

## BYLAWS

of

### ICF THOUGHT LEADERSHIP INSTITUTE, INC. (a District of Columbia Nonprofit Corporation)

#### ARTICLE 1 - Name and Offices

**Section 1. Name:** The name of the organization shall be the **ICF Thought Leadership Institute, Inc.** (hereinafter “TLI” or “Institute”).

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

#### ARTICLE 2 – Exempt Purposes

The purpose of the Institute shall be to operate exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, as a non-profit organization conducting the following activities:

- 1) To commission and/or conduct and disseminate research on a variety of subjects related to and advancing knowledge and understanding in the field of professional coaching and human development and which are intended to educate and inform members of the professional coaching community and the interested general public;
- 2) To convene a diverse group of interdisciplinary thought leaders to evaluate the impact of their respective disciplines on and by professional coaching through surveys, focus groups, and annual meetings of experts to focus on specific solutions and research needs;
- 3) To disseminate to coaches, academia, and the interested public commissioned research and topical outcomes identified to be emergent within the coaching community;
- 4) To carry on such other activities as shall be consistent with the Institute’s 501(c)(3) non-profit purposes and as conferred upon non-profit organizations by the District of Columbia.
- 5) In furtherance of the stated charitable, educational and research purposes of the Institute it is authorized to receive and maintain a fund or funds, to invest and reinvest such fund or funds and to apply the income and principal of any funds received by it to the advancement of the non-profit goals of the Institute as set forth herein.

#### ARTICLE 3 – Operation and Budget

**Section 1. Operation:** The Institute will operate in a manner consistent with its tax-exempt purposes and mission set forth in Article 2 above and in compliance with the Member Organization Alliance and License Agreement. All such activities will be conducted in alignment with such policies and procedures as may be adopted by ICFGE in relation to TLI as an allied member organization of ICFGE.

**Section 2. Budget:** The Institute, by its Executive Director/Vice President, working in consultation with the Chief Executive Officer of ICFGE shall coordinate with staff and the Institute's Chair and Treasurer to create a proposed Institute budget consistent with the Institute's strategic plan as developed and revised from time to time by the Board. The proposed budget shall be submitted to the TLI Board of Directors for review and approval, and for submission to and review by the ICFGE Board of Directors. The Executive Director/Vice President of TLI shall make periodic reports to the TLI Board comparing actual revenue and expenses to the projected TLI budget.

#### **ARTICLE 4 – Board of Directors**

**Section 1. General Powers:** The business and affairs of the TLI shall be managed by and under the direction of its Board of Directors, which shall also have the authority to determine the policies and procedures of the organization, subject to the such requirements placed upon TLI under the Member Organization Alliance and Licensing Agreement with ICFGE. Among the responsibilities of the TLI Board of Directors will be 1) establishing the overall direction, mission, strategy, annual plan and budget for the TLI; 2) adopting policies and procedures for the regular operation, administration and financial affairs of TLI consistent with its best interests and with such reasonable requirements as may be adopted by the ICFGE from time to time and set forth in the Member Organization Alliance and Licensing Agreement; 3) ensuring sufficient financial and human capital for the operation of the TLI and the achievement of its mission and vision; 4) recruitment and development of qualified Board members; 5) oversight of the TLI's performance and achievement of its nonprofit goals and objectives; and 6) in the execution of the powers granted, appoint such agents as it may consider necessary to effectively and efficiently achieve the non-profit objectives and mission of the TLI.

**Section 2. Initial Board:** The initial Board of Directors of the TLI 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 in accordance with these Bylaws and the Member Organization Alliance and Licensing Agreement with ICFGE.

**Section 3. Number of Directors:** The Board of Directors of the TLI shall be composed of no fewer than five (5) and no more than seven (7) voting members. In addition, the Executive Director/Vice President of TLI as well as the Chief Executive Officer and Chair of the ICFGE shall each hold *ex-officio* non-voting positions on the Board of Directors.

**Section 4. Nominations and Elections:** A Nominations Committee of the TLI, comprised of individual TLI Board members appointed by the TLI Chair and chaired by the TLI Vice Chair, shall develop a list of nominees for TLI Board positions. Such list of nominees will be presented to the ICFGE Board for review and approval prior to submission to the TLI Board for a vote. The election of Board members shall be by majority vote of the voting members of the TLI Board.

**Section 5. Qualifications and Eligibility:** Nominees for TLI Directors positions shall possess such competencies as may be established by the TLI Board from time to time in consultation with the ICFGE Board of Directors.

**Section 6. Terms:** Elected members of the TLI Board will serve terms of two (2) years and not more than two (2) consecutive terms before a one (1) year break in Board service. The terms of TLI Board members shall be staggered to preserve continuity of the Board's leadership and experience.

**Section 7. Quorum and Action by the TLI Board:**

- a. A quorum of the TLI Board of Directors for the purpose of holding a meeting and conducting binding Institute business shall be a majority of the voting Directors then in office. The *ex-officio* non-voting positions of the ICFGE Chief Executive Officer, ICFGE Chair and TLI Executive Director/Vice President shall not be considered when calculating the presence of a quorum of the Board.
- 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 among the voting Director positions on the Board shall be filled by majority vote of the remaining voting members of the Board for the unexpired term. A 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.

**Section 9. Removal of Directors:** Except as otherwise provided by law, an elected TLI 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, errors or omissions on the part of the Director that violate the TLI Articles of Incorporation, these Bylaws or Board approved policies and procedures of the TLI or whose conduct is deemed by the Board to be contrary to the best interests of the TLI, its mission, activities, and its tax-exempt purposes. 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 and/or in writing to the grounds for removal. The decision of the Board on such removal shall be final and binding upon the Director.

A Director may also be removed for unexcused absence from two (2) consecutive regular Board meetings, which removal shall not require notice of removal or the opportunity to respond either in person or in writing to the Board.

**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 Chair of the Board of Directors or the Executive Director/Vice President of TLI. 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 Chair of the TLI Board or by the TLI Executive Director/Vice President.

**Section 11. Voting:** Each TLI Director authorized to vote 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 Chief Executive Officer, the ICFGE Chair and the TLI Executive Director/Vice President are not authorized to vote on matters placed before the Board for a vote.

**Section 12. Compensation:** Directors will not receive compensation for their services on the Board. However, they 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 TLI expense reimbursement policy as approved by the Board of Directors.

**Section 13. Meetings of the Board:** The Board of Directors of the TLI shall meet not less than two (2) times during the fiscal year of the Institute. Regular meetings may be held at such time and place as

determined by the Board of Directors. Special meetings may be called by the TLI Chair or by any other three (3) voting members of the TLI Board. Meetings of the TLI Board will be coordinated in advance with the ICFGE Board to ensure that TLI Board meeting dates, times and locations are not in conflict with scheduled meetings of the ICFGE Board or the Board meetings of other affiliated member organizations.

**Section 14. Notice:** Notice of the Annual Meeting and other meetings of the Board of Directors shall be given by the Secretary, Chair or TLI Executive Director/Vice President 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 TLI 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 TLI Executive Director/Vice President. 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 TLI Executive Director/Vice President.

## ARTICLE 5 – Officers

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

**Section 2. Election and Term of Office:** Except for the TLI Executive Director/Vice President, 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 by majority vote of the voting members of the Board at any duly noticed meeting of the Board of Directors where a quorum is present.

**Section 3. Removal:** Any officer may be removed by the voting members Board of Directors *for cause* (see Article 4, Section 9), or where in its reasonable judgment the best interests of the TLI 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. The Executive Director of ICFGE shall be provided with written notice of any such proposed removal action.

**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 TLI and shall preside at all meetings of the Board 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 of Directors of TLI. 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 TLI or 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 from time to time may be assigned to him or her by the TLI Chair or the Board of Directors. The Treasurer may be assisted from time to time and as needed by a member of the TLI or 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 TLI's reimbursement policy.

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

## **ARTICLE 6 – Committees**

**Section 1. Committees:** The Board of Directors shall determine such committees, standing or special, task forces, or working groups as it may reasonably deem necessary to the effective operation and governance of the TLI. The Chair of the TLI shall appoint such committees, task forces or working groups and designate their respective Chairs with the approval of the TLI Board of Directors. The Board of Directors, by majority vote of the voting members of the Board at a meeting where a quorum is present, may also dissolve such committees, task forces or working groups in its reasonable discretion.

**Section 2. Terms:** Members of TLI standing or special committees, task forces or working groups shall serve one (1) year terms, subject to renewal for a second year.

**Section 3. Quorum/Action:** A majority of the members of a standing or special committee, task force or working group shall constitute a quorum for the purpose of conducting business.

**Section 4. Telephone/Video Meeting Participation:** Except where otherwise prohibited by law, the members of a committee, task force or working group of the TLI 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 7 – Miscellaneous**

**Section 1. Rules:** The TLI Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures and programs of the TLI, so long as such rules, policies, procedures and programs are not inconsistent with the ICFGE Articles of Incorporation, Bylaws or the Member Organization Affiliation and License Agreement with ICFGE.

**Section 2. Fiscal Year:** The fiscal year of the TLI shall be as fixed by the Board of Directors from time to time. Such fiscal year shall be established in coordination with the ICFGE.

**Section 3. Audit:** The accounts of the TLI will be audited not less than every two (2) years 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 TLI Board of Directors and to the ICFGE Board within sixty (60) days following the completion of the audit.

**Section 4. Insurance:** TLI will carry or be named on such policies of property and liability insurance as are deemed prudent to the sound operation and risk management of the organization and in such limits as may be deemed commercially reasonable given the nature, activities and assets of the TLI.

**Section 5. Amendments:** These Bylaws may be amended by majority vote of the voting members of the TLI Board of Directors then in office and present at a meeting at which a quorum is present, or by majority vote of the voting 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. All proposed amendments to these Bylaws and/or to the Articles of Incorporation of the TLI are subject to prior review and approval by the Board of Directors of the ICFGE.

**Section 6. 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 TLI, shall be indemnified and held harmless by the TLI to the fullest extent permitted by the laws of the District of Columbia, though not in excess of the actual amount of the TLI'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 Boards of Directors of both TLI and ICFGE approve such settlement and reimbursement as being in the best interests of the TLI.

**Section 7. Dissolution:** In the case of dissolution of the TLI or the winding up of its affairs, the assets the organization shall be distributed the ICF Foundation or one or more affiliated member organizations which themselves are exempt as organizations described in Section 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 TLI member or contributor.

The Board of Directors of the TLI is not authorized to dissolve or merge the TLI corporate entity without the prior written consent of the Board of Directors of the ICFGE.

Adopted by the Board of Directors on November 25, 2019.