

# **Bylaws of the ADHD Coaches Organization, Inc.**

## **ARTICLE I: NAME**

The name of the organization is ADHD Coaches Organization, Inc. hereinafter referred to as ACO.

## **ARTICLE II : OBJECTIVES**

1. The ADHD Coaches Organization is a non-profit association created to advance the profession of ADHD coaching worldwide.
2. The goals are to support high professional and ethical standards for the profession; promote awareness of ADHD coaching and its value to people living with ADHD; provide up-to-date resources to the members; and serve as an informational link to the general public and other professionals working with people who are affected by ADHD.

## **ARTICLE III: MEMBERS**

1. As of June 1, 2015, the ACO's membership shall be comprised solely of individual Members.
2. Members are entitled to certain benefits.
3. Members will have no role in the governance of the organization.

### **Section 1. Classifications**

- 1) Members may be ADHD Coaches or anyone interested in the association or the profession of ADHD coaching
- 2) Members pay dues annually and their membership shall be renewed annually, provided they
  - a) abide by these Bylaws, the ACO's Standards and Expectations For Members, and any other rules or regulations adopted by the Board of Directors from time to time, and
  - b) pay all applicable membership dues, fees, and other assessments as and when due.

### **Section 2. Resignation**

1. Any member may resign at any time. No portion of any dues paid shall be refunded to the resigned member.
2. Members who have not paid their dues by the due date shall be presumed to have resigned from the ACO.

### **Section 3. Expulsion**

1. The board may censure, suspend or expel any member for cause and after a fair hearing — by an affirmative vote of four-fifths (4/5) of the board members present and voting at a meeting.
2. The specific process is outlined in the Policies and Procedures Manual.

## **ARTICLE IV: DUES AND FEES**

### **Section 1. Annual Dues**

1. Annual dues and the dues structure shall be established by the Board and shall be paid directly to the organization according to procedures as established by the Board of Directors.
2. Each member shall pay applicable dues for membership.
3. Any change in dues shall be approved by a two-thirds (2/3) vote by the Board of Directors.

### **Section 2. Fees**

All fees will be approved by the Board of Directors.

### **Section 3. Fiscal Year**

The fiscal year of ACO shall be determined by the Board of Directors.

## **ARTICLE V: BOARD OF DIRECTORS**

The affairs of the ACO shall be managed by the Board of Directors, hereafter referred to as the Board. The Board shall be responsible for carrying out the duties prescribed in these Bylaws and the Policies and Procedures Manual of the Organization.

### **Section 1. General Board Meetings**

1. Board meetings may be conducted virtually, by phone or in person.
2. Meetings are scheduled, rescheduled, or canceled by email or phone to each board member using his contact information of record.
3. Board meetings are to be held at least monthly.

### **Section 2. Annual Meetings**

1. There shall be an annual meeting of the Board of Directors held during the month of April or soon thereafter for the purposes of electing directors and for the transaction of such other business as may come before the meeting.
2. If the election of directors is not held on the day designated for the annual meeting, the Board of Directors shall cause the election to be held at a special meeting of the Board of Directors as soon thereafter as is convenient.

### **Section 3. Election**

1. Members of the Board of Directors (excluding the Immediate Past President) shall be elected by the Board.
2. The Board shall have all responsibility for electing or replacing board members.
3. Directors must be members in good standing.

### **Section 4. Term of Office**

1. All terms shall begin on June 1, except when a position is filled mid-term, in which case the term would begin upon election.

2. All Board Member terms shall last for two years, except for partial terms, for which such term length will be determined prior to election.
3. Procedures for this election shall be spelled out in the Policies and Procedures Manual of the Organization.

### **Section 5: Members**

1. The Board of Directors shall consist of the officers—the President, Secretary, and Treasurer—and at least three (3) other directors.
2. The entire Board (including officers) shall be made up of not less than six (6) members and not more than ten (10) members. Ex-officio Members of the Board are not included in this total.
3. Board members may not own, or be employed by, or serve on the Board of Directors of, or serve on the Professional Advisory Board of a related organization without expressed permission of the Board.

### **Section 6: Information Action By Directors**

1. Any action required by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members entitled to vote with respect to the subject matter thereof.
2. Written approval may be provided by email from the member's address of record.

### **Section 7: Special Meetings**

1. Special meetings of the Board of Directors may be called by the president or not less than one-third (1/3) of the members of the Board of Directors.
2. These meetings will be held by conference call or virtually. At such meetings any corporate action may be taken.
3. Notice of any special meeting of the board of directors shall be given at least 7 days previously thereto by written notice delivered personally, by phone or sent by mail or email to each director at his or her address as shown by the records of the corporation.
4. If mailed, such notice shall be deemed to be delivered when deposited in the United States mailed in a sealed envelope so addressed, with postage thereon prepaid.
5. If notice is given by email, such notice shall be deemed to be delivered when the email is sent to the address shown by the records of the corporation.
6. The business to be transacted at the meeting must be specified in the notice.

### **Section 8: Board Decisions**

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 law or by these bylaws.

### **Section 9: Quorum**

A two-thirds (2/3) of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a quorum of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

## **Section 10: Compensation**

1. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board.
2. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

## **ARTICLE VI: OFFICERS OF THE BOARD AND DUTIES**

Officers of the organization shall be President, Secretary, Treasurer and, as appropriate, President-Elect and Immediate Past President.

### **Section 1: Election And Term Of Office**

1. The officers of the corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors according to these Bylaws Article V section 3 and the procedure outlined in the Policies and Procedures Manual.
2. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient.
3. New offices may be created and filled at any meeting of the Board of Directors.
4. The President Elect and Immediate Past President shall each serve a one (1) year term.
5. The President will serve a minimum of a two (2) year term that, at the discretion of the Nominating Committee and in agreement with the President and Board, may be extended by one (1) year increments.
6. Each officer shall hold office until his or her successor has been duly elected and takes his or her position.

### **Section 2: Officers' Duties**

#### **The President shall:**

1. Serve as presiding officer of the ACO
2. Set the agenda for meetings of the ACO Board of Directors
3. Appoint such committees as are deemed necessary by the ACO Board of Directors
4. Appoint the Chairs of committees subject to ratification by the Board of Directors
5. Select other staff subject to ratification by the Board of Directors
6. Sign all contracts on behalf of the Organization except as otherwise provided in the Policies and Procedures of the Organization or otherwise agreed up and recorded in the minutes
7. Have authority to appoint a Meeting Facilitator whose qualifications and responsibilities shall be determined by resolution of the Board of Directors

#### **The President Elect shall:**

1. Perform the duties of the President in the absence of the President
2. Assume the office of President should the office of the President become vacant
3. And perform other duties as determined by the Board of Directors

**The Secretary shall:**

1. Be responsible to keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of board of directors, committees having and exercising any of the authority of the board of directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote
2. Oversee correspondence
3. Be responsible to make available all books and records of the corporation which may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time
4. And perform other duties as determined by the Board of Directors.

**The Treasurer shall:**

1. Chair the Finance Committee
2. Oversee the financial activities and records of the ACO
3. Provide treasurer's report at appropriate meetings of the Board of Directors
4. Report on annual financial statement and budget
5. And perform other duties as determined by the Board of Directors

**The Immediate Past President shall:**

1. Chair the Nominating Committee
2. Advise the president and Board of Directors
3. And perform other duties as determined by the Board of Directors

**Section 3. Vacancy in Office**

1. A vacancy in any Board of Director position other than that of President, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term based on process outlined in the Policies and Procedures Manual.
2. Should the office of President become vacant, and the President-Elect be unable to serve as President, a new President shall be appointed by the ACO Board of Directors.
3. A two-third (2/3) vote of the Directors present shall elect in either case.

**Section 4. Executive Staff**

- 1) The President, with approval of the ACO Board of Directors, may appoint or hire Executive Staff, whose title, duties and responsibilities shall be determined by the Board of Directors.

**Section 5. Removal of a Member of the Board of Directors**

1. If a member of the Board of Directors should engage in behavior that is unethical or should appear to constitute a conflict of interest, or is unwilling or unable to carry out the responsibilities of office upon the request of the President and with a two-thirds (2/3) vote of the remaining Board of Directors and after a fair hearing, then such a member shall submit a resignation from such office.
2. In the event that the President is engaged in any of the above listed behaviors, then the President Elect shall manage the proceedings against the President who, after a

fair hearing, may be removed by a two-thirds (2/3) vote of the remaining Board of Directors.

3. Specific process for removal of a member of the Board of Directors is outlined in the Policies and Procedures Manual.

## **ARTICLE VII: COMMITTEES**

### **Section 1. Standing Committees**

Standing committees shall be:

1. Finance
2. Such other committees as the President may request and a majority of the Board approves.

### **Section 2. Chair Appointments**

1. Committee Chairs shall be appointed by the President upon approval by a majority of the Board of Directors.
2. Chairs of Standing Committees must be members of the board of directors.

### **Section 3. Special Committees and Chairs**

The President may appoint special Ad Hoc Committees and chairs as may be deemed necessary and approved by a majority of the Board of Directors.

### **Section 4. Ex-Officio Member**

The President shall serve as an ex-officio member of all committees, except the Nominating Committee.

### **Section 5. Removal of Committee Members**

Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

### **Section 6: Nominating Committee**

1. The President of the Board of Directors shall appoint a Nominating Committee by September 15 of each year, in years when election of new officers or new board members is necessary.
2. The committee shall be chaired by the Past President if appropriate, else the President shall appoint the Chair who must be a board member.
3. The committee shall have at least three members: the chair as listed above, one other board member and one member of the organization at large.
4. The Nominating Committee is responsible for nominating directors or officers when vacancies occur.
5. Elections shall be held at the annual meeting of the Board of Directors.

## **ARTICLE X: PARLIAMENTARY AUTHORITY**

1. Decisions of the Board of Directors shall be made by Consensus Building Approach (CBA). The goal is to seek unanimity, but settle for overwhelming agreement after concerted effort has been made to meet everyone's interests. At the end of each meeting, a document is produced that all stakeholders not only can live with, but are committed to implementing. This document shall be recorded as the minutes of the meeting.
2. The rules contained in the current edition of Breaking Robert's Rules (co-authored by Jeffrey Cruikshank and published by Oxford University Press) shall govern ACO in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order ACO may adopt.

## **ARTICLE XI: AMENDMENTS**

These Bylaws may be amended in accordance with the following procedure:

1. Amendments to the bylaws shall be presented in writing at least two (2) weeks prior to a vote.
2. Notification shall include the original text, the proposed change or addition, and an explanation for the suggested change.
3. Upon a two-thirds (2/3) vote of the directors present and voting an amendment shall be considered adopted.
4. Amendments shall become effective as of the date the votes are counted, unless a different effective date is specified as a proviso.

## **ARTICLE XII: INDEMNIFICATION**

The ACO shall have the authority to indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorized agent of the Organization or who services or who has served at the request of the Organization as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other entity.

## **ARTICLE XIII: DISSOLUTION**

The ACO may dissolve and conclude its affairs in a manner consistent with the Non-Profit Corporation Act of the state that it is incorporated in at the time of dissolution and the applicable provision(s) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent U.S. Internal Revenue Code).

## **Footnotes:**

Changes adopted July 7, 2021

Changes adopted May 12, 2021

Changes made February 11, 2011

Changes made March 24, 2011

Changes made April 15, 2015

Changes made May 12, 2021 to the following:

Article III: Members Section 2.1 Resignations

Article III: Section 2.2 Resignations

Article V Board of Directors

Article V: Board of Directors Section 1: General Board Meetings

Article V: Board of Directors Section 6.2 Special Meetings

Article VI: Officers of the Board and duties, Section 3.2: Vacancy in Office

Article VII: Committees, Section 6: Nominating Committee