

Chapter Bylaws

Chapter governance

BYLAWS of the NYC Chapter of the International Coach Federation Inc.

ARTICLE I. CHAPTER NAME

Section 1

The name of this Chapter shall be the NYC Chapter of the International Coach Federation Inc., AKA ICF-NYC or referred to as the “Chapter” for purposes of this document.

ARTICLE II. CHAPTER GOALS

Section 1

To increase the success of its coaching membership. To aid our coaching members to be more successful in their pursuits.

Section 2

To increase the skills and effectiveness of its members by holding periodic events where knowledge is shared.

Section 3

To raise the awareness of the wider community about the coaching profession by holding community events, publicity, public relations and general outreach.

Section 4

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.

Section 5

To provide a forum wherein the members can discuss issues of professional concern; including the future of coaching, insurance, ethics, coaching practices.

Section 6

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

ARTICLE III. CHAPTER GOVERNANCE

Section 1: Governing Body

The operations of the organization shall be governed by a Board of Directors, elected by a vote of Qualified Members*. The Board shall consist of no more than eleven members, as follows:

Up to Five (5) Officers: elected officials whose roles are non-discretionary. These positions must exist and their stated roles fulfilled on the Board.

Officers shall consist of**: President, Immediate Past President, President-Elect, Secretary, and Treasurer.

Directors: elected Board members whose titles and roles are discretionary. These positions are not mandated; rather, they are flexible, so that they may be deployed in service of the membership's immediate and changing needs. The total number of Directors will vary, based on needs in a given term.

Each of the eleven (11) Board positions shall represent one vote for Board decisions. In the event of a tie, the President may cast a second vote to arrive at a timely decision.

The Board's Executive Committee shall consist of a subset of Board members, including Officers and/or Directors, as determined by the President, during each term. The Executive Committee, whose purpose is to oversee the strategic direction of the Chapter, will meet periodically, outside of Board meetings, while also keeping the Board apprised of key discussions and bringing key issues to a vote at Board meetings. The President may also consult with any other Board member, at any time, to facilitate the Chapter's business.

* *Qualified Members: see Bylaws, Article V, Section I.*

***Clarification of Officer Roles: The Immediate Past President qualifies as an “elected” official in that he/ she was elected one or two terms earlier. The President will determine the need for director and officer roles, as well as whether to combine the Secretary and Treasurer roles, each term, and prepare the slate accordingly.*

Section 2: Board of Directors Qualifications

To serve on the Board of Directors, individuals must meet the following criteria:

- 1) An ICF-NYC member in good standing*
- 2) Attends a majority of Chapter events each term year
- 3) Participates in a majority of the Board meetings each term year.
- 4) Has served successfully as a Chapter volunteer in a positive manner.
- 5) To serve as an officer, the individual must hold an ICF-credential or commit to qualifying for a credential, within one year from his/her appointment date.

**Member in Good Standing: A member of the Chapter for at least 6 months who has attended at least three Chapter events, who has complied with all of his/her explicit membership obligations, i.e., has paid dues, complies in practice with the ICF code of ethics, conducts him/herself in an honorable and professional manner, and who can demonstrate an understanding of the fiduciary responsibilities associated with a role on the Board.*

Section 3. Duties and Responsibilities of the Board of Directors

The Board of Directors shall provide leadership in pursuit of the Chapter’s stated goals. A quorum of the entire Board of Directors must meet at least 6 (six) times per year, in person, or virtually.

Section 4: Nominations and Elections Requirements

To pursue a Board position, whether other- or self-nominated, an individual needs to meet the “member-in-good-standing” criteria set out in Bylaws, Article III, Section 2.

If an otherwise-qualified ICF member has not met the event participation and/or time pre-requirements, an exception may be made to allow the individual to run with a majority vote of the current Board.

Self-nominated candidates must present their professional biographies along with a completed application.

To be nominated for re-election to a particular role or for a second term in his/her current role, a Board member must:

- have attended a majority of Chapter events and Board meetings within the present year.
- obtain a majority vote of confidence from the Board prior to nomination.
- the above requirements may be waived by a majority Board vote.
- Candidacy for nomination to the President-Elect position shall be restricted to existing Board members.
- Candidacy for nomination to the President's position shall be restricted to existing Board members who possess immediate experience as a member of the Board's Executive Committee.
- The Immediate Past-President will not need to be nominated for this role.

Process

Nominations for election to the Board shall be made through a Nominations and Elections Committee consisting of three (3) Qualified Members (excluding current Board members) of the Chapter, appointed by the President, and approved by a majority of the Board.

The President shall appoint, with the Board's approval, the Nominations and Elections Committee each August.

The Board will submit to the Nominations and Elections Committee, its own Slate of names, indicating which ones are being put forward as candidates for positions that are open for election and which ones are there to serve for a further period of their current term (or as Immediate Past President).

The Nominations and Elections Committee shall:

Email all qualified members a notice of the coming election and the Board positions becoming vacant.

Invite qualified members to notify the Nominations and Elections Committee of their interest in serving on the Board by September 30th and to present to the Committee a professional Bio and completed application

Submit to the Board by October 15, the names, professional Bios and completed applications of all qualified candidates for each Board position becoming vacant.

Where there are no competing nominations, the ICF-NYC Secretary or Treasurer, after consulting with the Board, shall cast a unanimous ballot on behalf of the Membership for the qualifying Candidates.

Otherwise, voting by Chapter members will occur in November. Members will complete their on-line ballots to be reviewed by the Nominations and Elections Committee. At the end of November, or after the voting closes, the Nominations and Elections Committee will review the ballots and announce the results. The Secretary will so note these proceedings and record them in the Minutes of the subsequent Board meeting. New Board members will begin their terms in January.

Section 5: Removal

Any member of the Board and/or elected officer may be removed by a majority of Board Members voting for their removal.

Anyone found breaching confidentiality of the Board's business will automatically be asked to leave the Board.

The Secretary shall record such events in the minutes of the Board meeting.

Section 6: Terms and Vacancies

The rationale for term limits is the belief that leadership ought to be rotated and shared among the Qualified Membership.

Terms for all Board roles will not exceed two (2) years unless a majority of the remaining Board members vote to declare a special circumstance and allow an existing Board member to extend his or her term for one (1) additional year in that role. For example, a Board member may run for Secretary and win election for two (2) years; in the third year, she/he may run either for another elected official role such as Director or Treasurer, or, with the Board's affirming vote of a majority of the Board members, the Secretary may run for one (1) additional year in that same role.

Upon the President's completion of his or her two (2) year term in office, the exiting President will automatically become the Immediate Past President for a term of one (1) year in the succeeding term or, at the current President's request, for an additional year.

Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of approval of the Board. The appointee so approved will serve for the remaining period of the current Board term, at which time the seat will be filled by the normal election process.

Section 7: Board of Directors Meetings

The Board of Directors will meet at the places and times decided by majority vote of the Board. 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. The written request should contain the agenda for the special meeting. All Board business conducted under the name of the NYC Chapter of the International Coach Federation Inc. is confidential unless otherwise stated.

Section 8: Committees

The President may appoint committees, either standing or ad hoc, 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 9: Meeting Procedures

Questions about Board proceedings at meetings shall be determined by good judgment on the part of the President and other Board members. Robert's Rules of Order (revised) may be used at meetings except where such rules conflict with the laws of the State of New York. Robert's Rules of Order (revised) may be suspended by a majority vote of the Board or qualified members of the Chapter present at a meeting at which a quorum is present.

In the event a vote is required by the Board with regard to a Board member, it will be done by a secret ballot unless the Board votes otherwise.

General membership events will be held six or more times per year. The Board may charge a fee for attendance to the events both for ICF members as well as guests. In addition, a yearly activity fee may be voted by the Board. Both the attendance fee and activity fee will be used to raise funds to afford the following: a space for meetings and events, Chapter activities and payment for the hosting and associated charges of maintaining a website, engaging professional administrative support, media and public relations services, and other functions that are decided by the Board.

Section 10: Quorum

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

Section 11: 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.

Section 12: 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 13: 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.

ARTICLE IV. DUTIES OF THE CHAPTER OFFICERS

Section 1. President

The President shall preside at all meetings of the Board and of the Chapter. The President shall sign any instruments or documents that may be executed lawfully on behalf of the Board. The President shall chair the Chapter and Board of Directors meetings. The President, if unavailable, may turn the meeting over to the President-Elect or other Board member. The President has the overall responsibility for leadership in developing programs, ensuring that plans and assignments are carried out, and seeing that the chartered Chapter fulfills its obligations to the ICF. The President should be familiar with the policies and procedures of the ICF, including compliance with the ICF Chartered Chapter Agreement and with the Chapter's Bylaws, and with the duties of all the other Officers, Directors, and committee chairpersons.

Section 2. President-Elect

The President-Elect fully supports the President in all aspects of leading the Board and carrying out its initiatives. 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 serve the membership in dealings with outside individuals and

organizations; in the promotion of membership enrollment; the planning and execution of special activities to increase awareness of ICF-NYC Chapter and coaching, and following-up on these approved initiatives, projects, and other programs. The President-Elect may participate in action learning activities, as requested by the President, as a means of preparing to assume the role of President, if a vote of confidence and Board majority vote should be granted. The President-Elect should also be familiar with the policies and procedures of the ICF, with the Chapter's Bylaws, and with the duties of all other Officers, Directors, and committee chairpersons.

Section 3. Secretary

The Secretary shall support the President in the smooth and orderly conduct of the proceedings of the Board including; maintaining the integrity of the Chapter's Bylaws, taking Board member attendance, loosely following Robert's Rules of Order (revised), managing the agenda, and recording and distributing the minutes of Board meetings.

The Secretary shall maintain an e-manual of the official proceedings of the NYC Chapter of the International Coach Federation, and have the e-manual accessible at all meetings of the Board and membership. The binder shall include the Chapter's Articles of Incorporation, Bylaws, Board Meeting agendas and minutes, policies, procedures, Board decisions, guidelines, Financial Reports, passwords, Director role descriptions, and other proceedings of the Board and organization membership.

The Secretary shall maintain a record of the number of terms served by each Board member, in a particular role, as well as a record of their attendance. The Secretary shall perform other duties and have such authority as shall from time to time be assigned by the President.

Section 4. Treasurer

The ICF-NYC Chapter was established as a cash-based entity. The Treasurer shall execute the Chapter's official financial transactions and keep accurate books of the Chapter's accounts on a cash basis. The Treasurer will present a brief Financial Report at each Board meeting.

The Treasurer will prepare a final financial report each year that will be submitted to ICF Global, the Chapter's accountant, and/or any taxing authorities. The Treasurer will have authority to sign checks for reimbursements approved by the President and may use Chapter's credit card when pre-approved by the President.

No single Board member may request that the Treasurer remit monies to him or herself, any other Board member, or vendor.

Structure on Expenses:

- Expenses up to \$200.00 must be pre-approved by the Treasurer.
- Expenses from \$200 to \$500 must be pre-approved by the President.
- Expenses over \$500 must be pre-approved by a majority vote of the Board.

Section 5. Immediate Past-President

The Immediate Past President plays an important role in the transition from the previous term of the Board of Directors. She/he shall advise the Board of Directors on NYC Chapter decisions as well as having a vote on the Board.

Section 6. Director(s)

The Director role is a flexible position that allows for creative responsibility. Elected Directors will consult with the President to determine how they will contribute to the Chapter during their terms in office.

Section 7. 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 V. CHAPTER MEMBERSHIP

Section 1. Qualification

To qualify as a member of the ICF NYC Chapter, an individual must be a member of the International Coach Federation and select ICF-NYC as their Chapter affiliation.

Section 2. Voting

All qualified members of the ICF NYC Chapter are eligible to vote on any issue presented to the membership for a vote; including election of Directors and Officers.

Section 1. Recommendation for Amendment

These Guidelines may be amended when recommended by a committee appointed by the President, or upon a vote from at least ten percent (10%) of the qualified members of the ICF NYC Chapter. The President shall have the recommended amendments posted on the Chapter's website. In addition, the amendments will be broadcast to the membership.

Section 2. Amendment Approval

A vote of qualified members shall decide the issue by a vote of 10% of the membership. A proposed amended set of Bylaws shall be considered ratified and effective when carried by 10% of the Chapter membership. The official guidelines will be so amended and posted on the organization's website. The Secretary will maintain a set of all Bylaws, past and current. All the material changes to the Bylaws proposed by the Board will be posted on ICF-NYC website at least two weeks prior to the membership's vote deadline. The Board will determine a deadline after which votes received will be invalid. Upon the majority vote of the Board, the voting deadline may be extended.