

## By-Laws

Proposed Revision on 8/18/18

Revised 6/14/2016

Revised 1/21/05

Adopted 10/19/01

### ARTICLE I ORGANIZATION NAME

#### Section 1.

The name of this organization shall be the International Coach Federation - Chicago Charter Chapter (ICFC) and is a Not For Profit Corporation registered in the State of Illinois, United States of America.

### ARTICLE II ORGANIZATION GOALS

#### Section 1.

To foster a community of Chicagoland coaches committed to learning and collaborating through powerful programs and community involvement, resulting in the success of its members.

#### Section 2.

To provide opportunities for the members to grow through:

- Education
- Networking
- Sharing resources and expertise
- Business development
- Community building

#### Section 3.

To raise awareness to the wider community about the coaching profession.

#### ~~Section 4.~~

~~To provide a network through which its members can learn of and share opportunities.~~

#### ~~Section 5.~~

~~To provide a forum wherein the members can discuss issues of professional coaching concerns.~~

#### ~~Section 6.~~

~~To provide the opportunity for its members to collaborate by providing resources and solutions for their clients.~~

|

## ARTICLE III GENERAL PROVISIONS

### Section 1. Legal Purpose

Notwithstanding any other provision of these articles, the purposes for which the corporation is established are exclusively charitable, literary, and educational within the meaning of Section 501 (c) (6) of the Internal Revenue Code.

### Section 2. Business to be conducted without profit

ICFC shall conduct and carry out its business without profit to itself or its members. No member of the organization shall, by reason of membership in this organization, be or become entitled at any time to receive any assets, property income, or earnings from ICFC, or to profit from the organization in any way.

### Section 3. Excluded activities

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to an organization exempt from Federal Income Tax under Section 501 (c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States revenue laws.

### Section 4. Use of Income

All of the income, revenue, and earnings of ICFC shall be held, used, managed, devoted, expanded and applied at the discretion of the Board of Directors, to carry out the objectives and purposes of ICFC, and without profit, direct or indirect, to any member of ICFC.

### Section 5. Supplier Member Consideration

By majority vote of the Board of Directors, if a supplier is needed for a service to the ICFC, a member can serve as that supplier, provided bids are taken by other members who could render the same service equally effectively.

### Section 6. Dissolution

In the event of its dissolution, the residual assets of the organization will be turned over to ICF Global, and if that is not viable, then to one or more organizations which are themselves exempt as described in sections 501 (c)(6) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future IRS codes, or to the Federal, State, or local government for exclusive public use.

## ARTICLE IV ORGANIZATION GOVERNANCE

### Section 1. Governing Body

All powers of managing the business, property and affairs of the ICFC shall be vested in the Board of Directors, which shall consist of not more than sixteen (16) members, including officers duly elected by the membership for the office of President, President-Elect, Treasurer, Secretary, and Immediate Past President. With the approval of the elected Board members, the President may appoint, at his or her discretion, additional Directors up to the maximum of sixteen.

### Section 2. Officer/Director Qualifications

An Officer must be a qualified member of the International Coaching Federation (“ICF”), as defined by the ICF Member Eligibility Requirements, nominated for office by the Nomination and Elections Committee, and be voted into office by a vote of the qualified organization members. A Director must be approved by a majority of the Board of Directors.

### 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:

- Maintain the fiscal integrity of the organization.
- Establish and maintain the policies and procedures necessary to conduct the business of the organization effectively.
- Support the ethical practices established by the coaching profession.
- Develop and maintain an ongoing strategic plan that forwards the vision and goals of the organization.

### Section 4. Nominations

Nominations for election of Officers to the Board shall be made by the Nominations and Elections Committee appointed by the chairperson and approved by a majority vote of the Board. The Nominations and Elections Committee will consist of a minimum of three qualified members including the chair of the committee, appointed by the Board of Directors yearly.

The committee will maintain an odd number of members for voting purposes. In case of a tie vote, the Chair will cast the tie-breaking vote. All members of the organization are qualified for said committee except current Board members and/or anyone wishing to run for office.

The Nominations Chair shall appoint, with the Board’s approval, the Nominations and Elections Committee by June 1st of the year before vacancies will appear on the Board. The Secretary shall direct that all qualified ICFC members receive a notice of the coming election, including the number and description of coming vacant seats, and invite qualified members to notify the Nominations and Elections Committee of their interest in serving on the Board by August 1st.

[Finalization of candidates by the committee will be sent to the Board by September 15<sup>th</sup>.](#)

The Nominations and Elections Committee ~~will~~ will in November submit to the Board for approval a slate of names and applications of one candidate for each open officer position including the names of all qualified candidates who requested to be candidates.

### Section 5. Elections

5.a. The Secretary will direct that ~~the~~ at slate ballots be sent to all qualified members by October 1<sup>st</sup> of the organization ~~by mid-November~~. The slate ballots will describe the seats open for election

and the [committee's selection candidates running](#) for those seats. Members will ~~fill out their ballots~~ [approve the slate or voice concerns](#) online, and the Nomination and Elections Committee will ~~count the ballots and~~ announce the results at the November meeting of the organization. If there is a vacancy, the board of directors may create a process for filling the vacancy and/or appoint a qualified candidate. The Nominations and Elections Committee shall be responsible for maintaining the confidentiality of each member's vote.

5.b. The Secretary will so note these proceedings and record them in the Minutes of the meeting.

5.c. The newly elected officers and Board members will be installed in January of each year.

[5.d If and when only one qualified person steps up to a board position and is uncontested, there will be no election, but rather APPROVAL by the current board of directors only. There will be no requirement of a member-wide vote.](#)

## Section 6. Removal

Any member of the Board may be removed by a two-thirds (2/3) vote of the Board. The Secretary shall record such events in the minutes of the Board meeting.

## Section 7. Terms and Vacancies

7.a. Officers shall serve a one-year term in their elected positions. No Director or Officer shall serve more than two (2) consecutive full terms in the same office. The only exception is if there are no interested parties for the position, and it would otherwise remain empty. In this case a current Board member, completing their second year term, may agree to continue until a replacement is secured.

7.b. Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of approval of the Board. The appointment so approved will pertain until the following nomination and election cycle. If the President-elect is unable to move into the President's position, the Board will hold a special election to fill the vacancy for the unexpired term.

## Section 8. Board of Directors Meetings

8.a Meetings of the Board of Directors will be at the places and times decided by majority vote of the Board.

8.b. The Board may conduct its meetings by telephone [and video conference](#). Any votes taken concerning financial matters of the organization must be ratified by the Board at a duly called meeting of the Board where majority members are present.

8.c At any meeting of the Board, the President may declare an executive session for the purpose of discussing any matter that the President deems appropriately confidential. Any individual not a member of the Board will be excluded from such executive sessions. Any action taken by the Board during such executive sessions will [not](#) be recorded in the minutes of the Board.

8.d All Board Meetings shall be open to all qualified members of the Organization. The single exception is executive session, which the President, with unanimous consent of the Board, can declare the meeting closed.

8e. The President may call a special meeting at any time with not less than 24-hour notice to all Board members. The President shall call a special meeting of the Board upon the written

request of a Board member to do so. The written request should contain the agenda for the special meeting.

#### Section 9. Minutes

The minutes of any duly called meeting of the Board of Directors shall be made available to any qualified member of the organization on written request from that member.

#### Section 10. Committees

##### 10.a. Executive Committee

The Executive Committee of the Board shall include the President, President-Elect, Treasurer, Secretary, and the Immediate Past President (if he/she so chooses to serve in this capacity).

The Executive Committee may act on behalf of the Board when the President deems it necessary, and shall report any such action to the Board for ratification. The Executive Committee shall not act on any financial matters of the organization without prior authorization of the Board.

##### **10 b: Committees of the Board**

The President may appoint committees, either standing or ad hoc, in order to effectively and efficiently further the stated purposes of the organization. The establishment of any committee must first receive the approval of the Board by way of a majority vote.

#### **Section 11. Meeting Procedures**

11.a Questions about Board proceedings at meetings shall be determined by Robert's Rules of Order (revised), except where such rules conflict with the laws of the State of Illinois.

11.b A majority vote of the qualified members of the organization present at a meeting at which a quorum is present may suspend Robert's Rules of Order (revised).

#### Section 12. Quorum

12.a. A majority of Board members shall constitute a quorum for the purpose of transacting the business of the organization.

12.b. A quorum for a duly called meeting of the members shall consist of five percent (5%) of the qualified members of the organization.

ARTICLE V  
**DUTIES OF THE ORGANIZATION OFFICERS**

**Section 1. President**

The President shall preside at all meetings of the Board and of the organization. The President shall sign any instruments or documents, which may lawfully be executed on behalf of the Board, and any other duties as set forth in the Policies and Procedures of the organization.

**Section 2. President Elect**

In case of the absence or disability of the President, or at his/her request, the President-Elect shall perform all of the duties of the President. The President-Elect shall perform such duties and have such authority as from time to time may be assigned by the President or the Board or set forth in the Policies and Procedures of the organization.

**Section 3. Treasurer**

The Treasurer shall perform the organization's official financial transactions and keep accurate books of the organization's accounts. The Treasurer will present for the Board a Financial Report at its monthly meetings. The Treasurer shall perform such duties and have such authority as from time to time may be assigned by the President or the Board or set forth in the Policies and Procedures of the organization.

**Section 4. Secretary**

4.a. The Secretary shall maintain official minutes and records of the proceedings of the Board and the Organization. The Secretary shall maintain electronic or written records of the proceedings of the ICFC, and have such records present at all meetings of the membership. The records shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization membership. The Secretary shall arrange for distribution of official correspondence to the membership. The Secretary shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board or set forth in the Policies and Procedures of the organization.

**Section 5. Board of Director, Liaison to Programs**

The Board of Director, Liaison to Programs shall be responsible for researching and booking guest speakers for meetings based on topics that satisfy ICF guidelines related to developing coaching competencies or other topics deemed by the Board to be in the interests of Members. The board member shall perform such duties and have such authority as from time to time may be assigned by the President or the Board or set forth in the Policies and Procedures of the organization.

**Section 6. Past President**

The Past President provides input and historical viewpoints to President, Board and Executive Committee. Completes other assignments, if desired. [The Past President is an unofficial member of the board and is brought in for only special, executive, or tie-breaking requirements.](#)

**Section 7. Board of Director, Liaison to Membership**

*The Board of Director, Liaison to Membership shall be responsible for welcoming new Members to the chapter and providing them with information on ICFC. This role also manages membership expiry relating to status with ICFC. The Board of Director shall perform such duties*

*and have such authority as from time to time may be assigned by the President or the Board or set forth in the Policies and Procedures of the organization.*

*Section 8. Board of Director, Liaison to Marketing*

*The Board of Director, Liaison to Marketing shall be responsible for marketing and public relations of all programs to the members and community at-large; website updates; monthly newsletter; social media platforms; email blasts; generating and managing advertising and sponsorship revenue streams. The board of director shall perform such duties and have such authority as from time to time may be assigned by the President or the Board or set forth in the Policies and Procedures of the organization.*

*Section 9. Board of Director, At-Large*

*The At-Large Board member represents the general membership on issues of interest or concern, particularly those that arise outside of the standing committee structure. The board of director shall perform such duties and have such authority as from time to time may be assigned by the President or the Board or set forth in the Policies and Procedures of the organization.*

*Section 10. Delegation of Officers' Duties*

*The President or Board (by majority vote) may delegate any officer's duties to any other member of the Board when they deem such action to be appropriate.*

ARTICLE VI  
ORGANIZATION MEMBERSHIP

Section 1. Qualification

In order to qualify as a member of the organization, an individual must:

1.a Practice an identifiable form of coaching as part of his/her professional practice or occupation, or be enrolled as a student in a coach training organization recognized by the Board.

1.b. Complete an application for membership and submit it to the International Coach Federation.

1.c. Upon acceptance, pay annual dues directly to the International Coach Federation as determined by the International Coach Federation Board of Directors.

1.d A "qualified member" shall be an individual who meets the qualifications for membership in and is a fully paid (current) member of the International Coach Federation.

Section 1a. Regular Voting Membership

Regular voting membership in the ICFC shall be limited to qualified members as defined in Article V, Section 1.d of this document. Voting membership is personal and non transferable. No voting member may vote in any election of the ICFC who is not in good standing prior to such election.

Section 1b. Non Voting Associate Membership

Non voting membership in the ICFC is open to professionals engaged in business or personal coaching or similar occupations who agree to be bound by the requirements of these By-laws, and any rules and regulations which the Board of Directors may from time to time adopt. Associate membership shall have no vote nor be eligible to hold office in the ICFC. Associate members may serve on committees other than the Nominating or Executive Committee.

Section 2. Suspension of Membership

2.a A member shall be suspended from ICFC in accordance with the guidelines set forth by ICF Global.

2.b A member may be suspended from the organization for breach of the ethical principles of the ICF and following due process which shall include the right of the member so questioned to appear before the Executive Committee to appeal the suspension. The Executive Committee shall act on the appeal within 30 days following the appeal proceedings.

Section 3. Voting

All qualified members of the organization are eligible to vote on any issue presented to the membership for a vote.

ARTICLE VII  
AMENDMENTS

### Section 1. Recommendation for Amendment

These bylaws may be amended when recommended by a committee appointed by the President or upon a written request from at least ten per cent (10%) of the qualified members of the organization. The President shall have the recommended amendments posted on the Organization's web site [for a minimum of 30 days](#).

### Section 2. Amendment Approval

These bylaws may be amended by a majority vote of the qualified members of the organization voting online or in-person. [A non-response of any member will be assumed as approval of the amendments](#).

All qualified members of the organization shall be invited to review the amended bylaws on the web site and prepare to vote on the amendments (yea or nay for each amendment as presented) via an online voting method. A proposed amended set of bylaws shall be considered ratified and effective when carried by a majority vote. The President shall see that the bylaws are so amended and posted on the organization's web site. The Secretary will maintain a set of all bylaws, past and current.

## ARTICLE VIII FINANCIAL

### Section 1. Financial Year-End

The financial year end of ICFC shall be December 31. The books, accounts and records of the Association shall be reviewed at least once each year by a credentialed accountant appointed by the Board.

### ~~Section 2. Signatures~~

~~All checks drawn on the ICFC bank accounts shall require two signatures of any of the following: President, President-Elect, Treasurer or any such Board Members as the Board may determine. (moving to policies and procedures)~~

### Section 3. Reports

A copy of the reviewed financial report shall be made available to each member of ICFC annually.

### Section 4. Audit

The Board will employ an Accountant to review and audit our records once a year.

## ARTICLE IX DISPUTE RESOLUTION

### **Section 1.**

Any dispute arising out of the affairs of ICFC and between any members of the ICFC, or between (a) a member or a person who has for not more than 6 months ceased to be a member or (b) a person claiming through such member or person or claiming under the bylaws of the ICFC, and the ICFC or a director or officer of the ICFC, shall, if such dispute cannot be resolved

between the two parties after 3 months be decided by arbitration under the Arbitration Act of Illinois. A decision made by such arbitration shall be binding on all parties, and enforceable upon application to the State of Illinois.

(End of Bylaws)