

**BYLAWS OF THE  
FAMILY-RUN EXECUTIVE DIRECTOR  
LEADERSHIP ASSOCIATION**

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**ARTICLE 1: NAME AND INCOPORATION**

SECTION: 1 - Name: The name of the organization shall be the Family-Run Executive Director Leadership Association (FREDLA), and it shall be a nonstock corporation under the laws of the State of Maryland.

SECTION: 2 - Address: The principal business address of the FREDLA shall be located at 10632 Little Patuxent Parkway #234, Columbia Maryland 21044. This address may change as determined from time to time by the FREDLA Board of Directors.

**ARTICLE II: MISSION AND PURPOSE**

**SECTION 1 – Mission:** To empower and strengthen executive leaders of Family-Run organizations focused on the well-being of children and youth with mental health, emotional or behavioral challenges and their families.

**SECTION 2 – Purpose:** The FREDLA serves as the national representative and advocate for family-run organizations and their executive directors, and supports effective stewardship of family-run organizations. FREDLA informs its members on current and emerging policy issues, provides education on research and other program findings and best practices, provides or facilitates professional development opportunities and other consultation and technical assistance, collaborates with stakeholders and facilitates peer-to-peer sharing across member family-run organizations.

## **ARTICLE III: MEMBERSHIP**

**SECTION 1– Types of Members:** There can be two or more types of Members: Core Members and Other Members.

Definition of a Core Member: A Core Member of FREDLA participates fully in the association’s management and sustainability, and is a voting member who will elect the Board of Directors of FREDLA, and who will vote on other topics as set forth by the Board of Directors.

Core Member Eligibility is defined as follows: Organizations that meet the criteria below and also have Executive Directors that meet the criteria below can apply to be Core Members. To be eligible as a Core Member of FREDLA, an organization shall request membership, and be approved by a majority vote of the FREDLA Board of Directors with respect to the criteria below. Organizations applying for membership may be asked to provide additional information for the Board to consider, on a case by case basis.

Criteria for Member Organizations:

- The organization’s mission and focus includes children’s emotional, behavioral and/or mental health and the SAMHSA definition for a “Family-Run.”
- The organization must be designated as a 501c3 organization.
- The Executive Director must be a paid position and must serve full time, or if the position is not full time, the other employment must not be in conflict with the personal commitment to the goals of FREDLA.
- The Executive Director of the member organization must be a family member who is or has been the parent or primary caregiver of a child with emotional, behavioral or mental health needs.
- The Executive Director must demonstrate a strong personal commitment to the goals of FREDLA.

Other Members: The Board may define other categories of membership and respective dues as needed.

**SECTION 2-** Annual Dues for Core Members and Other Members: The amount required for annual dues of Core and Other Members shall be set by the Board and reviewed annually and members will be notified in advance of changes in dues structure. The Executive Committee shall have the power to suspend or adjust dues for a member upon request and good cause shown by that member.

**SECTION 3-** Rights of Members: The Executive Director of each Core Member organization shall be the voting representative to cast the organization's vote in association elections and in other governance and business transactions of the association. Such authority shall not be delegated to any other person.

Rights of Other Members: The Board may define the rights of different classifications of Other Members.

**SECTION 4 -** Resignation and termination: Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues or other previously accrued charges. A member can have their membership terminated by a majority vote of the Board.

**SECTION 5 -** Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

#### **ARTICLE IV: MEETINGS OF GENERAL MEMBERSHIP**

**SECTION 1 –** Regular meetings: Regular meetings of the members shall be held as determined by the Executive Committee, and announced by the Board President.

**SECTION 2 –** Annual meetings: The annual meeting of the members shall take place on or around the date of the last Board meeting of the fiscal year with the specific date, time and location determined and announced by the Board President. At the annual meeting, the members shall elect Directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

**SECTION 3** – Special meetings: Special meetings may be called by the Board President, the Executive Committee, or a simple majority of the Board of Directors.

**SECTION 4** – Notice of meetings: Notice of each meeting shall be given to each voting member not less than seven days prior to the meeting.

**SECTION 5** – A quorum (in person, telephonically, by internet/web based technology, or a combination of any of these) shall consist of all voting members present at any properly announced meeting.

**SECTION 6** - Voting: A passing vote (in person, telephonically, or by email, or a combination of any of these) shall be confirmed by 51% of the present quorum.

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

**SECTION 1** – Board role, size and compensation: The Board is responsible for the overall policy and direction of the association, and delegates' responsibility of day - day operations to the staff and committees. The FREDLA Board of Directors must be comprised of at least 80% Executive Directors of Core Members. The other 20% may be Executive Directors of Core Members, or can include other categories of membership. The maximum number of Board members is 25, and the minimum must be 11. The Board receives no compensation other than reasonable expenses for an assignment outside of participation in Board meetings or other activities.

**SECTION 2** – Terms: The term of a Board member is 3 years with the exception of the initial Board having a 4 year term. No director will serve more than 2 consecutive terms.

**SECTION 3** – Change in Status: If a Core Member of the Board has a change in status, such as retirement or departure from the family-run organization, during their term on the Board, the Board member may remain on the Board until the next annual meeting of the membership, so long as the individual does not enter into a relationship or activity that may present a conflict of interest with the mission of FREDLA.

**SECTION 4 - Meetings and notices:** The Board shall meet at least 2 times per year in person, telephonically, by internet/web based technology, or a combination of any of these at an agreed upon time for an Annual Meeting and Regular meeting. An official Board meeting requires that each Board member have written notice not less than ten (10) days prior to the meeting.

**SECTION 5 – Board Elections:** New Directors and current Directors shall be elected or re-elected by the voting representatives at the annual meeting. Directors will be elected by a simple majority of members present, for which there is a quorum, at the annual meeting

**SECTION 6 – Officers, Terms and Duties:** Officers are elected for a one year term and may be elected for consecutive terms. Officers of the Board must be Executive Directors of Core Members. There shall be four officers of the Board, consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:

*The President* shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.

*The Vice-President* shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President.

*The Secretary* shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

*The Treasurer* shall make a report at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

**SECTION 7 – Vacancies:** Board vacancies shall be filled by special election of the membership as determined by the Executive Committee.

**SECTION 8** – Resignation, termination and absences: Resignation from the Board must be submitted in writing to the Secretary. A Board member may be terminated from the Board due to excessive absences. When there have been two unexcused absences from Board meetings in a year, the Board President will explore with the member his/her continued interest in Board membership. After a third unexcused absence the Board President may make recommendations to the Board to terminate membership. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

**SECTION 9** – Special meetings: Special meetings of the Board shall be called upon the request of the President, a member of the Executive Committee or one third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at 3 days in advance.

**SECTION 10** – Quorum: A quorum (in person, telephonically, by internet/web based technology, or a combination of any of these) shall consist of at least forty percent of board members for business transactions to take place and motions to pass.

**SECTION 11** - Voting: A passing vote (in person, telephonically, or by email, or a combination of any of these) shall be confirmed by 51% of the present quorum.

**SECTION 12** – Indemnification: The Corporation shall indemnify Directors, officers, employees and agents of the Corporation to the fullest extent required and permitted by the General Laws of Maryland.

## **ARTICLE VI: COMMITTEES**

**SECTION 1** – Committee formation: The Board of Directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors, or other interested individuals with expertise in the focus area of the committee. The chair of the committee will be appointed by the President of the Board, who will act with the Board's approval.

After consultation with the committee chair, the President will appoint committee members. The studies, findings and recommendations of all committees will be reported to the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and that are not inconsistent with these bylaws, the articles of incorporation, or state law.

**SECTION 2 – Executive Committee:** The four officers and chairs of the committees shall serve as the members of the Executive Committee. Additional members may be added at the discretion of the Executive Committee. The Executive Committee will be chaired by the President of the Board. This committee will serve as the central planning group for the Board and as an advisory group to the Executive Director. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board. If a member of the Executive Committee has a change in status from a Core Member, due to retirement or departure from the family-run organization, the member may remain an officer or member of the Executive Committee until the next annual meeting of the membership so long as the individual does not enter into a relationship or activity that may present a conflict of interest with the mission of FREDLA.

**SECTION 3 – Finance Committee:** The treasurer is the chair of the finance committee, which includes up to three other Board members and may include other members who bring skills and expertise to the work of the Finance Committee. This committee is responsible for developing and reviewing fiscal procedures, the annual budget with staff and other Board members and review fundraising and development plans. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. Semi-annual financial reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members, all other Members and the public.

**SECTION 4 – Nominating Committee:** The President shall appoint a nominating committee of five (5) members of the Board to meet prior to the annual meeting and who shall present a slate of officers and Directors for nomination at the annual meeting. The nominating committee may advise the President and participate in planning special elections throughout the year as Board vacancies occur.

**ARTICLE VII: EXECUTIVE DIRECTOR AND STAFF**

**SECTION 1:** The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

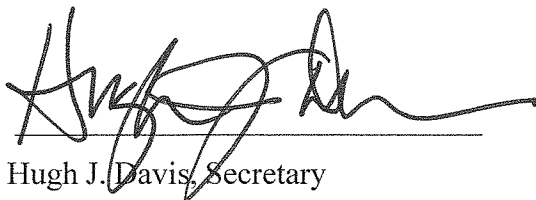
**SECTION 2:** The executive director shall employ or dismiss other members of the staff.

**ARTICLE VIII: AMENDMENTS**

**SECTION 1 – Amendments:** These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements. Upon written notice of at least ten (10) days’ notice, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the Board of Directors and will be adopted at such meeting upon receiving a two-thirds vote of the members of the Board of Directors.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on August 12, 2013.

  
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Hugh J. Davis, Secretary

8/16/13  
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Date