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Article I. International Coach Federation - Charlotte Area Chapter

Section 1.01 Name

The name of this organization shall be the International Coach Federation – Charlotte Area Chapter; hereafter known as ICF-CAC; located in Charlotte, North Carolina.

Article II. ORGANIZATION PURPOSE AND GOALS

Section 2.01 Purpose

The purpose of the ICF Charlotte Area Chapter (ICF-CAC) is to enhance the life of the Charlotte community and beyond through the practice of professional coaching by offering a forum for the professional development of Charlotte area coaches.

Section 2.02 Goals

The goals of the chapter are to:

- Increase the success of its membership.
- Increase the skills and effectiveness of its members.
- Raise the awareness of the wider community about the coaching profession.
- Provide a network through which its members can learn of and share opportunities.
- Provide a forum wherein the members can discuss issues of professional concern.
- Provide the opportunity for its members to collaborate in providing resources and solutions for their clients.

Article III. ORGANIZATION GOVERNANCE

Section 3.01 Governing Body

An elected Board of Directors (a.k.a., the Board) consisting of no fewer than four and no more than 10 voting members shall govern the operations of the organization. These Directors shall be elected by a vote of qualified members. Additionally, two non-voting Officers—such as the Nominations and Elections Committee Chair and the Special Events Chair—may be appointed annually by the incoming President, who will also determine the function of these two Officers.

Section 3.02 Board Authority and Responsibility

The Board of Directors is vested with the responsibility for overseeing the management of the affairs, funds, and property of ICF-CAC. The Board shall have full power and authority to put into effect the resolutions and decisions of ICF-CAC and shall determine its policies and interpret

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these By-laws. The Board shall supervise the direction and control of ICF-CAC and its committees and publications and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 3.03 Duties and Responsibilities of the Board of Directors

The Board of Directors shall provide leadership in pursuit of the organization's stated mission and goals. It shall further set and collect membership dues, determine fees at organization-sponsored events, and develop and administer policies and procedures necessary to conduct the business of the organization effectively.

All Board members are required to attend at least two-thirds of the regularly scheduled Board meetings and may not miss two consecutive Board meetings; except for extenuating circumstances as approved by the president.

For more details as to the roles and responsibilities of each Board member, refer to the *ICF-CAC Board Roles and Responsibilities*, a separate document maintained by the Board Secretary or other designee of the Board.

Section 3.04 Committees

The Board may approve the formation or dissolution of other standing committees as needed. At the time such committees are formed, the Board must approve a written statement of their purpose, authority, responsibility, composition, and leadership. The President will appoint the chairs of such committees.

The President may appoint committees on an "ad hoc" basis in order to further the stated purpose of the organization. The establishment of any committee must be reported to the Board. The President shall appoint a committee chair for each "ad hoc" committee. The work of such committees shall be reported in a timely manner to the Board.

Article IV. BOARD OF DIRECTORS OPERATING PROCEDURES

Section 4.01 Board of Directors Meetings

At minimum, the Board shall meet six (6) times during the year or as deemed appropriate by a vote of the majority of the Board. Meetings of the Board of Directors will be at the place and time decided by general consent of the Board. The President may call a special meeting at any time. The President shall call a special meeting upon written request of 2/3 of the Board members. The written request shall contain the agenda for the special meeting.

Meetings may be held in-person and/or via telecommunication. All Board meetings shall be open to all qualified members of the organization. As such, non-Board members attending may

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address the Board if called upon to do so. The single exception to open meetings shall be special meetings in which the President, with unanimous consent of the Board, may declare the meeting “closed.”

Section 4.02 Meeting Procedures

Robert’s Rules of Order shall guide the proceedings of all Board meetings, except where such rules conflict with the laws of the State of North Carolina. The Secretary shall serve as parliamentarian at Board meetings and any official meeting of the Board and its members. A majority vote of the Board or qualified members of the organization present at a meeting at which a quorum is present may suspend Robert’s Rules of Order.

Voting rights of a Board member shall not be delegated to another but can be exercised by proxy. If a board role is shared between two people, each individual will have the right to cast a single vote.

Section 4.03 Quorum

A simple majority of Board Directors shall constitute a quorum for the purpose of transacting the business of the organization at board meetings.

Section 4.04 Legal Purpose

The purposes for which the organization is established are exclusively educational within Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws. Initially, the organization shall function as an unincorporated professional association. The Board may or may not take action at a later date to incorporate.

Section 4.05 Excluded Activities

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 4.06 Dissolution

In the event of its dissolution, the residual assets of the organization will be turned over 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. Such transfer of assets will be approved by the Board of Directors.

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Article V. BOARD OF DIRECTORS ROLES AND FUNCTIONS

Section 5.01 Director & Officer Qualifications

To be a Director or Officer of the organization, one must be a qualified member in good standing (as described in Article VI – Section 6.01). Directors must be nominated for office by the Nominating and Elections Committee and be voted into office by a vote of the organization members. Officers must also be a qualified member and are appointed by the incoming president.

Section 5.02 Nominations and Elections

Nominations for election to the Board shall be made by the Nominations and Elections Chair. Refer to the *ICF-CAC Board Roles and Responsibilities* document for complete details regarding the duties of the Nominations and Elections Chair.

Nominations and Elections Chair:

- a. Rather than appoint another individual to the board, the President may choose to appoint the Past-President, to take on the responsibilities of the Nominations and Elections Chair.
- b. If the Past-President is unwilling or unable to assume this role, the President may appoint any individual who is deemed to have the skills and capabilities to seek, qualify, and nominate candidates to the Board. This individual shall be appointed annually by the Board President and shall serve a one-year term.
- c. Eligibility requirements individual appointed to serve as the Nominations and Elections Chair:
 - Eligible members are those members who are not running for office in the current election. The Board President will serve in non-voting advisory role to this individual.
- d. General overview of purpose and duties of the Nominations and Elections Chair:
 - Manage the communications process for Board elections, including but not limited to: soliciting and collecting the declarations of candidacy and biographical information from the candidates; sending messages and reminders as required by the ICF-CAC nominations process; managing the balloting and voting processes; and communicating with the current and incoming presidents, the Board, and the membership at large.
 - Gathers and submits nominations to fill any vacancies that occur on the Board during the Nominations and Elections Chair's term of service.

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Section 5.03 Elections Timeline

By September 15th of each year, the Nominations and Elections Chair is required to notify membership that the process to fill Board seats for the coming year has begun and to solicit declarations of interest from the membership.

By October 15th of each year, all declarations of interest must be submitted to the Nominations and Elections Chair by the membership. Candidates may not seek more than one office.

By November 7th of each year, the Nominations Committee shall submit a communication to membership that includes:

- Biographical information for each nominee
- Access to an electronic ballot that maps each candidate to the Board Director role for which he or she is running.

By November 15th of each year, votes shall be tabulated by the Nominations and Elections Chair.

By December 1st of each year, the results shall be communicated to the membership by the Nominations and Elections Chair.

The Nominations and Elections Chair and current President shall have access to vote tabulations. All Board director and officer positions shall be determined by a general election by qualified members. Positions will be awarded by the highest number of votes, unless there is a tie, in which case there will be a run-off election. If necessary, the outgoing President, who does not vote in the general election, can vote to break a tie vote.

Section 5.04 Scope of Purpose and Duties of Board Roles

As of 2013, a document entitled *ICF-CAC Board Roles and Responsibilities*, shall serve as an addendum to these by-laws and include the details of specific roles and responsibilities for each Board of Director position. The purpose of this addendum document is to provide complete and accurate role descriptions to be shared with prospective Board members and nominees; and, to also serve as a resource for the Board as they manage the business of the organization. This document shall be maintained and updated at minimum every three years to coincide with the review and revision of these by-laws.

The following role descriptions provide a general overview of the purpose and duties of each Board member.

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(a) President

The President shall preside at all meetings of the Board and of the members. The President shall sign any instruments or documents that may lawfully be executed on behalf of the Board. The President shall be one of the official agents of the organization, which enables him/her to sign legal and binding agreements on behalf of the organization. The President, or his/her designee, shall serve as the chief spokesperson for the organization. The President shall also act as liaison between the chapter and the ICF Global to maintain two-way communications ensuring that ICF guidelines, reporting procedures, and policies are communicated and adhered to. The President shall perform other duties as defined in the *ICF-CAC Board Roles and Responsibilities* and/or assigned by the Board.

(b) President-Elect

In 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 be one of the official agents of the organization, which enables him/her to sign legal and binding agreements on behalf of the organization. The President-Elect may be appointed by the President to serve as chair of a committee. The President-Elect can stand in for the President as needed. The President-Elect serves for a term of three (3) years in total; he/she successively serves one year each as President-Elect, President, and Past-President. The President-Elect shall perform other duties as defined in the *ICF-CAC Board Roles and Responsibilities* and/or assigned by the President or the Board.

(c) Secretary

The Secretary shall maintain official minutes and records of the proceedings of the Board and the organization. The Secretary shall arrange for mailings of official correspondence. The Secretary shall serve as Parliamentarian at meetings of the Board and membership. The Secretary shall perform other duties as defined in the *ICF-CAC Board Roles and Responsibilities* and/or assigned by the President or the Board.

(d) Treasurer

The Treasurer shall perform the organization's official financial transactions and keep accurate records of the organization's accounts. The Treasurer will present a financial report to the Board on a quarterly basis or as requested by the President. The Treasurer will file appropriate reports and other documents as may be required by vendors, customers, or by law to maintain the charter status of the chapter. The Treasurer shall perform other duties as defined in the *ICF-CAC Board Roles and Responsibilities* and/or assigned by the President or requested by the Board.

(e) Vice Presidents

At least four Vice Presidents shall serve on the Board; they shall be responsible for such duties as are deemed necessary and important for the operation of the chapter for the purpose of best serving the membership. Vice Presidents have voting privileges as members of the Board. The scope and nature of the role and responsibilities of each Vice President

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may vary to accomplish the work of the board as defined in the *ICF-CAC Board Roles and Responsibilities* and/or assigned by the President or the Board.

(f) Past-President

The Past-President chairs the Nominations and Elections Committee and acts as Board liaison for those committees assigned by the President. In the event of the absence or disability of the President-Elect, the Past-President shall perform the duties and exercise the powers of the President-Elect as defined in the *ICF-CAC Board Roles and Responsibilities* and/or assigned by the President or the Board.

Section 5.05 Terms and Vacancies

Role Terms of the Board Directors and Officers:

Board Directors (Elected by Membership): Past-President, President, President-Elect, Secretary, Treasurer, and those designated as Vice Presidents.

- Ideally, the same individual will serve successively in each of the three roles (1 year each) beginning as the President-Elect, then the President, and then the Past-President.
- If the President-Elect is unable or unwilling to serve for three successive years, then the role(s) left vacant by his/her departure from the Board will be filled by the election process or the Board will assign the roles and responsibilities of the vacated role to other current members of the Board.
- The other Board Directors' roles are 2-year terms. No Board Director shall serve more than two consecutive full terms (four years in total) with the exception of the Past-Past-President who may be elected to serve one year after his/her term as such.
- Board members may be asked to serve an additional term in the absence of other nominees who qualify for the position. As a temporary measure, incumbent board members may continue to serve until a suitable and qualified replacement can serve in that role. The current board president may initiate a vote to approve the exception on a case-by-case basis.

Board Officers (Appointed by Board President):

The Board Officer roles are elected for a one-year term and may be re-appointed to a second term by the incoming President. The Board Officers are non-voting members and their presence at the official meetings of the board is at the discretion of the Board President.

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In Case of Board of Directors' Role Vacancies:

Any vacancies on the Board shall be filled by nomination of the Nominations and Elections Chair and subject to Board approval. The individual nominated to fill such a vacancy shall serve until the next election at which time he or she may be nominated for election to fill the un-expired term.

Section 5.06 Delegation of Duties

When they deem such action to be appropriate, the President or Board (by majority vote) may delegate the duties and responsibilities of a Board member to any other member of the Board.

Section 5.07 Absence Policy

Any elected officer or director who shall have two (2) consecutive unexcused absences from regular meetings of the Executive Board during a single administrative year shall automatically vacate the seat on the Board. Separate from these by-laws, the Board will establish and communicate to its members the expectations for attendance as well as guidelines for defining absences as excused or unexcused.

Section 5.08 Removal from Office

A Board Director or Officer may be removed from office for cause by a three-fourths vote of the Board present at a regular meeting or at a special meeting called for the purpose, provided that notice thereof is given in writing to the Director or Officer at least thirty days prior to said meeting. Any Director whose removal has been proposed by the Board or the members of the organization shall be given an opportunity to be heard at such meeting. At any duly constituted Board meeting, any one or more of the Board members may be removed for cause by a vote of the majority of the Board. A successor may then and there be elected by the Board to fill any vacancy thus created.

Section 5.09 Non-Compensation

Directors and officers shall not receive compensation for their services as members of the Board, or for their services related to ICF-CAC in any other capacity or pursuant to any other contractual arrangement whatsoever, except as otherwise approved by the President.

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Article VI. ORGANIZATION MEMBERSHIP

Section 6.01 Membership Qualification

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

- (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 or credentialing program;
- (b) Submit a membership application along with the appropriate annual membership fees to the ICF-CAC as specified by the current membership enrollment processes.

Section 6.02 Membership Voting

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

Voting by proxy will be permitted. A proxy form, provided by the Secretary authorizing another member present at the meeting to cast votes for a member absent from the meeting, must be signed and dated by the absent member.

Section 6.03 Membership Involvement and Participation

Members are encouraged to actively participate in organization-sponsored activities and to regularly attend meetings.

While regular attendance and active participation are encouraged, they are not required for membership.

Section 6.04 Guests

Non-members interested in the coaching profession as well as program guests and other interested parties may attend regular meetings and events of the organization.

Article VII. APPROVAL AND AMMENDMENTS TO BY-LAWS

Section 7.01 Recommendation for Amendment

These By-Laws may be amended when recommended by a committee appointed by the President, or upon a written request from at least ten per cent of the qualified members of the organization. The President shall appoint a committee for the purpose of reviewing the By-Laws

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no less frequently than every three years. The President shall ensure that recommended amendments are distributed to members at least 30 days prior any vote for approval.

Section 7.02 Amendment Approval

All qualified members of the organization shall receive notice of the proposed amendment(s) at least 30 days prior to any vote for approval. Amendments shall be presented for approval by the organization's members in person at a meeting called for this purpose by the Board of Directors or via online communication. Amendments shall be approved based upon a vote of two-thirds of the members present in person or by proxy. The proxy shall only allow for approval or disapproval of the proposed amendment(s). The Secretary shall maintain a set of all By-Laws, past and present.

Article VIII. HISTORIC ADOPTION RECORD OF BY-LAWS

Section 8.01 By-laws Effective Dates

These Bylaws shall take effect immediately upon their adoption.

Section 8.02 By-laws Adoption, Revision, and Approved Dates

- Original - Adopted (Unknown original date of by-laws adopted circa 2000)
- Revision 1.0 - Adopted November 2006
- Revision 2.0 - Adopted July 2010
- Revision 3.0 – Adopted August 2013