

Association for Death Education and Counseling

BYLAWS

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Article III, Section 5; Article VII, Section 8; Article VIII.

Major Revision 1983.

Amended March 1986, Article I, Section 1; Article III, Section 1; Article V, Article XII, Article XVI.

Retyped November 1987, changing name of the Association.

Major Revision 1990.

Amended March 1991, Article V, Section 7(B) a and 8(B); Article X, Section 2(a); Article XI.

Amended February 1992, Article IV, Section 4(A), (B); Article V, Sections 7(B), 8(B); Article XI, Sections 1 and 2.

Amended March 1993, Article XI, Section 1B(a).

Amended March 1995, Article III, Section 1©, Section 2©, Section 4(A)©; Article IV, Section 5(#);

Article V, Section (e)(h)(I), Section 6(A)(B), Section 9(A)(b), Section 10(A)(B); Article VIII, Section 3;

Article XI, Section 1B(a), Section 2(A)(B); Article XII, Section 1.

Amended February 15, 2000, Article III, Section 1 (B)(C)(D), Section 2 (B), Article IV, Section 1, Section 2,

Section 3, Section 4 (E1), Section 5 (C), Article 5, Section 1, Article XI, Section 1 (C).

Amended February 15, 2002, Article IX, Section 1, Section 2 (A)(H).

Amended August, 2005, Articles I, II, III, IV, V, VI, IX, X, XI.

*Following major revision, Article and Section numbers do not match to the current Bylaws.

Amended February 19, 2009, ARTICLE XI and ARTICLE IV section 2, letter F were removed from the Bylaws.

Amended March 9, 2011, X. ARTICLE X: Credentialing Council were added to the Bylaws

Amended December 8, 2014 Article IV, Section 1: the make-up of the Board of Directors, Article IV, Section 3: elected officers, Article IV, Section 4: duties of officers, Article IV, Section 5: terms for Board and officers, Article V, Section 2: Executive Committee, Article VI, Section 1: requirements for Board meetings, Article IX, Section 1: make-up of the Leadership Recruitment and Development Committee, Article IX, Section 2: election procedures for Leadership Recruitment and Development Committee, Article X, Section 4: election procedures for Credentialing Council

Amended February 17, 2017 Article X: Credentialing Council - Section 3 - Terms of Service

Amended April 25, 2019 Article X: Credentialing Council – B. Section 2 – Credentialing Council Composition

Amended April 10, 2021 Article IV: Officers and Governing Board – Additional of Immediate Past President to Board

Amended November 2, 2023 Article IV: Officers and Governing Board - E. Section 5 Terms of Board and Officers, added 12) In the absence of a suitable Vice President

I. ARTICLE I: Name

A. **Section 1** - The name of this nonprofit corporation shall be the ASSOCIATION FOR DEATH EDUCATION AND COUNSELING, INC., hereinafter referred to as ADEC or the Association.

B. **Section 2** - Death education and counseling are herein broadly defined as the activities which promote understanding of an adaptation to dying, death, and bereavement.

II. ARTICLE II: Purpose and Functions

A. **Section 1** – Purpose: The overall purpose of ADEC is to improve the quality of death education and death-related counseling and to promote the interchange and development of related theory and research.

B. **Section 2** – Functions: The functions of ADEC shall be to:

- 1) Promote communication among professionals and lay persons involved in the fields of death education, counseling, and research.
- 2) Develop and distribute educational materials.
- 3) Sponsor and conduct educational offerings related to death education, counseling, and research.
- 4) Sponsor periodic conferences, publish a newsletter and support other methods of communication for the dissemination of information and research on death education and counseling.
- 5) Develop and administer professional recognition for death education counseling, and research.

III. ARTICLE III: Membership

A. **Section 1** - Membership Categories.

- 1) Individual Membership. Any person interested in the purposes of ADEC shall be eligible for general voting membership in the Association.
- 2) Institutional Membership. Provides for three representatives with a primary representative with voting rights and two secondary representatives without voting rights.
- 3) Allied Membership. Allied members are organizations that must be aligned with specific goals within the ADEC mission, serve an identifiable constituency, and be able to support their own activities. Allied members have no voting privileges.
- 4) Student Membership. Any full-time student is eligible for student membership with voting privileges.
- 5) Senior Membership. Any individual 65 years or older is eligible for senior membership with voting privileges.
- 6) The Board shall have the right to establish additional categories of membership.

B. Section 2 – Privileges

- 1) All individual, student, and senior members shall have the right to vote for officers and for directors of the Association, to vote on amendments to the bylaws, to attend meetings of the Association, to hold office.
- 2) Institutional Members shall appoint three representatives, one of whom will have the right to vote for officers and for directors of the Association, to vote on amendments to the bylaws, to attend meetings of the Association, and to hold office.
- 3) Allied Members have no voting privileges. A written agreement delineating the benefits and commitments of the alliance shall be signed by both parties, specifically noting a date for review and renewal of the agreement.

C. Section 3 – Dues

- 1) The Board of Directors of ADEC may establish dues and fees for membership classification and may determine the services rendered to members, provided that no dues or fees shall be raised within the year for which they have been paid.
- 2) Membership is annual and coincides with the fiscal year. The Board establishes dates for the fiscal year.
- 3) Membership status, except for Allied Members, shall officially begin with the registration of membership by the ADEC office through a letter of application accompanied by a dues payment
- 4) Allied Members are automatically renewed each year as long as the written agreement between the member and ADEC is in effect unless the member or ADEC requests the membership be made void.

IV. ARTICLE IV: Officers and Governing Board

A. Section 1 - Board of Directors (referred to as Board)

- 1) The Board consists of 10 directors. The makeup of the board is as follows:
 - a) 5 voting at-large Directors
 - b) 4 voting Officers (President, Vice President, Treasurer, Secretary)
 - c) 1 non-voting Officer (Immediate Past-President)
- 2) The nine (9) voting seats will determine the ratios for quorum and voting majority.
- 3) The Board may appoint ex-officio (non-voting) members to the Board for the purpose of information exchange. These roles will not affect quorum requirements.

B. Section 2- Functions of the Board of Directors

- 1) The property, business and affairs of the Association shall be managed by the ADEC Board. The Board shall be vested with responsibility for establishing the structure through which the Association's goals are met, including the following:

- a) Assess the needs of the membership of the Association.
 - b) Formulate policy.
 - c) Establish goals and objectives for the Association.
 - d) Delegate authority and responsibility for implementing programs.
 - e) Contract for Association management services.
 - f) Establish and oversee Association committees and their purposes.
 - g) Call for special meetings or surveys of the membership.
 - h) Fill a vacancy on the Board until the next election.
- 2) The Board may respond directly or through a designated person to any public and written request from any source for information which requires the special expertise of the Association. Such response may include advocacy.
 - 3) The Board may not participate in, or permit any Association officer to participate in, a political campaign as spokesperson of the Association on behalf of a candidate for public office.

C. Section 3. Officers: The officers of ADEC shall be: President, Vice-President, Immediate Past President, Treasurer, and Secretary. The presidential offices shall be held in succession by the same person. The Vice-President and Treasurer shall be elected per Article IX: Leadership Recruitment and Development Committee. In addition to the three elected officers, a Secretary for the following year shall be appointed by the previous Board at its last meeting prior to the annual business meeting from among the at-large members of the incoming Board.

D. Section 4 - Duties of Officers

- 1) The President serves as the chief elected officer of the Association, representing the entire membership. Duties of the President shall include:

- a) Preside at all meetings of the Association's Board of Directors and Executive Committee.
- b) Preside at the annual business meeting of the Association.
- c) Serve as the official spokesperson and representative of the Association.
- d) Formally appoint the chairpersons and members of all Association committees, task forces, and two members of the Leadership Recruitment and Development Committee.
- e) Work in collaboration with the Association management staff.
- f) Provide regular reports to the membership on the state of the Association.

2. The Vice-President shall assist the President in the administration of the Association. This office shall be a preparation period for the Presidency of the Association. Duties of the Vice-President shall include:

- a) Serve as a member of the Board of Directors and Executive Committee.
- b) Carry out the responsibilities of the President should the President be unable to carry out those duties due to resignation or inability.

3. The Immediate Past President shall assist the President, Vice President and Board of Directors with direction, guidance, and advice based upon knowledge of previous Board policies and Association practices. This is a non-voting position on both the board and Executive Committee. Duties of the Immediate Past President shall include:

- a) Serve as a member of the Board of Directors and Executive Committee.
- b) Provide advice and counsel to the President, Vice President and Board members.
- c) Serve as the chair of the Leadership Recruitment and Development Committee.

4. The Secretary is responsible for the recording of minutes of all official meetings of the Association. Duties of the Secretary shall include:

- c) Serve as a member of the Board of Directors and the Executive Committee.
 - d) Record the minutes for all meetings of the Board of Directors, the annual business meeting, and other official meetings.
 - e) Handle other correspondence of the Association as directed by the President.
 - f) Oversee safekeeping of the Association's archives.
 - g) The Board may assign the duties of the Secretary, in whole or in part except for item a), to the contracted management services provider.
- 5) 4. The duties of the Treasurer shall include:
- a) Serve as a member of the Board of Directors and Executive Committee.
 - b) To oversee the collection, monitoring and dispensing of all funds of ADEC.
 - c) To report the financial standing of ADEC to the Board and the membership.
 - d) The Board may assign the duties of the Treasurer, in whole or in part except for item a), to the contracted management services provider.

E. Section 5 - Terms of Board and Officers

- 1) The six at-large Board members shall be elected for terms of three years in three cohorts, each with two Board members. These cohorts shall have staggered terms. Board members in these three cohorts must be members of ADEC who may reside in any country, except as specified below.
- 2) Every third year, one of the two at-large Board members elected must be a member of ADEC and must reside outside the United States for the length of the term.
- 3) An at-large Board member may be elected for no more than two consecutive terms in the same position.
- 4) The Vice-President, President, and Immediate Past President hold successive offices of one year each. The membership shall vote annually to fill the position of the Vice-President.
- 5) In the absence of a suitable Vice-President candidate during any election year, thereby leaving the position vacant, one of the following possibilities may be enacted by and voted on by the Board of Directors.

- a) The presiding President may be asked by the Board of Directors to hold office for one additional year until a new Vice-President is elected by membership in the next election.
 - b) The Leadership Recruitment and Development Committee may nominate a current member of the Board of Directors, past member of the Board of Directors, or past officer of the Board of Directors to fill the positions (Vice President, President, and/or Immediate Past President) for one interim year to ensure these positions are filled, with a majority vote of the Board of Directors.
 - c) The Leadership Recruitment and Development Committee may nominate a current member of ADEC to fill the position(s) for one interim year, with a majority vote of the Board of Directors.
- 6) The terms Treasurer is three years. The Treasurer may be elected by the membership for no more than two consecutive terms in the same position.
- 7) The term of Secretary is one year, renewable each year through the end of the term as a Board member.
- 8) Officers and Board members assume office at the close of the annual business meeting in the year in which they are elected.
- 9) A vacancy in these offices shall be filled by membership vote at the next election. In the event an Officer or at-large Board position becomes vacant before the term is completed, the position may be filled immediately by an ADEC member through a majority vote of the Board. A membership vote shall be held at the next election for the balance of the original Board position. This interim Board position would appear as a separate vote from the Board members who are nominated for terms of three years.
- 10) Absence without good cause from two meetings of the Board shall constitute a resignation.
- 11) If necessary, the Executive Committee may request the resignation of an officer. If the officer declines resignation, the request would be placed before the entire Board. A two-thirds majority is required for the officer's removal. Removal of an at-large Board member from the position of Secretary does not constitute removal from the Board.
- 12) For good cause, the Board may request the resignation of an at-large member of the Board. If the Board member declines resignation from the Board, the request would be placed before the Board again. A two-thirds majority vote of the Board is required for a Board member's removal from the Board.
- 13) In the absence of a suitable Vice-President candidate during any election year, thereby leaving the position vacant, one of the following possibilities may be enacted by and voted on by the Board of Directors:
- a. The presiding President may be asked by the Board of Directors to hold office for one additional year until a new Vice-President is elected by membership in the next election.
 - b. The Leadership Recruitment and Development Committee may nominate a current member of the Board of Directors, past member of the Board of Directors, or past officer of the Board of Directors to fill the positions (Vice President, President, and/or Immediate Past President)

for one interim year to ensure these positions are filled, with a majority vote of the Board of Directors.

c. The Leadership Recruitment and Development Committee may nominate a current member of ADEC to fill the position(s) for one interim year, with a majority vote of the Board of Directors.

V. ARTICLE V: Committees

A. **Section 1** - Committees. The Board may establish standing committees, ad hoc committees, and task force groups as needed.

B. **Section 2** – Executive Committee

1) The Executive Committee shall consist of the four officers of the organization, (see Article IV: Officers and Governing Board, Section 3 - Elected Officers).

2) The Executive Committee shall have general supervision of the organization with decision-making capacity between regularly scheduled meetings of the Board. Decisions of the Executive Committee shall be reported to the Board no later than its next regularly scheduled meeting.

VI. ARTICLE VI: Meetings

A. **Section 1** - Board Meetings

1) Meetings of the Board shall be held at least annually.

2) Board members must be notified of meetings not less than two (2) days prior to the specified date.

3) Additional meetings of the Board may be held at the call of the President, or at the call of five members of the Board acting in concert.

4) A quorum shall be considered a majority of the Board.

5) In the absence of a quorum, any action that might be taken at a meeting of the Board shall only be valid provided that a unanimous consent to such action is signed by all persons entitled to vote at such meeting.

B. **Section 2** - Annual Business Meeting

1) The annual business meeting of the membership shall be held at a time and place designated by the Board.

2) Notice of all meetings of the membership shall be disseminated prior to a date specified by the Board.

3) A quorum consists of those who attend the meeting.

Section 3 - Parliamentary Authority: The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern ADEC meetings in all cases to which they are applicable and in which they are not inconsistent with those bylaws or special rules which ADEC may adopt.

VII. ARTICLE VII: Fiscal and Operational Control

A. **Section 1** - Fiscal Control: ADEC may receive contributions from corporations, individuals and any other entity.

B. **Section 2** - Operational Control: ADEC's Articles of Incorporation shall be automatically forfeited if the organization falls under the control of any other organization of any kind.

VIII. ARTICLE VIII: Restrictions on Officers and Directors

A. **Section 1** - Disbursement of Funds: No part of the capital or operating funds of this corporation shall inure to or be distributed to any officer, director, or contributor to this corporation except that they be authorized in payment of reasonable compensation for professional services rendered to the Association within the scope of their expertise, or they be reimbursed for actual out-of-pocket expenses paid on behalf of the Association.

B. **Section 2** - Involvement in Political Activity: Officers and Directors shall be personally liable for any expenditures they cause to be made by the corporation in violation of the ban on participation on behalf of the Association in any political campaign for public office.

C. **Section 3** - Fiscal Responsibility: Officers and Directors shall be personally liable for activities carried out on behalf of the corporation which cause it to lose its present non-profit status under the United States Internal Revenue Code.

IX. ARTICLE IX: Leadership Recruitment and Development Committee

A. **Section 1** –Authority

- 1) Authority: The Leadership Recruitment and Development Committee (LRDC) shall be responsible for nominations and elections of all officers, Board members and two Leadership Recruitment and Development Committee members. The LRDC shall also develop and place volunteers year-round.
- 2) Members: the Leadership Recruitment and Development Committee shall consist of:

- a) The most recent President, who serves as chair;
- b) The previous most recent President, who served as chair in the preceding year;
- c) One current Board Member, appointed by the President for a single year;
- d) Two non-Board appointed members, appointed by the President for a single year; and

Two ADEC members elected by the ADEC membership on a staggered basis for a two-year term.

B. Section 2- Election Procedures

- 1) The LRDC shall put forth a call for nominations to the Board and the LRDC no later than the third quarter of each calendar year.
- 2) All candidates must consent to be nominated before their names may be submitted to the membership.
- 3) The LRDC shall nominate one or more candidates for each of the positions to be elected. Selection for nomination shall be based on number of candidates, willingness to serve, and needs of the Association.
- 4) Not less than ninety (90) days prior to the annual business meeting, each voting member of ADEC shall be notified of the candidates nominated, including biographical information on each candidate.
- 5) Votes from the membership must be received by a date specified by the committee, not less than sixty (60) days prior to the date of the annual business meeting.
- 6) Results of the ballot count election shall be announced at the annual business meeting.

X. ARTICLE X: Credentialing Council

A. Section 1- Establishment and Purposes

- 1) The Credentialing Council shall be established and administered for the following purpose: To oversee and maintain a valid credentialing process in the field of thanatology on behalf of the Association for Death Education and Counseling.
- 2) The Credentialing Council shall have autonomy and independence related to all essential accreditation decisions, including: development and maintenance of operational policies and procedures; development of the proposed credentialing program budget; and, development, maintenance and review of accreditation standards.

B. Section 2 - Credentialing Council Composition

- 1. The Credential Council shall be composed of not fewer than seven (7) voting members as follows:

- a) One (1) member holding the CT credential elected by individuals hold the CT or FT credential.
 - b) One (1) member holding the FT credential elected by individuals holding the CT or FT credential.
 - c) One (1) member holding the CT or FT credential elected by individuals holding the CT or FT credential
 - d) One (1) member holding the CT or FT credential elected by individuals holding the CT or FT credential. Must be an individual who is not a United States citizen and resides outside of the Unites States for the length of the term.
 - e) One (1) member elected by the ADEC Board of Directors representing the general public. This individual shall not hold either the CT or FT credential, shall not be a thanatology professional or student, and shall not be a member of ADEC.
 - f) One (1) member elected by the ADEC Board of Directors representing the community of potential employers of individuals holding ADEC credentials. This individual shall not hold either the CT or FT credential but may be a member of ADEC.
 - g) One (1) member elected by the ADEC Board of Directors to serve as chair of the Credentialing Council. The Chair must be an ADEC member and hold the CT or FT credential.
- 2) As necessary, the Credentialing Council may appoint other individuals who may serve as non-voting members of the Credentialing Council.
 - 3) In no case can an elected member of the current ADEC Board of Directors serve as a member of the Credentialing Council.
 - 4) Individual members of the Credentialing Council must maintain their eligibility status during the length of their service. Failure to do so constitutes resignation from the Credentialing Council.

C. Section 3 - Terms of Service

- 1. Members of the Credentialing Council shall take office at the end of the Annual Membership Meeting at which their election is announced. Voting members serve staggered terms of three (3) years. Non-voting Credentialing Council Members shall serve for three (3) years. No Credentialing member, elected, or appointed, shall serve more than six (6) consecutive years, except that a current chair of the council can serve an additional six (6) years as Chair of the Council.

D. Section 4 - Election

- 1) Elected CT and FT representatives on the Credentialing Council shall be nominated by the Leadership Development and Recruitment Committee in the manner specified in Article IX, Section 2 of these Bylaws, and elected by majority vote of those individuals eligible to vote as specified in Article X. Section B.
- 2) The ADEC President shall nominate Credentialing Council members that are elected by the ADEC Board of Directors to take office at the conclusion of the upcoming annual business meeting.

E. **Section 5 - Vacancy and Removal**

- 1) Vacancies on the Credentialing Council other than the Credentialing Council chair may be filled for the balance of the term thereof by the Credentialing Council at any regular or special meeting.
- 2) A vacancy in the position of Credentialing Council Chair may be filled for the balance of the term thereof by the ADEC Board of Directors at any regular or special meeting.
- 3) Individuals selected to fill vacancies must meet the same eligibility criteria as the individual whose vacancy is being filled.
- 4) A Credentialing Council member may be removed for cause by a two-thirds (2/3) affirmative vote of the Credentialing Council.

F. **Section 6 - Meetings and Quorum**

- 1) The Credentialing Council shall meet as often as necessary to accomplish the work of the Credentialing Council. Meetings may be called by the Chair or by a majority of the members of the Credentialing Council. Notice of the date, time, and place of all meetings shall be furnished to each Credentialing Council member in advance. The Credentialing Council may conduct a meeting by means of telephone conference or other appropriate communications technology. A majority of the members of the Credentialing Council shall constitute a quorum for conducting Credentialing Council business.

G. **Section 7 - Mail Votes**

- 1) Should a matter requiring a vote of the Credentialing Council arise between Credentialing Council meetings, a ballot may be taken by mail, fax transmission or e-mail, as authorized by the Chair. An affirmative vote and consent of all voting Credentialing Council members shall be necessary to carry any motion, and all Commissioners must consent in writing to the resolution authorizing the action.

H. **Section 8 - Authority and Procedures**

- 1) The Credentialing Council shall establish such policies and procedures as needed to accomplish its purpose and functions within the limits of these Bylaws, and shall have discretion in the disbursement of funds allotted to the Credentialing Council by the Board of Directors of ADEC. The Credentialing Council shall report its activities to the ADEC Board of Directors regularly, and at least annually.

I. **Section 9 - Accreditation Fees**

- 1) Fees for certification shall be established by the ADEC Board of Directors, in consultation with the Credentialing Council. All fees paid for accreditation shall become the property of ADEC, which shall allocate operating funds to Credentialing Council, which shall be sufficient to ensure that the Credentialing Council can accomplish its purposes, upon presentation and approval of an annual budget incorporated into the total ADEC budget. Any funds or property that may be donated to further the work of the Credentialing Council shall become the property of ADEC, but shall be used for the purpose specified by the donor.

XI. ARTICLE XI: Amendments to the Bylaws

J. **Section 1** - Proposal for Amendment: Amendments may be proposed by vote of the Board of Directors, or by petition of ten (10) members

K. **Section 2** - Procedure for Amendment

- 1) Members will be notified of proposed amendment(s) along with a statement of why the amendment is desired.
- 2) Two-thirds majority of votes cast is required for adoption.

XII. ARTICLE XII: Dissolution

In the event of the dissolution of this Association the Board of Directors shall, after paying all liabilities of the Association, dispose of all the remaining assets of the Association exclusively, directly, and explicitly, for the purposes of this Association as heretofore stated, and to an organization qualifying under 501 C (3) of the United States Internal Revenue Code, pursuant to the language of the Articles of Incorporation.