

**The International Coach Federation  
Ohio Valley Charter Chapter  
Bylaws  
Revisions Approved June, 2018**

**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.**

Establish ICF OV as the compelling resource for empowering career development and connection for professional coaches in the Ohio Valley region by:

- Providing exceptional learning and practice opportunities and
- Being the go-to resource for individuals and organizations in need of a professional coach

**Section 3.**

Offer exceptional learning development opportunities to increase the coaching skills and effectiveness of its members and increase business success.

**Section 4.**

Raise awareness and educate about the benefits of professional coaching, the ICF, our chapter and our members.

**Section 5.**

Provide a forum for members to network and collaborate.

**Section 6.**

**Connect prospective clients and other coaches to highly qualified coaches in the chapter**

**ARTICLE III  
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 affiliated with the Ohio Valley Charter 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 IV 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 twelve (12) members. These Directors shall be elected by a vote of qualified members (see Article III, Section 1) of the ICF Ohio Valley Charter Chapter.

The Board of Directors shall consist of Officers (President, President-elect, Secretary, Treasurer) the VP's of standing committees (VP, Membership; VP, Programming; VP, Marketing), Past President, and Members-at-Large. The President may, at his or her discretion, appoint up to three (4) Members-at-Large. The Chapter and its full Board of Directors shall abide by all applicable policies and guidelines of the International Coach Federation.

### **Section 2. Director Qualifications and Terms**

#### **A. Qualifications**

To be a Director, one must be 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 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.

#### **B. Term of Office and Manner of Election**

Directors shall serve for a term of two years or until their successors have been elected and assume office. Board Members may be re-elected. The immediate past president shall serve in an advisory capacity for one year and may assume whatever other responsibilities he/she desires. One half of the Directors shall be elected each year.

### **Section 3. Duties, Responsibilities of the Board of Directors**

The Board of Directors shall provide leadership in pursuit of the organization's stated goals. It is responsible for overseeing the management of the affairs, funds and property of the ICF OV Chapter. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the ICF OV and shall determine its policies and interpret these Bylaws. The Board shall supervise the direction and control of the ICF OV and its committees and publications, and may adopt rules, regulations, pricing and procedures to conduct the business of the organization effectively. It may in the execution of its powers, delegate certain of its authority to the Executive Committee.

#### **Section 4. Officers, qualifications, terms and re-election**

The officers of ICF OV shall be a President, a President-Elect, Secretary and Treasurer and shall be known as the "Executive Committee." The Executive Committee will function as a steering committee for the Board. The Past-President may be invited to join the Executive Committee. The officers are nominated by the Board of Directors, but elected by the full membership. They serve until their successors have been duly elected and assume office, except that the president-elect shall automatically succeed to the presidency. The "Executive Committee" may also serve as the "Nominations and Elections Committee" for new members of the Board.

##### **A. Qualifications of the Executive Committee**

Any ICF OV member in good standing as described above in Article III section 1 shall be eligible for nomination and election to any office of ICF OV, provided the member shall have served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office and will be a member of the Board of Directors during his or her term in office.

All Officers must be ICF certified or in pursuit of a certification, as well as current ICF members in good standing.

##### **B. Term of Office**

Each officer shall take office on the first date of the calendar year and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

##### **C. Re-election**

The secretary and treasurer shall be eligible for re-election to the same office for a second one-year term, provided that each such person will be a member of the Board of Directors during such second term. The president shall be limited to a one-year term. The president-elect succeeds to the office of president automatically and does not stand for re-election. A president-elect who fills an unexpired term as president shall be eligible to serve a full one-year term the succeeding year.

#### **Section 5. Nominations**

Nominations for election to the Board of Directors shall be made by the Nominations and Elections Committee, which may also be the Executive Committee. The President shall appoint, with the Board's approval, additional organization members to serve on the Nominations and Elections Committee.

The responsibility of the Nominating & Elections Committee includes setting the timeline for nominations and the election, soliciting nominations, vetting candidate qualifications, preparing the ballot for election via email, and announcing the final elected slate to ICF OV membership via email and posted on the website. The Nominating & Elections Committee is supported by the ICF OV Chapter Virtual Administrator.

The Nominating & Elections Committee 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 at least 4 weeks before the election.

Voting will take place electronically over a 2-week period, ideally before the Annual Chapter meeting (Chapter Advance). The newly elected Board members will serve in collaboration with the incumbents in a non-voting capacity beginning the first day of the month following the close of the election until December 30. This is to ensure smooth transition and allow time for training and development in the role prior to becoming effective January 1.

#### **Section 6. Elections**

Prior to the voting period, the Nominating & Elections Committee 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 with their biographies. Qualified members will fill out their ballots and return them electronically as directed. In the event there is only one (1) candidate for each office, the ballot may be a simple vote for the full slate of candidates, with the opportunity to 'write-in' another candidate.

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

Immediately following elections, the Secretary shall send a list of all current elected officers and members of the Board to the ICF Global Chapter Coordinator along with the current address of the Treasurer for receiving rebates. The ICF Global office should receive this information at least two (2) weeks before the end of the first quarter.

### **Section 7. Removal and Vacancies**

Any member of the Board may be removed for cause by a two-thirds vote of the Board in a regularly scheduled or special meeting called for that purpose, provided that notice thereof shall be given in writing to such director at least 30 days in advance of said meeting. The director whose removal has been proposed shall be given an opportunity to be heard at such meeting. The Secretary shall record such events in the minutes of the Board meeting.

Board Members wishing to resign are requested to submit their request in writing to the President as an official record.

Any out-of-term vacancy on the Board shall be filled for the balance of the term 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 video-conference) and times decided by majority vote of the Board. The President shall call a special meeting of the Board at any time or 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 Executive Committee may appoint other 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 V DUTIES OF THE ORGANIZATION'S OFFICERS**

### **Section 1. President**

The President is the chief elected officer of ICF OV and shall serve as chairperson of both the Board of Directors and the Executive Committee. The president shall perform such other duties as are necessarily incident to the office of chairman of the board and as may be prescribed by the Board of Directors. 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**

The Secretary (with admin assistance) shall maintain official minutes and records of the proceedings of the Board and the Organization. The record shall include minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization membership. The Secretary shall arrange for mailings of official correspondence. The Secretary shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board.

Immediately following elections, the Secretary shall send a list of all current elected officers and members of the Board to the ICF Global Chapter Coordinator along with the current address of the Treasurer for receiving rebates, if applicable. The ICF Global office should receive this at least two (2) weeks before the end of the quarter.

#### **Section 4. Treasurer**

The Treasurer (with admin assistance) shall perform all the organization's financial transactions and keep accurate records of the organization's accounts. The Treasurer shall propose an annual operating budget to the board for approval by the first quarter of the next year. S/he shall submit financial reports at each Quarterly board meeting for review and approval by the voting majority of the board. The Treasurer will also submit an annual Chapter financial report to the ICF within thirty (30) days of the Chapter's designated end of the fiscal year.

#### **Section 5. Past President**

The immediate Past President shall serve as a voting member of the board for one year, will offer advice and counsel to the board and serve as a mentor to the President upon request. Other duties may be requested of the Past President as are deemed useful.

#### **Section 4. Vice-Presidents and Members-At-Large**

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.

Members-At-Large are full-standing board members and may assume any chapter leadership role as deemed necessary and important by the Executive Committee to complete the mission of the ICF Ohio Valley Charter Chapter.

#### **Section 5. Delegation of Officers' Duties**

The President or Board (by majority vote) may combine officer roles and/or delegate any officer's duties to any other member of the Board when they deem such action to be appropriate. The Executive Committee can at their discretion create specific new roles for Board directors as necessary to accomplish the mission. Wherever possible, Board roles will be assigned through matching of Board member passions and strengths.

### **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 Treasurer shall make periodic reports to the Board comparing actual revenue and expenses to the projected budget.

#### **Section 3. Transparency**

Minutes of board meetings will include a high level statement of financial status. Approved minutes will be posted on the website, with an invitation for any member to contact the Executive Committee with

questions.

**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**

Board Approved

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.

Board Approved