

The International Coach Federation Columbus Charter Chapter BY-LAWS

ARTICLE I. ORGANIZATION NAME

Section 1.

The name of this organization shall be the International Coach Federation Columbus Charter Chapter (hereafter referred to in this document, ICF Columbus).

ARTICLE II. VISION, MISSION, PURPOSE, OBJECTIVES

ICF Columbus is a non-profit individual membership organization 501 (c)(6) formed by coaching professionals who are credentialed with ICF Global or aspiring to become credentialed. ICF Columbus represents a community of professionals dedicated to the practice of coaching, education, professionalism and community. ICF Columbus members help their clients to set and achieve their personal and professional goals by demonstrating coaching excellence and professionalism as defined by the ICF Global Code of Ethics.

Our Vision: ICF Columbus coaches make a real and measurable difference in people's lives.

Our Mission: ICF Columbus supports coaches by providing high quality coach education, programming, and networking in the region.

Our Purpose: ICF Columbus serves as a catalyst for the success of our member professional coaches through credentialing, relevant programming, outreach, and networking within an engaged learning community.

Our Objectives:

We shall fulfill our organization purpose by—

- Being a vital resource for professional coaches.
- Designing and delivering programs that offer coaches the opportunities to obtain and maintain professional credentials.
- Raising the awareness of the wider community about the coaching profession.
- Providing a network and community through which our members can learn of and share opportunities.
- Providing a forum wherein our members can discuss issues of professional concern.
- Providing the opportunity for our members to collaborate in providing resources and solutions for their clients.

ARTICLE III. GENERAL PROVISIONS

Section 1. 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 2. Business to be Conducted Without Profit

The ICF Columbus shall conduct and carry out its business without profit to itself or its members. No member of the organization shall, by reason of membership in this organization, be or become entitled at any time to receive any assets, property, income, or earnings from the ICF Columbus or to profit from the organization in any way.

Section 3. 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 4. Use of Income

All of the income, revenue, and earnings of ICF Columbus shall be held, used, managed, devoted, expanded and applied at the discretion of the board of directors, to carry out the objectives and purposes of the ICF Columbus and without profit, direct or indirect, to any member of ICF Columbus. Nonetheless, board members may be reimbursed for expenses within board-specified limits that are incurred for the benefit of ICF Columbus. ICF Columbus dues may also be waived.

Section 5. Vendor Consideration

By majority vote of the board of directors, if a vendor is needed for a service to ICF Columbus, a member or affiliate can serve as that vendor “for compensation or in-kind exchange of services for agreed upon promotional value,” provided bids are taken from other members who could render the same service equally effectively.

Section 6. Ethics

The ICF Columbus follows the Code of Ethics of the International Coach Federation, incorporated by reference.

Section 7. Dissolution

In the event of the dissolution or final liquidation of the ICF Columbus, its remaining net assets will be distributed in accordance with the laws of the State of Ohio. No part of such net assets may inure to the benefit of any individual member or person.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

Professional coaches who are members in good standing of ICF Global and align with the ICF Columbus will be enrolled as members of the ICF Columbus upon payment of a local ICF Columbus fee consistent with a fee structure set by the board. Membership fees are non-refundable. Membership in the ICF Columbus is non-transferable.

Section 2. Responsibilities

Each person eligible for membership in ICF Columbus must agree to be bound by the requirements of the ICF Columbus Bylaws, policies and procedures, and ICF Global Code of Ethics.

Section 3. Rights

Each member in good standing shall be granted the following:

- Full voting rights at all ICF Columbus regular and special meetings and full participation in all ICF Columbus activities.
- Full use and access to ICF Global and ICF Columbus logos, marketing materials, and all other ICF-specific resources in accordance with guidelines for branding and usage as specified by ICF Global.
- Designation as ICF Coach Member in the ICF Columbus Coach Directory through the use of the ICF-approved logo.

Section 4. Lapsed Membership

Any ICF coach member whose ICF Columbus membership lapses and does not timely renew will be re-categorized to affiliate status, as defined in Article V.

Section 5. Resignation

Any ICF Columbus member may resign from membership from ICF Columbus at any time by submitting written notice to the attention of the board of directors (Mail to: ICFColumbusCC@gmail.com) ICF Columbus membership fees are non-refundable.

Section 6. Removal

An ICF Columbus member or affiliate may be removed from membership for unprofessional behavior or violations of ICF Global ethics guidelines. If the individual is unwilling to resign membership, the board may remove the individual from membership by a simple majority vote at a regular or special board meeting called for that purpose. Membership and affiliation fees will not be refunded.

ARTICLE V. AFFILIATE STATUS

Section 1. Eligibility

Affiliate status will be granted to individuals who value the coaching profession and the work and contribution ICF Columbus makes to the community, but are not members of ICF Global. Affiliates may be individuals engaged in areas of coaching such as business, executive, career or personal coaching; individuals who are pursuing the profession of coaching; or individuals, business leaders, professional, or organizations who support and/or sponsor coaches or coaching. These affiliates must register on the ICF Columbus website and pay applicable fees at that time.

Section 2. Rights

Affiliates may participate as appointees to the ICF Columbus leadership team to serve in specific areas of interest and expertise and represent ICF Columbus in its internal and external outreach efforts.

Any affiliate who becomes an ICF Global member will be re-categorized to an ICF Columbus member for the remainder of his or her annual term when the affiliate selects this chapter as his or her chapter of affiliation.

Section 3. Restrictions

Affiliates are restricted from using ICF Global and ICF Columbus logos, marketing materials, and all other ICF-specific resources, branded marketing and support collateral unless they are marketing the chapter. Affiliates may not represent themselves as an ICF Columbus member or part of the membership. Their relationship is defined as having an 'affiliation'.

Affiliates do not have voting rights.

Section 4. Forfeiture of Affiliate Status

Annual affiliate fees are due on the annual start date of first affiliating with the ICF Columbus. A renewing affiliate will be removed from the ICF Columbus roll if fee is not paid within 60 days of the due date. Payment of the affiliate fee will reinstate the affiliate with a new annual start date. The board of directors may grant individual exceptions to this policy for extraordinary circumstances.

Fees are set by the board of directors and are non-refundable.

ARTICLE VI. ORGANIZATION GOVERNANCE AND STRUCTURE

Section 1. Governing Body

The operations of the organization shall be governed by a board of directors of no fewer than three (3) and no more than twelve (12) voting members. These directors shall be elected by a vote of qualified members after nomination and election in accordance with procedures outlined herein in Article VI, Sections 3 and 4, or in the case of a vacancy shall be appointed by the president as provided in Article VI, Section 6.

The board of directors shall consist of the following mandatory elected officers: 1) president, 2) secretary, and 3) treasurer, and other directors elected by the membership. The past president may serve in an advisory role the year after their presidential term. Any candidate for the ICF Columbus board of directors must be an ICF Global member in good standing.

The president can appoint other directors to fill out needed roles on the board (e.g., membership, program, marketing, ethics) should the initial slate not be complete or a need arises. This group shall constitute the leadership team.

Those in affiliate status can serve as members of the leadership team. Members appointed to the leadership team will also serve as non-voting members of the board (See Article VI, Section 9).

Members of the leadership team can also invite ICF Columbus members to participate as committee members on their particular areas of responsibility. In such a case, the leadership team member serves as committee chair.

The ICF Columbus and its board of directors, leadership team, and chairs shall abide by all applicable policies and guidelines of ICF Global.

Section 2. Duties and Responsibilities

The board of directors shall provide leadership in pursuit of the organization's stated mission, purpose, and objectives, and develop the policies and procedures necessary to conduct the business of the organization effectively. The board shall also exercise authority over policies, services, programs and budgets of all organizational units. The activities, policies, and programs of organizational units shall not conflict with the bylaws, policies or procedures of ICF Columbus.

Section 3. Nominations

Nominations will be made by the nominations and elections committee consisting of three (3) qualified members (except board members) of the organization appointed by the president and approved by a majority vote of the board. The president shall appoint, with the board's approval, the nominations and elections committee not later than August of the year before vacancies will appear on the board. The secretary shall email 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 on the board by September 30.

The nominations and elections committee will submit to the membership, in writing, the names of one or more candidates for each board seat at or prior to the October general meeting. The floor will be open for nomination by petition from members for two weeks from the presentation of the slate. Voting will take place as described in Section 4 with the installation in January. The board of directors may amend the timeline in extenuating circumstances.

Section 4. Elections

The secretary will email ballots to all qualified members on or by November 1, and the ICF Columbus voting closes at midnight on the United States Election Day. The ballots will describe the seats open for election and the candidates running for those seats. Members will fill out their ballots and email them to the secretary, who will count the ballots and announce the results. In the event there is only one (1) candidate for each office, the secretary will cast a unanimous ballot for the designated candidates and so advise the membership.

The secretary will also note these proceedings and record them in the minutes of the meeting.

Section 5. Removal

Any officer of ICF Columbus may be removed from office for cause by a simple majority vote of the membership present at a regular meeting or at a special meeting called for that purpose.

An ICF Columbus board member may be removed from office for any one of the following reasons: failure to fulfill board duties, three consecutive absences from board meetings, violations of ICF Global ethics guidelines, unprofessional behavior. If the board member is unwilling to resign, the board may remove the individual from office by a simple majority vote at a regular or special board meeting called for that purpose. An ICF Columbus member may be denied eligibility for board membership for any of the following reasons: unprofessional behavior or violations of ICF Global ethics guidelines.

Section 6. Terms and Vacancies

All board members shall serve a two-year term with staggered expiration dates. Any out-of-term position on the board shall be filled by presidential appointment for the remainder of their term.

Section 7. 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 members of the organization and those holding affiliate status under Article V. The single exception is a special meeting in which the president, with unanimous consent of the board, shall declare the meeting closed.

Section 8. Committees

The president may appoint two standing committees and ad hoc committees, as needed. The standing committees are program/education and membership.

Section 9. Leadership Team

The president may also appoint affiliates to serve on the ICF Columbus Leadership Team, to support the board in areas of special expertise and to guide the board in its decision-making in furtherance of its mission. Affiliates may be reimbursed for actual expenses in connection with these duties.

Section 10. Meeting Procedures

Meetings will be conducted informally, using Robert's Rules of Order when appropriate, especially in regard to motions. The procedure for meetings will be the responsibility of the president.

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 Ohio. 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. Affiliate Organizations

For the benefit of the membership, for the advancement of the coaching profession, and to further the objectives of ICF Columbus, any member may propose affiliation with local, regional, national, or international organizations or groups. No affiliation with a for-profit organization shall be made that would jeopardize the non-profit status of ICF Columbus.

Proposals for affiliation may be submitted orally or in writing at any ICF Columbus meeting. To be formally considered, a written proposal, including the name and type of organization, organization address and website, potential benefits of affiliation for the ICF Columbus, and other information deemed useful, will be submitted for consideration by the board of directors. The board of directors may vote to adopt or decline the proposal or, at its discretion, recommend a proposal for affiliation to the general membership for a vote.

Section 13. Attendance and Absences at Board meetings.

Board members are expected to attend all meetings. We recognize that absence due to illness, personal matters, or other professional matters sometimes necessitate absence. If a board member is absent more than three (3) consecutive meetings for reasons other than illness, the board member will be removed from the board.

ARTICLE VII. DUTIES OF THE ORGANIZATION'S OFFICERS

Section 1. Roles and goals

A. President.

The president shall preside at all meetings of the board and of the organization. The president shall serve as the chief executive officer and—

- Will supervise the affairs and activities of the organization,
- Assign duties of the board of directors, and ask for such reports,
- Sign any instruments or documents that may lawfully be executed on behalf of the board,
- Serve as ex-officio member of all committees,
- Appoint chairs of committees and fill vacancies if vacated during their term.

B. President Elect.

In case of the absence or disability of the president, or at his/her request, the president elect or designated board member shall perform all of the duties of the president. The president elect or designee shall

perform such duties and have such authority as from time to time may be assigned by the president or the board.

C. Secretary.

The secretary shall maintain official minutes and records of the proceedings of the board and the organization. The secretary shall arrange for mailings (or emailing) 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 Dropbox folder of the proceedings of ICF Columbus, and have access to the records at all meetings of the board and membership. The documentation shall include meeting agendas, minutes, policies, procedures, board decisions, guidelines, financial reports and other proceedings of the board and organization membership.

D. Treasurer.

To be qualified to hold the office of treasurer, an individual should have a working knowledge of basic bookkeeping and financial matters. The treasurer shall perform the following duties:

- Oversee ICF Columbus funds and financial records, the collection of all activity fees, the payment of all legitimate invoices, the establishment of proper accounting procedures for the handling of funds, and the performance of any audit or financial review by a certified public accountant.
- Prepare a written report tracking the monthly income and expenses of ICF Columbus and comparing actual revenue and expenses to the projected budget.
- Submit a year-end financial report to board and ICF Global.
- Oversee the filing of all federal and state tax returns, statements of incorporation, or other financial documents as required for the operation of ICF Columbus.
- Be authorized as one of two signatures on checks, contracts, legal documents, and/or promissory notes for ICF Columbus, as well as maintaining possession of one of the chapter's two ATM bank cards.
- Perform the duties of president in the absence of that individual, the president elect, and the secretary.

E. Past President.

The immediate past president will serve in a support capacity to the board. The immediate past president will not have voting rights and will not be expected to attend board meetings.

F. Ethics Liaison.

An ethics liaison shall assist in matters of ethics and education regarding ICF Global ethics.

G. Programming Coordinator.

A programming coordinator shall take responsibility to recommend education programming to the board. The programming coordinator will be responsible to coordinate educational programming. This includes coordinating with speakers and facilitators, room set-up, and refreshments.

H. Membership Coordinator.

The membership coordinator reviews new member and renewal applications for eligibility consistent with current policies and guidelines for membership, and create and conduct activities specifically designed to attract and welcome visitors to any and all general membership meetings.

I. Marketing Coordinator

The marketing coordinator shall pursue activities to create greater awareness and understanding of both ICF Columbus and the coaching profession to the general public by—

- Working with the virtual assistant to effectively write and implement various marketing communications, including but not limited to emails, website posts, photos and videos to support and promote membership education, benefits and offerings,
- Developing marketing communications, including photos and videos to support and promote membership education, benefits and offerings,
- Generating social media activity on LinkedIn, Facebook, Twitter, or other social networks and media.

Section 2. 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 and may recruit volunteers or contract with vendors, subject to the provisions of Article III, Section 5, to assist in any officer's duties, under the direction and oversight of the applicable officer.

ARTICLE VIII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended or repealed by a majority vote of the members present at a regular or special meeting of the ICF Columbus. Notice of such proposed changes shall be emailed to the members fourteen (14) days before such meeting and posted on the ICF Columbus. Amendments may be proposed by the board of directors on its own initiative, or upon petition addressed to the board of directors by any twenty-five percent (25%) of members in good standing. The board of directors shall present all such proposed amendments to the membership with or without recommendations.

ARTICLE IX. OTHER POLICIES

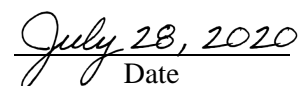
All policies not outlined in the bylaws or in the policies and procedures shall be left to the discretion of the ICF Columbus Board of Directors whose decisions shall be based upon the guidelines of ICF Global, if applicable. No ICF Columbus policies or procedures will contradict or supersede any standing ICF Global rules or regulations with respect to local ICF chapter governance or best practices. Should there be a conflict, ICF Global guidelines will prevail.

ARTICLE XV. EFFECTIVE DATE

These bylaws shall take effect immediately upon their adoption. ADOPTED BY THE ICF COLUMBUS MEMBERSHIP ON 7/28/2020. Revised: 6/15/2020 *(end of bylaws)*



Eli Shur, President, ICF CCC Board


Date