

**Updated and Adopted March 25, 2019**

**Association of Coach Training Organizations BIN: 20-4319412**

**ARTICLES OF ASSOCIATION**

**ASSOCIATION OF COACH TRAINING ORGANIZATIONS ("ACTO"), AN UNINCORPORATED NONPROFIT ASSOCIATION**

**I. NAME**

1.01. The name of the association is: Association of Coach Training Organizations ("ACTO").

ii. Purposes and powers

2.01. This is an unincorporated non-profit association as defined under California Corporations Code, Title 3, Sections 18000 -18270. Authority is given to the Board to convert this association to a non-profit corporation if that becomes desirable for the organization at some future time.

(1) The specific purpose for which this Association is as follows: To be stewards of high quality coach training now and in the future.

To support high quality and ethical coach training and education.

(2) The general powers of this Association are:

a. To sue and be sued in its own name.

b. To enter into and perform contracts in its own name, provided, further, that no member of this Association will be individually or personally liable for the debts or liabilities contracted or incurred by this Association, or for the debts or liabilities contracted or incurred by the Association in carrying out or performance of its purposes as set forth in Section 2.01(1) of this Article II.

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- c. To enter into any of the commercial transactions authorized by the California Commercial Code.
- d. To adopt, alter, or cancel an insignia and to register that insignia, alteration, or cancellation in the office of the Secretary of State.
- e. To adopt, use, and at will alter an Association seal. However, the failure to affix the seal does not affect the validity of any instrument
- f. To adopt, amend, or repeal Bylaws in any manner provided in the Bylaws. However, that the initial Bylaws of this Association may be adopted by the unanimous written consent of the Directors named in these Articles.
- g. Generally, to have and exercise all other rights and powers not conferred, or that may be conferred, on unincorporated associations by law, or that do not contravene the law or public policy of the State of California or of the United States.

2.02. The foregoing statement of purposes is to be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph are, except where otherwise expressed, not to be limited or restricted by reference to or inference from the terms or provisions of any other paragraph, but are to be regarded as independent purposes and powers.

**HI. PRINCIPAL OFFICE**

3.01. The principal office of the Association for the transaction of its business is located in Van Nuys, California at 6661 Mammoth Ave, Van Nuys, California 91405. Authorization is given to the Board to relocate this office in the future if necessary.

**IV. GOVERNING BODY**

- 1. The powers of the Association shall be exercised, its property controlled, and its affairs conducted by. Suggested change – by an Executive Board that consists of the elected officers of the Association, to include President, Immediate Past President, President-Elect, Treasure and Secretary; and a Board of up to 15 Directors
- 2. The names and addresses of the initial interim Directors of this Association were  
  
William H. Lindberg 153 8 Las Positas Road, Santa Barbara, CA 93105

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Pamela McLean 350 South Hope Avenue, #A210, Santa Barbara, CA 93105

Peter Reding 1650 Rock Creek Circle, Chandler, AZ 85225

- 4.03. The qualifications, the time and manner of election, the terms of office, the duties and compensation, and the manner of removing Directors and filling vacancies are set forth in the Bylaws of this Association.

**V. AGENT FOR SERVICE OF PROCESS**

The name in the State of California of the Association's initial agent for service of process is:

Cynthia Loy Darst, 6661 Mammoth Ave, Van Nuys, CA 91405.

**VI. MEMBERS**

- 6.01. The qualifications of members of the Association, the different classes of liability for dues and assessments and the method of collection, and the termination and transfer of membership are stated in the Bylaws.
- 6.02. If the voting or other rights or interests, or any of them, are unequal, the Bylaws will set forth the rule or rules by which the voting or other rights or interests of each member or class of members are fixed and determined.

**VH. DISSOLUTION**

- 7.01. This Association will be dissolved and its affairs wound up when the objects for which it is organized have been fully accomplished. Further, this Association will be dissolved and its affairs wound up by the vote of written consent of at least fifty-one percent of the voting members and not otherwise.

Vin. DEDICATION OF ASSETS AND DISTRIBUTION ON DISSOLUTION

8.01. On the dissolution or winding up of this Association, any assets remaining after payment of, or provision for payment of, all debts and liabilities of this Association must be distributed to another non-profit organization with similar goals consistent with ACTO's mission,

EX. ARTICLES OF ASSOCIATION.

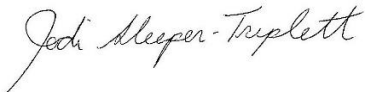
1. The original or a copy of these Articles, and any amendments to these Articles, will be kept at the principal office of the Association, and will remain open to inspection by all members or their agents at any reasonable time.
2. These Articles may only be amended by a resolution duly adopted by a majority of the Board of Directors and by the vote or written consent of at least fifty-one percent (51%) of the voting members of the Association and not otherwise.

Date: March 25, 2019



Halli McNab, Organizer

Date: March 25, 2019



Jodi Sleeper-Triplett, Organizer

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**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 Van Nuys, California at 6661 Mammoth Ave, Van Nuys, California 91405. 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**

- I. ACTO will have one level of membership and all members can vote and serve on the Board of Directors.
- II. Anyone with an interest in quality coach training and education can become a member of ACTO.
- III. All members pay annual dues in the amount determined by the Board of Directors. All membership dues are due on a revolving basis, one year from the previous payment.
- IV. There is no limit on the number of members that the Association may admit.
- V. Neither membership in the Association nor any rights in the membership may be transferred or assigned for value or otherwise.
- VI. The Association will keep membership records, housed with the Virtual Assistants of the Association. (or on a cloud?).
- VII. 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.
- VIII. The membership of any member of the Association automatically terminates on receipt of the member's written request for termination delivered to the designate of the President (VA?) or per instructions on the website personally. Cancellation is upon receipt of request for cancellation. 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. No refund of current dues is paid.

- IX. 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.
- X. All rights and interests of a member in the Association cease on the termination of membership.
- XI. If a member owns or is the Training Director of an organization that has multiple schools, they can join as one organization with one listing. All of the schools owned by the organization are included with the leaders and faculty entitled to ACTO member benefits.

If a member owns or is the Training Director of different schools under different company ownership, each school must join separately.

### **Article III Meetings of Members**

1. There will be at least one annual general meeting (AGM) of members at the ACTO Annual conference, either in person or virtually.
2. Special general meetings (SGM) of members may be called by the President or Secretary or any two Board members of the Association or by a member.
3. Written notice of every meeting of members must be delivered electronically. The notice will state the place, date, and time of the meeting, and any resolutions to be voted upon.
4. 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.
5. A quorum at any meeting of members consists of whatever number of members are present either in person or by proxy.
6. Each member organization is entitled to one vote on each matter submitted to a vote of the members. Only one vote per member organization is permitted.
7. 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.

- 8 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, Articles of Association, or the rules governing agenda, motions, and related matters.
9. To be entitled to notice of meeting or to vote at that meeting, a member must have been a member for a minimum of 10 days prior to the meeting.
10. 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 or electronic 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 ballots.

#### **Article IV Board Members**

1. The Association will have up to 15 Board Members in addition to the Executive Board Officers.
2. Any member of the Association is qualified to have a representative as a Board Member. No member organization shall have more than one representative on the Board at one time.
3. Each Board member holds office for two (2) years and is eligible for re-election for up to two consecutive terms.
  1. The Board Members will be elected at each annual meeting.
  2. 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,
  3. The duties of the Board Members include the Following:
    - To perform any and all duties imposed on them collectively or individually by law, by the Articles this Association, or by these Bylaws.
    - 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.
    - To supervise all officers, agents, and employees of this Association to ensure that their duties are properly performed.

- 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. Regular meetings and special meetings of the Board may be called by the President, President-Elect, the Secretary, or any two Board Members. Meetings may be held on 4 days' notice.
  5. A majority of the current number of Board Members constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws. 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.
  6. 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,
  7. 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 or email 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. Electronic voting is permitted.
  8. 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. Members are expected to attend all scheduled board meetings. If a Board Member misses three (3) meetings in a row, they will be removed from the board. 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.
  9. 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.



10. 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. Electronic voting is acceptable.
11. 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 and will remain on the board until their successors are qualified and elected.

#### **Article V Officers**

1. The officers of the Association may be a President, President-elect, a President-Elect, a Secretary/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. 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.
2. Any representative of a Member of this Association is qualified to be an officer.
3. 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.
4. Officers serve from the time of election until the next annual election of officers and until their successors are qualified and elected.
5. 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 President-Elect will perform the duties of President. When acting as President, the President-Elect has all the powers of, and is subject to all the restrictions on, the President. The President-Elect 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 (Or Virtual Assistant designate) 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, or electronically in a password-protected file, 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, or electronically in a password-protected file, 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 a reasonable time 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.
6. Annual review of the books and presentation to annual membership meeting.
7. Generates a monthly financial report
8. Signs checks
9. Drafts budgets in conjunction with committee members.
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.
11. The Board may declare vacant the office of President, Vice-President, Secretary/Treasurer if the officer is declared of unsound mind 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.

12. 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.
13. 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 Records, Reports, Fiscal Year, Insignia and Seal**

1. 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. The minutes will be kept in written or electronic form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.
2. The fiscal year of the Association is the calendar year.
3. The Board may adopt, use, alter, or cancel an Association insignia, logo, *seal*, or both. The Board will adopt rules prescribing the time, manner, and place in which the insignia may be worn or used.

#### **Article VII Execution of Instruments, Deposits and Funds**

1. The Board, except as otherwise expressly provided in the Articles of this Association or in these Bylaws, may by 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.
2. Except as otherwise specifically determined by resolution of the Board or as otherwise required by law, by 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 his designee) and countersigned by the President of the Association. All financial transactions will have two members of the Board of Directors approve the transaction.

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

### **Article VIII Bylaws**

1. These Bylaws become effective on 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.
2. 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.
3. 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 with the Association records housed with the Virtual Assistant.
4. 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.

Board members sign (on original Bylaws filed in the State of California)

### **CERTIFICATE OF SECRETARY OF ASSOCIATION OF COACH TRAINING ORGANIZATIONS ("ACTO"), AN UNINCORPORATED ASSOCIATION**

I hereby certify that I am the acting Secretary of this association and that the foregoing Bylaws, comprising of 13 pages, constitute the Bylaws of this association as duly adopted at a meeting of the Board held on March 25, 2019

Dated: March 28, 2019



Carol Harris-Fike  
Secretary of the Association