

SACRAMENTO CHARTER CHAPTER OF INTERNATIONAL COACH FEDERATION

BY LAWS

ARTICLE I

Name

Section 1

The name of this Corporation shall be the Sacramento Charter Chapter of International Coach Federation, also formerly known as Professional Coaches of Greater Sacramento DBA as Sacramento Coaches, hereinafter called ICF Sacramento, ICF Sacramento Charter Chapter, the Corporation, the Organization or the Chapter. The Corporation may do business under the name Sacramento Charter Chapter of International Coach Federation, Sacramento Coaches, ICF Sacramento, ICF Sacramento Charter Chapter or such other fictitious business names as may be approved by the Corporation's Board of Directors.

Article II

Formation / Purposes

Section 1

This Corporation is a Nonprofit Mutual Benefit Corporation organized under the California Nonprofit Mutual Benefit Corporation Law and the general provisions of the California Corporations Code applicable to nonprofit mutual benefit corporations. The legal purpose of this corporation is to engage in any lawful act or activities, other than credit union business, for which a corporation may be organized under such law. No part of the net earnings of the corporation shall inure to the benefit of any member or private individual, as defined for purposes of Section 501(c) (6) of the Internal Revenue Code. The general purpose of the corporation is to provide support, education, training and resources to practicing and aspiring professional coaches while actively promoting awareness of coaching to the community at large and building strategic alliances.

Section 2

Objectives of the Corporation

The Objectives of ICF Sacramento, organized as a professional member organization, as a Charter Chapter of the International Coach Federation (ICF) are:

- A. To increase the success of its coaching membership. To aid our coaching members to be more successful in their practice.
- B. To increase the skills and effectiveness of its members by holding periodic meetings, webinars/tele classes, and other events where knowledge is shared.
- C. To raise the awareness of the wider community about coaching and its benefits by holding community events, publicity, public relations and general outreach.
- D. To provide a network through which its members can learn of and share opportunities; including a website, referrals of opportunities to coaches, and establishment of special interest groups.
- E. To provide a forum wherein the members can discuss issues of professional concern; including the future of coaching, insurance, ethics, coaching practices.
- F. To provide the opportunity for its members to collaborate in providing resources and solutions for their clients.

- G. To build strategic alliances with outside organizations, coaching schools, business leaders, associations and other allied professionals in the Sacramento Area and surrounding counties to bring greater attention to the work of the Chapter, and to coaching as a profession.

ARTICLE III

Membership

Section 1 Qualifications

A. To qualify as a member of the organization, an individual must:

1. Practice an identifiable form of coaching as part of his/her professional practice or occupation.
2. Agree to be bound by the requirements of the organizational bylaws and any rules and regulations, including the ICF Code of Ethics, which the board of directors may adopt.
3. Complete a written application for membership and pay appropriate activity fee.
4. Maintain ICF membership for the duration of their membership in ICF Sacramento Charter Chapter. Proof of ICF membership shall consist of, but not be limited to, the ICF number issued by the ICF, the date or renewal date of ICF membership and confirmation of the membership by ICF headquarters.
5. Members shall be approved by the Membership Director after written submission of an application for membership, payment of fees and verification of ICF membership.

B. ICF Sacramento also offers individuals the opportunity to become a Chapter Affiliate. Chapter Affiliates are not members but do enjoy the benefits of affiliation such as professional development, networking and associating with professional coaches and attend meetings. Per ICF Member Eligibility Requirements (MER) Chapter Affiliates (nonmembers) are not allowed to hold leadership positions, to vote, or represent themselves as ICF Members or ICF Sacramento Members in any way through the use of logos or verbiage.

Chapter Affiliates must:

1. Complete a written application for chapter affiliate and pay the appropriate activity fee.

C. To change from chapter affiliate to member, an individual must:

1. Submit a completed application form for membership, meeting the requirements for membership.
2. Members shall be approved by the Membership Director after written submission of an application for membership, payment of fees and verification of ICF member status. No refunds of previous fees will be given;

Section 2 Voting

Only members of the organization are eligible to vote on any issue presented to the membership for a vote. Voting rights are nontransferable. A voting member must be in good standing with the chapter for thirty (30) days prior to an election in order to vote in such election.

Section 3 Elections

All members of the board, except the past president and president, will be elected during the annual general election conducted by an email vote held by the end of the second week in October. All members will be notified of the official results by email within two weeks of the elections.

1. Elected positions will take office as of January 1 following the general election.
2. Each term is for one year. A member may serve two consecutive terms in the same elected position except for the president and president-elect which are a one-year term only
3. Only members in good standing may be elected to the board.

See exceptions to the above under Article IV, Section 5 Terms and Vacancies.

Section 4 Meetings General membership meetings will be held regularly; between 10-12 monthly meetings per year. Guests are welcome. Guest fees may apply.

ARTICLE IV

Organization Governance

Section 1 Governing Body

The operation of the organization shall be governed by a board of directors consisting of no more than 12 members. The board of directors shall consist of the following: president, past president, president-elect, secretary, treasurer, membership director, public relations director, events director, professional development director, strategic alliances director, and up to directors-at-large or two co-directors. Co-directors can be appointed for any director position with board approval. Any director may engage additional members to assist in fulfilling the duties of the office, as committee members or otherwise.

The officers of the board include president, president-elect, secretary and treasurer. All board members have a vote on board matters; committee chairs (directors) may transfer their vote to a designated full member of their committee if the chair is unable to attend the meeting.

The members of the board, except the past president and president shall be elected by a majority of voting members. Any board vacancy or new standing position on the board shall be filled by presidential appointment, subject to a majority vote of approval by the board. The appointment so approved will stand through the following December 31, when the seat will be filled by the normal election process.

Ad hoc committee chairs (i.e., non-standing committees) shall be filled by presidential appointment, subject to a majority vote of approval of the board. They do not have a vote at the board of directors meetings.

Additional standing committees may be formed by a majority board vote; there will be a board position created for the chair of each new committee formed. Chapter Affiliates may serve on any committee, subject to board approval, but do not have a vote in board matters.

Section 2 Qualifications of the Board of Directors

To serve on the board of directors an individual must meet the following criteria:

- An ICF-credentialed member or a member who commits to qualifying for an ICF credential.
- A member of ICF Sacramento and ICF Global in good standing.
- Able to attend a majority of Chapter meetings each term year
- Able to participate in a majority of Board meetings each term year.
- Be nominated for position by the nomination committee and approved by a majority vote of the board, and be voted into office by a simple majority vote of those that have membership privileges.

Section 3 Duties and Responsibilities of the Board of Directors

The board of directors shall provide leadership in pursuit of the organization's stated goals. It shall develop policies and procedures necessary to effectively conduct the business of the organization and shall determine fees for organization-sponsored events.

Section 4 Nominations and Elections

The nominating committee shall consist of three members, as appointed by the president and approved by a majority vote of the board in July. The committee will include:

- the past president, if available,
- the president-elect
- at least one member who has served on the previous nominating committee or has been a previous or is a current member of the board,
- and another member.

The nominating committee shall email a notice of the upcoming election to all members by the end of the second week in August. All members are invited to notify the nominating committee of their interest in serving on the board by the end of August. The nominating committee shall recruit members for any position that does not have at least one candidate.

At the September board meeting, the nominating committee will submit to the board for their majority approval, the names of one or more candidates for the elected board positions. The candidates submitted will exclude the president since the president-elect will assume that position in the next term. If there is no president-elect in office, or if the president-elect in office sets forth in writing that he or she will not serve as president at the conclusion of the term, the committee will include a candidate for president. The nominating committee shall email a second notice of the upcoming election to all members by the second week in October. The general election will be held by the end of October. The new board members are encouraged to attend the November and December board meetings along with the outgoing board members. The nominating committee is responsible for the election. Chapter Members and Chapter Affiliates will be notified of the results by email within two weeks of the election. Elected positions will take office as of January 1 of the next calendar year.

Section 5 Terms and Vacancies

Terms for all board members are one year. Board members may serve up to two consecutive terms in a single board position except for the president and president-elect which are one term only.

If vacancies occur on the board during the year, the president shall appoint a replacement to be approved by a majority vote of the board. The replacement will serve on the board through the remaining term when the seat will be filled by the normal election process.

If a president-elect and/or president takes office mid-year due to a mid-term vacancy, he/she may continue in that role through the following year if elected/approved by the Board.

Section 6 Removal

Any member of the board may be removed by a 2/3 vote of the board.

Section 7 Board of Directors Meetings

Board meetings will be held monthly. The president may call a special meeting at any time. The president shall call a special meeting of the board upon the written request of a board member to do so; content of that request

will constitute the agenda of the special meeting. A board retreat shall be held annually and attended by all board members.

All board meetings will be open to all members of the chapter. An announcement of all board meetings will be made to all members at least 24 hours before the meeting is held. Non board members do not have a vote at board meetings. An exception to the open meeting policy is a special meeting for which the president with unanimous consent of the board shall declare the meeting closed.

Section 8 Committee

The president may appoint committees either standing or ad hoc, in order to further the goals and purposes of the chapter. The establishment of any committee must first receive majority approval of the board.

Section 9 Meeting Procedures

Robert's Rules of Order (revised) shall determine the manner in which board proceedings occur. Robert's Rules of Order may be suspended by a majority vote of the board members of the organization present at a meeting in which a quorum is in attendance.

Board meetings held pursuant to these bylaws may be conducted telephonically or electronically with a single majority approval by the board. Participation shall constitute presence as if in person at any such meeting.

Section 10 Quorum

For the purpose of conducting the business of the chapter, a simple majority of board members shall constitute a quorum.

Section 11 Voting

Only board officers and directors have voting rights for matters requiring board vote/approval; committee members do not.

Section 12 Voting by email

In the absence of a board meeting, voting can also take place by electronic mail. The notice shall specifically state the details to be voted on. Any vote by email must be filed within the timeframe determined in the announcement of the vote.

Section 13 Conflict of Interest

It is recognized that occasions may arise when a member of the Board of Directors or an Officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by such Board of Directors or a committee thereof. It is the policy of the Corporation and of its Board of Directors that:

A. The Corporation shall not enter into any contract or transaction with any (i) director of the Corporation, (ii) officer of the Corporation, or (iii) corporation, firm, associate or other entity in which one or more of this Corporation's directors or officers are directors or officers or have a material financial interest, or in which any of these parties are or will be directly or indirectly interested unless:

B. The material facts regarding that director's or officer's financial interest in such contract or transaction, or regarding such common directorship, officer ship, or financial interest, are fully disclosed in good faith and noted

in the minutes, or are known to all members of the Board, prior to consideration by the Board of such contract or transaction;

C. Such contract or transaction is authorized in good faith by a vote of the majority of the Board without counting the votes of the interested directors;

D. Before authorizing or approving the transaction, the Board considers and in good faith decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

E. At the time the transaction is entered into (i) the transaction is fair and reasonable to the Corporation and (ii) the Corporation entered into it for its own benefit.

Section 14 Compensation

Officers, Directors and Committee members shall not receive compensation for their services.

Section 15 Dissolution

In the event of the dissolution or final liquidation of the Chapter, its remaining net assets will be distributed to ICF for use consistent with its tax-exempt purpose and for the benefit of ICF Chapters, thus no part of such net assets may inure to the benefit of any individual member or person.

ARTICLE V

Duties of the Board Positions

Section 1 President

The president shall preside at all meetings of the board and of the chapter. The president, if unavailable, may turn the presiding of a meeting over to another Board Member. The president shall sign all documents which may be lawfully executed on behalf of the board. It is the president's responsibility to appoint a nominating committee. The president can appoint other committees when appropriate to conduct business and fulfill goals of the chapter. The president will be the organization's liaison with ICF. Participate on Chapter Leader Calls and ICF Global calls, and the ICF Western Region Advisory Council (WRAC). Stay abreast of all new developments at the Global ICF level, i.e. accreditation requirements and processes, new regulations, etc.

Section 2 President-Elect

At the end of the term, the president-elect shall succeed the president without election. In the absence of the president or at the request of the president, the president-elect shall perform the duties of the president. The president-elect may sign documents on behalf of the board in the president's absence or upon the request of the president. In general, the president-elect will be primarily responsible for serving the critical needs of the membership and working closely with Directors whose roles may support such needs. The president-elect should be familiar with the policies and procedures of the ICF, with the chapter's Bylaws, and with the duties of all the other officers, directors, and committee chairpersons.

Section 3 Past President

The past president is not an elected position and plays an important role in the transition from the previous term of the Board of Directors. The Immediate past president has the option of serving on the current board.

Section 4 Secretary

The secretary shall maintain minutes and records of the proceedings of the board and the chapter. The secretary is responsible for mailing official correspondence, for taking minutes at the board meetings and for distributing them in a timely manner. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the Board meetings; the actions taken and decisions made by the board at that meeting, including the votes for, against and in abstention of such action or decision. The secretary shall also maintain records that reflect any votes made my electronic mail. The secretary shall also perform other duties and have authority as assigned by the president or board. The secretary shall maintain a binder (electronic or physical) of the ICF Sacramento Charter Chapter. The binder shall include meeting agenda's minutes, policies, procedures, bylaws and guidelines.

Section 5 Treasurer

The treasurer shall execute the organization's official financial transactions and keep accurate books of the organization's accounts on a cash basis. The treasurer will present a brief financial report at each Board meeting. The treasurer will also prepare a final financial report each year that will be submitted to ICF Global and file annual state and federal tax exemption forms. The treasurer will have authority to sign checks for reimbursements approved by the president and may also use the organization's credit card when pre-approved by the president. The treasurer will perform the chapter's official financial transactions, keep accurate books of the organization's accounts, invoice members regarding membership renewals, chair the ad hoc budget committee, present a budget to board for approval and present a financial report at the board meetings. With board approval, the treasurer may appoint a third party to assist with these responsibilities.

Section 6 Membership Director

The membership director, with committee assist, is responsible for the recruitment and retention of members/Chapter Affiliates. Duties include: 1) verifying and approving member/affiliate applications; 2) administering annual renewal process; 3) maintaining membership database; 4) greeting and registering members at meetings; 5) surveying members of needs/value to them; 6) developing and implementing membership campaigns. The membership director shall also perform other duties and have authority as assigned by the president or board.

Section 7 Professional Development Director

The professional development director with committee assist, will plan and facilitate the "speaker portion" of the member general meetings designed to provide personal and professional development opportunities for members educational workshops for members and conduct an annual needs assessment of all members. Applies to ICF for CCEUs and sends to members. The professional development director shall also perform other duties and have authority as assigned by the president or board.

Section 8 Public Relations Director

The public relations director, with committee assist, will plan and coordinate communications that share the vision, strategy, and priorities of the chapter. In addition, the public relations director will encourage the engagement of the members and support all chapter activities through regular and constant communications, and will provide effective outreach to the community. The public relations director will use all appropriate communications methods, including (but not limited to) newsletters, website, email, print material and social media.

Section 9 Special Events Director

The special events director, with committee assist, will plan and coordinate events for membership as well as events that are open to the public and/or for the education of the public about coaching. Example events include ICW (International Coaching Week). the chapter's annual Holiday Event in December, as well as those suggested by the strategic alliances director.

Section 10 Strategic Alliances Director

The strategic alliances director, with committee assist, establishes collaborative relationships with organizations/associations in the Sacramento region having compatible or complementary interests and goals for the purpose of mutual benefit. Outcomes of strategic alliances could include 1)greater awareness of the coaching profession, 2) greater attention to the work of the ICF Sacramento Charter Chapter, 3)chapter membership growth, 4)increased revenue, 5)enhanced programming, 6)heightened member visibility, and 7)widened and deeper professional and community networks .

Section 11 Directors at Large/Co-Directors

There will be up to two members at large that serve on the board. The members at large shall perform other duties and have authority as assigned by the president or board. Alternatively, with board approval, these board members can be assigned as co-directors for any other director role.

Section 12 Delegation of Board Member's Duties

The president of board (by majority vote) may delegate any board member's duties to any other board member when such an action is deemed appropriate.

Section 11 Duty of Care and Loyalty

It is the obligation of each director of the Corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity, including without limitation duties as a member of any committee of the board on which a director may serve.

Section 12 General Duties

It shall be the duty of the directors to:

- 1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these bylaws;
- 2) Appoint, remove, employ, discharge and, except as otherwise prescribed in these bylaws, prescribe and supervise the duties of the Corporation.
- 3) Meet at such times and places as required by these bylaws; and
- 4) Register their names, addresses, phone numbers and electronic mail addresses with the Secretary of the Corporation. Notices of meetings delivered by email or other electronic means shall be valid notices thereof if prior to delivery of the notice, the director has given his or her consent to receive notice by such means.

ARTICLE VI

Membership Dues

Section 1 Membership Dues

Membership dues shall be established by the board of directors and shall be payable each year in advance by each member by the end of the month in which they are due.

Section 2 Forfeiture

Any member who is delinquent in annual membership dues for a period of 30 days from the time they become payable shall be notified by the treasurer of such delinquency and shall be dropped from membership in ICF Sacramento and shall forfeit all rights and privileges of membership. Proof of ICF membership shall include, but not be limited to, the ICF membership number issued to a member, the date or renewal date of ICF membership, and confirmation of the ICF number by ICF headquarters.

A former member of Sacramento Charter Chapter of International Coach Federation (formerly known as Sacramento Coaches and ICF Sacramento) may reapply for membership, which then must be approved by a Membership Director.

Section 3 Refunds

No membership dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE VII

Financial Matters

Section 1 Fiscal Year

The fiscal year shall begin on the first day of January and end on the last day of December. Changes to the fiscal year may be addressed by the board of directors and are subject to approval by a majority vote of the board of directors.

Section 2 Budget

The board shall adopt an annual operating budget which will cover all activities of the chapter. The budget will be approved and in place by December 31st for the following fiscal year.

The treasurer will chair an ad hoc committee to develop a proposed budget for board approval. The committee will consist of, but not limited to, the treasurer, one other board member and at least one other full member of the chapter. The finance committee will begin convening in November and will present a budget for approval to the board no later than December 15th.

The budget must be approved by a majority vote of the board of directors.

Section 3 Board Expenses

A board member may be reimbursed for an organization related expense authorized in the budget, and for other expenses upon approval by the board.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS, OFFICERS,

EMPLOYEES AND OTHER AGENTS

SECTION 1 RIGHT OF INDEMNITY

The Corporation shall, to the extent legally permissible under California Corporations Code Section 7237 and other laws that may apply, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, attorney fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

SECTION 2 INSURANCE

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, delegates, officers, employees and other agents, against any liability asserted against or incurred by any director, delegate, officer, employee or agent in such capacity or arising out of the director's, delegate's officer's, employee's or agent's status as such.

ARTICLE IX

Amendments to These Guidelines

Section 1 Recommendation for Amendment

These bylaws may be amended as determined by the board. A request to amend the bylaws will be taken up by the board upon written request from at least ten percent of the members of the organization.

In the event of changes in the bylaws, the general membership will be notified by email within two weeks.