

October 16, 2015

Dear Board Member or Potential Board Member:

Thank you for your interest in the Dispute Resolution Center. We appreciate your desire to help us listen, create, and resolve together. Serving on the board is an exciting and rewarding experience. It's also hard work, and will place demands on your time, and require you to make difficult decisions. Your role and duty is to represent the interests of the citizens of Livingston and Washtenaw Counties, bringing your professional expertise and an impartial viewpoint to serve the DRC and public.

This packet includes information about our organization, programs, and staff. It also explains board member roles, responsibilities, and expectations. Please use this packet to guide you through the process of becoming a board member.

We hope you find this information answers your questions and strengthens your interest in contributing to our team. The Dispute Resolution Center is continuously growing and developing as an organization. We need passionate, professional, dedicated individuals to help us sustain our mission.

Please contact us if you have any questions. We're looking forward to officially welcoming you to the DRC Board as our newest member!

Sincerely,



Belinda Dulin
Executive Director



Lorin Cartwright
Board President

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Mission and Purpose

Mission: The Dispute Resolution Center of Washtenaw and Livingston Counties seeks to build peaceful communities by offering a variety of affordable conflict resolution services and trainings.

- **We are** people helping fellow community members in conflict.
- **We are** highly trained.
- **We are** confidential and affordable.
- **We are** over 130 trained volunteer mediators and a small professional staff of six.
- **Our volunteer** mediators are ordinary citizens, lawyers, social workers, teachers, therapists, clergy, activists, college students, retirees and a growing number of high school students.
- **We offer** a variety of conflict resolution services to the community.

Program Benefits

AFFORDABLE: for all members of the community. DRC volunteers and staff provide no cost mediation services to local courts and schools. Services are also provided to individuals involved in a dispute for a nominal charge.

FOCUS ON SOLUTIONS: Mediators help disputing parties create their own solutions—nothing is decided without everyone’s agreement.

HIGHLY EFFECTIVE: Agreements are reached in an average of 68 percent of the cases.

EASY AND CONVENIENT: The DRC contacts the disputing parties to schedule the mediation and provides the location.

PRIVATE: Unlike court proceedings, which are recorded, mediation is private and confidential.

PROFESSIONAL: Volunteer mediators are trained in accordance with the standards of the Michigan State Court Administrative Office (SCAO).

TIMELY: Mediations are quickly scheduled. Many parties are able to reach a solution in one or two sessions (2-3 hours each). If the parties are unable to reach a solution they can choose to court. Mediation does not delay the litigation process.

History of The Dispute Resolution Center

Founded in 1983, The DRC is one of 19 nonprofit Community Dispute Resolution Centers operating under the supervision of the Michigan State Court Administrative Office (SCAO). The DRC has 501(c)3 status, which is recognized by the Internal Revenue Service. In 1993, the DRC became a community dispute resolution program as defined by the Michigan Supreme Court, State Court Administrative Office of the Dispute Resolution. The Michigan Supreme Court-State Court Administrative Office, Michigan Department of Community Health, Washtenaw County, Ann Arbor Area Community Foundation, Washtenaw Coordinated Funders, and private donors fund the DRC.

As a community-focused organization, The DRC's mission is to build peaceful communities by offering a variety of affordable conflict resolution services and trainings to members in the Washtenaw and Livingston County communities.

Referrals to The DRC come from schools, youth organizations, courts, governmental units, social service agencies, and the public. The DRC staff consists of four full-time and two part-time staff members and over 130 state-approved volunteer mediators.

The Board of Directors oversees the operations of the DRC and an Advisory Board provides guidance and outreach support to create partnerships with the community. The work of the DRC plays a significant role in improving the effectiveness of conflict resolution in our community through educating the public and our youth. Its work reduces the damaging effects of poorly handled conflict within our schools and neighborhoods thereby striving to create conflict-free communities and providing life skills for the next generation.

DRC GOALS – 2015

Goal 1.	<u>Change the DRC funding model</u>
	<ul style="list-style-type: none"> ✓ Increase funding to the DRC by \$100K from new revenue streams
Goal 2.	<u>Volunteers</u>
	<ul style="list-style-type: none"> ✓ Recruit a broader range of volunteers including high school and college students. ✓ Engage new volunteers in administrative tasks, special events ✓ Engage volunteers to support mediation trainings
Goal 3.	<u>Training</u>
	<ul style="list-style-type: none"> ✓ Build a core group of volunteers to support Trainings (what are these trainings? If people reading the doc don't know what trainings we offer they will be confused (At Least Five New Volunteers) ✓ Create a training program that embraces diversity by ??? (Need to understand what the goal is – it's not clear)
Goal 4.	<u>Expand Services</u>
	<ul style="list-style-type: none"> ✓ Work with SCAO to expand small claims court mediation services to o Livingston County- ✓ Expand school based programs in Livingston County including special education mediation and facilitation ✓ Research mediation opportunities in other industries such as health care ✓ Build on the success of Restorative Practices programs offered at Washtenaw County high schools to include middle and elementary schools. ✓ Publish and sell training materials ✓ Contact principals and special education directors to create opportunities to provide more special education mediation and facilitation and outreach services. ✓ (revise goal for 2016)Increase Referral by 10% from Washtenaw Circuit Court For Paid Mediation ✓ Give 12 Speaker's Network Presentations in 2015
Goal 5.	<u>Development Expansion</u>
	<ul style="list-style-type: none"> ✓ All Donors Have Verbal Contact Annually ✓ Develop An On-Line Newsletter For Informative Purposes (To Be Distributed Four Times Per Year) ✓ Develop Frequently Asked Questions For Website ✓ Add Matching Gift Component To Annual Campaign ✓ Build Quarterly Development Programs (Spring Event & Annual Campaign are Two, Cyber Monday, Giving Tuesday and Film Festival Are Possibilities) ✓ Partner With Local Organizations To Fundraise (Non-profit Groups as Well as for Profit)-UMS and ARK are Possibilities ✓ Obtain Two Naming Rights For A Major Donor ✓ Build A Grand Club Campaign-Annual Gifts Of \$1000

	<ul style="list-style-type: none"> ✓ Contact All One-Time Donors and Build Rapport for Repeat Donations-Target is 10% Improvement
Goal 6.	<u>Expand Grant Opportunities</u>
	<ul style="list-style-type: none"> ✓ Increase By 10% The Amount Of Grants Received
Goal 7.	<u>Staffing</u>
	<ul style="list-style-type: none"> ✓ Create staff job descriptions ✓ Create a staff policy & Procedures Manual Evaluate staff members annually ✓ Develop a staff development plan

DRC Elevator Speech

Here is the recommended phrase about what the DRC means to the community.

Solutions that resolve a short-term issue, lead to long-term feelings of wholeness. People feel like they matter. Our mediator success rate is 70% and we operate on a shoestring budget.

Community Dispute Resolution Program						revised: 12/13/2014
2015 Budget Form CDRP01						
Please mark one:		<input checked="" type="checkbox"/> New/Original Budget	<input type="checkbox"/> Budget Modification			
Grantee Name		The Dispute Resolution Center		Completed By Belinda Dulin		
Applicant's Federal Identification Number		Phone Number (734) 794-2125		Date of Submission		
38-2489201				12/2013		
Counties served: Washtenaw and Livingston						
Budget Categories	Total Project Budget	CDRP Funds	Agency Funds	Other Grants	Inkind Donated/Volunteer (*)	
1. Personnel						
A. Salaries	271,372	54,001	137,371	0	80,000	
B. Employment Tax	15,598	4,610	10,987	0	0	
C. Employee Benefits	0		0	0	0	
2. Accounting	8,120		8,120	0	0	
3. Training						
A. Mediator	3,334		3,334	0	0	
B. Technical Assistance	100		100	0	0	
4. Contractual	0		0	0	0	
5. Travel	1,000		1,000	0	0	
6. Equipment	1,500		1,500	0	0	
7. Operating Expenses						
A. Occupancy	159,996		0	0	159,996	
B. Supplies	5,000		5,000	0	0	
C. Telephone	2,600		600	0	2,000	
D. Postage	1,800		1,800	0	0	
E. Printing	5,000		5,000	0	0	
F. Insurance						
1. Liability	800		800	0	0	
2. Directors & Officers	1,200		1,200	0	0	
8. Marketing	3,500		3,500	0	0	
9. Other						
A. Employee training	500		500	0	0	
B. Miscellaneous & Dues	7,500		7,500	0	0	
C. Corporate Incentive	0		0	0	0	
D. Development support	0		0	0	0	
E. Employee parking	200		200	0	0	
Total	489,120	58,611	188,512	0	241,996	247,124
(*) Note: \$23,118 of the Inkind Donated/Volunteer Salary figure is attributable to the CDRP Grant.						

PROGRAMS AND EVENTS

Services

Mediation

The DRC partners with the Washtenaw County Courts to provide no cost mediation services for small claims, adult/minor guardianship, estate claims, and child protection cases.

Specially trained volunteers work with community groups, and individuals to mediate neighbor, landlord/tenant, business/consumer, employer/employee, separating and divorcing family disputes.

Volunteers receive special training in special education mediation and facilitation, school attendance issues, and Restorative Practices to help students, parents, teachers, and school administrators create a safe, supportive learning environment

Facilitation

The DRC also offers facilitation services that help foster meaningful group discussions and decision-making. If you need support developing an agenda, and ensuring that all group members are engaged, and making good group decisions, consider this service.

Trainings

- Volunteer Mediator Training
- General Civil and Private Practice Mediation Training
- Peer Mediation
- Group Facilitation Skills
- Parent/Teen Mediation and Grandparent/Child Mediation
- Brown Bags
- Mediating Issues in the Lesbian Gay Bisexual Transgendered Community
- Restorative Justice
- School Attendance

Restorative Practices

Restorative practices take conflict incidents and turns it into an opportunity for positive outcomes. Restorative practices emphasize:

- Identifying harm
- Addressing the causes of the issue
- Involvement of those impacted
- Making those responsible truly accountable, while repairing the harm
- Increasing understanding of what happened and why it happened by all those involved, in order to avoid escalation and future repetition of harm.

DEFINING RESTORATIVE PRACTICES

Restorative practices take incidents that might otherwise result in punishment and create opportunities for students to:

- Become aware of the impact of their behavior
- Understand the obligation to take responsibility for their actions
- Take steps toward making things right

Through this voluntary process, students learn how to interact and manage their relationships with adults and peers. They become better equipped to understand how their actions impact others and how to monitor future behavior. Restorative practices encourage accountability, improve school safety, help strengthen relationships, and create more positive outcomes for students and the school community*.

Events

DRC Mediator Reception

Every November the DRC thanks its wonderful volunteer mediators at an Appreciation Reception.

Learning Community

The DRC encourages a community of learners among its volunteer mediators to engage in improving the practice of mediation.

Brown Bag Series

The lunchtime series is a monthly program designed to allow volunteers and community members to learn more about mediation and improve their skills.

For more information about upcoming presentations email Sally Brush at:
brushs@ewashtenaw.org

1st Wednesdays, September-June

11:30 p.m. - 1:00 p.m.

Bring your own lunch.

Advanced Training

Please check The DRC website calendar for specific dates, topics, locations, and presenters.

Also go to the SCAO website at <http://courts.michigan.gov/scao> and enter the phrase “advanced mediation training programs” in the site search engine.

Ethical Standards

M. E. D. I. A. T. E.

The DRC practices facilitative co-mediation using the model defined by the acronym

*“M.E.D.I.A.T.E.©”**

*The MEDIATE acronym is copyrighted and use of this requires permission from both The DRC and Susan D. Hartman.

The Mediator Role

*Help participants clearly communicate their needs.

*Empower participants to construct their own solutions.

*Mediators NEVER force a settlement!

The DRC requires mediators to engage in the highest ethical practice. The DRC standard for disclosure to the parties or disqualification from a case is anything that **may give the appearance of impropriety or partiality** whether or not inappropriate behavior actually occurs.

*Mediators must disqualify themselves from mediating a case as soon as they recognize any conflicts of interest— any personal or professional gain and/or financial or other benefit.

*Mediators will maintain an actively neutral role. They shall not advocate for a specific outcome, resolution, or settlement that either appears to favor one party or oppose another.

*Mediators should not disclose their professional background—especially lawyers, counselors, physicians, ministers, and other licensed professionals (doing so may compromise the mediation process).

*Mediators may not give legal information, advice, or
Counsel - even if they are licensed attorneys.

*Mediators will not allow participants to propose, discuss, negotiate, or include unlawful activities as part of a settlement.

*Mediators will report threats and/or acts of abuse or violence to the authorities or to the DRC staff.

Bystander Behavior

The DRC mediators are conscientious by-standers who actively remind each other, and accept gentle reminders, about ethical practices.

The following poor practices often emerge from genuine attempts to be helpful, but may result in a violation of ethical standards.

- *Directing, instead of reflecting, the conversation.
- *Requesting evidence or verifying documents as “proof”.
- *Providing advice about options—especially which are “best”.
- *Recommending or encouraging a particular settlement.

In rare cases when ethical violations emerge—stop the mediation. Express your concerns with your colleague in private and defer to

Glossary of Terms

AAACF – Ann Arbor Area Community Foundation
CDRP – Community Dispute Resolution Program
SCAO – State Court Administrative Office
SEMP – Special Education Mediation Program
MDCR – Michigan Department of Civil Rights
NEW – New Center for Non-Profits

STAFF

Belinda Dulin – Executive Director

dulinb@ewashtenaw.org



Belinda has administered conflict resolution programs since 1998. She has a bachelor's degree in Business Administration and a Master of Arts degree in Dispute Resolution, both from Wayne State University. Prior to becoming involved in community mediation, she worked in the corporate setting assisting with employment disputes. She began her employment with The Dispute Resolution Center in 2003 as the Mediation Services Coordinator and assisted in launching the Small Claims Mediation Program and the Domestic Relations Motion Day Program. In 2006, she became the director of mediation services and was responsible for the development and administration various civil and family mediation programs as well as facilitating workshops to various community organizations. In the summer of 2007, Belinda accepted the position of Executive Director and continues to expand the DRC's services.

Sally Brush – Small Claims Mediation

brushs@ewashtenaw.org



Sally Brush has been coordinating the DRC's Small Claims Mediation Program in Washtenaw County since September 2006. She also supervises the monthly Brown Bag Lunches for DRC mediators. Sally graduated from Smith College with a liberal arts degree and received her M.Ed. in Educational Foundations from the University of Cincinnati. For most of her career, Sally worked with families struggling with divorce and remarriage. Recognizing the damage done to children by the economic and psychological stresses of poorly handled divorces, she started a program to help parents and children navigate divorce without devastating their children. The program included education and support groups for parents and children, mediation and extensive training of professionals, eventually reaching over 20,000 children and 7,000 parents.

Jan Whitehead – Restorative Justice Education Specialist

Jan's primary responsibility is to coordinate The DRC's school programs: special education mediation/facilitation, attendance mediation, and peer mediation/restorative justice circling cases. She also assists with the coordination of Peacemaking Court Program cases. Her tenure with The DRC began as a volunteer mediator in 2011. She has experience mediating small claims, general civil, special education, restorative justice, domestic relations, probate/elder care, and peacemaking cases. Joining The DRC staff in March 2015 has been a dream come true!

Carmelita Mullins – Family Mediation

mullinsc@ewashtenaw.org



Carmelita Mullins has been coordinating the Family Mediation Services Program, which includes Domestic Relations, Parent/Child, Adult Guardianship, Minor Child Guardianship, and Probate Estate cases, at the Dispute Resolution Center since February 2004. Previously, Carmelita was employed as an Evaluator/Mediator at the Washtenaw County Friend of the Court, from June 1970 until February 2002, and retired after 31 ½ years. Carmelita brings to the DRC a wealth of court and family mediation experience, and has served thousands of families and children in her 40+ years pre- and post-retirement career. Carmelita has a Bachelor of Arts Degree in Sociology, with a minor in Psychology, from Howard University, Washington D.C., and has completed numerous family-related professional development trainings through SCAO and the Michigan Judicial Institute. Additionally, Carmelita brings to the table 43 years of experience in Washtenaw County as a community servant and activist, which enhances her skills and knowledge of the diverse communities she serves as Family Mediation Services Coordinator at the Dispute Resolution Center.

Kimberly Wright – Small Claims



Kimberly Wright joined the DRC staff as a Mediation Coordinator in September 2013. She assists in coordinating Small Claims Program and General Civil cases. She also administers the Community Connections Mediation program at Hamilton Crossing Community located in Ypsilanti. She became interested in ADR (alternative dispute resolution) in 2007. Kimberly earned a Bachelor's degree in Communication from Purdue University, a Masters degree in Business Administration from the University of Phoenix, and recently a Graduate certificate in Human Resource Management from Eastern Michigan University. Prior to becoming a volunteer in community mediation at the DRC, she acquired over 11 years of professional experience in the casino, medical device, higher education, and marketing industries.

Jainelle Robinson – Administrative Assistant

robinsonja@ewashtenaw.org



Jainelle Robinson became the Administrative Assistant of The DRC in 2008. She has over 10 years of Administrative experience with a background in fine art and design. She is responsible for maintaining the day-to-day office flow and assisting with special events and trainings. She brings a diverse set of skills and creativity to projects and events.

BOARD OF DIRECTORS EXECUTIVE COMMITTEE

LORIN CARTWRIGHT – PRESIDENT

cartwri@gmail.com



Lorin is a graduate of the University of Michigan with a Master’s degree in Education. She is a retired assistant principal/athletic director and educator. She is a trained mediator and came to the DRC in 2013. She has written six textbooks one that addresses cultural competency in health care. She has worked with several non-profit boards.

LAURITA THOMAS – VICE PRESIDENT

laurita@umich.edu



In 2004 Laurita became the Associate Vice President Chief Human Resources Officer for University of Michigan. In 2014, Laurita worked with the DRC in planning the Spring Event honoring Joetta Mial and Letitia Byrd. Laurita joined the DRC board in February 2014.

MARTHA MCKENZIE – SECRETARY

muffymackenzie@aol.com



Martha “Muffy” is a graduate of the University of Michigan and University of Detroit Mercy Law School. She is a trained mediator and a member of the State Bar of Michigan. She is on the Development, Public Relations/Marketing and C3 Committees. After 11 years of working with the DRC she became a member of the board in 2013.

ROBERT GALARDI –TREASURER

rgalardi@gmail.com



Bob begins his second stint on the DRC board July 1, 2016. He will take on the role as the Board Treasurer. In his prior Board experience he was president for several years and was honored by the DRC at the Spring Event. Bob has been an active mediator, and trainer for the DRC. Bob will bring great knowledge and his financial skills to the Board of Directors. Bob is current the owner of Educators Resource Group, an educational business company. He has extensive leadership experience in the areas of team building, strategic planning, coaching, public speaking organizational leadership and human resources. He began his

career in Ann Arbor Public Schools and retired after 32 years of teaching and educational leadership.

LINDSAY GROTH

grothl@umich.edu



Lindsay joined the Executive Board of the DRC in June of 2015. She is a marketing strategist for both corporate and non-profit brands with 10+ years of experience running marketing and analytics teams. Experienced in all aspects of digital and traditional marketing, communications, brand management, research, and analytics. Had the good fortune of working with large internationally known brands making data-driven decisions to increase revenue and customer base.

Built and lead high functioning teams with great success, zeroing in on individual strengths and motivating through a variety of tactics. Spend great deal of time mentoring, developing, and providing growth opportunities for team. Increasing head count and directing the team to create processes yet strive to be creative and innovative.

JUDY HALLAS

judyh@umich.edu



Judy began her three-year term with the Board of Directors in January 2015. She is an Organizational Effectives Consultant for the University of Michigan hospital system. As the lead consultant for the University hospital she manages a staff that has resolved over 2400 patient concerns annually. She specializes in team building, transitions, and cultural change/development. Judy has degrees from Central Michigan University in Human Resources Management and Organization Development, and Wayne State University.

RICK LEYSHOCK

leyshock.eca@gmail.com



He earned a Master of Arts degree in Education and State of Michigan certifications in special education administration. Prior to his retirement in the fall of 2011 Rick served as the WISD Assistant Superintendent for Achievement and Student Services at Washtenaw Intermediate School District (WISD). Rick has been a strong supporter of forging better ways to engage all students in education and removing barriers that often challenge youth as they strive for success in school. In June of 2013 Rick was appointed to the Board of Directors for the Dispute Resolution Center.

PATRICK MCLAUGHIN

patrick.mclaughlin@gmail.com



Patrick McLaughlin is the founder and principal of Caldo Communications. The practice specializes in strategic public relations, social media management and tactical execution of

communication programs that support clients' business objectives and communication goals.

McLaughlin collaborates with clients to create, manage and execute strategic plans that develop stronger stakeholder relationships and advance business goals. McLaughlin's expertise includes developing and managing successful communications initiatives involving media relations, corporate citizenship, diversity, event management, and crisis preparedness. Patrick joined the DRC in 2014.

GREGORY PEOPLES

gpeoples@emich.edu



Greg began his term with the DRC board in February 2014. As a retired ombudsman from EMU, Greg understands the value of mediation. He also serves as President of the Washtenaw Intermediate School District.

JESSICA SPROVTSOFF

jsprovtsoff@schiffhardin.com



Jessica is a practicing attorney with Schiff Hardin. Her practice includes business litigation. She has been named as a Michigan Raising Star by the Michigan Super Lawyers. Jessica joined the DRC board in December 2013.

TERMS - each Board Member serves a three-year term.

Board Member	Term Ends
LORIN CARTWRIGHT	2/2016 (First Term)
ROBERT GALARDI	6/2018 (First Term)
LINDSAY GROTH	6/2018 (First Term)
JUDY HALLAS	1/2018 (First Term)
MUFFY MCKENZIE	1/2016 (First Term)
PATRICK MCLAUGHLIN	2017 (First Term)
RICK LEYSHOCK	2016 (First Term)
GREGORY PEOPLES	2/2017 (First Term)
JESSICA SPROVTSOFF	12/2016 (First Term)
LAURITA THOMAS	2/2017 (First Term)

ADVISORY COUNCIL

Barbara Adams, MD
Charles Borgsdorf
Hon. Karl Fink
Susan Galardi
Phyllis Hertzog
Chuck Newman

Jerry Lax – Chair
Laurie Saginaw
Paul Saginaw
Carl Sly
Zena D. Zumeta

COMMUNITY PARTNERS

14A District Court
14B District Court
15th District Court
Dispute Resolution Education and Resources
Michigan Department of Community Health
Livingston County 44th Circuit Court
Livingston Educational Service Agency
State Court Administration Office
Washtenaw County Administration
Washtenaw County Bar Association
Washtenaw Intermediate School District
Washtenaw County Sherriff Office
Washtenaw County Trial Court
Ypsilanti Community School District

BOARD MEETING SCHEDULE

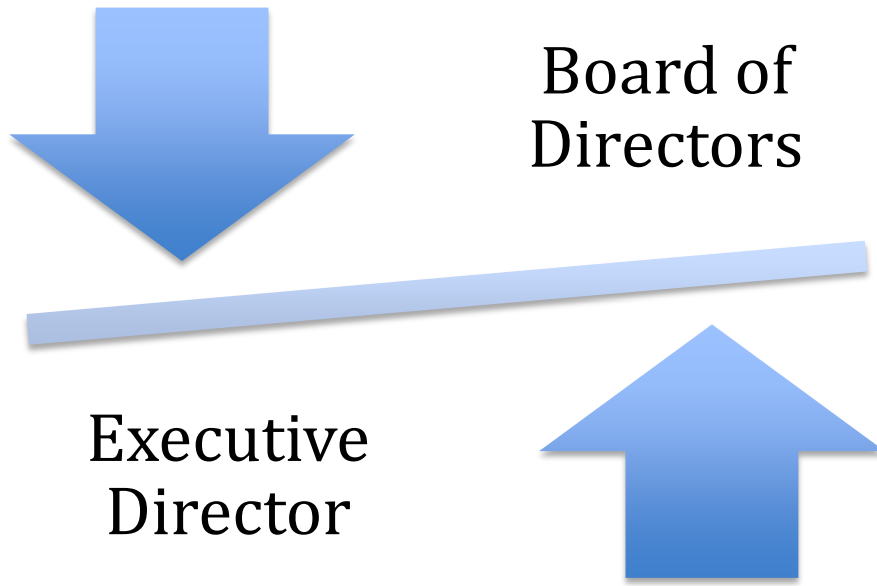


All meetings begin at 5:30 PM
At the Washtenaw Service Center
4133 Washtenaw Road
Ann Arbor, MI 48108
' 734.794.2125
7 734.794.2126

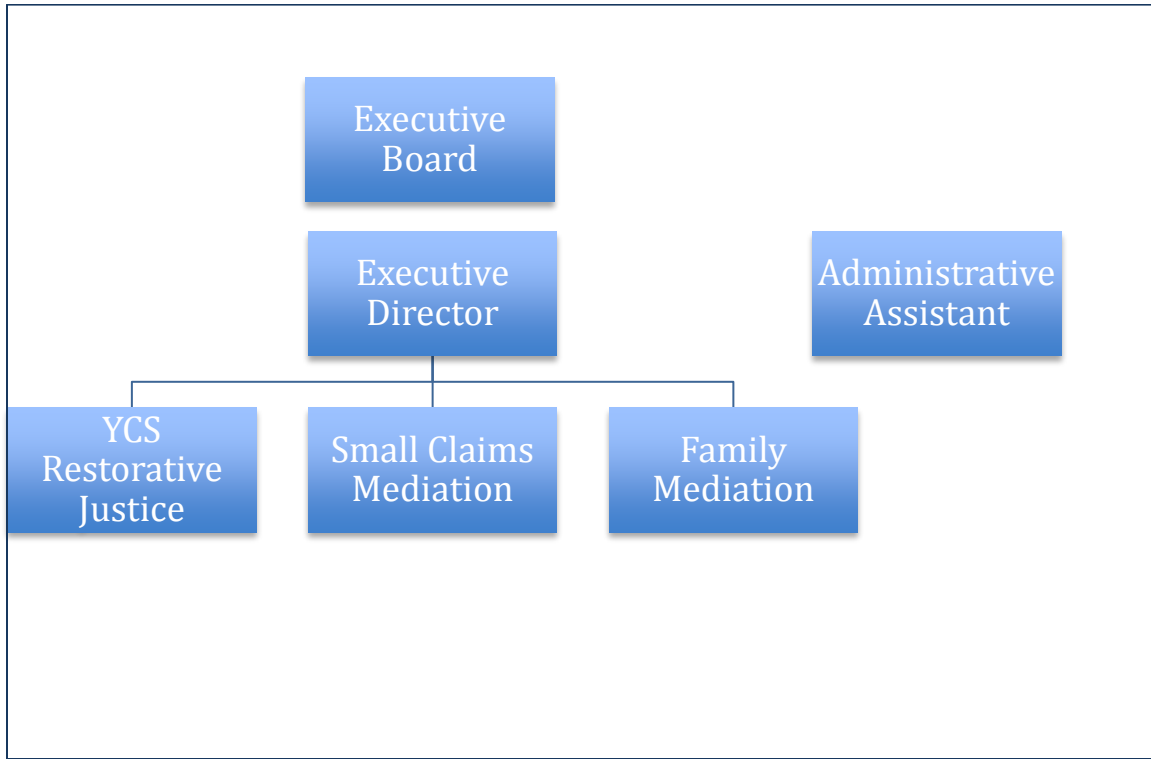
www.thedisputeresolutioncenter.org

- October 20, 2015 (nomination of officers)
- December 15, 2015 (budget approval; election of officers)
- February 16, 2016
- April 19, 2016
- June 21, 2016
- August 16, 2016
- October 18, 2016 (nomination of officers)
- December 20, 2016 (budget approval; election of officers)

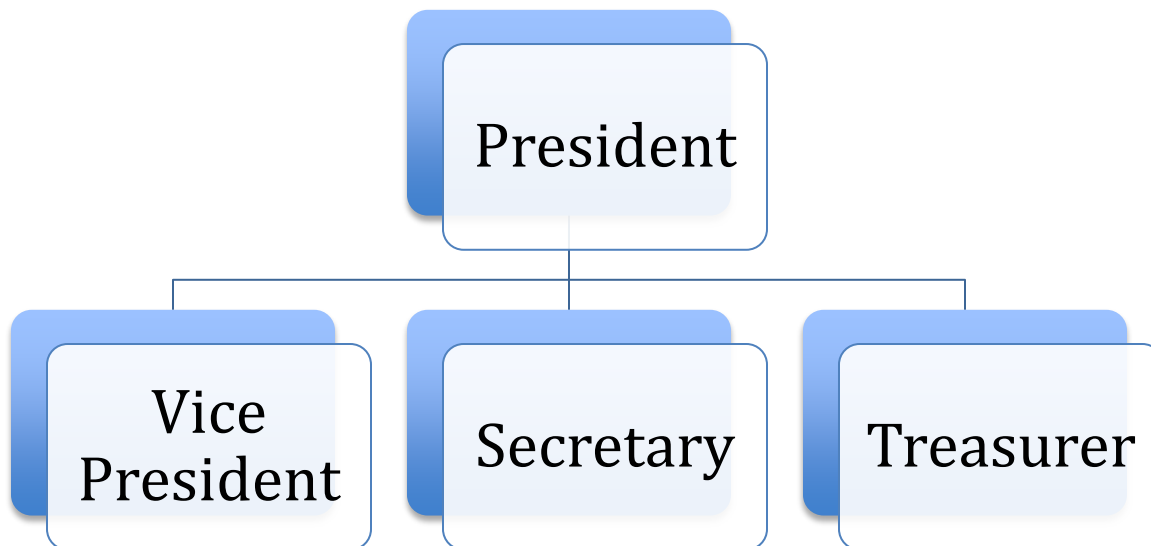
Relationship Between Board of Directors & Executive Director



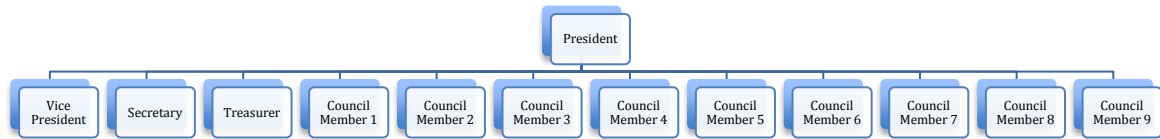
DRC Structure & Relationship to the Board



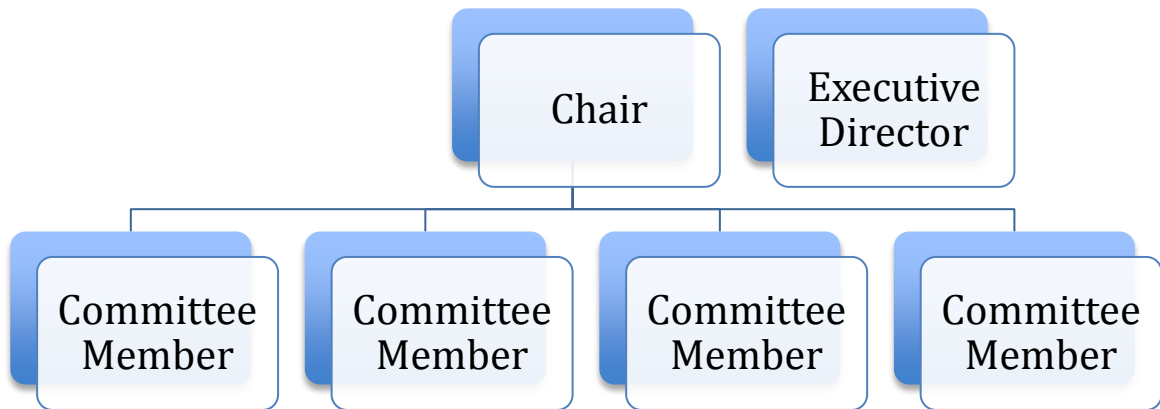
Executive Council



Board of Directors

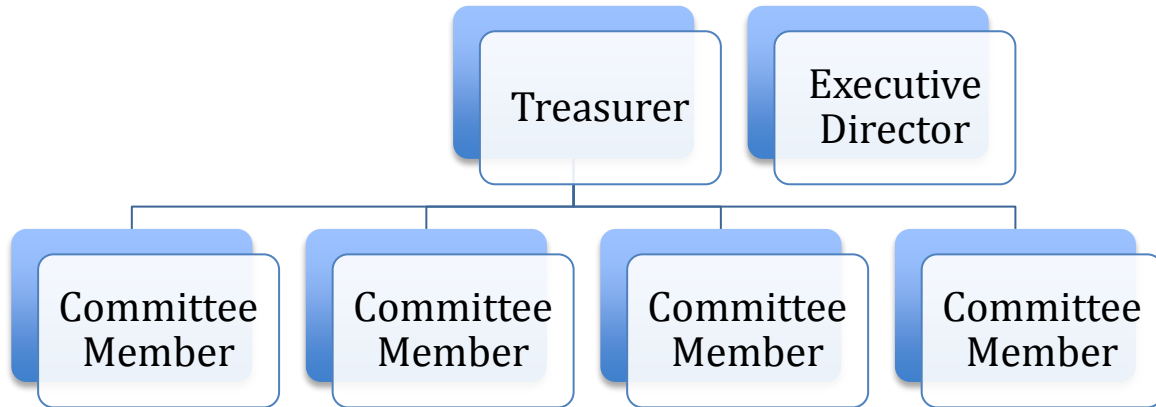


Development Committee



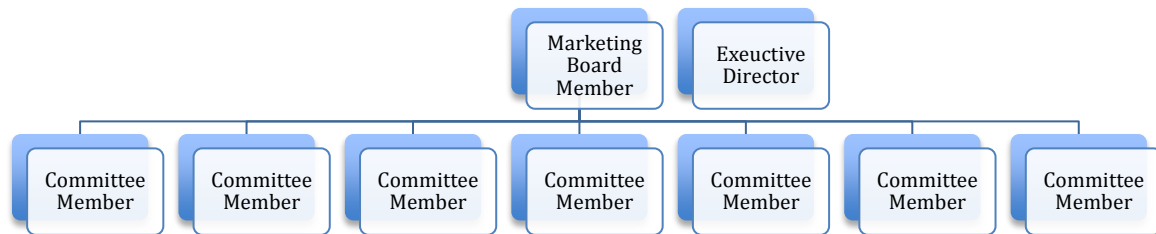
Reports to Development Director & President

Finance Committee



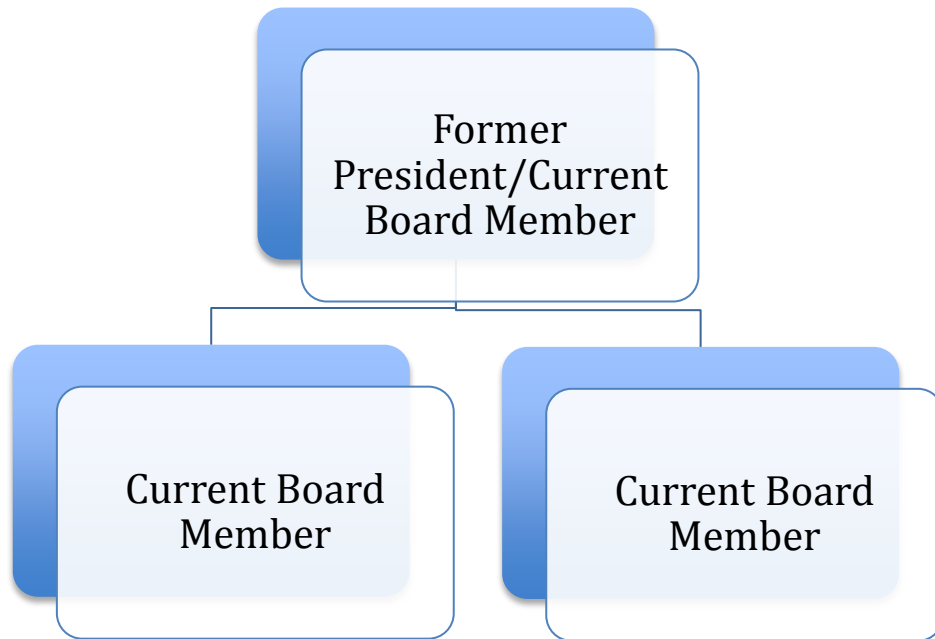
Reports to Executive Director & President

Marketing/Public Relations



Reports to Development Director & President

Nominations Committee



Reports to Executive Director & President

The Dispute Resolution Center Trustee Commitment to Duties

The Dispute Resolution Center recognizes that the duties of a nonprofit board member are set forth in state law and generally constitute the scope of individual liability for a director. It also understands that “best practice recommendations” published by the Internal Revenue Service in February 2008 suggest compliance with these duties. Additionally, the board recognizes the work published by the Panel on the Nonprofit Sector in October 2007 that is based on the premises that nonprofit board members accept their role in protecting and upholding the nonprofits mission. As such, all trustees are required to understand and to adhere to the following duties:

Duty of Care

The *duty of care* is often defined as “the amount of care that an ordinarily prudent person would exercise in a like position and under similar circumstances.” In everyday terms, this means that a board member must exercise reasonable care when he or she makes a decision for the nonprofit.

In order to meet the reasonable care standard, board members must take an active and informed role in decision-making. They should be sure to attend board meetings on a regular basis, read all board packets prior to the meetings and be actively involved in those meetings.

Duty of Loyalty

All directors owe a duty of loyalty to the organization and to the mission. The *duty of loyalty* requires a board member to keep the best interests of the organization in mind at all times when making decisions on the behalf of the organization. A board member must never put personal priorities or opportunities ahead of the nonprofits interests. To comply with the duty of loyalty, boards members must be sure that they are acting with the organization’s interests in mind, not their own. They must act to fulfill the mission of the nonprofit. Board members should ensure any personal conversations with employees do not violate their duty of loyalty to the mission and to The Dispute Resolution Center first and foremost.

Duty of Obedience

The *duty of obedience* requires board members to be faithful to the organization’s mission. Their actions must be consistent with the mission statement, Articles of Incorporation, bylaws, and tax-exemption documentation. The nonprofits central goals must guide all board decisions. In addition, board members must also comply with all applicable laws and regulations and with “recommendations” published by the IRS and the Panel on the Independent Sector.

Duty of Confidentiality

Where conflict meets solution.

The *duty of confidentiality* requires that individual board members acknowledge accepting the bylaws that call for decisions by majority rule. Board members must leave the board room united around the collective decisions made and not engage in discussions that may in any way damage the mission, the reputation of the nonprofit, or of fellow trustees.

Trustee (Board Member) Name

Date

Effective for the length of my term Beginning: _____

and Ending: _____

BOARD RESPONSIBILITIES

Expectations

1. Be informed about the organization's mission, goals, policies and services.
2. Actively participate in all board meetings (making 75% of board and committee meetings in each fiscal year), discussions and events, paying careful attention to your duties of care, loyalty, obedience and confidentiality.
3. Be well prepared for all board and committee meetings by reviewing the agenda and any supporting materials provided to you prior to the meeting.
4. Be respectful and open to the potentially conflicting opinions and points-of-view of your fellow trustees and avoid conflicts of interest.

Responsibilities

5. Participate on at least one committee.
6. Make an annual donation to the organization at a level commensurate with your resources. Make and commit to a personalized development plan.
7. Fulfill your fiduciary responsibilities, including reading, understanding and monitoring the financial statements and audit reports provided to you and let the Treasurer or Board Chair know if you need personal support in understanding and interpreting the financial documents.
8. Speak on behalf of the organization to the community. Be an ambassador.
9. Contribute to the organization's fundraising efforts by providing and cultivating prospects.
10. Sign and adhere to the organization's conflict of interest policy and duties document.

Restrictions

11. Do not make special requests of the staff without prior express permission of the Executive Director or Board Chair.
12. Do not act independently of the board without prior express permission of the full board.
13. Publicly support all decisions made by the full board, even if decisions conflict with your opinion and/or vote.

In Return for Your Committed Volunteer Service We Promise

14. You will receive your board packet at least five days prior to each regular meeting so that you have time to do your duty of care.
15. There will be an open door to the Executive Director and Board Chair.
16. Clear communication about the needs and issues relevant to The Dispute Resolution Center.
17. We will attempt to ensure you have the materials necessary to be an ambassador for the mission in the community.

18. We will support your orientation and continuing education as a board member of The Dispute Resolution Center.

Accepted: _____ Date: _____
Board Member Name and Signature

The Dispute Resolution Center
Confidentiality Agreement

It is the policy of The Dispute Resolution Center (The DRC) that board members, agents acting on behalf of The DRC and employees of The DRC may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with The DRC to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom The DRC has authorized disclosure. Board members, agents acting on behalf of The DRC and employees shall use confidential information solely for the purpose of performing services as a board member, agent acting on behalf of The DRC or employee for The DRC. This policy is not intended to prevent disclosure where disclosure is required by law.

Board members, agents acting on behalf of The DRC and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, board members and employees should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

Employees, agents acting on behalf of The DRC and board members understand and agree that during their employment and/or service they may obtain information and documents which is confidential and/or privileged and proprietary in nature and which must be kept confidential both during and after their term of employment or service. At the end of a board member's term in office, or upon the completion of work being done for The DRC, or upon the termination of an employee's employment, he or she shall return, at the request of The DRC, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession. Additionally, Board members, agents acting on behalf of The DRC and employees are not allowed to use, forward or copy any donor information to be used for purposes other than those directly related to the work of The DRC during and after their service or employment.

Breaches of confidential information are subject to disciplinary action up to and including immediate termination and/or removal.

{Name of Employee/Board Member}/Date

Board President/Date

BOARD COMMITTEES & WORKING GROUPS

Cornerstone Celebration
Development
Executive
Finance
Marketing

APPLICATION PROCESS

We prefer anyone interested in joining the board to have attended one of our key events (e.g. celebration). While we do accept non-solicited applications, we prefer candidates to be nominated by current members of the board. Applications are accepted from November - February. New board members are inducted in February.

- Step 1: Prospective board member reviews Board Member Recruitment Packet
- Step 2: Prospective board member emails resume, list of previous/current boards served and statement explaining interest in joining the board to Belinda Dulin at: dulinb@ewashtenaw.org
- Step 3: Interview is scheduled with Executive Director and Board President and Nominating Committee.
- Step 4: Board Nomination Committee makes recommendation to move candidate forward to the nomination process
- Step 5: Candidate present to the full board for vote
- Step 6: If approved, the Board President contacts candidate
- Step 7: Board Member undergoes Orientation Process . . . and gets to work?

QUESTIONS? Feel free to contact executive director, Belinda Dulin directly at: dulinb@ewashtenaw.org

THE DISPUTE RESOLUTION BOARD OF DIRECTORS APPLICATION

Please complete this application. Use additional pages if necessary.

Name:	Contact Number:
Address:	Mailing Address:
Employer:	Position:
Email:	Fax:
Who referred you to the BOD?	

Do you have experience, training, or educational background in the following areas that will enable you to assist with decisions? If so, please indicate all that apply?

<input type="checkbox"/> Accounting	<input type="checkbox"/> Advertising/Marketing
<input type="checkbox"/> Board Development	<input type="checkbox"/> Business Management
<input type="checkbox"/> Development	<input type="checkbox"/> Fundraising
<input type="checkbox"/> Financial Management	<input type="checkbox"/> Grant Writing
<input type="checkbox"/> Graphic Arts	<input type="checkbox"/> Information Technology
<input type="checkbox"/> Mediation	<input type="checkbox"/> Organizational Development
<input type="checkbox"/> Program Planning	<input type="checkbox"/> Public Relations
<input type="checkbox"/> Public Speaking	<input type="checkbox"/> Special Events

Describe your experience and successes in these areas: _____

Summarize your experience with and/or interest in our organization.

Why do you want to be a member of our Board of Directors?

Please list any associations, other boards, professional organizations, fraternities, social clubs, service organizations, associations, etc.

Committee Preferences:

Priority Rank	Committee Description

I understand and accept the responsibility of a Board Member, as delineated in the Board Member Job Description and Board Member Expectations in the Board Recruitment Packet.

Accepted: _____ Date: _____
Signature

THIRD AMENDED BYLAWS
OF
DISPUTE RESOLUTION CENTERS OF MICHIGAN, INC.
(A Michigan Nonprofit Corporation)

ARTICLE I

NAME

Section 1. Name. The name of the corporation shall be DISPUTE RESOLUTION CENTERS OF MICHIGAN, INC. and the corporation shall operate and do business under the name of WASHTENAW COMMUNITY DISPUTE RESOLUTION CENTER, INC and/or DISPUTE RESOLUTION CENTER INC and/or DISPUTE RESOLUTION CENTER OF WASHTENAW_COUNTY and/or THE DISPUTE RESOLUTION CENTER.

ARTICLE II

OFFICES

Section 2.1 Registered Office. The principal office and registered office of the Dispute Resolution Centers of Michigan, Inc. (the "Corporation") shall be in the City of Ann Arbor, Michigan, or such other place as the Board of Directors shall from time to time determine.

Section 2.2 Other Offices. The Corporation may have offices at such other places, either within or without the City of Ann Arbor, as the Board of Directors may from time to time determine.

ARTICLE III

PURPOSE

Section 3.1 General. As provided in the Articles of Incorporation, the purposes for which the Corporation is organized are as follows:

1. To operate and Act exclusively for charitable and educational purposes, including, without limitation, to reduce tension and conflict in the community, eliminate prejudice, reduce neighborhood tensions, to improve the quality of justice by promoting, encouraging, and establishing a system in which disputing parties could get assistance in

settling disputes through the process of mediation, and by engaging in all other similar activities which may be carried out by corporations exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, (the "Code") or corresponding provisions of any subsequent Federal Income Tax Laws.

2. To publicize through all manners of information media, the advantages and benefits of a community dispute resolution program.

3. To receive, hold and administer assets as are necessary to the achievement of the foregoing and in furtherance of the purposes of the corporation.

4. To conduct any and all such activities and exercise any and all such powers as are necessary to the achievement of the foregoing and in furtherance of the purposes of the Corporation, including without limitation, the employment of individuals, consultants and others.

B. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Code or corresponding provisions of any subsequent federal tax laws or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

C. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation.

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

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Functions. The Corporation is a non-stock directorship corporation organized under the Michigan Non-Profit Corporation Act ("Act"). The business and affairs of the Corporation are to be managed and conducted by the Board of Directors, and all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, and activities are vested in the Board of Directors.

Section 4.2 Number. The number of directors which shall constitute the Board of Directors shall be nine to twenty-one (9-15).

Section 4.3 Term. The initial Board of Directors shall be divided into three (3) groups as equal in number as possible as determined by the Board of Directors, and each

group shall thereafter be elected annually for a three (3) year term on a staggered basis. Except as to the initial Board of Directors, the subsequent Directors shall be elected for a term of three (3) years.

Section 4.4 Nominations. Following the appointment of the first Board of Directors nominations for the board of directors shall be made by any Director or the Executive Director to the- Notice of all nominations must be given to all board members at least 10 days prior to the meeting at which the nominations will be considered, either by personal delivery or regular mail.

Section 4.5 Elections. Elections of persons nominated for board membership may be conducted by vote as defined by these policies. Candidates for the board must receive the votes of a majority of board members. The vote shall be taken at a meeting of the Board of Directors by a majority vote of the Board of Directors then in office. Directors may be re-elected to one successive term. A term is defined as a three consecutive year period.

Section 4.6 Meetings.

(a) Annual Meetings of the Board of Directors may be held for election of officers, directors and for the transaction of other business which may come before such meeting. Annual meetings will be scheduled at the discretion of the current Board of Directors. All notices of scheduled annual meetings will be posted on the Corporation's website and other forms of media.

(b) Regular meetings of the Board of Directors shall be held at least three times per year and more as the Board decides is necessary.

(c) Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President of the Corporation or any three (3) of the Directors.

(d) Place. Meetings of the Board of Directors may be held at any place or places within the State of Michigan.

(e) Participation in a Board of Director's Meeting may be by a conference telephone or similar communications equipment; provided, however, that all Directors participating in the meeting shall be able to hear each other. All participants in the meeting shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participants in a meeting pursuant to this procedure shall constitute presence in person at the meeting.

(f) Attendance. Any Director who fails to attend four meetings of the Board of Directors may automatically be removed from any further participation on the Board

of Directors by a majority vote of the Board of Directors in attendance and a vacancy shall immediately be created which shall be filled in accordance with these bylaws.

(g) Action without a meeting. Any action required or permitted at any meeting of the Board of Directors or a committee of the Board may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote on the action consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

(h) Methods for giving notices and consents. Unless otherwise provided in these bylaws or the Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Act, includes without limitation an email, voicemail, or facsimile. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting.

Section 4.7

Notice of Meetings.

(a) No notice to the Directors shall be required for any regular meeting of the Board of Directors.

(b) Annual meetings of the Board of Directors shall be held pursuant to written notice of the time, date, and place either delivered personally or sent by telephone, facsimile, telegraph, email, or mail to each Director not less than five (5) days prior to the meeting, and if by telephone or telegraph, confirmed in writing before or after the meeting.

(c) Special meetings of the Board of Directors shall be held pursuant to written notice of the time, date, place and purpose thereof either delivered personally or sent by telephone, telegraph, email or mail to each Director not less than five (5) days prior to the meeting, and if by telephone or telegraph, confirmed in writing before or after the meeting.

(d) Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 4.8 Resignation. A Director may resign by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Corporation, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.9 Removal. Any Director may be removed at any time, with or without cause, by vote of a majority of the remaining members of the Board of Directors of the Corporation.

Section 4.10 Vacancies. All vacancies on the Board of Directors, whether by reason of expiration of term or otherwise, may be filled by an affirmative vote of a majority of the remaining Directors of the Corporation at any regular or special meeting of the Board of Directors.

Section 4.11 No Compensation; Expenses. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 4.12 Quorum. At all meetings of the Board of Directors one third of the Directors then in office but no less than four (4), shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any such meeting at which there is a quorum present shall be the act of the Board of Directors, but a lesser number may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of such meeting shall be given to absent Directors with the time and place for the rescheduled meeting.

ARTICLE IV-A

ADVISORY BOARD

Section 4-A.1 Functions. The Advisory Board members will act as public advocates for the DRC, serve as a source of new contacts, provide counsel and support, as needed, to the Board of Directors, assist in identifying new funding sources, and contribute to fulfilling the mission of the organizations.

Section 4-A.2 Term. The term of the advisory board members shall be one year, renewable on an annual basis by the Board of Directors.

Section 4-A.3. Appointments. Advisory Board members will be appointed by the Board of Directors. They will be members of the community, members of the Board of Directors whose terms have expired or members of the Board of Directors who are unable to fulfill their complete duties.

ARTICLE V

OFFICERS

Section 5.1 Selection. The officers of the Corporation shall be elected by the Board of Directors.

Section 5.2 Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board of Directors of the Corporation may from time to time elect or appoint other officers including Second Vice-President, Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two (2) or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one (1) capacity. In addition to the powers and duties of the officers of the Corporation as set forth in these Bylaws, the officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors.

Section 5.3 President. The President shall be the principal officer of the Corporation. The President shall preside at all meetings of the Board of Directors and of any committee thereof. The President shall perform such other duties and functions as shall be assigned to him or her from time to time by the Members of the Board of Directors. He/She shall be ex officio, a member of the Executive Committee and all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all bonds, certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation.

Section 5.4 Vice-president(s). The Vice-president(s) shall, in the event of absence or disability of the President, perform the duties and exercise the powers of President. The Vice-President(s) shall have such additional powers and perform such additional duties as shall from time to time be assigned to him/her by these Bylaws or by the Board of Directors.

Section 5.5 Secretary. The Secretary shall keep the minutes of all meetings of the Members of the Corporation and meetings of the Board of Directors in books provided for that purpose, attend to the giving or serving of all notices of the Corporation, and sign with the President, in the name of the Corporation, all contracts when authorized to do so. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any member or Directors, and shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors. The Secretary shall keep the corporation seal of the Corporation in safe custody, and affix the seal when authorized to any instrument requiring the same.

Section 5.6 Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation; enforce on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Corporation; enter or cause to be

entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all moneys received and paid on account of the Corporation and whenever required by the Board of Directors shall render statements of such accounts shall, at all reasonable times, exhibit the books and accounts to any Director of the Corporation and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 5.7 Assistant Secretary and Assistant treasurer. The Board of Directors may from time to time by resolution delegate to any Assistant Treasurer or Treasurers any of the powers or duties herein assigned to the Treasurer, and may similarly delegate to any Assistant Secretary or Secretaries any of the powers or duties herein assigned to the Secretary.

Section 5.8 No Compensation; Expenses. No officer of the Corporation shall be compensated for performance of services for the Corporation, but may by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 5.9 Removal of Officers. The officers of the Corporation shall hold office until their successors are chosen and qualified or until their resignation or removal as provided below. Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 5.10 Resignation of Officers. Any officer of the Corporation may resign at any time by giving written notice of the resignation to the Board of Directors, President or Secretary. Any resignation shall take effect at the time specified therein or, if not specified, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.11 Executive Director. The President, with approval of the Board of Directors, may employ an Executive Director or other employees at such compensation and for such period as may be determined by the Board of Directors. The Executive Director of the Corporation, if any, shall be the chief operating officer and shall be responsible for day-to-day management of the Corporation. The Executive Director shall have the authority to employ such help as s/he may require within the authority given him/her by the Board of Directors and within the budget for such employment. The Executive Director shall prepare an annual report of the affairs of the Corporation to be presented by the President at the annual meeting.

ARTICLE VI

COMMITTEES

Section 6.1 Executive Committee. The Board of Directors may form an Executive Committee to act as the Board of Directors between its regular meetings. Such an Executive Committee shall consist of the President, Executive Director and two additional board members as designated by the Board of Directors. The President shall be the chair of the Executive Committee. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, except as may be prohibited by statute, the Articles of Incorporation or these Bylaws. The Executive Committee shall not have power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) To recommend a dissolution of the corporation or to revoke a dissolution;
- (c) Amend the Bylaws of the Corporation; or
- (d) Fill vacancies on the Board and remove current Board members

The Executive Committee shall keep minutes of its meetings, and report their actions at the next succeeding meeting of the Board of Directors.

Section 6.2 Meetings of Executive Committee. The Executive Committee shall fix its own rules of procedure and shall meet as provided by such rules, by resolution of the Board of Directors or at the call of the President or of any two (2) members of the executive Committee. Two members of the Executive Committee shall constitute a quorum.

Section 6.3 Standing Committees. The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the program and purposes of the Corporation and the Board may further designate the individuals from their number or from staff to serve as chair of their standing committees.

Section 6.4 Nominating Committee. The Nominating Committee may consist of three members, a current member of the Board of Directors, the past President of the Board of Directors and a nonmember of the Board of Directors. The Nominating Committee shall be responsible for approaching prospective directors and recommending nominees to the Board of Directors.

Section 6.5 Physical Site Committee. The Physical Site Committee is responsible for recommending possible sites and maintaining all the buildings and appurtenant structures and lands occupied or owned by the Corporation.

Section 6.6 Finance Committee. The Finance Committee is responsible for studying and making recommendations regarding the financial needs of the Corporation, provide leadership and directions in the securing of necessary funds, prepare and submit to the Board of Directors the budget for each fiscal year, and manage the receipts and expenditures within the budget as permitted by the Board of Directors.

Section 6.7 Marketing/Public Relations Committee. The Marketing/Public Relations Committee is responsible for conducting an ongoing program of community education about the purpose and function of the Corporation.

Section 6.8 Program Committee. The Program Committee is responsible for making recommendations as to the services that are or may be offered by the policies of the Corporation. The Program Committee may assist the Executive Director with new and ongoing training of mediators, mediation trainers, intake workers, and other volunteers and employees. Further, the Program Committee may assist with the orientation and training of members of the Board of Directors.

Section 6.9 Development Committee. The Development Committee is be responsible for ensuring sufficient funds are raised to support the center's service delivery programs, obligations to local vendors, corporate entities and the community; and the long-range needs of the center. The Development Committee is responsible for planning, organizing, directing and implementing the centers total fund raising program.

ARTICLE VII

DISSOLUTION

Section 7.1 General. In the event of dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization(s) as are qualified as tax-exempt under Section 501 (c)(3) of the Code or corresponding provisions of any subsequent Federal income tax laws, as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of for whatever reason, shall be disposed of by order of the Circuit Court for the County of Washtenaw to such organization(s) as said Court shall determine which are organized and operated exclusively for charitable purposes.

Section 7.2 No Inurement. No part of the net earnings of the Corporation shall be distributed to or inured to the benefit of any Member, Director, Officer of the Corporation or other private person.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 No derivative Actions. Subject to the other provisions of this Article and to the extent permitted by law, a volunteer with the Corporation, including specifically but not limited to, a volunteer director or officer shall not hereafter be personally liable to the Corporation or the co-directors or third parties for monetary damages for breach of the Director's fiduciary duties expect where there is:

- a) a breach of the Director's duty of loyalty to the Corporation or its members, or
- b) acts or omissions not in good faith, or that involved intentional misconduct or knowing violation of the law, or
- c) a violation of the Michigan Statutes Annotated 450-2551, Section 551 of the Michigan Nonprofit Corporation Act; or
- d) a transaction from which the Director derived an improper personal benefit; or
- e) an act or omission, which is grossly negligent.

Section 8.2 Determination that Indemnification is Proper. Any indemnification under this Article (unless ordered by a court of competent jurisdiction) shall only be made by the Corporation upon a determination that the person did not violate one of the previously described sections and such determination shall be made in one of the following ways:

- a) by the Board of Directors of a quorum consisting of Directors who are not parties to such action, suit or proceeding; or
- b) by independent legal counsel to the Corporation in a written opinion that such indemnification is proper.

The termination of any such action, suit or proceeding by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that indemnification is improper or should be denied.

Section 8.3 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding other than those referred to in Section 8.1 of these Bylaws or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by that person in connection therewith.

Section 8.4 Expense Advance. Expenses incurred in defending an action other than those described in Section 8.1 of this Article may be paid by the Corporation in advance of a determination that such indemnification is proper upon receipt of a written guarantee by or on behalf of the person involved to repay such amount unless it is later determined that such person is entitled to indemnification in accordance with these Bylaws.

Section 8.5 Former Volunteer Director and Officers. The indemnification provided in the foregoing Section continues as to a person who has ceased to be a director, officer, employee, volunteer, or agent and shall inure to the benefit of the heirs executors and administrator of such person.

Section 8.6 Insurance. The Corporation may purchase or maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust other enterprise against any liability asserted against and incurred by that person in any such capacity, or arising out of such status, whether or not the Corporation would have the power to indemnify him or her against such liability under these Bylaws or the laws of the State of Michigan.

Section 8.7 Changes in Michigan Law. If the Michigan Nonprofit Corporation Act is subsequently amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as amended. Any repeal or modification of the foregoing provisions of this Article by the directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

FISCAL YEAR

Section 9.1 Fiscal year. The fiscal year of the Corporation shall be the calendar year or such other fiscal year as may be determined by the Board of Directors from time to time.

ARTICLE X

FINANCE

Section 10.1 General Fund. All assets of the Corporation shall be deposited in a general fund except funds designated for a specific purpose which shall be deposited in a separate fund.

Section 10.2 Dispersals of Funds. Monies in the general fund or any special fund shall be disbursed only upon vouchers duly authenticated by persons designated by the Board of Directors and all checks upon any account of the Corporation shall be signed by persons designated by the Board of Directors.

Section 10.3 Depositaries. The Board of Directors shall designate the banks, trust companies or other depositaries in which monies are deposited for the Corporation.

Section 10.4 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors. When authorized so to do, any officer of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Corporation. When authorized so to do, any officer of the Corporation may pledge, hypothecate or transfer, as security of the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, any and all stocks, securities and other personal property at any time held by the Corporation, and to that end may endorse, assign and deliver the same. The authority contained in this Section 11.4 shall be express and confined to specific instances.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 11.1 Contracts, Conveyances, etc. All conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such officers or agents as may be specifically authorized by the Board of Directors.

Section 11.2 Execution of instruments. All Corporation instruments and documents including, but not limited to checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by persons as designated by the Board of Directors.

Section 11.3 Adjourned Meetings. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such

adjourned meeting shall be given even though the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 11.4 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the Directors, or to any Officers of the Corporation, unless otherwise provided herein or in any statute, shall be given in writing by facsimile, telegraph, mail, or electronic mail (“email”) to such Director, or Officer at his/her last address, facsimile number, or email address as the same appears on the records of the

Corporation, and such notice shall be deemed to have been given at the time of such mailing.

Section 11.5 Action by Written Consent. Action required or permitted to be taken pursuant to authorized vote at any meeting of the Board, of Directors or a committee thereof, may be taken without a meeting if, before or after the action, all of the members of the Board of Directors or the Committee consent thereto in writing. Written consent shall be filed with the minutes of the proceedings of the Board or Committee. Such consent shall have the same effect as the vote of the Board or Committee for all purposes.

Section 11.6 Corporate Seal. The Corporation shall have a corporate seal with the name of the Corporation and the words "Corporate Seal" and "Michigan" inscribed thereon. The seal may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

ARTICLE XII
AMENDMENTS AND ADDITIONS

Section 12.1 Amendments. These Bylaws may be altered or amended at any duly called meeting of the Board of Directors, by a majority vote, provided that written notice naming the time and place of the meeting, and the substance of the proposed amendment has been sent to each Director at least ten (10) days in advance of the date of meeting, unless such notice is waived by all Directors.

Section 12.2 Rules and Regulations. The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation, provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

These Bylaws were approved at the regular meeting of the Board of Directors on the ___ day of _____, 20___ by:

Lorin Cartwright, President
Board of Director
Dispute Resolution Centers of Michigan, Inc.
d/b/a The Dispute Resolution Center

PERSONNEL RULES AND REGULATIONS

1. Scope.

The objectives of these Human Resources [HR] Policies are to provide a basic understanding about the Dispute Resolution Center's [DRC] philosophy, significant employment practices and policies, and the conduct expected of employees. No HR Policies can answer every question. Policies, procedures, benefits and rules may change from time to time dependent upon operational needs.

2. Applicability.

All staff employees are bound by these HR Policies and are expected to be familiar with them. All employees will receive a copy of these HR Policies during their new hire orientation. Each DRC office shall have a copy of these HR Policies at all times. DRC reserves the right to amend these HR Policies at any time, consistent with Section 3(c) below.

3. Responsibility.

DRC, a non-profit corporation, is responsible for all program operations and activities. The DRC Executive Director is responsible to the DRC board of directors [Board]. All paid staff employees are responsible to the Executive Director.

a. Administration.

The Executive Director shall administer these HR Policies and employment agreements which have been approved by the Board. The Executive Director may delegate responsibility vested with him/her herein to designated subordinates, except the power to hire and terminate employment.

b. Situations Not Covered By HR Policies.

The Executive Director may resolve situations not covered by these HR Policies, without Board approval; provided the Board is informed in a timely manner so that it may consider whether a formal policy regarding such situation is necessary.

c. Amendments.

Amendments to these HR Policies shall require formal Board approval. A request for amendment may be initiated by either the Board or the Executive Director.

d. Interpretation.

The Executive Director is authorized to make such clarifications or interpretations of these HR Policies as may be reasonably necessary for their implementation and use.

4. Employment Policies and Practices.

The Board invests the Executive Director with the authority and responsibility for the selection of all DRC staff, except his/her replacement, and the establishment of compensation, not to exceed approved funding. Compensation paid to the Executive Director will be determined by the Board.

a. Offer of Employment.

All employees shall receive a written offer of employment outlining the terms of employment and shall acknowledge such receipt by their signature and date. Each staff position will have a written job description.

b. Non-Discrimination.

- i. DRC shall not engage in discriminatory practices against any person in the hiring, promotion, compensation, training or discharging of that person because of his/her race, color, religion, marital status, national origin, gender, sexual orientation, disability or [within the limits imposed by law] because of age or citizenship.
- ii. DRC shall not limit, segregate or classify its employees or applicants for employment in any way which would deprive or tend to deprive them of employment opportunities or otherwise adversely affect their status as an employee because of race, color, religion, gender, sexual orientation, marital status, national origin or disability, when such disability does not affect the individual's on-the-job-performance.
- iii. Any breach of this non-discrimination policy shall be grounds for disciplinary action, including discharge.
- iv. DRC shall apply the spirit of these affirmative action and non-discrimination policies in its dealings with the persons identified in paragraph 5 (b) below.

5. Employment Status.

a. At Will Relationship.

All employees shall be employed at the will of DRC for an indefinite period. Employees are subject to termination at any time, for any reason, by the Executive Director with or without cause or notice. The Board shall have the power to terminate the Executive Director. Employees may terminate their employment at any time for any reason. No DRC representative is authorized to modify this policy for any employee or to enter into any agreement, whether oral or written, which changes this at-will employment status policy.

b. Excluded Categories.

The following categories of persons are excluded from the status of DRC employees and are, accordingly, not subject to these HR Policies:

- i. Consultants and other independent contractors who are retained by DRC on a contractual basis.
- ii. Students who are enrolled in a course of study in an institution of learning and who serve as interns or under work-study contracts at DRC.
- iii. Volunteers who donate their services to DRC without charge.

6. Hours of Work.

Hours of work will be determined on an individual basis by the Executive Director for each employee and will be documented in the employee's personnel file. Full time employment is considered 40 hours per week. All employees are classified as either regular or temporary. Regular employees are employees hired without a specific termination date. Employees also are classified as either exempt or non-exempt according to provisions of the Fair Labor Standards Act.

Regular full-time employees are those employees who work 40 hours per week.

Regular part-time employees are those employees working at least 20 hours but less than 40 hours per week and are eligible for all fringe benefits and earn personal leave and vacation at a rate proportionate to the hours they work. Regular part-time employees that work less than 20 hours per week are not eligible for fringe benefits.

Temporary employees are those employees who are paid hourly for a period of time. Temporary employees are not eligible for benefits. Temporary employees are employees whose position at the time of hire is for a short-term period. Terms of employment will depend on agency needs, and in no case will a temporary position be construed as being a contract for a definite time.

7. Compensatory Time.

Compensatory time may be authorized on an individual basis by the Executive Director. Provisions of the Fair Labor Standards Act shall apply as applicable.

8. Compensation.

Salaries shall be paid bi-weekly for all personnel according to a schedule established by the Executive Director.

9. Employment Benefits.

a. Worker Compensation.

All employees, by state law, are covered by workers compensation benefits from the first day of employment, in the event of work-connected injury and/or illness. DRC will pay 100% of the premium charged to provide this coverage. Claims will be processed through the State Compensation Insurance System.

b. Paid Personal Days.

1. The Executive Director and staff will receive five (5) personal days per calendar year. Any unused days at the end of the year or upon termination of employment will be forfeited without compensation.

2. When an employee is absent for a personal day, he/she must notify his/her immediate supervisor by noon of that same day.

c. Leaves of Absence.

Leaves of absence without pay will be handled on an individual basis by the Executive Director.

d. Jury Duty Leave.

Employees who regularly work more than 30 hours per week are eligible for leave with pay.

e. Paid Holidays.

The DRC Holiday Schedule is included as a separate section of the Policy Manual. Refer to Policy Manual for current holiday schedule. The holidays contained in the Holiday Schedule are paid holidays.

f. Parenting Leave

The DRC will provide up to 8 weeks of unpaid family leave to any employee for the birth or adoption of a child. Leave must be initiated within 6 weeks of the birth or adoption, unless otherwise approved by the Executive Director.

g. Compassionate Leave

Employees of the DRC shall be granted up to three working days with pay due to the death in their immediate family (mother, father, sister, brother, spouse/partner, children, in-laws, grandparent, and grandchildren)

h. Vacation.

The Executive Director will receive 3 weeks paid vacation per year. Full time staff will accrue vacation days at the rate of one day per month. Part time staff will accrue vacation days based on the percentage of a full time equivalent. Vacation days must be taken in the calendar year in which they are earned and any unused days will be forfeited without compensation. Vacation leave taken in advance of being earned will be deducted from the final paycheck. All vacation leave must be approved in advance by the Executive Director.

10. Performance Evaluation.

The Executive Director shall conduct at least one written annual performance evaluation of each employee. The Board shall annually conduct an evaluation of the Executive Director.

11. Conflict of Interest.

No DRC employee shall receive or accept personal remuneration for providing dispute resolution services, including training, mediation, conciliation, arbitration, consultation or other facilitation.

12. Grievance Policy.

When a staff member has a grievance, there should be an oral discussion of the issues between the staff member and the Executive Director (or the Executive Director and the President of the Board). The Executive Director must document the meeting and the possible solutions in writing and put a copy signed by the Executive Director and staff member (or the Executive Director and the President of the Board) in the employee's personnel file.

If no mutually agreeable solution has been reached between the Executive Director and staff member, the staff member may submit a written statement to the Board of Directors within one month of the oral discussion.

The Board members will review the grievance and decide on a disposition. A written response will be provided within one week of the board meeting following receipt of the grievance.

13. Personnel File.

All DRC Employees have a right to review their own personnel file at any time.

14. Criminal History and Background Check.

I. Purpose

This policy implements a State Court Administrative Office contractual mandate for background checks to be conducted for certain current and prospective employees, volunteers, and interns of Community Dispute Resolution Program (CDRP) grant recipients and Access and Visitation (AV) contract recipients. This policy also provides factors to consider when hiring someone with a criminal history.

The Dispute Resolution Center intends to establish basic safeguards to create a safe environment for those individuals who use or provide its services.

Unless as otherwise noted, for purposes of this policy only, the term “employee” refers to employees, volunteers, and interns. The term “volunteer” refers to mediators, intake workers, and others who provide service to the center without remuneration. The term does not include members of boards of directors and advisory committees.

II. Scope

This policy applies to all current and prospective employees who work on any activity associated with providing services that involve children regardless of the source of funding for employee expense reimbursement.

III. Notification to Prospective Employees or Volunteers

Applicants for employment as staff will be notified of the background checks either in writing within the position posting, in a letter confirming an interview, or orally at the time an employment interview is scheduled.

Applicants to serve as volunteers and interns will be notified of the background checks either in writing as a part of a written application, or orally at the time of an interview.

IV. Authorization

A. Authorization Requirement:

Current and prospective applicants for employment or volunteers will be required to provide authorization for the criminal history background checks. The authorization will include a request for the individual’s: name, gender, and date of birth.

B. Central Registry Clearance:

All current and prospective employees must obtain a clearance from the Department of Human Services Central Registry as a precondition of employment and as a condition of continued employment.

V. Conducting the Background Check:

A. ICHAT:

The Dispute Resolution Center will submit all appropriate prospective and current employees and volunteers to a Michigan criminal history background check through the Michigan State Police's Internet Criminal History Access Tool (ICHAT).

B. Central Registry Clearance:

Prospective and current employees will be requested to either:

1. Provide a copy of the DHS-1910 CENTRAL REGISTRY CLEARANCE RESPONSE LETTER obtained by the prospective and current employees, or
2. Provide identification and authorization necessary for The Dispute Resolution Center to directly request a clearance letter from DHS.

VI. Actions Taken on ICHAT and CR Response Records:

A. Negative response record (no criminal history found),

The Dispute Resolution Center relies on this information, and no other consideration of the prospective employee's criminal history will be made.

B. Positive response record (criminal history found),

The Dispute Resolution Center will allow a prospective or current employee or volunteer to explain or otherwise refute the positive response record(s).

1. Inform the prospective or current employee

Upon receipt of a positive response record, the agency will inform the prospective or current employee or volunteer of the positive response record, and that the agency will use the positive response record to make a hiring or continued employment decision.

2. Verify information through other means, as necessary

If the prospective or current employee refutes or explains the positive response record, the agency may, with the prospective or current employee's or volunteer's written permission, conduct independent research to validate the positive response record in conjunction with the prospective or current employee's refutation or explanation.

3. Considering information

The Dispute Resolution Center will make a hiring or employment retention decision after examining a number of factors and giving each the appropriate weight based on all the circumstances. These factors include:

- a. Accuracy of the information provided:
Was the prospective employee or volunteer able to successfully refute or explain the positive response record?
- b. Prior disclosure of information
Did the prospective employee or volunteer disclose this information, if such an inquiry was made during the application process?
- c. Relation to position being filled
Does the positive response record report information substantially relate to the work that the prospective employee would be hired for?
- d. Length of time since reported offense
Did the offense occur recently?
Is there a series of offenses?
- e. Nature of the offense
Was the offense work-related, or did the offense occur at the workplace?
Was the offense a felony or misdemeanor?
Was the offense a violent crime or non-violent crime?
Did the offense involve the breach of fiduciary trust?
- f. Public trust
Would the public's trust in the agency be diminished by hiring this prospective employee or volunteer?

4. Options

The Dispute Resolution Center will make a decision regarding the appropriate steps to take following the receipt of the positive response record. Steps may include (but are not limited to) the following options:

- a. Do nothing, if the existing employee or volunteer was able to show a mistake of fact or otherwise refute the positive response record;
- b. Offer counseling to the employee or volunteer, if the positive response records were the result of substance abuse;
- c. Issue a verbal warning indicating that repeated arrests or convictions may result in further action;
- d. Issue a written warning indicating that repeated arrests or convictions may result in further action;

- e. Impose disciplinary action, including a reduction in pay, or a forced paid or unpaid leave;
- f. Increase supervision of the existing employee or volunteer in day-to-day work;
- g. Transfer the existing employee or volunteer to a position that will provide little to no opportunity for the existing employee to repeat the offense;
- h. Transfer the existing employee or volunteer to a position within the agency not funded in whole or in part by CDRP or AV;
- i. Suspend the existing employee or volunteer for a certain period of time (with or without pay); or
- j. Terminate the existing employee or volunteer; or retract offer of employment to prospective employee or volunteer.
- k. Volunteers who receive a positive response are subject to reassignment to non-family cases and/or may not be permitted to mediate for the agency.”

5. Communicating the Decision

The prospective or current employee or volunteer will be informed of the impact of the positive response record through the following means:

A letter will be drafted by the Executive Director and mailed directly to the employee, intern, or volunteer using the US Postal Service.

6. Documenting the decision

If a positive response record is received, but the agency decides to hire the individual, the agency’s rationale for the decision will be documented and placed in the employee’s personnel file. The documentation will include the following statement:

“The Dispute Resolution Center received a positive response record for this applicant before hire. The agency reviewed the positive response record, and determined that the positive response record did not indicate that the applicant posed a significant risk to the safety of the office, staff, clients, or general public.”

The agency has considered whether to document the impact of a positive response record in a decision not to hire a prospective employee, and whether to share that documentation with the not-hired prospective employee. The agency decided as follows:

The agency will disclose the finding with any person who is denied employment, or an internship, if a request for such information is provided within seven days from the date of the denial. The request in writing must be made to the Executive Director.

VII. Storing and Access to the Response Record:

All documents generated through the background checks for prospective and current employees and volunteers are retained as a part of the employment record for the individual (if hired) or as part of the application materials (if not hired and if the agency maintains such a file).

If a background check of agency employees and/or volunteers is a requirement of any contract executed between this agency and another contracting agency, the response record shall be made available to the contracting agency for auditing purposes.

VIII. Post-hire Reporting:

All employees and volunteers are required to notify the agency's executive director if, while employed by the agency, the employee or volunteer is charged with a criminal offense.

All employees and volunteers are required to notify the agency's executive director if, while employed by the agency, the employee is convicted of a criminal offense (misdemeanor or felony).

IX. Failure or Refusal to Agree to a Background Check:

A. Failure or refusal to agree to a background check:

Failure or refusal to agree to a background check, to provide authorization for an ICHAT and Central Registry background check, or to provide a DHS 1910 response when requested shall automatically result in the removal of the prospective employee or volunteer from consideration for employment, volunteerism, or an internship.

B. Subsequent background check requirement:

All employees, volunteers, and interns are required to submit to a background check every three years. Failure or refusal to agree to a background check, to provide authorization for an ICHAT and a Central Registry background check, or to provide DHS 1910 response when requested shall automatically result in the suspension of the employee, volunteer, or intern from any activity with the agency until the requested background checks have been completed.

EXECUTIVE DIRECTOR JOB DESCRIPTION

Areas of Responsibility

- Provide oversight of Agency services
- Provide oversight of outreach
- Provide oversight of fund development
- Provide management of staff and volunteers
- Provide oversight of finance and administration
- Maintain working relationship with the Board of Directors
- Set and attain yearly goals, in conjunction with the Board of Directors

Reports to: Board of Directors

Duties and Responsibilities may include:

- Agency Services
 - Conflict Resolution Services, including, but not limited to, conciliation, mediation, facilitation, restorative practices
 - Oversee implementation of high quality conflict resolution services to the community
 - Be knowledgeable of trends and practices in the field of dispute resolution
 - Assess new opportunities for providing conflict services to the community and analyze resources necessary to implement new programs
 - Trainings/Workshops/Mediator Continuing Education
 - Oversee and implement SCAO approved mediator trainings and workshops
 - Oversee marketing, design, and implementation of effective and income producing workshops in dispute resolution
 - Look for new opportunities
- Outreach
 - Develop promotional materials
 - Make presentations to public and private agencies and to the general community
 - Create a speakers bureau
- Fund Development/Fundraising
 - Oversee fund development and fundraising activities, including, but not limited to grant proposals, service contracts, and events
 - Prepare and submit all records and reports, financial and program, to granting agencies as required

- Board Relations
 - Work with Board of Directors and Board Committees
 - Prepare agendas and reports for Board meetings and attend meetings
 - Assist Board in efforts to keep DRC at the forefront of the field of dispute resolution
 - Work under the direction of the Board

- Supervision of Staff and Volunteers
 - Recruit and train necessary staff and volunteers
 - Prepare job descriptions and set compensation for staff
 - Evaluate performance of staff and volunteers
 - Work with staff and volunteers to set directions and establish priorities
 - Hold regular staff and volunteer meetings to keep communication open, coordinate services, training and education programs, and other activities of the Center

- Finance
 - Work with accountant and Board Treasurer to insure accurate and detailed accounting information, and to review the agency's financial status
 - Prepare budget for Board approval and monitor compliance
 - Oversee staff accounting functions
 - Prepare financial statements
 - Oversee SCAO audit
 - Review and file tax returns
 - Maintain staff time information to prepare payroll, process payroll and make tax deposits
 - Approve and disperse expenditures
 - Make bank deposits

- Administration
 - Develop and utilize marketing programs and materials
 - Design and oversee effective administrative systems including intake procedures, record keeping and reporting, and personnel policies
 - Design and utilize effective electronic information systems

- Goals
 - Recommend annual goals and future direction for the organization
 - Meet the stated goals of the organization

6. FINANCE

7. ADMINISTRATION

8. MEETING THE GOALS OF THE AGENCY

9. COMMENTS INCLUDING FUTURE PLANS AND AREAS OF GROWTH

COMMENTS BY PRESIDENT OF THE BOARD

Signature Executive Director

Signature Board President

Date _____