

# **Chapter Bylaws**

## **The International Coach Federation – Maryland Chapter**

### **BY-LAWS**

#### **ARTICLE I ORGANIZATION NAME**

##### **Section 1.**

The name of this organization shall be the Maryland Chapter of the International Coach Federation; “MD Chapter ICF, Inc.”.

#### **ARTICLE II ORGANIZATION GOALS**

##### **Section 1.**

**To** increase the success of its membership.

##### **Section 2.**

**To** increase the skills and effectiveness of its members.

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

**To** raise the awareness of the wider community about the coaching profession.

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

**To** provide a network through which its members can learn of and share opportunities.

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

**To** provide a forum wherein the members can discuss issues of professional concern.

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

**To** provide the opportunity for its members to collaborate in providing resources and solutions for their clients.

## **ARTICLE III ORGANIZATION GOVERNANCE**

### **Section 1. Governing Body**

The operations of the organization shall be governed by an elected Board of Directors of no more than twelve (12) members. These Directors shall be elected by a vote of qualified members. The Chapter and its Board of Directors shall abide by all applicable policies and guidelines of the International Coach Federation.

The Board of Directors shall be composed of the President, Past President, President-Elect, Secretary, Treasurer, At-Large Representative and Chairs of the various Committees.

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

To be a Director, one must be a qualified member (a member in good standing of the International Coach Federation (ICF) at the time of nomination and maintain membership during time of service), nominated for office by the Nominating and Elections Committee or by petition, and be voted into office by a vote of the organization members. All Directors must be actively engaged in coaching as a part of their professional pursuit. All Directors must adhere to the ethical standards established by the ICF, as published on the ICF website and subject to modification by the ICF, and sign and abide by the ICF-MD Ethical Guidelines document. Anyone being nominated for the offices of President-Elect, President or Past-President shall maintain an ICF credential.

**All officers of ICF Chapters must be ICF members in good standing.**

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

The Board of Directors shall provide leadership in the areas of strategy, policy and activities in pursuit of the Organization's stated goals. It shall determine fees at Organization-sponsored events, and develop the policies and procedures necessary to conduct the business of the organization effectively.

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

Nominations for election to the Board of Directors shall be made by the Nominations and Election Committee consisting of three (3) qualified members of the Organization appointed by the President and approved by a majority vote of the Board. The Past President shall serve as Chair of the Nominations and Election Committee, and the Committee shall be composed of two (2) additional non-Director qualified members of the Organization.

Any qualified member of the Organization who is interested in serving in a Director role may submit their name to the Past President to be considered for nomination. The Nominations and Election Committee shall prepare a ballot which describes each position open for election, and the name of one or more candidates for each position. Ballots shall be submitted to the membership, in writing, ~~the names of one or more candidates for each board seat~~ at least thirty (30) days prior to the election. ~~The floor will be open for nominations at the Annual Meeting.~~

~~Voting will take place at the Annual Meeting (usually scheduled for late October or November), with~~ installation of Directors shall occurring on January 1.

## **Section 5. Elections**

The Ballots shall be prepared for presented at the Annual Meeting by the Past President or designee. and shall describe the seats open for election, and the candidates running for those seats. ~~An open write in space shall be provided for nominations from the floor. Within one (1) week of the Annual Meeting, the Secretary or designee shall also send an electronic ballot to all qualified members for completion, with a closing date no later than two (2) weeks subsequent to the distribution of the ballots. All ballots shall document the voter's name to avoid duplicate voting. Within one (1) week of the closing of elections, the Secretary shall notify the membership of the approved Board of Directors members, and post this information to the chapter website. The Secretary shall note these proceedings and record them in the Minutes of the meeting.~~

## **Section 6. Removal and Vacancies**

Any ~~member of the Board~~ Director may be removed by a 2/3 vote of the Board. The Secretary shall record such events in the Minutes of the Board meeting.

Any vacancy on the Board shall be filled by Presidential appointment, subject to approval by a majority of the Board. The appointment will last through the following December, when the seat will be filled by the normal election process.

## **Section 7. Terms and Vacancies**

~~Effective January 1, 2016, t~~Terms for all Board members Directors are for one year. A natural progression of President-Elect to President to Past President is expected barring unexpected circumstances. ~~The following positions will complete the second year of their two year terms in 2015: Secretary, Treasurer, Chair of Professional Development Committee and Chair of Membership Committee. Any out of term vacancy on the Board shall be filled by Presidential appointment, subject to approval by a majority of the Board. The appointment approved will pertain until the following December, when the seat will be filled by the normal election process. Board members Directors, with the exception of President-Elect, President and Past President, may seek re-election for up to three (3) one-year terms before being required to rotate off the Board out of that position.~~

## **Section 8. Board of Directors Meetings**

Meetings of the Board of Directors will be at the places and times decided by majority vote of the Board. The President may call a special meeting at any time. The President shall call a special meeting of the Board upon the written request of a Board member to do so. The written request should contain the agenda for the special meeting.

All Board Meetings shall be open to all qualified members of the Organization. The single exception is a Special Meeting in which the President, with unanimous consent of the Board, shall declare the meeting closed.

## **Section 9. Committees**

The President may appoint committees, either standing or ad hoc, in order to effectively and efficiently further the stated purposes of the Organization. The establishment of any committee must first receive the approval of the Board by way of a majority vote.

The Executive Committee shall be a standing committee, and shall consist of the President, Past President, President-Elect, Secretary and Treasurer, and shall be empaneled to take action on urgent or sensitive matters where it is not practical to convene the entire Board.

### **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 State of Maryland. The Secretary shall maintain a copy of Robert's Rules of Order and will act as parliamentarian as needed to establish parliamentary order.

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**

Fifty percent plus one (50% +1) of those qualified members who cast a vote will constitute a quorum for the purpose of transacting the business of the Organization. Additionally, 50%+1 of Directors will constitute a quorum for Board or Executive Committee meetings.

### **Section 12. Virtual Meetings / Virtual Voting/Proxy Votes**

Any and all meetings of the Board, Executive Committee, other committees and Organization may be held by any appropriate virtual means, including, but not limited to, telephonic bridge lines or conference calls, virtual meeting programs (e.g., Microsoft Office Live Meeting, Adobe Connect, Global Meet), etc. Ballots and any voting requirements may be fulfilled by creating, distributing and collecting such votes through any and all appropriate virtual/electronic and/or paper means. A vote cast by any virtual means shall hold the same standing as any paper ballot or show of hands. No proxy votes shall be allowed.

### **Section 13. 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 Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws.

### **Section 14. 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 15 Dissolution**

In the event of the dissolution or final liquidation of the Chapter, its remaining net assets will be distributed to ICF for use consistent with its tax-exempt purpose and for the benefit of ICF

Chapters, thus no part of such net assets may inure to the benefit of any individual member or person.

## **ARTICLE IV DUTIES OF THE ORGANIZATION'S OFFICERS**

### **Section 1. President**

The President shall preside at all meetings of the Board and of the Organization. The President shall sign any instruments or documents that may lawfully be executed on behalf of the Board.

### **Section 2. President-Elect**

In case of the absence or disability of the President, or at his/her request, the President-Elect shall perform all of the duties of the President. The President-Elect shall perform such duties and have such authority as from time to time may be assigned by the President or the Board.

### **Section 3. Secretary**

The Secretary shall maintain official minutes and records of the proceedings of the Board and the Organization and will manage administrative responsibilities for the chapter. 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. The Secretary shall maintain a binder record of the Proceedings of the Chapter, ~~and have the binder present at all meetings of the Board and membership. The binder which~~ shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and Organization membership.

### **Section 4. Treasurer**

The Treasurer shall perform all of the organization's financial transactions and keep accurate records of the Organization's accounts. The Treasurer will submit financial reports at each 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 sixty (60) days of the Chapter's designated end of the fiscal year. In addition, the Treasurer will give an annual financial report to the membership.

The Treasurer shall have the ability to encumber Organizational resources up to \$999.99 through a single signature on the Organization's checking account. Any transaction of \$1,000.00 or greater will require a second authorized signature of the Board President or Secretary.

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

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

Upon completion of the term of President, the incumbent shall serve a one (1) year term as Past President to assist in providing continuity to the Organization. The Past President shall perform such duties and have such authority as from time to time may be assigned by the President or the Board.

### **Section 6. At Large Member**

An At-Large Member may be elected to the Board. This person will serve as the primary liaison between the Maryland Chapter and global International Coach Federation. This position shall also perform such duties and have such authority as from time to time may be assigned by the President or the Board.

### **Section 7. Delegation of Officers' Duties**

The President or Board (by majority vote) may delegate any officer's duties to any other member of the Board when they deem such action to be appropriate.

Directors will provide guidance to the Board in decision-making and will oversee fiscal responsibility and activities to ensure that the Board is fulfilling its mission and staying within the confines of its authority. Directors may also be assigned other responsibilities by the President.

## **ARTICLE V ORGANIZATION MEMBERSHIP**

### **Section 1. Qualification**

~~A qualified member of the organization is an individual who is current with payment of annual administrative fees to ICF Maryland Chapter. Through December 31, 2015, members are strongly encouraged to become members of the International Coach Federation as determined by the International Coach Federation Board of Directors, with membership requirements being found at <http://www.coachfederation.org>. As of January 1, 2016, membership in the global International Coach Federation shall be required with a designation of ICF Maryland Chapter as the "home chapter".~~ A qualified member is defined as any individual who meets the eligibility requirements of the global International Coach Federation and joins ICF, pays any required membership fees, and designates the Maryland Chapter as their "home Chapter" with ICF.

### **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 Executive Committee. At all business meetings of the Chapter, each ~~regular~~ qualified member in good standing who is present shall have one (1) vote. Unless otherwise specifically provided by these bylaws, a majority vote (50%+1) of those members present and / or voting shall govern.

## **ARTICLE VI MISCELLANEOUS PROVISIONS**

### **Section 1. Eligibility to Attend Meetings**

Chapter programs and events are designed and intended for the benefit of Chapter members. All members in good standing of the Organization are eligible to attend any meetings of the membership. Some programs may be open to the public in order to increase the membership of the Chapter or otherwise serve the mission of the Organization. The members or Committee charged with program development will determine whether the event will be open to members only or to the general public.

### **Section 2. Dues and Fees**

The Board has the authority to determine administrative fees, meeting fees and other charges for Chapter-sponsored programs. For programs open to the general public, a differential rate may be charged for non-members.

### **Section 3. Budget**

The Board is responsible for creating and approving a budget for the Chapter. After completion of the budget, it will be made available to the membership for informational purposes.

## **ARTICLE VII AMENDMENTS TO THESE GUIDELINES**

### **Section 1. Recommendation for Amendment**

These ~~Guidelines~~ **By-Laws** may be amended when recommended by a committee appointed by the President, or upon a written request from at least ten per cent (10%) of the qualified members of the Organization. The President shall have the recommended amendments posted on the Organization's web site, or mailed to the membership. No amendment to this document shall conflict with the rules, guidelines, or By-Laws of the International Coach Federation.

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

All qualified members of the Organization shall be invited to review the amended By-Laws and vote on the amendments (yea or nay to the totality of amendments as presented). 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 By-Laws are so amended and posted on the Organization's web site. The Secretary will maintain a set of all By-Laws, past and current.

Adopted: 10-18-10

Amended: 2-15-12

Amended: 12-20-12

Amended: 1-4-13

Amended: 1-2-15

Proposed: 9-12-16