

**BYLAWS
OF
ASSOCIATION OF COACH TRAINING ORGANIZATIONS (“ACTO”),
AN UNINCORPORATED ASSOCIATION**

**ARTICLE 1
OFFICES**

The principal office of the Association for the transaction of its business is located in Santa Barbara County, California at 153 8 Las Positas Road, Santa Barbara, California 93105. The Association may also have offices at other places within or without the state of California as the Board of Directors may from time to time by resolution designate.

**ARTICLE II
MEMBERS**

2.01. The Association will have two classes of members only, Full members and Associate members.

2.02. Qualifications for membership are as follows:

2.02a. Full Member - Qualifications for membership

Organizations at this membership level must ...

1. Join ACTO as an Organization
2. Offer a Coach Training Program of 60 hours or more that is approved by the International Coach Federation, or a coaching accrediting body approved by the ACTO board
3. Have paid annual membership fees, as set by the Board.

2.02b Full Member – Rights of members

1. Each Full Member organization may appoint up to three Representatives to the Association.
2. The Primary Representative shall have voting rights. The additional Representatives will be non-voting.
3. Any of the Full Member organization’s Representatives are eligible to hold an Officer or Board position provided that 3 conditions are met:
 - The Representative is actively involved with the Full Member’s organization.
 - The Representative has assumed the Primary Representative role for the Full Member’s organization.
 - There is no other Representative from their Full Member’s organization holding an officer or Board position that would be concurrent to their elected term.
4. Any Representative can serve on any working committee
5. Any Representative can attend all Association conferences and membership business meetings. [Executive meetings and Board meetings are not open to members.]

2.02c. Associate Member - Qualifications for membership

1. This membership level is held by an individual or an organization

2. This membership is for Coach Education and Training Professionals who are passionate about and engaged in any aspect of researching, designing or delivering Coach Training or Education
3. Individuals may be independent or part of an organization.
4. The annual membership fees, as set by the Board, are paid.

2.02d. Associate Member – Rights of members

1. An Associate Member can serve on any working committee
2. An Associate Member can attend all Association conferences and membership business meetings. [Executive meetings and Board meetings are not open to members.]
3. An Associate Member does not have voting rights.
4. An Associate Member is not eligible to hold an Officer or Board position.

2.03. Qualified applicants will be admitted to membership on submitting an application endorsed by at least one member of the Association and on approval of the application by the Board of Directors. The application must be made on an application form as prescribed from time to time by the Association. The application form must contain the statement that the applicant has read the Articles, the Bylaws, and the Rules of this Association, that the applicant is familiar with and understands them, and that if admitted to membership, the applicant agrees to be bound by these instruments.

2.04. Active membership continues until resignation of the member or until the membership is terminated as provided in these Bylaws. Upon termination of a member, the rights of the representatives of that member shall also terminate.

2.05. No fee will be charged for making application for membership in the Association.

2.06. All members must pay annual dues in the amount as may be determined by the Board of Directors from time to time. The first annual dues of each member is payable and must be submitted in full with the application for membership. Future annual dues are due and payable on the anniversary date of the member’s admission to the Association.

2.07. Dues paid to the association become the property of the Association and any severable or individual interest of any member in the funds terminates on payment.

2.08. There is no limit on the number of members that the Association may admit.

2.09. Neither membership in the Association nor any rights in the membership may be transferred or assigned for value or otherwise.

2.10. The Association will keep a membership book containing the name and address of each member in written form or in any form capable of being converted into written form. The membership book must note if a membership has terminated, the manner of termination, and the date on which that membership ceased. The membership book will be kept at the principal office of the Association and is subject to the rights of inspection required by law and as set forth in Section 2.11 of these Bylaws.

2.11. All records of this Association will be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to his or her interests as a member.

2.12. Termination of a membership shall occur as follows:

- a) The membership of any member of the Association automatically terminates on receipt of the member's written request for termination delivered to the President or Secretary of the Association personally or by United States mail. Termination of membership does not relieve the member, or the member's estate in the event of termination by death, of the obligation to pay any dues, assessments, or other charges that accrue and remain unpaid at termination. Termination of full membership status shall also occur if ICF accreditation is terminated or lapses.
- b) The membership of any member who fails to pay membership dues within 30 days after they become due shall automatically terminate at the end of that 30-day period.
- c) All rights and interests of a member in the Association cease on the termination of membership.
- d) Any member whose membership is terminated may have his or her membership reinstated on the terms as the Board of Directors deems appropriate by filing a written request for reinstatement with the Secretary of the Association or any Board Member. On approval of the request by a majority of the Board present at the meeting at which the request is considered, provided that a quorum is present at the meeting, the membership will be reinstated.

ARTICLE III MEETINGS OF MEMBERS

3.01. Meetings of members will be held any place as may be designated from time to time by the Board of Directors. There will be at least one annual meeting of members.

3.02. Special meetings of members may be called by the President or Secretary or any two Board members of the Association or by a member. Special meetings will be held at the times and places within or without the State of California as stated in the resolution.

3.03. Written notice of every meeting of members must be delivered by email to the email address provided by the member to the Association.

3.04. The notice will state the place, date, and time of the meeting, in the case of special meetings, the notice must specify the general nature of the business to be transacted. Notice of regular meetings, when required, must identify those matters that the Board, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Board Members are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

3.05. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a

quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the Association's records or included in the minutes of the meeting.

3.06. A quorum at any meeting of members consists of whatever number of members is present, after a meeting is duly noticed under this Article III, either in person or by proxy.

3.07. Each representative of a member is entitled to one vote on each matter submitted to a vote of the members.

3.08. The President of the Association or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy will be Chairman of and preside over the meetings of the members. The Secretary of the Association will act as the secretary of all meetings of members. However, in his or her absence, the Chairman of the meeting of members will appoint another person to act as secretary of the meeting.

3.09. Robert's Rules of Order, as amended from time to time, will govern the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Association, or the rules governing agenda, motions, and related matters.

3.10. The record date for the purpose of determining the members entitled to notice of any meeting of members is 10 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is 10 days before the date of the meeting of members.

3.11. Any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the Association will distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association. Distribution of this ballot by electronic mail is sufficient.

ARTICLE IV BOARD MEMEBERS

4.01. The Association will have up to twelve (12) Board Members.

4.02. Any Active Full Member organization of this Association is qualified to have a representative as a Board Member. With the exception of the initial Board Members, all Board Members must also be Active Members of the Association. No member organization shall have more than one representative on the Board at one time.

4.03. (a) Each Board Member holds office at least one year, e.g., until the next (annual) meeting of members. Of the initial Board, five Directors shall serve for two years and four Directors for a one year term. Board Members, including the initial Board Members, are eligible for re-election up to two consecutive terms, provided they continue to meet the qualifications for office.

4.04. Any person qualified to be a Board Member under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

4.05. The Board Members will be elected at each annual meeting under Section 3.01 of these Bylaws. The Board will appoint an Executive Director, who shall not be a member of the Board, per se, but who will participate with the Board by virtue of holding the position of Executive Director. In the discretion of the Board, the Executive Director may be compensated at a reasonable level.

4.06. The Board Members serve without compensation, except that they may be reimbursed for expenses authorized by the Board in furtherance of the business of the Association.

4.07. The duties of the Board Members include the following:

- a) To perform any and all duties imposed on them collectively or individually by law, by the Articles this Association, or by these Bylaws.
- b) To employ officers, agents, and employees as may be authorized from time to time by the vote or written consent of a majority of the voting members of the Association.
- c) To supervise all officers, agents, and employees of this Association to ensure that their duties are properly performed.
- d) To register their addresses with the Secretary of the Association, if necessary, and notices of meetings mailed or electronically mailed to them at those addresses constitute valid notice of the meeting.

4.08. Regular meetings and special meetings of the Board may be called by the Executive Director, the President, Vice-President, the Secretary, or any two Board Members. Meetings may be held on 4 days' notice by telephone, including voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. Notice of the special meeting need not be given to any Board Member who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Board Member either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the association's records or made a part of the minutes of the meetings.

4.09. A majority of the authorized number of Board Members constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board. At any meeting at which a quorum was initially present, the Board Members may continue to transact business notwithstanding the withdrawal of Members if any action taken is approved by at least a majority of the required quorum for that meeting, or any greater number as is required by the law, the Articles, or these Bylaws.

4.10. The President, or in his or her absence, the Executive Director, or any Board Member selected by the Board then present, will preside at meetings of the Board. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members

participating in the meeting can hear one another. This participation constitutes personal presence at the meeting.

4.11. A majority of the Board Members present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.

4.12. Robert's Rules of Order, as amended from time to time, will govern the meetings of the board insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Association, or the rules governing agenda, motions, and related matters.

4.13. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Board Members.

4.14. The entire Board, or any individual Board Member, may be removed from office at any time by the vote of a majority of the voting members of the Association. If any or all Members are so removed, new Members may be elected at the same meeting and the new Members hold office for the remainder of the terms of the removed Board Members. If new Board Members are not elected at the meeting, the vacancy or vacancies created by the removal will be filled as provided in Section 4.14 of these bylaws.

4.15. Vacancies in the Board exist (1) on the death, resignation, or removal of any Board Member, (2) whenever the number of Board Members authorized by the Articles is increased by amendment; and (3) on failure of the members in any election to elect the full number of Board Members authorized.

A majority of the voting members of the Association may elect a Board Member at any time to fill any vacancy not filled by the Board as provided above. If all Board Memberships become vacant and no Board Member is left to fill the vacancies, the vacancies must be filled by a majority of the voting members present at a regular or special meeting of members called for that purpose, provided a quorum is present.

Persons elected to fill vacancies hold offices for the unexpired terms of their predecessors and until their successors are qualified and elected.

ARTICLE V OFFICERS

5.01. The officers of the Association may be a President, a Vice-President, a Secretary, a Treasurer, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The President, or in the absence of a President, the Executive Director, is the general manager of the Association. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. Officers serve a one year term, but may be re-elected subject to a consecutive two term limit.

5.02. Any representative of an Active Member of this Association is qualified to be an officer.

5.03. The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an office under any contract of employment.

5.04. The first officers will serve until the qualification and election of their successors as provided in Section 5.03. Subsequent officers serve from the time of election until the next annual election of officers and until their successors are qualified and elected.

5.05. The President is the chief executive officer of the Association and, in general but subject to the control of the Board, supervises and controls the affairs of the Association. The President must perform all duties incident to the office and any other duties as may be required by law, by the organizational instruments, or that may be assigned to him from time to time by the Board or by the members.

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President will perform the duties of the President. When acting as President, the Vice-President has all the powers of, and is subject to all the restrictions on the President. The Vice-President holds such other powers and performs other duties as may be prescribed by law, by the Constitution of this Association, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors or by the members.

5.06. The Secretary shall have the following duties and responsibilities:

1. Certify and keep at the principal office of the Association the original or a copy of its Bylaws as amended or otherwise altered to date, and keep at that office the original or a copy of the Articles, as amended to date.
2. Keep at the principal office of the Association a book of minutes of all meetings of the Board and members, recording the time and place of holding, whether regular or special, and, if special, how authorized, notice given, the names of those present at Board meetings, the number of members present at members' meetings, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law.
4. Be custodian of the records and of the seal, if any, of the Association.
5. Keep at the principal office of the Association a membership book containing the name and address of each member. If a membership terminates, that fact must be recorded in the book, together with the manner of termination and the date on which the membership ceased.
6. Exhibit at all reasonable times to any Board Member or elected officer of the Association, or to his or her agent or attorney, on request, the Articles, the Bylaws, the membership book, and the minutes of the proceedings of Board and members' meetings.
7. Exhibit at all reasonable times to any voting member, or to his or her agent or attorney, on written demand, for a purpose reasonably related to the interests of that member, the Articles, the Bylaws, and the minutes of Directors' or members' meetings. The Secretary must exhibit these records at any time when required by the demand of 10 percent or more of the voting members.
8. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of this Association, or by these Bylaws, or that may be assigned to the Secretary from time to time by the Board or by the members,

5.07. The Treasurer of the Association shall have the following duties and responsibilities:

1. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all funds in the name of the Association in the banks, trust companies, or other depositories selected by the Board.
2. Receive, and give receipt for, moneys due and payable to the Association from any source whatever.
3. Disburse or cause to be disbursed the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for the disbursements.
4. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Board Member or elected officer of the Association, or to his or her agent or attorney, on request.

5.08. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

5.09. Any or all officers may be removed from office at any time by the vote of a majority of the Board of the Association. In the case of the removal of any officer, a new officer will be elected to serve the unexpired portion of the term of the removed officer at the meeting at which the officer is removed.

5.10. Vacancies in the office of President, Vice-President, Secretary, or Treasurer occur on the death, resignation, or removal of the officer or on the failure of the Board to fill the office.

The Board may declare vacant the office of President, Vice-President, Secretary, or Chief Financial Officer, if the officer is declared of unsound mind or by order of court, is finally convicted of a felony, or if, within 60 days after notice of his or her election, the officer does not accept the office in writing or by attending a meeting of the board.

Vacancies caused by the death, resignation, or disability of an officer will be filled by the Board at the next regular or special meeting at which a quorum is present following the vacancy.

5.11. Officers elected to fill vacancies hold office for the unexpired terms of their predecessors and until a successor is elected or until their removal or resignation as provided in these Bylaws.

ARTICLE VI COMMITTEES

6.01. The Board of Directors, by a majority vote of its members, may designate two or more members of the Board to constitute an advisory committee. The Board may delegate to any such Committee any of the powers and authority of the Board in the management of the business and affairs of the association, except the power to adopt, amend, or repeal the Bylaws. The Board will also designate a nominating committee to select candidates for offices specified in these Bylaws. At the annual meeting, nominations will also be accepted from the floor.

6.02. Each committee may adopt rules for its own government and procedure not inconsistent with law, with these Bylaws, or with the rules, regulations, and resolutions adopted by the Board.

ARTICLE VII
RECORDS, REPORTS, FISCAL YEAR, INSIGNIA, AND SEAL

7.01. The Association must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Association must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

7.02. The fiscal year of the Association is the calendar year.

7.03. The Board may adopt, use, alter, or cancel an Association insignia, seal, or both. The Board will adopt rules prescribing the time, manner, and place in which the insignia may be worn or used.

ARTICLE VIII
EXECUTION OF INSTRUMENTS DEPOSITS AND FUNDS

8.01. The Board, except as otherwise expressly provided in the Articles of this Association or in these Bylaws; may be resolution authorize any officer or agent of the Association to enter into any contract and deliver any instrument in the name of and on behalf of the Association. This authority may be general or confined to specific instances, provided, however, that the contract or delivery is expressly authorized by the Articles or Bylaws.

8.02. Except as otherwise specifically determined by resolution of the Board or as otherwise required by law, the Articles of this Association, or by these Bylaws, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Association must be signed by the Treasurer or Assistant Treasurer and countersigned by the President of the Association.

8.03. All funds of the Association must be deposited from time to time to the credit of the Association in banks, trust companies, or other depositaries as the Board may select.

ARTICLE IX
BYLAWS

9.01. These Bylaws become effective on them being signed by the original Members of the Board as named in the Articles of this Association, or on their adoption by the vote or written consent of a majority of the voting members of this Association, Bylaws may be amended or repealed, in whole or in part, and new Bylaws adopted by the vote or written consent of a majority of the Board or voting members of the Association.

9.02. The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Association, will be recorded and kept in a book that will be kept in the principal office of the Association in California. The Book will be open to inspection by the members at all reasonable times during regular office hours.

We, the undersigned, are all of the persons named as the initial Members of the Board in the Articles of this Association. We hereby consent to and adopt these Bylaws as the Bylaws of this Association.

William H. Lindberg
Pamela McLean
Peter Reding