

**The International Coach Federation  
Ohio Valley Charter Chapter  
Bylaws**

**ARTICLE I  
ORGANIZATION NAME**

**Section 1.**

The name of this organization shall be the International Coach Federation Ohio Valley Charter Chapter (“Chapter”), also formerly known as the Ohio Valley Professional Coaches Association.

**ARTICLE II  
ORGANIZATION GOALS**

**Section 1.**

Create a dynamic community that enables professional coaches to realize their full potential through learning, mentoring, and celebrating the transformative power of coaching.

**Section 2.**

Increase the coaching skills and effectiveness of its members.

**Section 3.**

Raise the awareness of the Ohio Valley community about the coaching profession.

**Section 4.**

Provide a network through which its members can learn of and share opportunities.

**Section 5.**

Provide a forum wherein the members can discuss issues of professional interest.

**Section 6.**

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

**ARTICLE III  
ORGANIZATION GOVERNANCE**

**Section 1. Governing Body**

The operations of the organization shall be governed by an elected Board of Directors (“Board”) of no fewer than four (4) members and no more than nine (9) members. These Directors shall be elected by a vote of qualified members (see Article 5, Section 1) of the ICF Ohio Valley Charter Chapter.

The Board shall consist of the President, President-elect, Secretary/Treasurer and the Chairs of standing committees (VP, Membership; VP, Programming; VP, Marketing). The President may, at his or her discretion, appoint up to three (3) Members-at-Large.

The Chapter and its Board of Directors shall abide by all applicable policies and guidelines of the International Coach Federation.

### **Section 2. Director (Officer) Qualifications**

To be a Director, one must be a qualified member, that is, a member in good standing of the ICF at the time of nomination, and must maintain membership during time of service. She/he must be an ICF certified coach or in pursuit of the certification. She/he must be nominated for office by the Nominating and Elections Committee or by petition, and be voted into office by a vote of the organization's qualified members.

All Officers must be current ICF members in good standing.

### **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 determine fees at organization-sponsored events and develop the policies and procedures necessary to conduct the business of the organization effectively.

### **Section 4. Nominations and Elections**

Nominations for election to the Board of Directors shall be made by the Nominations and Elections Committee consisting of three (3) qualified members of the organization appointed by the President and approved by a majority vote of the Board. The President shall appoint, with the Board's approval, the Nominations and Elections Committee not later than 2 months before an election. The Secretary/Treasurer shall send to all qualified members a notice of the coming election, including the number of coming vacant seats, and invite qualified members to notify the Nominations and Elections Committee of their interest in serving by May 15th.

The Nominations and Elections Committee will submit to the qualified membership, electronically, in writing or by any method approved by the Board, the names of one or more candidates for each board seat at least 10 business days prior to the election date. Voting will take place in early June, and new directors will be effective July 1. The newly-elected Board members will serve in collaboration with the incumbents from July 1 to December 30 to ensure smooth transition and allow time for training and development in the role.

### **Section 5. Elections**

Prior to May 30th, the Secretary/Treasurer will send ballots electronically, in writing or by any method approved by the Board of Directors, to all qualified members. The ballots will describe the seats open for election and the candidates running for those seats. Qualified members will fill out their ballots and send them to the Secretary/Treasurer as directed. The Secretary/Treasurer will count the ballots and announce the results electronically, in writing or by any method approved by the Board by July 1. In the event there is only one (1) candidate for each office, the Secretary/Treasurer may cast a unanimous ballot for the candidates of the Nominating and Election Committee.

The Secretary/Treasurer will also note these proceedings and record them in the Minutes of the next Board meeting.

Immediately following elections, the Secretary/Treasurer shall send a list of all current elected officers and members of the Board to the Chapter Coordinator at [chapters@coachfederation.org](mailto:chapters@coachfederation.org) along with the current address of the Treasurer for receiving rebates. This should be received by the ICF office at least two (2) weeks before the end of the first quarter.

**Section 6. Removal**

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

**Section 7. Terms and Vacancies**

Terms for all Board members are for 1 year. Board members may be re-elected. Any out-of-term vacancy on the Board shall be filled by Presidential appointment, subject to approval by a majority of the Board. The appointment approved will remain until the next normal election process.

**Section 8. Board of Directors Meetings**

Meetings of the Board will be at the places (including by phone) 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 shall contain the agenda for the special meeting.

**Section 9. Committees**

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 10. Meeting Procedures**

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 Commonwealth of Kentucky, the State of Ohio the State of West Virginia or the State of Indiana.

Robert's Rules of Order (revised) may be suspended by a majority vote of the Board or qualified members of the organization present at a meeting at which a quorum is present.

**Section 11. Quorum**

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

**Section 12. 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 and as defined in Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws.

**Section 13. 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 14. Director Liability**

The directors, officers, employees and members of the ICF Ohio Valley Chapter shall not be held personally liable for any debt or obligation of the Chapter solely because of their position in the Chapter.

No Director of the Chapter shall be personally liable to the chapter for monetary damages for breach of his or her duties as a director, provided that this provision shall not eliminate or limit the liability of the Director:

- For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Chapter;
- For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; of
- For any transaction from which the Director derived an improper personal benefit.

### **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 IV DUTIES OF THE ORGANIZATION'S 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 that 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/Treasurer**

The duties of the Secretary/Treasurer shall be as follows:

- Maintain official minutes and records of the proceedings of the Board and the Organization.
- Arrange for communications of official correspondence.
- Arrange for maintenance of necessary documentation and required reports of the proceedings of the chapter to meet legal and association requirements. These may include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization membership.
- Perform all the organization's financial transactions and keep accurate records of the organization's accounts.
- Submit financial reports quarterly for review and approval by the voting majority of the Board.
- Submit all required reporting to ICF to ensure the chapter remains in good standing.
- In addition, the Secretary/Treasurer will give a financial report at least once every six (6) months.

### **Section 4. Vice-Presidents**

The chairs of each of the standing committees (Membership, Programming and Marketing), shall be designated as Vice-Presidents of the Chapter and shall serve on the Board of Directors. Duties of each of the Vice-Presidents are specified in their respective position descriptions, which may from time to time be revised as needed. Should the standing committees be materially changed, a new position description shall be written and approved.

### **Section 5. 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 ORGANIZATION MEMBERSHIP**

### **Section 1. Qualifications**

In order to be a qualified member of the organization, an individual must have paid annual dues *directly* to the International Coach Federation as determined by the International Coach Federation Board of Directors found at <http://www.coachfederation.org>, and designated the Ohio Valley Chapter.

In addition to qualified members, the Board of Directors may designate additional membership levels for those who wish to be a member of the Ohio Valley Chapter, but who are not members of the global International Coach Federation. To be clear, members who are not qualified members do not have voting privileges within the Ohio Valley Chapter.

### **Section 2. Voting**

All qualified members of the organization are eligible to vote on any issue presented to the membership for a vote. Voting may be by ballot, electronic mail, or any reasonable means determined by the Board. Each qualified member in good standing shall have one (1) vote. Unless otherwise specifically provided by these bylaws, a majority vote of those qualified members voting shall govern.

## **ARTICLE VI FINANCE**

### **Section 1. Fiscal Year**

The fiscal year of ICF Ohio Valley Chapter shall begin on the first day of January and end on the last day of December.

### **Section 2. Budget**

The Board shall adopt an annual operating budget covering all activities of the ICF Ohio Valley Chapter. The Secretary/Treasurer shall make periodic reports to the Board comparing actual revenue and expenses to the projected budget.

## **ARTICLE VII AMENDMENTS TO THESE BYLAWS**

### **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 percent of the qualified members of the organization. The President shall have the recommended amendments posted on the Organization's web site, e-mailed, mailed, or communicated in any method approved by the membership. No amendment to this document shall conflict with the rules, guidelines, or bylaws of the International Coach Federation.

### **Section 2. Amendment Approval**

All qualified members of the organization shall be invited to review the amended by-laws and prepare to vote on the amendments (yea or nay to the totality of amendments as presented) via email, mail or any method approved by the Board of Directors, within two weeks of the date of the initial communication concerning the amendment to the qualified members. Votes received after that date are invalid. A vote of qualified members shall decide the issue by a simple majority. A proposed amended set of by-laws shall be considered ratified and effective when carried by a majority vote. The President shall see that the official bylaws are so amended and made available to the qualified membership. The Secretary will maintain a set of all by-laws, past and current.