



ABACC

Empowering Christian Business Officers

BY-LAWS

As Duly Adopted by
The Board of Directors

Approved – June 2026

ARTICLE I. CORPORATE OFFICES

The Association of Business Administrators of Christian Colleges (hereinafter referred to as "Corporation") shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

ARTICLE II. CORPORATE PURPOSES, LIMITATIONS, AND STATEMENT OF FAITH

General Purposes

The Corporation is organized exclusively for religious, charitable, and educational purposes, specifically:

- To provide a common meeting ground for like-minded schools of Christian Higher Education;
- To strengthen through prayer and fellowship the member schools;
- To provide a means of sharing mutual problems and answers in connection with business administration of such schools;
- To aid in improving the standard of business management in schools of Christian Higher Education;
- To provide professional development and networking opportunities;
- To provide resources and materials to help strengthen college business functions in order to improve the ability of member schools to provide Christian education;
- To provide a communication network or medium in which concerned college administrators can dialogue with each other concerning issues affecting the college environment on an ongoing basis; and
- To seek funding for the function of supporting the above purposes.

Powers and Limitations

1. Corporation, being organized exclusively for religious, charitable and educational purposes, may make distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
2. No part of the net earnings of Corporation shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section A above.
3. No substantial part of the activities of Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.
4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
5. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

Statement of Faith

The statement of faith of the Corporation is as follows:

- We believe the Bible to be the inspired, the only infallible, authoritative Word of God.
- We believe that there is one God, eternally existent, in three persons: Father, Son and Holy Spirit.
- We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His ascension to the right Hand of the Father, and in His personal return in power and glory.
- We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is absolutely essential.
- We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.
- We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.
- We believe in the spiritual unity of believers in our Lord Jesus Christ.

ARTICLE III. MEMBERSHIP

The Corporation shall maintain such membership classes as contained herein. The Chief Executive Officer will ensure compliance with qualifications for membership, admission, and termination as further delineated in the policies and procedures.

Institutional Members

Institutional Membership is available to any Christian college or other post-secondary educational institution, provided such institution makes proper application and meets the necessary qualifications. Each Institutional Member shall be entitled to all privileges and voting rights of membership, including one vote, exercised by its primary representative, on each matter submitted to the Members in accordance with the Bylaws or by the Board of Directors.

Individual Members

Individual Membership is available to any individual interested in the objectives of ABACC, said individual being employed by an educational institution not eligible for Institutional Membership. To become an Individual Member, the interested individual shall submit an appropriate application and meet the necessary qualifications. Individual Members shall not have voting rights nor serve as officers, directors or agents of the Corporation. However, they may participate in and enjoy the other activities of the Corporation including Committee appointments, workshops, seminars, social events and other meetings not specially reserved for Institutional Members.

Corporate Partners

Corporate Partner Membership is available to any non-school organization, profit or non-profit, or individual representing any non-school organization interested in the objectives of ABACC. To become a Corporate Partner, the interested party shall submit an appropriate application and meet the necessary qualifications. Corporate Partners shall not have voting rights nor serve as officers, directors, or agents of the Corporation. However, a Corporate Partner may participate in and enjoy the other activities of the Corporation, including Committee appointments, workshops, seminars, social events, and other meetings not specifically reserved for Institutional or Individual Members. However, the Board reserves the right to allow Corporate Partners to participate in specific ABACC programs based upon the unique need of each Member and membership requirements or restrictions of any third-party providers.

Retiree Members

Membership privileges may be extended to business officers who retire from an ABACC Member institution and who are interested in the cause of Christian Higher Education. Exceptions may be addressed by the Board of Directors. Retiree Members shall not have voting rights; however, they may participate in and enjoy the other activities of the Corporation, receiving Member pricing, including Committee appointments, Member benefits and resources, and conferences and events.

Associate Members

Associate Membership shall be a free membership with limited benefits. To become an Associate Member, the interested individual shall submit an appropriate application and meet the necessary qualifications. Associate Members shall not have voting rights nor serve as officers, directors or agents of the Corporation. However, they may participate in and enjoy limited other activities of the Corporation including paid access to webinars, registering for the Annual Conference at the member rate, and other benefits not specially reserved for Institutional Members.

ARTICLE IV. MEETINGS OF MEMBERS

A. Annual Meeting of Institutional Members

An annual meeting of the Institutional Members shall be held at such date, time, and place designated by the Board of Directors.

Members shall, either at the annual meeting or at such a time and place determined otherwise, approve the minutes of the previous meeting and shall hear reports from the Chief Executive Officer and other Board or Committee Members, financial and program reports, results of board member elections, and other such matters of business as determined by the Board of Directors.

B. Special Meetings of Institutional Members

Special meetings of the Institutional Members may be called by the President, the Board of Directors, or not less than ten percent (10%) of the Members having voting rights.

C. Notice of Meetings

Advance notice stating the place, date, and hour of any meeting of Institutional Members shall be delivered to each Institutional Member entitled to vote at such meeting not less than thirty (30) days before the date of such meeting. In case of a special meeting, written notice shall be delivered not less than twenty (20) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail or other common delivery system, directed to the Institutional Member at his or her address as it appears on the records of the Corporation, with fees thereon prepaid.

D. Record Date

The record date for any meeting of the Institutional Members shall be the date on which notice is delivered. For purpose of determining who is eligible to vote in the annual election, record date shall be the date of the membership meeting.

E. Quorum

For annual meetings, a quorum shall be the majority of voting members present. For special meetings, the Institutional Members holding twenty-five percent (25%) of the votes which may be cast at any meeting of Institutional Members shall constitute a quorum at such meeting.

F. Primary Representatives

Each Institutional Member shall authorize, in a form prescribed by the Board of Directors, one person to act as its primary representative for purposes of exercising the voting rights of the Member. Each representative must be an employee of the Institutional Member. In the event a primary representative is unable to attend a meeting of Members, the Institutional Member may designate an alternate to serve as its representative for purposes of voting. Each Member's designation of its primary representative must be renewed each year.

G. Other Representatives

Each Member may designate one or more representatives who shall not be eligible to vote on any matter but shall be included on the general mailing list of the Corporation, and may participate in all functions of the

Corporation other than those specifically reserved for the primary representative of Institutional Members.

H. Manner of Acting

The act of a majority of the Institutional Members present at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation.

I. Action without Meeting

When any matter shall arise which either the President or the Board of Directors considers should be put to a vote of the Institutional Membership, and when together they deem it inconvenient to call a meeting for such purpose, the President or the Board of Directors may submit such matter to the Institutional Members in writing for vote and decision. The matter thus presented shall be determined according to a majority of votes received within sixty (60) days after such submission to the Members, provided that in each case the votes of at least 51% of the Member's ballots shall be received. The Secretary shall certify that a copy of the notice and voting ballot were timely sent to every Institutional Member. Any and all action taken pursuant to a majority mail vote in each such case shall be binding upon the Institutional Members in the same manner as would be action taken at a duly called meeting.

J. Proxies

At any meeting of Institutional Members, a Member entitled to vote may vote either in person or by proxy executed in writing by the Member or by his or her duly authorized representative. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE V. NOMINATION AND ELECTION OF DIRECTORS

A. Annual Nomination and Election of Directors

The Directors of the Corporation shall be elected by the Institutional Members of the Corporation. A designated representative of the Board of Directors shall announce the number of vacancies on the Board and the names of the candidates nominated by the Board. The Institutional Members shall vote to determine which candidates will fill the vacant positions.

B. Challenges to Election Results

Any Institutional Member with reasonable cause to believe that the election results were defective may present a written petition to the President of the Board of Directors stating specific information related to such alleged defects. The Board shall then investigate the information. If the Board determines that some part of the election was significantly defective, they may declare all or part of the election null and void and select replacement Directors in such a manner as set forth in these Bylaws.

ARTICLE VI. BOARD OF DIRECTORS

A. General Powers

The business and affairs of the Corporation shall be under the authority and direction of the Board of Directors, subject to the provisions of these Bylaws.

B. Number, Tenure, and Term

The Board of Directors shall consist of nine (9) Directors elected from among the employees of the Institutional Members for three-year terms, provided that the Board may increase this number up to fifteen (15) without amendment of these Bylaws. The Board may further change the number of Board Members from time to time by amendment of these Bylaws, but in no case shall the number of Directors be less than three (3).

The tenure of the Members of the Board of Directors shall be staggered insofar as is possible so that approximately one-third of the Directors are elected each year. No person shall serve on the Board for more than three consecutive terms, but after one year out of office that person will again be eligible to serve on the Board for additional terms. A term shall be considered to be service for at least two years of the normal three-year term. Service completing a term for less than two full years shall not be considered serving a term for the determination of eligibility based on tenure of service on the Board of Directors.

Notwithstanding the limit on consecutive terms, a Director who is currently serving in the first year of a term as Vice - President or a Director who is currently serving in the first year of a term as President, shall be eligible to serve one more consecutive term on the board.

Each Director shall hold office from the date of the first Board of Directors meeting following the Annual Meeting of the Members and until his or her successor shall have been duly elected and shall have qualified, or until death, resignation or removal.

C. Officers of the Corporation

The Officers of the Corporation shall be elected by the Board of Directors by majority vote at the first meeting of the Board of Directors following the Annual Meeting of Institutional Members each year.

The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer. The President and the Vice President shall be elected for two-year terms and the Vice President shall automatically succeed to the Presidency. The remaining positions shall be elected annually by the Board of Directors. The Chief Executive Officer shall also be an Officer of the Corporation who shall be employed at the will of the Board of Directors. Such other Officers and assistant Officers and agents as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person, except that the offices of President or Secretary may not be held by the same person concurrently.

D. Qualifications

All Directors must subscribe in writing to the Statement of Faith set forth in these Bylaws. All Directors must be employees in good standing of an Institutional Member of the Corporation. No two persons employed by the same Institutional Member organization may serve on the Board of Directors at the same time.

E. Vacancies

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at any regular or special meeting of the Board. However, if any vacancy occurs which affects the Board representation of a Committee, the Board shall limit its

consideration of potential replacement candidates to a list approved by the Chairperson of the affected Committee. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

F. Compensation

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be paid for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation thereof. Directors shall also receive reimbursement for all vouchered expenses they incur in the performance of their duties as Directors of the Corporation.

G. Leave of Absence

Directors may be placed on leave of absence or may request a leave of absence. A Director on an approved leave of absence will not be treated as having resigned from the board but will not be counted in establishing a quorum and will not be entitled to vote. A Director on leave will continue to be entitled to indemnification by the organization to the same extent as other Directors. The leave of absence will not extend the Director's term.

The Board of Directors must approve a leave of absence with a majority vote. The Director being considered for the leave of absence is ineligible to vote on this matter.

In the case where a Director approved for a leave of absence is serving as an Officer, Committee Chair or is a signatory, the Board will determine the need for temporary assignments or termination of those responsibilities.

A leave of absence must be for a specified period of time, but generally should not be longer than six months. If at the end of such time the Director is unable to return to full responsibilities, the Board of Directors will determine necessary steps, up to and including termination of the Director's term of service.

H. Resignation and Removal

Any Director may resign at any time by giving notice to the President of the Board or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. A Director may be removed with or without cause at any time by resolution adopted by a two-thirds majority of the Board of Directors if thereafter approved by a two-thirds consent of those Institutional Members voting of the Corporation. If the removal of a Director by the Board is not approved by the Members, that Director is reinstated as though service had been continuous, and any Director who had been elected by the Board to fill the vacancy is considered removed.

ARTICLE VII. MEETINGS OF THE BOARD OF DIRECTORS

A. Annual Meeting

An annual meeting of the Board of Directors shall be held following the annual meeting of the Institutional Members of the Corporation, for the purpose of electing Officers, appointing Members to the various Standing Committees and for the transaction of such other business as may come before the meeting.

B. Special Meetings

Special Meetings of the Board of Directors may be called by or at the request of the President or by three or more members of the Board of Directors at any reasonable place and time.

C. Notice of Meeting

Notice of any regular meeting of the Board of Directors shall be delivered to each member of the Board of Directors at their physical or email address, as shown by the records of the Corporation, no less than ten (10) days prior to the meeting date. If mailed, such notice shall be deemed to be delivered when deposited in the mail to the addresses of the Directors as they appear in the records of the Corporation, in a sealed envelope so addressed, with postage thereon prepaid. Notice of any Special Meeting of the Board of Directors may be given five (5) days prior to such meeting if sent by email, and in any case such notice may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the special meeting. Attendance by a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convenient. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice or waiver of such meeting.

D. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors.

E. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

F. Action without Meeting

Any action required to be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

G. Attendance by Conference Call or Virtual Meeting

Directors may participate in any conference call or virtual meetings by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting. Should a conference call or virtual meeting vote be deemed as necessary and appropriate to resolve a particular issue, the Chair of the Committee or Board or the Chief Executive Officer shall work with Committee or Board Members to arrange a date and time within a reasonable timeframe that allows for maximum attendance. A majority of all current Committee or Board Members, when present, shall represent a quorum for the transaction

of the business at any conference call or virtual meeting of Committees or the Board of Directors. In the event any meeting shall be so held, the results of any vote taken shall be reduced to writing and ratified by all Board Members present regardless of their position taken in any particular vote. Action by Conference Call or Virtual Meeting.

H. Action by Email Vote

When it is impossible or impractical for a Committee or the Board of Directors to meet face-to-face or via telephone, email discussions and votes may be used to accomplish the work of a Committee or the Board. Should an email vote be deemed as necessary and appropriate to resolve a particular issue, 100% approval by all Committee Members or Board Members shall be required to pass a resolution. At any time during an email discussion or voting process any Committee or Board Member may call for a live conference call, in which case the email resolution is tabled until such time as a live conference call can be arranged. Committee or Board Members may request a conference call by notifying the Officer presenting the resolution, the President or the Chief Executive Officer, and may do so anonymously. In the event where an email vote does not gain 100% approval, a conference call shall be convened to discuss, resolve and vote with a quorum.

ARTICLE VIII. COMMITTEES

A. Committees of the Board of Directors

The Board of Directors shall have authority to appoint committees for the purpose of acting on behalf of the Corporation in matters affecting certain aspects of the corporate business not otherwise delegated. Each Committee of the Board shall include two (2) or more Directors so that a majority of its members are Directors. All Committee Members shall serve at the pleasure of the Board, except as provided by these Bylaws. Members of Committees may be any persons deemed to be qualified by the Board who have demonstrated a willingness to work toward the goals of the organization. The term of office for Committee Members shall be one year beginning each year at the Annual Meeting of the Board unless otherwise specifically designated in the resolution appointing such Committee Members.

B. Limitations on Authority of Committees

To the extent specified by the Board of Directors, each Committee may exercise the authority of the Board of Directors under Section 108.05 of the Not For Profit Corporation Act of 1986 (the "Act"); provided, however, a Committee may not:

1. Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;
2. Approve or recommend to Members any act the Act requires to be approved by Members;
3. Fill vacancies on the Board or on any of its Committees;
4. Elect, appoint or remove any Officer or Director or Member of any Committee, or fix the compensation of any Member of a Committee;
5. Adopt, amend, or repeal the By-laws or the Articles of Incorporation;
6. Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
7. Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a Committee.

ARTICLE IX. FINANCIAL POLICIES

A. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of May each year and end on the last day of April each year.

B. Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation shall be authorized only upon receiving the vote of three-fourths of the Directors in office.

C. Contracts

The Board may authorize any Officer or Officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

D. Loans

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board.

E. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

F. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as shall from time to time be determined by resolution of the Board.

ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, the Corporation shall have powers to indemnify any Director, Officer, or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled, under agreement, or a recommendation of the Board of Directors, or otherwise. No indemnification or advancement of expenses shall be made under this Article if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Corporation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

ARTICLE XI. MISCELLANEOUS

Waiver of Notice of Meetings

Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-For-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Corporate Seal

The Corporation shall not maintain nor be required to use a corporate seal.

Books and Records

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and Committees, and shall keep a record of the names and addresses of all Board and Committee Members. All books and records of the Corporation may be inspected by a Director, or his or her agent or attorney, at any reasonable time.

Amendments to Articles of Incorporation and Bylaws

The Articles of Incorporation and these Bylaws may be altered, amended or repealed and new Articles and Bylaws may be adopted by a vote of three-quarters of the Directors present at any regular meeting or any special meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all Board Members at least fourteen (14) days before the meeting at which the vote thereon is to be taken.

ARTICLE XII. DISPUTE RESOLUTION POLICY

In the event a dispute may arise between two or more persons operating under the authority of these Bylaws and such dispute cannot be resolved according to the Biblical mandate found in Matthew 18:15-17, the parties to the dispute shall submit the circumstances and issues to the dispute for mediation and conciliation as follows:

PART 1. Private Resolution. The parties first in good faith shall seek resolution of the conflict personally, confidentially, and directly with each other. Such process should include prayer, statements by each person explaining and clarifying the issues involved, opportunities for all parties to respond, a discussion of each party's responsibility, application of relevant Biblical principles, a discussion of appropriate possible solutions, agreement on a solution, closing comments and prayer.

PART 2. Mediation. If the parties cannot satisfactorily resolve a conflict privately, then either party to the conflict may request mediation.

- A. The parties shall retain a mutually-agreed upon neutral mediator who will agree to utilize biblically-based conflict resolution principles. The goal of the mediation process and the mediator is to bring about an amicable, voluntary resolution of the dispute, and the parties shall make a good faith effort to work with one another and the mediator to affect such a resolution of their dispute.
- B. Such mediator shall be retained from a reputable source or organization such as Institute for Christian Conciliation, or the Center for Conflict Resolution.
- C. In the event that the parties cannot agree on a mediator, then each party shall select a mediator. The two individually selected mediators shall jointly identify a third mediator, who then will be responsible for facilitating a binding resolution of the parties' dispute at a mutually agreed upon time and place.
- D. The mediation shall be conducted in accordance with the rules of the organization from which the mediator who facilitates the parties' dispute is retained. Notwithstanding the foregoing, any and all mediation conferences shall be private and all communications therein confidential unless the parties otherwise agree.
- E. The fees and costs of the mediator who facilitates the mediation shall be borne equally by the parties. The fees and costs of any mediator whom a party retains individually shall be borne by that party.
- F. The mediator shall have sole discretion to make the determination that the parties have reached an impasse and no voluntary resolution will be forthcoming.

PART 3. Arbitration. If the parties cannot reach a resolution through mediation, and the mediator makes the determination that the parties have reached an impasse and no resolution will be forthcoming, the parties shall submit the matter for arbitration.

- A. Each party to the dispute shall select an impartial, disinterested person to be part of the arbitration panel.
- B. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered arbitration panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.
- C. When the arbitration panel is assembled the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. The panel's arbitration decision shall be in writing.
- D. Compensation for the arbitration shall be paid equally by the parties.

These methods shall be the sole legal remedy for any controversy or claim arising out of these Bylaws. No party shall bring any dispute under these bylaws to any court of law or chancery except to enforce a mediation agreement or arbitration decision.