

ICF Professional Coaches Global Board Bylaws

rev. 09NOV2020

ARTICLE I. Name & Location of Corporation

The name of this organization shall be the INTERNATIONAL COACH FEDERATION, INC., D/B/A INTERNATIONAL COACHING FEDERATION PROFESSIONAL COACHES, hereinafter referred to as ICFPC, a not-for-profit association incorporated in the State of Nevada on November 13, 1996.

The offices of ICFPC shall be established in localities as may be determined by the Board of Directors.

ARTICLE II. Purpose

ICFPC's core purpose is to lead global advancement of the coaching profession through its members and chapters worldwide.

ICFPC is a non-profit individual membership organization formed by professionals worldwide who practice, teach, or research coaching. Our envisioned future is that coaching is an integral part of society and ICFPC members represent the highest quality in professional coaching.

ARTICLE III. Membership

A. Membership Categories

ICFPC's membership shall be comprised of ICFPC Credentialed Members and ICFPC Coach Members.

1. ICFPC Credentialed Members

- a. Any professional person actively engaged in coaching, defined from time to time by the Board of Directors, who holds an ICFPC credential established by the Board of Directors.
- b. Each ICFPC Credentialed Member shall be entitled to one vote on any matter presented to the membership for a vote, including the election of the ICFPC Chair and voting members of the ICFPC Board of Directors.
- c. Any person eligible for ICFPC Credentialed membership may make application for such membership by filing a completed application with ICFPC accompanied by payment for the dues for the current fiscal year, and upon approval of the application by the ICFPC shall become an ICFPC Credentialed Member.
- d. ICFPC Credentialed Members pay dues annually and their membership shall be renewed annually, provided they (i) abide by these Bylaws, ICFPC's Code of Ethics and any other rules or regulations adopted by the Board of Directors from time to time, (ii) subject themselves to the Ethical Conduct Review Process, as required, and (iii) pay all applicable membership dues, fees and other assessments as and when due.

2. ICFPC Coach Members:

- a. Any professional person who is actively engaged in coaching, received appropriate training and is not an ICFPC Credentialed Coach and meets the minimum membership requirements as established by the Board of Directors.
- b. Any person eligible for ICFPC Coach Membership may make application for such membership by filing a completed application with ICFPC accompanied by payment for the dues for the current fiscal year, and upon approval of the application by the ICFPC shall become an ICFPC Coach Member.

c. ICFPC Coach Members pay dues annually and their membership shall be renewed annually, provided they (i) abide by these Bylaws, the Code of Ethics and any other rules or regulations adopted by the Board of Directors from time to time, (ii) subject themselves to the Ethical Conduct Review Process, as required, and (iii) pay all applicable membership dues, fees and other assessments as and when due.

d. ICFPC Coach Members are eligible to cast a single vote for the election of the Chair of the ICFPC and for voting members of the ICFPC Board of Directors.

B. Application for Membership

Application for ICFPC membership shall be made on a form prescribed by the Board of Directors, from time to time, and submitted to the ICFPC membership department.

C. Resignation

Any member may resign his or her ICFPC membership by providing written notice thereof to ICFPC's membership department, provided that any resigning member shall remain liable for payment of any outstanding dues, fees or other assessments. Notwithstanding the foregoing, if such resignation notice is received within thirty (30) days following the mailing of the annual dues invoice, the resigning member will not be liable for the then current year's annual dues.

If any member who resigns his or her membership is currently undergoing investigation by the Independent Review Board, the Independent Review Board may complete its investigation and determination as to that member.

D. Suspension, Removal or Expulsion

Pursuant to the policy established by the Board of Directors and subject to the requirements of applicable law, any Member may be suspended, removed or expelled from ICFPC membership for cause by a majority vote of the Board of Directors. During any suspension period, a member shall not be entitled to exercise any of the rights and privileges of membership, including without limitation the right to vote. All rights and privileges of membership, including without limitation the right to vote, shall cease upon the expulsion or termination of a member.

E. Reinstatement

Any former member who resigned or was terminated, may be reinstated to ICFPC membership in accordance with the policy established by the Board of Directors.

F. Membership Nontransferable

ICFPC membership is non-assignable and nontransferable. Members shall have no equitable or ownership right or interests of any kind in ICFPC's assets or property.

ARTICLE IV. Membership Dues

A. Dues

Annual Dues shall be established by the Board of Directors and shall be payable each year in advance.

B. Forfeiture

Any member of ICFPC who shall be delinquent in dues for a period of sixty (60) days from the time dues become payable shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the Vice President of the ICFPC.

C. Refunds

No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE V. Membership Meetings and Voting

A. Membership Meeting

A membership meeting of ICFPC may be held at a time and place as determined by the Board of Directors.

Publication of meeting notice, and reports from officers and committees must be distributed no less than ten (10) days and no more than thirty (30) days prior to the noticed date of the membership meeting. Publication may be provided by electronic mail or posting to the corporate web site.

B. Special Meetings

Special meetings of ICFPC may be called by the Board of Directors at any time or shall be called by the Chair upon receipt of a written request signed by at least 5% of ICFPC Credentialed Members in good standing within thirty (30) days of filing such a request. The business to be transacted at any special meeting shall be stated in the notice, and no other business may be conducted at that time.

C. Notice of Meetings

Written or electronic notice of any membership meeting of ICFPC at which official business is to be transacted shall be transmitted to each ICFPC Member not less than ten (10) nor more than thirty (30) days prior to the date of the meeting. The transmission of a notice in such manner shall be considered notice served.

D. Voting

At all membership meetings of the ICFPC, each ICFPC Credentialed Member in good standing who is present shall be eligible to cast one (1) vote on each matter placed before the membership for a vote. With respect to the election of the ICFPC Chair and voting members of the ICFPC Board of Directors, each Coach Member in good standing is eligible to cast a single vote. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

E. Telephonic/Video/Virtual Meetings

Meetings held pursuant to these Bylaws shall be conducted in the manner required by applicable law, including telephonically, videoconference or via other electronic or virtual means, so long as all persons participating shall be able to communicate simultaneously or sequentially. Such participation shall constitute presence in person at any such meeting.

F. Quorum

At a membership meeting or special meeting of the members, a quorum shall consist of no less than ten percent (10%) of ICFPC Credentialed Members in good standing. All actions taken by said members shall be implemented by the Board of Directors.

G. Rules of Order

At a membership meeting, special meeting, or meeting of the Board of Directors, the most current edition of Roberts' Rules of Order will be used to govern.

H. Cancellation of Meetings

The Board of Directors may cancel a membership meeting for cause.

ARTICLE VI. Organization and Structure

A. Organizational Structure

To achieve the objectives of ICFPC, the Board of Directors at its discretion may establish organizational units such as advisory boards, councils, divisions, regions or chapters to serve special interests of the coaching profession, including sections to provide educational opportunities in specialty areas of coaching. The Board of Directors shall exercise authority over policies, services, programs and budgets of all organizational units, including qualifications for membership and partnerships unless otherwise stated in these Bylaws. The activities, policies, and programs of organizational units shall not be in conflict with the Bylaws and established policies of ICFPC.

B. Allied Organizations

For the mutual benefit of all, for the advancement of the coaching profession, and to further the objectives of ICFPC, the Board of Directors may establish relationships with groups of coaching professionals that are formed on a local, regional (sub-state or multi-state) or state, national or multi-national basis, or with those that are formed on a counterpart or affinity basis. The Board of Directors may establish such terms and conditions for relating to recognized societies and groups as it considers desirable.

C. Affiliated Organization of ICFGE

As a recognized allied and affiliated member organization of the International Coaching Federation Global Enterprise (ICFGE), the ICFPC Board shall at all times ensure compliance by the ICFPC with its written agreements with the ICFGE and applicable to the allied and affiliated organizations within ICFGE.

ARTICLE VII. Board of Directors

A. Authority and Responsibility

The governing body of ICFPC shall be the Board of Directors. The responsibility for strategic development, policy creation, fiscal oversight, management oversight, and property of the ICFPC shall be vested in its Board of Directors. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the ICFPC and shall determine its policies and interpret these Bylaws.

B. Number

The Board of Directors shall consist of no fewer than seven (7) and no more than nine (9), including the three (3) officers. The ICFPC Vice President, ICFGE Chair, and ICFGE Chief Executive Officer shall each serve as ex-officio non-voting members of the ICFPC Board.

C. Term of Office and Manner of Election

Elected Directors shall serve for a term of two (2) years or until their successors have been elected and assume office. Directors shall serve proportionately staggered terms as determined by Board policy.

D. Re-election

Elected Directors are eligible for election to a second two (2) year term. No member of the Board of Directors who has served two full two (2) years terms shall be eligible for re-election until at least two years have elapsed.

E. Nomination

The Nominating Committee shall present at least one nominee for each seat on the Board that is vacant or about to expire. Election policy and procedure shall be established by the Board of Directors.

F. Regular Meetings of the Board

Regular meetings of the Board of Directors shall be held no less than three (3) times each calendar year at such time and such place as the Board may prescribe, including via teleconference or videoconference or other electric or virtual means, provided all parties are able to communicate with each other simultaneously or sequentially. Participation by such means shall constitute presence in person for purposes of determining a quorum and taking binding action at such meeting. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail, telephone, electronic mail or fax, at least seven (7) days prior to the date scheduled for such meeting. Special meetings of the Board may be called by the Chair of the Board or at the request of at least two-thirds (2/3rds) of the directors, by notice delivered by telephone, in-person, fax or electronic mail to each member of the Board not less than seven (7) days prior to the date scheduled for the meeting.

G. Waiver of Notice

Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board shall be a waiver of notice by such individual of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required, and any business may be transacted at such meeting.

H. Quorum of the Board

Except where otherwise required by law, at any meeting of the Board of Directors, a majority of the voting members of the Board shall constitute a quorum for the transaction of the business of ICFPC, and any such business thus transacted shall be valid providing it is affirmatively passed by a majority of those present and voting.

I. Voting

Voting rights of a director shall not be delegated to another nor exercised by proxy.

J. Voting by Electronic Mail

Action taken by electronic ballot of the voting members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board.

K. Action without Meeting

Any action required or permitted to be taken by the Board of Directors at any meeting of the Board or any committee thereof may be taken without a meeting if, before or after the action, a written consent to such action is signed by a majority of the voting members of the Board of Directors and filed with the ICFPC governance records.

L. Absence

Any director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors during a single calendar year shall automatically vacate the seat on the Board of Directors. However, the Board of Directors shall consider each absence of a director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

M. Removal from Office

An officer or director may be removed from office for cause by a two-thirds (2/3rds) vote of the voting members of the Board of Directors present at a regular meeting or at a special meeting called for such purpose and at which a quorum is present. The Vice President or the Board Chair of the ICFPC shall provide the officer or director who is the subject of the removal action with not less than thirty (30) days

prior written notice of the vote for removal, the grounds for removal, and the opportunity to present a written response and/or to appear before the Board to present their response to the removal action. If the officer or director requests an opportunity to present in-person before the Board, he or she shall notify the Vice President or Chair of such request and if a written response is to be provided, he or she shall provide the same not less than five (5) days prior to the scheduled presentation to the Board. The Vice President or Chair shall endeavor to provide such opportunity at the earliest date mutually agreed upon by the officer or director and the Board. Such in-person presentation shall be by video or telephone conference or other virtual means. The decision of the Board on such removal shall be final and binding. In the event of the removal of an officer or director, a successor officer or director shall be named by majority vote of the Board to fill the remainder of the vacated officer/director's term.

N. Vacancies

Vacancies in any unexpired elective position may be filled for the balance of the term by a majority vote of the Board of Directors. If the balance of the term is greater than 6 months (out of one year), the service would count as a one full year out of the two-year term.

O. Non-Compensation

Officers and directors of the ICFPC will not receive compensation for their services but may be reimbursed for documented and pre-approved costs and expenses directly related to the performance of their duties in accordance with the reimbursement policy adopted by the ICFGE Board of Directors and applicable to each affiliated and allied member organization.

P. Indemnification

To the extent permitted by applicable law, every elected or appointed officer, director, or employee of ICFPC and such others as specified from time to time by the Board of Directors shall be indemnified by the ICFPC against expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being, or having been an officer, a director or employee of ICFPC, or any settlement thereof, whether the person is a director, officer, or employee at the time such expenses are incurred, except in such cause wherein the officer, director or employee is adjudged guilty of gross negligence, willful misfeasance or malfeasance in the performance of duties. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE VIII. Officers

A. Officers

The officers of ICFPC shall be a Chair, Vice Chair, a Secretary/Treasurer and such other officers as determined by the Board from time to time.

The office of ICFPC Chair shall be elected by the ICFPC's Credentialed and Coach Members in good standing and serve until their successor has been duly elected and assumes office. The offices of Vice Chair and Secretary/Treasurer shall be elected by the voting members of the Board of Directors from among the eligible directors and shall serve until their successors have been duly elected and assume office.

B. Qualifications of Office

Any ICFPC Credentialed Member in good standing shall be eligible for nomination and election to any office of ICFPC if they meet criteria as set forth by the Board of Directors.

C. Nomination and Selection of Officers

The Nominating Committee shall prepare and submit to the membership of the ICFPC in good standing a nomination for Chair of ICFPC. Any person so nominated shall have given prior consent to nomination and election as an officer.

D. 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.

E. Re-election

The officers shall be eligible for re-election to the same office for a second one -year term, provided that each person will be a member of the Board of Directors during such second term. Following the completion of the terms, no officer shall be eligible for re-election to the same office until at least one year has elapsed.

F. Appointed Officer

The Board of Directors shall appoint, in partnership with the chief executive officer of the International Coaching Federation, a Vice President which shall oversee the ICFPC Staff.

ARTICLE IX. Duties of Officers

A. Chair of the Board

The Chair is the chief elected officer of ICFPC and shall serve as chair of the Board of Directors. The Chair shall also serve as an ex-officio member of all committees and shall make all required appointments of standing and special committees. The Chair shall perform such other duties as are necessarily incident to the office of chair of the board and as may be prescribed by the Board of Directors.

B. Vice Chair

The Vice Chair shall perform such duties as are delegated or assigned by the Chair or the Board of Directors and shall perform the duties of the Chair in the event that individual is unable to serve or to perform the Chair's duties.

C. Secretary/Treasurer

The Secretary shall oversee the proper recording of meetings and proceedings of ICF, and the Board of Directors; shall ensure that accurate records are kept of all members; and further shall supervise the preservation of historical records and documents. The Secretary shall approve and promulgate all forms of balloting and shall review and maintain the voting integrity of all elections. The Secretary shall perform the duties and exercise the powers of the Chair or Vice Chair due to the absence or disability of those officers.

The Treasurer shall oversee the ICFPC funds and financial records, the collection of members' dues and/or assignments, the establishment of proper accounting procedures for the handling of funds, the performance of an annual audit by a certified public accountant; and further, shall report on the financial condition of ICFPC at all meetings of the Board of Directors and at other times as called upon by the Chair. The Treasurer shall chair the Finance Committee.

D. Vice President

The Vice President shall manage and direct the day-to-day activities of the ICFPC and the performance of staff, subject to the policies and procedures approved by the Board of Directors and shall be directly accountable to the Chair of the Board and the ICFGE Chief Executive Officer. The Vice President and the

Chair shall be the chief spokespersons for the ICFPC. Such individual shall also serve as an ex-officio non-voting member of the Board of Directors and all other committees of ICFPC.

ARTICLE X. Committees

A. Committees

The ICFPC Chair, unless otherwise specified in these Bylaws, shall be empowered to appoint the chairpersons of all committees, and the chairpersons and members of all special committees, subject to the approval of the Board of Directors. The Chair shall be an ex-officio member of all committees. Committees shall be governed by applicable law and such policies and procedures as may be adopted by the ICFPC Board from time to time.

B. Councils, Task Forces and Core Teams

Subject to the provisions of these Bylaws, the ICFPC Chair shall have the authority to appoint such councils, task forces and core teams as deemed prudent to the conduct of ICFPC business. The Chair shall also have the authority to appoint chairpersons and members of each such council, task force or core team and shall serve as an ex-officio member of each. Each such council, task force and core team shall be governed by applicable law and such policies and procedures as may be adopted by the ICFPC Board from time to time.

The ICFPC Chair shall monitor actions of the committees, councils, core teams and task forces of ICFPC and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

C. Nominating Committee

The Nominating Committee shall consist of at least five (5) ICFPC Credentialed Members, but of whom not more than two (2) shall be past chairs of ICFPC. At least one member shall have served on the previous year's committee to ensure continuity. No member of the Nominating Committee shall be eligible to be nominated for any position. The Nominating Committee shall be appointed by the Board of Directors upon the recommendation of the Chair. The nominating process shall be conducted according to the policies and procedures established by the Board of Directors from time to time.

D. Creation and Dissolution of Committees

The Chair shall monitor actions of the committees, councils, and task forces of ICFPC and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

ARTICLE XI. Finance

A. Fiscal Year

The Fiscal Year of ICFPC shall begin on the first day of April and end on the last day of March. Changes to the fiscal year may be approved by the Board of Directors.

B. Budget

The Board shall adopt an annual operating budget covering all activities of the ICFPC. The Vice President shall make periodic reports to the Board comparing actual revenue and expense to the projected budget.

C. Audit

The accounts of the ICFPC will be audited not less than annually by a certified public accountant who shall be recommended by the CEO of ICFGE and approved by the Board of Directors of ICFGE. The

report of the audit findings shall be presented to the ICFPC's Board of Directors and to the ICFGE Board within sixty (60) days following the completion of the audit.

ARTICLE XII. Amendments

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the voting members of the ICFPC Board of Directors. Notice of such proposed change(s) shall be sent in writing to Board members no less than thirty (30) days prior to the scheduled vote, which vote may be taken at any regular meeting of the Board, or at any special meeting of the Board called for the purpose of considering the Bylaw amendment(s). Notice of such Bylaws change(s) shall also be posted on the ICFPC website and broadcast to the ICFPC Members via electronic mail at least thirty (30) days prior to the meeting at which the Board vote is to be taken.

ARTICLE XIII. Dissolution

In case of dissolution, the ICFPC shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or be distributed to the members of ICFPC. On dissolution of ICFPC, any funds remaining shall be distributed to the International Coaching Federation Global Enterprise, a 501(c)(6) non-profit entity, or to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any prior or future federal tax code, or to the federal or state or local government exclusively for public purpose.

ARTICLE XIV. Effective Date

These Bylaws shall take effect immediately upon their adoption. Notwithstanding the forgoing, any member elected to the Board shall have the right to complete their term regardless of changes made herein.

Adopted November 13, 1996

Revisions adopted July 27, 1999

Revisions adopted June 18, 2001

Revisions adopted November 18, 2002

Revisions adopted June 24, 2003

Revisions adopted April 2004

Revisions adopted January 2006

Revisions adopted July 2006

Revisions adopted March 2008

Revisions adopted July 2012

Revisions adopted November 9, 2020