

# BYLAWS

## OF ICF WASHINGTON STATE

### Article I ORGANIZATION NAME AND OFFICES

#### Section 1. Name

The name of this organization is ICF WASHINGTON STATE ("ICF WA" or "the Chapter"). The organization is the Washington State Chapter of the International Coach Federation ("ICF").

#### Section 2. Offices

The principal office of the organization shall be located at its principal place of business, or such other place as the Board of Directors ("**Board**") may designate. The organization may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the organization may require from time to time.

### Article II ORGANIZATION PURPOSES

#### ICF WA Vision

Coaching is an integral part of a thriving society and every ICF Member represents the highest quality of professional coaching.

#### ICF WA Mission

ICF WA exists to realize the advancement of professional coaching.

#### ICF WA Goals

**COMMUNITY:** Nurture a thriving community for professional coaches at all stages of their careers, building bridges to allied professionals.

**EDUCATION:** Provide education that promotes excellence in coaching.

**OUTREACH AND PROMOTION:** Engage society to promote professional coaching.

### ARTICLE III MEMBERSHIP

#### Section 1. Classes of Members

The organization shall have various classes of members which shall initially include: Coach Members, Community Members, and Corporate Members. Additional classes of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

## **Section 2. Qualification**

- A. To qualify as a Coach Member, an individual must:
  - Be a member in good standing of the International Coach Federation affiliated with ICF WA.
- B. To qualify as a Community Member, an individual must:
  - Support the purposes of the organization.
  - Pay annual dues to the organization in the amount established by the Board.
- C. To qualify as a Corporate Member, a corporation or other form of business entity must:
  - Support the purposes of the organization;
  - Designate in writing a representative to attend meetings and act on behalf of the corporate member;
  - Pay annual dues to the organization in the amount established by the Board.

## **Section 3. Voting**

- A. All coach members of the organization are eligible to vote on the election of Directors and on any issue presented to the membership for a vote.
- B. Voting may be by ballot and may be conducted by electronic mail or any reasonable means determined by the Board and permitted by Washington law.
- C. At all business meetings of the Chapter, each qualified member who is present shall have one (1) vote.
- D. Unless otherwise specifically provided by these bylaws, the Articles of Incorporation or Washington law, a majority vote of those members present and voting shall govern. A quorum for meeting shall consist of at least 10% of coach members.
- E. Community and corporate members shall have no right to vote.

## **Section 4. Annual Meeting**

The Annual Meeting of the members shall be held at a time and place that the Board will determine for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the Annual Meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **Section 5. Place of Meetings**

Meetings of the Board will be at the places (including by phone and videoconference) and times decided by majority vote of the Board at a meeting of the Board.

## **Section 6. Electronic Transmission**

All members must consent to receive notices, demands, consents or waivers by email and provide their email address to be maintained within their member record.

## **Section 7. Notice of Meetings**

The Secretary shall send to each member by email in accordance with Article III, Section 6 of these Bylaws, not less than ten or more than fifty days before the meeting, written notice stating the place, date and time of the meeting, and, in the case of a special meeting, the purpose for which the meeting is called.

Email notices shall be deemed delivered one business day after being sent.

## **ARTICLE IV ORGANIZATION GOVERNANCE**

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

- A. An elected Board of Directors of at least five (5) and no more than twelve (12) members shall govern the operations of the organization. These directors shall be elected by vote of qualified Coach members.
- B. The Chapter and its Board of Directors shall abide by all applicable policies and guidelines of the International Coach Federation

### **Section 2. Director Qualifications**

- A. Directors must be ICF WA Coach members in good standing.
- B. Directors must have served as ICF WA volunteers for 6 months or on a major initiative.
- C. Directors must be nominated and voted into office by qualified Coach members

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

The Board of Directors shall provide leadership in pursuit of the organization's stated purpose. It shall develop the policies and procedures necessary to conduct the business of organization effectively. It may in the execution of its powers delegate certain of its authority to the Executive Committee.

The Board agrees to follow the ICF Ethical Guidelines for Chapter Leadership and uphold ICF ethics and standards, policies and brand. In carrying out their duties, Directors shall comply with their fiduciary obligations under Washington State law.

#### **Board Member commitment and expectations:**

- Two-year commitment is preferred
- Attend at least 60% of monthly Board of Directors Meetings
- Contribute to the work of running the chapter between board meetings as indicated in specific position description of Roles and Responsibilities. This Document will be maintained digitally.
- Support and attend chapter meetings and virtual events as much as possible
- Actively generate awareness and support for Chapter initiatives and special projects/events

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

Nominations for election to the Board shall be made by the Nominations and Elections Committee, which may also be the Executive Committee. The President may appoint, with the Board's approval, additional members to serve on the Nomination and Elections Committee. The responsibility of the Nominations and Elections committee includes setting the timeline for nominations and the election, soliciting nominations, vetting candidates, preparing the ballot of election, and announcing the final elected slate to ICF WA membership via email and posting on the web site. The Nominations and Elections Committee shall deliver to all members notice of the election at least 4 weeks before the election, including the number of vacant seats, and invite members to submit nominations of members qualified to serve as Directors for election, including themselves (for Coach members) to the Nominations and Elections Committee by at least 2 weeks before the election.

The Nominations and Elections Committee will submit to the Board at least 2 weeks before the Annual Meeting of members the names of one or more candidates for each board seat.

Voting will take place at the Annual Meeting of the members. The newly-elected directors will serve in collaboration with the incumbents in a non-voting capacity beginning the first day of the month following the close of the election until December 31, to assure a smooth transition with training and development.

### **Section 5. Removal; Resignation**

Any Director may be removed with or without cause by a vote of 2/3 of the Directors in office at any meeting of the Board at which a quorum is present. The Secretary shall record such events in the minutes of the Board Meeting.

Any Director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 6. Terms and Vacancies**

Terms for all Directors are two years, beginning January 1st following the Annual Meeting election and ending on December 31<sup>st</sup> or until a successor is elected, whichever is later. To the extent possible, the terms of Directors shall be staggered so that no more than 1/3 of the Directors will be replaced in any given election year.

Any vacancy on the Board shall be filled by appointment by the President and approved by the Board at a meeting of the Board. Appointees will serve for the unexpired term of their predecessor in office.

### **Section 7. Officers, qualifications, terms and re-election**

The officers of ICF WA shall be a President, Past President, Vice President, Secretary and Treasurer and shall be known as the "Executive Committee." The Executive Committee will function as a steering committee for the Board. The officers (except the President and Past President) are nominated by the Board of Directors and elected by the Coach membership. They serve until their successors have been duly elected and assume office, except that the Vice President shall automatically succeed to the presidency. The "Executive Committee" may also serve as the "Nominations and Elections Committee" for new members of the Board.

#### **A. Qualifications of the Executive Committee**

Executive Committee members shall have ideally served at least one (1) year as a member of the Board of Directors at any time prior to an elective term of office and will be a member of the Board of Directors during their term as an officer. All Officers must be ICF certified or in pursuit of a certification.

#### **B. 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, whichever is later. Each officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

#### **C. Re-election**

The President, Secretary and Treasurer shall be eligible for re-election to the same office for a second one-year term, provided that each will be a member of the Board of Directors during a second term. Officers eligible for re-election must inform the Board of their intention to stand for re-election by Sept

30<sup>th</sup> of their first term in office. The Vice President succeeds to the office of President automatically and does not stand for reelection. A Vice President who fills an unexpired term as President shall be eligible to serve a full one-year term the succeeding year.

### **Section 8. Committees**

The Executive Committee may appoint other committees, either standing or ad hoc, in order to effectively and efficiently further the purposes of the organization. The establishment of any committee must first be approved by majority vote of the Directors at a meeting of the Board.

### **Section 9 Satellites**

ICF WA Satellite volunteers shall comply with the ICF WA Satellite Policy defined and approved by the Board. Satellite volunteers are required to sign the ICF WA Conflict of Interest statement annually.

### **Section 10. Quorum; Manner of Acting**

A majority of the number of Directors in office shall constitute a quorum for the purpose of transacting the business of the organization.

### **Section 11. Legal Purpose**

Notwithstanding any other provision of these Bylaws, the purposes for which the corporation is established are exclusively within the scope of a business league as defined in Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States Revenue Laws as well as any Washington State provisions.

### **Section 12. Excluded Activities**

Notwithstanding any other provision of these Bylaws, this organization shall not carry on activities not permitted to an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or corresponding provisions of any future United States revenue laws any as well as any Washington State provisions.

### **Section 13. Dissolution**

In the event of the dissolution or final liquidation of the Chapter, its remaining assets will be distributed to ICF for use consistent with its tax-exempt purpose and for the benefits of ICF Chapters, thus no part of such net assets may inure to the benefit of any individual member or person.

## **ARTICLE V DUTIES OF THE ORGANIZATION OFFICERS**

### **Section 1. Executive Committee; Number and Qualifications**

The Executive Committee of the organization shall be a subset of board members, including President, Past President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Coach members (except the President and Past President). Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period with such authority and to perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **Section 2. President**

The President will preside at all meetings of the Board.

The President will sign any instruments or documents that may lawfully be executed on behalf of the Board and shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

### **Section 3. Vice President**

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

### **Section 4. Secretary**

The Secretary shall maintain official minutes and records of the proceedings of the Board and the Organization. The record shall include minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization's membership and shall be stored on the agreed upon platform.

The Secretary shall arrange for mailings of official correspondence. Email shall be an acceptable form of notice and distribution of minutes and other information to all Directors, officers and members for whom the Secretary has a valid email address. The Secretary shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board.

Immediately following elections, the Secretary shall send a list of all current elected officers and members of the Board to the ICF Global Chapter Coordinator along with the current address of the Treasurer for receiving rebates, if applicable. The ICF Global office should receive this at least two (2) weeks before the end of the quarter.

The Secretary shall ensure that the ICF WA Conflict of Interest statement is signed annually by all Board members annually and all volunteer Coach members contributing to ICF WA initiatives.

### **Section 5. Treasurer**

The Treasurer shall perform the organization's official financial transactions (with admin assistance) and keep accurate books of the organization's accounts. The Treasurer will present for the Board a financial report at its meetings and upon request and perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

## **ARTICLE VI ADMINISTRATIVE PROVISIONS**

### **Section 1. Accounting Year**

The accounting year of the organization shall be the twelve months ending December 31.

### **Section 2. Meeting Procedures**

Questions about Board or member proceedings at meetings of the Board or members shall be determined by Robert's Rules of Order (newly revised), except where such rules conflict with these Bylaws, the Articles of Incorporation or the laws of the State of Washington.

Robert's Rules of Order (newly revised) may be suspended by a majority vote of the Board or members of the organization entitled to vote, in each case present at a meeting at which a quorum is present.

## **ARTICLE VII AMENDMENTS TO THESE BYLAWS**

### **Section 1. Recommendations for Amendment**

These Bylaws may be amended when recommended by a committee appointed by the President, or upon a written request from at least ten per cent of the members of the organization entitled to vote. No amendment to this document shall conflict with the rules, guidelines, or bylaws of the International Coach Federation or with this organization's Articles of Incorporation.

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

All members of the organization entitled to vote shall be invited to review the amended bylaws and prepare to vote on the amendments, yea or nay to the totality of amendments presented. A vote of a simple majority of the members entitled to vote at a meeting in which a quorum is present shall decide the issue.

Alternatively, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office at any meeting of the board.

The foregoing Amended Bylaws were adopted by the Board of Directors by the vote of a majority of Directors then in office at a meeting of the Board at which a quorum was present, held on:

\_\_\_\_\_ 11/24/2020 \_\_\_\_\_.

Name and Title:

\_\_\_\_\_ Aidan Waine, Treasurer, ICF Washington State \_\_\_\_\_.