

The International Coach Federation

Metro DC Chapter

BY-LAWS
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ARTICLE I: ORGANIZATION NAME, PURPOSE, AND AUTHORITY

Section 1. Organization Name

The name of this organization shall be the International Coach Federation Metro DC Chapter hereinafter called ICF Metro DC, Organization, or the Chapter.

Section 2. Authority

ICF Metro DC is a Chapter of the International Coach Federation (ICF). The Organization is incorporated under Title 29, Chapter 3 of the Code of the Laws of the District of Columbia and has the status of Corporation under Section 501 (a) of the Code and as an organization described in Section 501 (c) 6 of the Code and shall only carry out activities that allow for Federal Income Tax exemption as a corporation described in Section 501 (c) 6 of the Code.

- **Legal Purpose**

Notwithstanding any other provision of these articles, the purposes for which the corporation is established are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws.

- **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. Refer to the following link for additional guidance <http://www.irs.gov/pub/irs-tege/eotopick03.pdf>.

Section 3. Purpose

The ICF Metro DC provides the nation's capital with a local forum for the art and science of coaching where we inspire transformational conversations, advocate excellence, and expand awareness of the contribution that coaching is to the future of humankind. It is also our mission to be the voice of the greater Washington, DC-area coaching community to ICF Global, supporting them in meeting the needs of all members and the coaching profession.

The focus of the Chapter revolves around four key pillars:

1. Make an impact for our members
2. Make an impact on the community
3. Make an impact on the profession

4. Provide leadership to ICF at the national and local levels

Section 4. Relationship to the ICF

Regarding the relationship between ICF and the Chapter, refer to the Charter Chapter Agreement posted on the ICF Metro DC website.

Section 5. The Members

The ICF Metro DC Chapter is composed of members who, through the International Coach Federation, meet ICF's minimum eligibility requirements, pay dues and choose to be affiliated with the Chapter regardless of their geographic location.

Section 6. 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 II: ORGANIZATION GOALS

In order to advance the Chapter's purpose and focus and to increase the success of its members, the following goals will be of priority importance:

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

ARTICLE III: MEMBERSHIP, PRIVILEGES, AND RESPONSIBILITIES

Membership in the Organization has both privileges and responsibilities. As a primarily volunteer organization we rely on the active engagement of our members to support and sustain our Chapter's purposes and goals. Refer to the new member handbook for examples of active member engagement.

Section 1. Chapter Membership

Membership in the Chapter is defined as members who are current in their dues and are in good standing with the ICF, and who have chosen to affiliate with the ICF Metro DC Chapter as their home Chapter.

Section 2. Duties of a Member

Initial and renewal applications for membership are submitted to ICF, including dues as required. ICF communicates status of members to the ICF Metro DC chapter on a monthly

basis. Members are responsible for meeting all ICF deadlines and requirements for participation and membership.

Section 3. Membership guidelines

Members are encouraged to avail themselves of the privileges, and to engage in the responsibilities, of membership in a professional organization including: vote; attend annual meetings; review and approve Bylaws and Policies as proposed by the Board of Directors; participate in continuing education programs and events at a membership rate; consistently interact in a professional manner with clients, coaches and the general public; maintain the highest standard of coaching.

Section 4. Voting

All members in good standing of the organization are eligible to vote on any issue presented to the membership for a vote. Non-members may not vote on any issue presented to the membership.

Section 5. Eligibility for attending meetings

Chapter programs and events are designed and intended for the benefit of chapter members. All members in good standing of the organization are eligible to attend any meetings of the membership. At the direction of the Board of Directors, some programs may be open to the public in order to increase the membership of the chapter or otherwise serve the mission of the Organization.

Section 6. Dues and Fees

The Board of Directors will determine meeting fees, and other charges for chapter sponsored programs. For programs open to the public, a differential rate may be charged for members and non-members.

ARTICLE IV: GOVERNING BODY

Section 1. Board of Directors Purpose

The Board of Directors, hereinafter the Board, shall provide leadership in the areas of strategy, policy, finance/fiduciary responsibilities, and activities in pursuit of the Organization's stated goals. The Board shall develop the policies and procedures necessary to conduct the business of the Organization effectively.

Section 2. Board Composition and Operations

- **Composition**

- The operations of the organization shall be governed the Board
- The Board will be composed of the Executive Committee (President, President-Elect, Treasurer, Secretary, and Past President) and six at-large directors.
- The Past President will serve as a non-voting, advisory member.
- Board members, who are not part of the Executive Committee, shall serve in leadership roles in Standing, and/or Ad-Hoc Committees, as needed.

- To be a member of the Board, one must be a member in good standing, nominated by the Slate Nominations and Elections Committee, and voted into office by the members of the organization in accordance with Article V.
- The Presidential term shall be three years—the first year to be served as President-Elect, the second year as President, and the third year as Past President.
- All other Board members shall serve on the Board for two-year terms and for no more than three consecutive terms (six consecutive years.)
- A minimum of two-thirds (2/3) of the Board members must have coaching as their primary professional pursuit.
- All Board members must adhere to the ethical standards established by the ICF, as published on the ICF website and subject to occasional modifications by ICF.
- **Operations**
 - **Board Meeting Procedures**
 - Meetings of the Board of Directors will be at the places and times decided by majority vote of the Board. The Board will have a majority of Board members present in order to conduct official business. On matters requiring a vote, the President will vote only in the event of a tie.
 - Robert’s Rules of Order (revised) will be observed for all Board proceedings. The Secretary will maintain a copy of Robert’s Rules of Order (revised) and will act as parliamentarian as needed to establish parliamentary order. Robert’s Rules of Order (revised) may be suspended by a majority vote of the Board and members in good standing of the organization present at a meeting.
 - All Board meetings shall be open to all members in good standing. Exception to this rule arises when a Special Meeting is called, in which the President, with unanimous consent of the Board, shall declare the meeting closed or shall call for a truncated meeting, which will be partially closed. The President may call a Special Meeting at any time. The President must also call a Special Meeting of the Board upon request of a Board member to do so.
 - **Committees and Communities of Practice**
 - The President may appoint committees, either Standing or Ad Hoc, in order to effectively and efficiently further the stated purposes of the organization.
 - Communities of Practice may be recommended by chapter membership.
 - The establishment of any committee and/or Community of Practice must first receive the approval of the Board by way of a majority vote.

ARTICLE V: NOMINATIONS, ELECTIONS, AND VACANCIES

Section 1. Member Participation on the Board

Every member in good standing is eligible to be nominated, elected, and serve on the Board provided he/she meets the requirements for the position as specified in Article V, Section 6 and in the Chapter's current Policies and Procedures. To ensure Board continuity and productivity, off-cycle vacancies are handled as noted in Article V, Section 8.

Section 2. Nominations and Elections Logistics

The Slate Nominations and Elections Committee will begin its work in January of the year that vacancies will appear on the Board. The Slate Nominations and Elections Committee shall notify all members in good standing about the coming election, including the number of coming vacant seats and the qualifications for running for office, and invite members in good standing to contact the Slate Nominations and Elections Committee of their interest in serving on the Board by January 31. The Slate Nominations and Elections Committee will review interested candidates and approve candidates who are qualified for each open Board seat and submit a slate of candidates to the Board by the end of February.

Following the April meeting of the Board, the Secretary will email a ballot to all members in good standing. The ballot will describe the seats open for election and present the slate of candidates prepared by the Slate Nominations and Elections Committee. All votes must be received by April 30. A majority vote of those voting shall elect the board members. The results of the election shall be announced at the May meeting of the Organization. The Secretary will so note these proceedings and record them in the Minutes of the meeting.

Section 3. Slate Nominations and Elections Committee - Composition and Formation

The Slate Nominations and Elections Committee consists of the Past President as chair, and 3 ad-hoc members in good standing, not currently serving on the board. The opportunity to serve on this committee will be announced to the general membership to solicit interest for participation. Eligibility criteria for participation on the committee (listed below) will be included in announcement.

The President and Past President will consider eligibility of interested candidates for the committee and propose names for approval by the full Board. The proposed membership of the Slate Nominations and Elections Committee should represent the diversity of our membership (private, non-profit, government, credentials; location, ethnicity, age, and other demographics). All eligible candidates will be presented to the Board. The Slate Nominations and Elections Committee members will be approved individually by a majority vote of the Board. Interested members who are not chosen will be thanked for their interest and encouraged to find ways to participate in other ad-hoc or standing committees.

The members of the Slate Nominations and Elections Committee will be announced to the membership via the Chapter website.

Section 4. Eligibility Requirements for the Slate Nominations and Elections Committee

Members of the ICF Metro DC Chapter are eligible to serve on the Slate Nominations and Elections Committee provided they meet the following requirements:

- ICF member in good standing.
- Active participation as a member of the chapter.
- Members of the Slate Nominations and Elections Committee may not seek election during the election cycle in which they are serving on the committee.
- Committee service may not exceed two successive nomination cycles.

Section 5. Slate Nominations and Elections Committee – Roles and Responsibilities

The following are the roles and responsibilities of the committee:

- Announce the positions, position responsibilities, and eligibility requirements for those positions that will become vacant at the end of the incumbents' current terms.
- Encourage and receive applications of members who declare interest for a specific position. (Current board members can seek election to any position, but cannot serve on the board consecutively for more than six years).
- Manage acceptable "campaign" activities to include:
 - Posting candidate bios and statements to the website
 - No campaign funds to be solicited or used
 - Participation in a "meet the candidates forum"
 - No outreach to members beyond forums and postings made available by the committee
- Manage the elections process
 - Present the names of all eligible candidates for each position to the membership
 - Announce election results

Section 6. Eligibility Requirements for Board Membership

All applicants for the Board must be members in good standing and able to:

- Commit 10-15 hours per month to the work of the organization;
- Participate in monthly 2 hour Board meetings and in quarterly (or as determined by the President) retreats;
- Communicate effectively;
- Read, understand, and participate in governance, strategic planning, and development; and
- Read and implement Board member duties in accordance with the Board handbook.
- Attend 80% of all board meetings; take on an area of responsibility and follow through to completion to the satisfaction of the other board members; two years of service (unless you are filling a vacated seat and the term is underway).

A minimum of two-thirds ($\frac{2}{3}$) of Board members should have coaching as their primary professional pursuit.

Eligible candidates have not served on the board in excess of 6 years consecutively.

Eligibility requirements for specific board positions are listed below for the positions of:

- President
 - Currently serving on the board as President-Elect
 - Not currently serving as President (unable to succeed self)
- President-Elect
 - Experience serving on the ICF Metro DC board of directors within the past 10 years.
 - Ability to step into President role if President cannot attend a meeting
 - Ability to serve in the absence of the president, if the president cannot complete 1 year term
- Secretary
 - Knowledge of Robert's Rules of Order
 - Ability to facilitate meetings
 - Ability to master administrative responsibilities effectively
- Treasurer
 - Financial and accounting background preferred but not required
 - Ability to produce financial reports
 - Refer to the Board Member Handbook for specific duties
- The 6 At-Large positions
 - Experience in communications, website design and/or maintenance, technology, governance, and the ability to lead large and small committees are preferred but not required
 - Ability to lead small and large committees
- Past-President (non-elected position)
 - Serves in an advisory, non-voting position for 1 year to support the President and to Chair the Slate Nominations and Elections Committee
 - May have to serve as Interim President in the event that the President and President-Elect are unable to serve.

Section 7. Elections

All Board members, except the incoming President who currently serves as President-Elect, are elected by the membership based on a competitive slate prepared by the Slate Nominations and Elections Committee.

- The committee will notify newly elected board members once the President has been informed
- Generally, new board members will assume their positions in May
- Secretary position is open to all interested board members. If no one steps into the position, the president has the authority to appoint a secretary from the board slate with board approval, in June.
- Off-cycle vacancies are handled as noted below.

Section 8. – Off-Cycle Vacancies

Off-cycle vacancies can occur at any given time due to resignations or conflicts of interests. When off-cycle vacancies occur, the following procedures shall be put into place:

- **Off-cycle vacancies (non-President positions)**
 - In the event of an off-cycle vacancy, vacancy will be filled at President's discretion, with concurrence of majority of the board
 - Vacancy will be announced to the membership and any interested parties may communicate their interest to the president to fill the remaining tenure of the vacated position
 - Current Board members may also apply for any current vacancies. If this happens, the vacancy moves to the position being vacated.
- **Off-cycle vacancy of Presidential position**
 - In the event that the President cannot complete his/her term, the President-elect will become president through the expiration of the term
 - Refilling the President-Elect slot will proceed as an off-cycle vacancy (see above).
 - In the event that both President and President-Elect can no longer serve, the Past President will serve in the role as President for an interim term as described in Article V, Section 6.

ARTICLE VI: DUTIES OF THE BOARD OF DIRECTORS

Section 1. President

The President shall preside at all meetings of the Board and of the organization. The President shall sign any instruments, contracts, or other documents which may lawfully be executed on behalf of the Board.

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.

Section 3. Secretary

The Secretary shall maintain official meeting minutes and proceedings of the Board and the Organization and will manage administrative responsibilities for the chapter. The Secretary maintains the Organization's policies and procedures, which will be published periodically on the Organization's website. The Secretary shall also perform other duties and have such authority as assigned by the President or Board.

Immediately following elections, and as needed to facilitate interactions between ICF Global and the ICF Metro DC Chapter, the Secretary shall send the current contact information for all members of the Board to the ICF Global Chapter Coordinator at chapters@coachfederation.org.

Section 4. Treasurer

The Treasurer shall perform the organization's official financial transactions and keep accurate books of the organization's accounts. The Treasurer will present a current financial report at monthly board meetings and to other forums as requested by the President. The Treasurer will submit an annual Chapter financial report to ICF within thirty (30) days of the Chapter's designated end of the fiscal year. The Treasurer will coordinate and obtain membership rebates from ICF.

Section 5. Duties of At-Large Directors

Directors will provide guidance to the Board in decision-making and will oversee fiscal responsibility and activities to ensure that the Board is fulfilling its mission and staying within the confines of its authority. The President may also assign other responsibilities to Directors.

Section 6. Delegation of Executive Committee Duties

The President or Board (by majority vote) may delegate any Executive Committee member duties to any other member of the Board when they deem such action to be appropriate. In addition, the President may assign financial responsibilities to the Chair of the Capital Coaches Conference as prescribed in the chapter policies.

Section 7. Financial Responsibility

The Board is responsible for creating, approving, and managing a budget for the chapter. After completion of the budget, it will be made available to the membership for their information. In the event that a significant financial shortfall occurs in the course of the year, membership will be notified. Membership will be given the opportunity to work with the Board to address solutions.

ARTICLE VII: INDEMNIFICATION

The corporation shall, to the extent legally permissible, 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, counsel 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.

ARTICLE VIII: AMENDMENTS TO THE BY-LAWS

Section 1. 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 members in good standing of the organization. The President shall have the recommended amendments posted on the Organization's web site.

Section 2. Amendment Approval

All members in good standing of the organization shall be invited to review the amended by-laws on the web site and prepare to vote on the amendments (yea or nay to the totality of amendments as presented) within two weeks of posting on the site. Votes received after the voting deadline will not be counted. A vote of members in good standing shall decide the issue by a simple majority of voters. A proposed amended set of by-laws shall be considered ratified and effective when carried by a majority vote.

Section 3. Posting of By-laws

The Secretary will be responsible for recording and posting by-laws to the ICF Metro DC website. The Secretary will maintain a set of all by-laws, past and current.