

BYLAWS

of

INTERNATIONAL COACHING FEDERATION GLOBAL ENTERPRISE, INC. (a District of Columbia Nonprofit Corporation)

ARTICLE 1 - Name and Offices

Section 1. Name: The name of the organization shall be the **International Coaching Federation Global Enterprise, Inc.** (hereinafter “ICFGE” or “Corporation” or “Federation”).

Section 2. Offices: The principal office of the ICFGE will be at 2365 Harrodsburg Road, Suite A 325, Lexington, KY 40504, or such other location as may be determined by the Board of Directors from time to time and in its discretion.

ARTICLE 2 – Exempt Purposes

The purpose of the ICFGE shall be to operate exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended, as a non-profit organization conducting the following activities:

- 1) To develop and advance the art, science and practice of professional coaching worldwide;
- 2) To advance and advocate for the interests of professional coaches and coaching worldwide;
- 3) To develop and implement strategies and direction for the ICFGE and its non-profit member organizations as well as the field of professional coaching worldwide;
- 4) To carry on programs and conferences that advance the interests, education and training of professional coaches and that enhance the impact of coaching worldwide;
- 5) To preserve and advance the Corporation’s brand and relationships with member organizations and key stakeholders worldwide;
- 6) To oversee and coordinate the non-profit member organizations worldwide;
- 7) To carry on such other activities as shall be consistent with the Corporation’s 501(c)(6) nonprofit purposes and as conferred upon non-profit organizations by the District of Columbia.

ARTICLE 3 - Membership

Section 1. Membership: The ICFGE will operate as a membership organization.

Section 2. Members: The members of the ICFGE will include, but not be limited to, the following allied non-profit organizations:

- a. International Coach Federation (ICF)
- b. ICF Foundation (Foundation)
- c. ICF Thought Leadership Institute (TLI)
- d. ICF Coaching in Organizations
- e. Individual Credentialing Organization
- f. Program Accreditation Organization

Section 3. Rights of Member Allied Organizations: Each member allied organization shall have one (1) designated voting representative to the ICFGE Board of Directors. The member allied organization shall be responsible for the selection of such representative from its Board of Directors and notifying ICFGE of the identity of its designated Board representative. Each such member allied organization shall be entitled to cast a single vote on such matters as may be properly placed before the ICFGE membership for a vote or as otherwise mandated by these Bylaws or by law.

Section 4. Obligations of Member Organizations: Each member allied organization shall be obligated to at all times faithfully comply with the ICFGE's Bylaws, Articles of Incorporation, policies, procedures and regulations and financial obligations as may be established by the ICFGE Board of Directors from time to time, the applicable Memorandum of Agreement by and between the ICFGE and the member allied organization, as well as the bylaws of the member organization, as approved by the ICFGE Board of Directors.

Section 5. Annual Meeting of Membership: There shall be an annual meeting of the ICFGE membership at such time and place as the ICFGE Board of Directors may determine for the election of officers, for receiving annual reports of officers, directors and committees, and for the transaction of any other ICFGE business as may be determined by the Board of Directors. Written notice of such meeting shall be sent to each member allied organization's designated representative to the ICFGE Board of Directors by U.S. Postal Service, facsimile or electronic mail not less than ten (10) days and not more than thirty (30) days prior to the time appointed for the meeting setting for the time, date, and location of the meeting.

Section 6. Quorum: A majority of the member allied organizations represented by their designated Board representatives and the At-Large Directors of the ICFGE shall be necessary to constitute a quorum for the transaction of business. A member organization may participate in a meeting of the membership by telephone or other electronic means by which all meeting participants may hear one another. Such participation shall be deemed presence for purposes of determining a quorum and for the transaction of binding business.

Section 7. Termination of Membership: Membership in the ICFGE may be terminated upon 1) a member allied organization's failure or refusal to abide by these Bylaws or the directives, policies or procedures enacted by the ICFGE Board of Directors, or its engagement in conduct contrary to the mission and/or tax-exempt purposes of the ICFGE, 2) the member allied organization's violation of the terms and conditions of the Memorandum of Agreement entered into by and between the ICFGE and the member allied organization, 3) the member allied organization's dissolution, bankruptcy or loss of tax-exempt status, or 4) such other conduct as the Board of Directors of ICFGE shall deem contrary to the best interests of the ICFGE and its mission or which in the view of the ICFGE Board of Directors is deemed harmful or injurious to the name and reputation of the ICFGE. Termination of membership shall result in the immediate loss of all benefits and rights of membership in the ICFGE as set forth in these Bylaws and specified the Memorandum of Agreement executed by and between the ICFGE and each of the member allied organizations.

Section 8. Other Membership Organizations: By majority vote of the ICFGE Board of Directors acting at a meeting where a quorum is present, the Board may approve the admission of another member organization whose purposes, mission and activities are consistent with the goals of the ICFGE, subject to the admitted member organization executing a binding memorandum of agreement with ICFGE setting forth the member organization's rights and responsibilities as a member.

ARTICLE 4 – Budgets

Section 1. Budgets: The Executive Director and CEO of the ICFGE shall coordinate with staff and the Board to create a proposed ICFGE budget for presentation to, review and approval by the Board of Directors. Each allied member organization shall develop and submit its proposed budget to the ICFGE Board of Directors annually for approval, subject to such requirements as the ICFGE Board may determine from time to time or as set forth in the applicable Memorandum of Agreement.

ARTICLE 5 – Board of Directors

Section 1. General Powers: The business and affairs of the ICFGE shall be managed by or under the direction of the Board of Directors, which shall also have the authority to determine the policies and procedures of the organization. Among the responsibilities of the Board of Directors will be 1) establishing the overall direction, mission, strategy, annual plan and budget for the ICFGE; 2) ensuring sufficient financial and human capital for the operation of the ICFGE and the achievement of its mission and vision; 3) recruitment and development of qualified Board members; 4) oversight of the ICFGE and member allied organizations' performance; 5) retaining and working in conjunction with the ICFGE Executive Director and CEO; and 6) arbitration of disputes between allied member organizations.

Section 2. Initial Board: The initial Board of Directors of the ICFGE shall be as named in the Articles of Incorporation filed with the District of Columbia. Such Board shall serve until replacements are nominated and approved pursuant to these Bylaws and such policies and procedures as the Board may approve.

Section 3. Number and election of Directors: Upon the establishment and admission of each of the allied member non-profit organizations set forth in Article 3, Section 2 of these Bylaws, the ICFGE Board of Directors shall be comprised of a single designated representative director from each of the member allied non-profit organizations, no more than five (5) at-large directors, and the Executive Director and CEO of the ICFGE, who shall serve as an *ex-officio*, non-voting member of the Board of Directors.

Nominations for ICFGE At-Large Board positions will be received and considered as per policies and procedures determined by the ICFGE Board of Directors. The designated representative to the ICFGE Board of Directors from each of the member allied organizations shall be chosen by their respective Board of Directors, with each such elected representative also being a member of the allied organization's Board of Directors.

Section 4. Qualifications and Eligibility: Each of the designated Board representatives from the allied member organizations shall be a member of the allied organization's Board of Directors and have competencies determined by the ICFGE Board of Directors and directly related to the overall mission and purpose of the allied member organization he or she represents on the ICFGE Board. Nominees for At-Large Board members shall possess such competencies as may be established by the ICFGE Board of Directors from time to time. Not less than fifty percent (50%) plus one (1) of the voting members of the ICFGE Board shall be ICF Credentialed Members in good standing during their term(s) as a member of the Board.

Section 5. Terms: At-Large Directors will serve terms of two (2) years and not more than two consecutive terms in the capacity of an At-Large Director. Each allied member organization will be responsible for the election of its representative to the ICFGE Board of Directors on an annual basis, with the option of electing the same individual representative to a maximum of two consecutive one (1) year terms on the ICFGE Board.

Section 6. Election:

- a. Each of the designated Board representatives from the member allied organizations shall be a member of the Board of Directors of the member allied organization and elected by its membership or selected by its Board of Directors on an annual basis.
- b. Nominations for each At-Large Director position on the ICFGE Board of Directors will be received by the Board from the ICFGE Governance Process and Procedures Committee and approved by a majority vote of the voting members of the ICFGE Board of Directors. Additional nominations may be submitted to the Governance Process and Procedures Committee for its consideration pursuant to such policies, procedures and competencies as the ICFGE Board may approve from time to time.

Section 7. Quorum and Action by the Board:

- a. A quorum of the ICFGE Board of Directors for the purpose of holding a meeting and conducting binding ICFGE business shall be a majority of the voting Directors then in office.
- b. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise required by law or the Articles of Incorporation or these Bylaws, the act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies: Vacancies in the At-Large Board positions shall be filled by majority vote of the remaining members of the Board for the unexpired term. An At-Large Director elected by the Board to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until his or her successor is elected and qualified. Vacancies in the Board positions held by designated representatives of the allied member organizations shall be filled by the Board of Directors of the applicable organization and such representative shall serve the balance of the unexpired term or his or her predecessor in office and shall serve until his or her successor is elected and qualified.

Section 9. Removal of Directors: Except as otherwise provided by law, a Director may be removed by a majority vote of the Board of Directors *for cause* at any regular or special meeting of the Board where a quorum is present. "Cause" shall be defined to include, but not be limited to, acts or omissions on the part of the Director that violate the ICFGE Articles of Incorporation, these Bylaws or Board approved policies and procedures of the ICFGE or whose conduct is deemed by the Board to be contrary to the best interests of the ICFGE, its mission, activities, and its tax-exempt purposes. A Director may also be removed for unexcused absence from two (2) consecutive regular Board meetings. In the event of a removal *for cause*, the Board member will be provided with prior written notice of the reasons for the removal and provided with an opportunity to respond to the Board in person or in writing to the grounds for removal. The decision of the Board on such removal shall be final and binding upon the Director.

Section 10. Resignation: Except as otherwise provided by law, a Director may resign from the Board at any time by giving written notice to the Board of Directors or the Executive Director and CEO. Such resignation shall take effect at the time specified therein. Where no effective date is so specified, the resignation shall take effect upon receipt by the Board or by the Executive Director and CEO.

Section 11. Voting: Each Director shall be entitled to cast one (1) vote on matters submitted to the Board for a vote. Proxy voting by members of the Board of Directors is prohibited. The ICFGE CEO is not authorized to vote on matters placed before the Board.

Section 12. Compensation: Directors will not receive compensation for their services on the Board, but may be reimbursed for documented and pre-approved costs and expenses directly related to their service on the Board. Such reimbursement shall be pursuant to the then applicable ICFGE expense reimbursement policy.

Section 13. Meetings of the Board: The Board of Directors of the ICFGE shall meet not less than two (2) times during the fiscal year of the ICFGE. Regular meetings may be held at such time and place as determined by the Board of Directors. Special meetings may be called by the ICFGE Chair or by any other four (4) voting members of the Board.

Section 14. Notice: Notice of the Annual Meeting and other meetings of the Board of Directors shall be given by the Secretary, Chair or CEO to each member of the Board by U.S. Postal Service, postage prepaid, facsimile or by electronic mail not less than ten (10) days and not more than (30) days prior to the date the meeting is scheduled. The matters to be discussed and voted upon at a duly called meeting of the Board shall not be limited to those set forth in the notice of such meeting.

Section 15. Telephone/Video Meeting Participation: Except where otherwise prohibited by law, the members of the Board of Directors may participate in any meeting of the Board by means of conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting for purposes of a quorum or participating in binding action taken by the Board.

Section 16. Waiver: A Director's attendance at a meeting of the Board, whether in person or by telephone or electronic communications, shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the called or convened meeting.

Section 17. Action by Unanimous Consent: Except to the extent that the Articles of Incorporation or these Bylaws require that action by the Board of Directors be taken at a meeting, action required or permitted by the District of Columbia Nonprofit Corporation Act to be taken by the Board of Directors may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the ICFGE Executive Director and CEO. Action taken under this Section shall be the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the ICFGE Executive Director and CEO.

ARTICLE SIX – Officers

Section 1. Officers: The officers of the ICFGE shall be the Chair, Vice Chair, Secretary, Treasurer, and the Executive Director and CEO. The offices of Secretary and Treasurer may be held by the same individual. The Executive Director and CEO shall serve as an *ex-officio*, non-voting member of the ICFGE Board.

Section 2. Election and Term of Office: Except for the Executive Director and CEO, all officers shall be elected by the members of the Board of Directors at the annual meeting of the Board to serve a one (1) year term. An officer may not serve more than two (2) consecutive terms in the same office. If the

election of officers shall not be held at the time specified above, such election shall be held as soon thereafter as may be practical. Vacancies may be filled at any meeting of the Board of Directors.

Section 3. Removal: Any officer may be removed by the Board of Directors *for cause* (see Article 5, Section 9), or where in its reasonable judgment the best interests of the ICFGE will be served by such removal. In such case, the officer will be provided with prior written notice of the grounds for removal and be provided with an opportunity to respond in person before the Board or in writing. The decision of the Board on such removal shall be final and binding upon the officer.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired term of the officer's position.

Section 5. Chair: The Chair is the chief elected officer of the ICFGE and shall preside at all meetings of the Board and membership and shall perform all duties assigned under these Bylaws or assigned to him or her by the Board of Directors.

Section 6. Vice Chair: In the absence of the Chair, the Vice Chair will preside at all meetings of the Board or membership. The Vice Chair shall also be charged with carrying out all duties assigned to him or her by these Bylaws or by the Chair or Board of Directors.

Section 7. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with these Bylaws or as required by law: and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board of Directors. The Secretary may be assisted from time to time and as needed by a member of the ICFGE staff.

Section 8. Treasurer: The Treasurer shall submit all annual financial statements, audits and reports to the Board and in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Chair or the Board of Directors. The Treasurer may be assisted from time to time and as needed by a member of the ICFGE staff.

Section 9. Compensation: Officers 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 as officers and in accordance with the ICFGE's reimbursement policy.

Section 10. Bond: Any officer or agent of the ICFGE shall, if required by the Board of Directors, give to the ICFGE such security for the faithful discharge of his or her duties as the Board may direct. The ICFGE shall pay the cost of such security bond.

ARTICLE SEVEN – Committees

Section 1. Governance Process and Procedures Committee: The Governance Process and Procedures Committee is charged with ensuring the development of effective governance processes and procedures of the ICFGE. This includes, but is not limited to, ensuring that the Board is comprised of qualified and dedicated members; ensuring the flow of communications between the CEO and the Board of Directors; and coordinating the work of the other committees. The Committee will also be charged with nominating candidates for the At-Large positions on the Board of Directors and with the periodic review

and proposed updating of the ICFGE Bylaws and other organization policies and procedures. The Committee shall be chaired by a member of the ICFGE Board of Directors appointed by the Chair and approved by the Board, the Vice Chair of the ICFGE, the Chair of the Finance and Audit Committee and an additional member of the ICFGE Board appointed by the Chair and approved by the Board. The Executive Director and CEO shall be a non-voting, *ex-officio* member of the Governance Committee.

Section 2. Finance and Audit Committee: The Committee will be charged with programmatic and financial oversight and reporting to the Board on a regular or as needed basis. It will be responsible for oversight of the ICFGE's audit and investment responsibilities and operational policy. The committee will be comprised of the ICFGE Treasurer, who shall serve as the Chair, and an additional two (2) members of the ICFGE Board appointed by the ICFGE Chair and approved by the Board. The ICFGE Executive Director and CEO and Chief Financial Officer shall serve as non-voting *ex-officio* members of the Committee.

Section 3. Other Committees: The Board of Directors shall determine such other committees, standing or special, task forces, or working groups as may be necessary to the effective operation and governance of the ICFGE. The Chair of the ICFGE shall appoint such committees, task forces or working groups and designate their respective Chairs with the approval of the ICFGE Board of Directors. The Board of Directors may also dissolve such committees, task forces or working groups in its reasonable discretion.

Section 4. Telephone/Video Meeting Participation: Except where otherwise prohibited by law, the members of a committee, task force or working group of the ICFGE may participate in any meeting of the same by means of conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously.

ARTICLE EIGHT – Miscellaneous

Section 1. Rules: The Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures and programs of the ICFGE.

Section 2. Fiscal Year: The fiscal year of the ICFGE shall be as fixed by the Board of Directors from time to time.

Section 3. Rights of Proprietorship: Membership in the ICFGE is a privilege and not a property right. No member shall have any ownership or property right in the funds, property, or other assets of the ICFGE.

Section 4. Amendments: These Bylaws may be amended by majority vote of the Board of Directors then in office and present at a meeting at which a quorum is present, or by majority vote of the Board of Directors then in office voting by mail, facsimile or electronic mail ballot, provided that the votes are received within thirty (30) days of the original mailing or notice.

Section 5. Indemnification: Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter "Proceeding"), by reason of the fact the he or she is or was a director or officer of the ICFGE, shall be indemnified and held harmless by the ICFGE to the fullest extent permitted by the laws of the District of Columbia, though not in excess of the actual amount of the ICFGE's available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities, and losses (including reasonable attorneys' fees,

judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of gross negligence, willful or intentional misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the ICFGE.

Section 6. Dissolution: In the case of dissolution of the ICFGE or the winding up of its affairs, the assets of the organization shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(6) or 501(c)(3) and 170 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose, provided, however, that in no way shall such distribution inure to the financial benefit of any officer, director, committee member, or any ICFGE member or contributor.

Adopted by the Board of Directors on September 17, 2018
As amended by the Board of Directors on October 10, 2019