executive Committee's decision to the full Board. A two-thirds vote of the members of the Board voting is required to overturn the Executive Committee's decision.

(c) Nothing in this Section 8 of the Bylaws is meant to preclude the President from taking disciplinary action unilaterally on behalf of the Executive Committee in the event that

- (1) the circumstances necessitate immediate action, and
- (2) the President has been authorized to take action by a majority of the Executive Committee. In such a case, the alleged violator will still have the opportunity to appeal the President's decision to the full Board as set forth in Section 8.05.

ARTICLE 9. AMENDMENTS TO BY-LAWS

Section 9.01. Reservation of Right to Amend; Retroactive Effect.

The Board of Directors reserves the right from time to time to amend these Bylaws in the manner now or hereafter permitted by the Articles of Incorporation and these Bylaws. The original Bylaws of the Corporation and each amendment to the Bylaws (unless otherwise expressly stated in the amendment or in the resolution adopting it) shall be effective retroactively to the beginning of the Corporation's existence and (to the maximum possible extent) shall apply to acts, transactions, and events occurring and rights and liabilities arising before adoption of the Bylaws or the amendment. The preceding sentence and the retroactive effect of the Bylaws and amendments shall not invalidate or impair any act or transaction that would otherwise be valid.

Section 9.02. Procedure to Amend.

These Bylaws may be amended by the affirmative vote of two-thirds of the Voting Directors, as provided in the Articles of Incorporation.