



*Advancing the Art, Science and Practice of Coaching*

## **ICF Phoenix Bylaws**

### **ARTICLE I ORGANIZATION NAME**

The name of this organization shall be ICF Phoenix, a chartered chapter of the International Coach Federation. This organization uses the global tag line, “Advancing the Art, Science and practice of Coaching.”

### **ARTICLE II ORGANIZATION GOALS**

1. To connect local members with each other.
2. To increase the success of its membership.
3. To increase the skills and effectiveness of its members.
4. To raise the awareness of the wider community about the coaching profession.
5. To provide a network through which its members can learn of and share opportunities.
6. To provide a forum wherein the members can discuss issues of professional concern.
7. 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 internal Board of Directors with a core executive team of President, President Elect, Immediate Past President, Secretary, and Vice President of Finance. The Board of Directors will also include additional Vice Presidents, Committee Chairs, and Liaisons as needed, such as Vice President of Membership, Vice President of Education, and Vice President of Communications. Each Fall, elections will be held to nominate and elect a new Board of Directors. The fiscal year shall be January 1<sup>st</sup> to December 31<sup>st</sup>. The Board of Directors has the authority to change the fiscal year with a majority vote.

#### **Section 2. Board of Directors Member Qualifications**

To be a member of the Board of Directors, one must be a current member of ICF Global and the ICF Phoenix Chapter, and be voted into office by a majority vote of the organization’s members. In addition, the candidates must meet the following criteria:

- Minimum of one year ICF Global Membership
- ICF Credential or Certification from ICF-accredited Coach Training Program (or on track to complete one of these two options within the year)
- Active coaching professional who reflects the spirit, training, credentials and integrity of the coaching profession

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

The Board of Directors shall provide leadership in pursuit of the organization’s stated goals. It shall further set and collect membership fees, determine organization-sponsored events fees, and

develop the policies and procedures necessary to conduct the business of the organization effectively.

Board Members commitment and expectations:

- Two-year commitment is preferred
- Attend monthly Board of Directors meetings
- Contribute to the work of running the chapter between board meetings as indicated in specific position description
- Support and attend chapter meetings and events as much as possible
- Actively generate awareness and support for chapter initiatives and special projects/events.

#### **Section 4. Nominations to the Board of Directors**

In August of each year, under the direction of the Immediate Past President, the Board of Directors shall approve the Nominating Committee by a majority vote. The Nominating Committee shall consist of three board members (preferably the Immediate Past President, President, and President Elect) and two members at large.

All qualified chapter members will be invited to notify the Nominating Committee of their interest in serving on the Board by September 30<sup>th</sup> of each year. The Nominating Committee will announce the nomination slate and elections will be held in October. The newly elected officers will be announced to the membership in November and take office in January.

The Board of Directors has the right to approve a Co-Presidency if two qualified candidates emerge for such a leadership role; or any Officer role if circumstances warrant.

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

In October, under the direction of the Secretary, the slate ballots shall be distributed electronically to all qualified members. The ballots will describe the election slate and present the candidates for each position. Members will fill out their ballots electronically and return them to the Secretary, who will process the ballots.

The Nominating Committee shall notify the nominees of their official selection prior to announcing the results to the membership in November. In addition, the list of new Board members shall be distributed to all current and new members of the Board of Directors prior to the announcement. The official announcement will be sent out electronically to the entire membership naming the new officers.

The Secretary will so note these proceedings and record them in the minutes of the board meeting following the election.

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

Any member of the Board may be removed by a majority vote of the Board of Directors. The Secretary shall record such events in the minutes of the Board of Directors meeting.

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

Terms for all Board of Directors members are for a period of one or two years with the intention that at least 50% of the team will hold two-year terms. The President-Elect will advance to the Presidency and then to the Immediate Past-President position on the Board of Directors.

Position vacancies that occur during the term may be appointed by the President, subject to a majority vote of approval by the Board of Directors. The appointment so approved will continue until the following December, when the seat will be filled by the normal election process.

#### **Section 8. Committees**

Committees can be appointed, 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 of Directors by way of a majority vote. In addition a liaison may be appointed to work with the Board of Directors for a stated purpose or function. (e.g., Event chairs.)

### **Section 9. Board of Directors Meetings**

The Board of Directors may meet and conduct business by conventional or electronic means, including phone conference, email and other electronic media (synchronous or asynchronous), provided all participants may access necessary information, participate in shared review/discussion of issues, recommendations and proposals, and/or vote.

### **Section 10. Meeting Procedures**

Questions about Board of Directors proceedings at meetings shall be determined by Robert's Rules of Order (Newly revised, 11<sup>th</sup> Edition), except where such rules conflict with the laws of Arizona. When a quorum is present, Robert's Rules of Order may be suspended by a majority vote of the Board of Directors or by qualified members of the organization (as dictated by Robert's Rules of Order).

### **Section 11. Quorum**

A majority of Board of Director members shall constitute a quorum for the purpose of transacting the business of the organization.

### **Section 12. Legal Purpose**

Notwithstanding any other provision of these articles, the purposes for which the corporation is established meets the statute, regulations, and analytical framework of the 1954 IRC 501(c)(6) of or the corresponding provisions of any future United States Revenue laws.

Basic Characteristics of an IRC 501(c)(6) Organization:

1. It must be an association of persons having some common business interest and its purpose must be to promote this common business interest;
2. It must be a membership organization and have a meaningful extent of membership support;
3. It must not be organized for profit;
4. No part of its net earnings may inure to the benefit of any private shareholder or individual;
5. Its activities must be directed to the improvement of business conditions of one or more lines of business as distinguished from the performance of particular services for individual persons;
6. Its primary activity does not consist of performing particular services for individual persons; and
7. Its purpose must not be to engage in a regular business of a kind ordinarily carried on for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

### **Section 13. 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 of 1954 or the corresponding provisions of any future United States Revenue laws.

### **Section 14. Dissolution**

In the event of its dissolution, the residual assets of the organization will be turned over to one or more organizations which are themselves exempt as described in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any prior or future IRS codes or to the Federal, State, or local government for exclusive public use.

**ARTICLE IV  
DUTIES OF THE ORGANIZATION OFFICERS**

**Section 1. President**

The President or his/her designee shall:

- Responsible for communicating with and overseeing all chapter officers, ensuring chapter is financially sound, development and facilitation of strategic plan, and communication with membership.
- Chair for all meetings of the Board of Directors.
- Ensure compliance with IRS, chapter Bylaws, policies, procedures, and requirements from ICF Global, etc.
- Official spokesperson for the chapter and liaison to ICF Headquarters.
- Other specific responsibilities as designated in the position description.

**Section 2. President Elect**

In case of the absence or disability of the President, or at his/her request, the President-elect shall:

- Serve as a direct support to the Chapter President
- In the absence of the President, perform the duties of the President.
- Develop and implement a leadership succession/mentoring program
- Other specific responsibilities as designated in the position description.

**Section 3. Secretary**

The Secretary shall:

- Oversee the proper recording of meetings and proceedings of the ICF Phoenix Chapter, and the Board of Directors.
- Oversee the electronic preservation of the chapter's historical records and documents.
- Approve and promulgate all forms of chapter balloting and shall review and maintain the voting integrity of all elections.
- Perform the duties and exercise the powers of the Chapter President or President-elect due to the absence or disability of those officers.
- Other specific responsibilities as designated in the position description.

**Section 4. Vice President of Finance**

The Vice President of Finance shall:

- Manage and supervise chapter financial efforts, including sponsorship, special events and prudent reserve.
- Maintain proper accounting procedure for the receipt and handling of funds, maintenance of financial record, and paying all authorized invoices.
- Ensure compliance with all governmental tax regulations and chapter financial reporting requirements.
- Other specific responsibilities as designated in the position description.

**Section 5. Vice President of Membership**

The Vice President of Membership shall:

- Manage and supervise chapter membership efforts including recruitment, member care, awards and scholarships..
- Research current membership trends of other local association chapters and report findings to Board of Directors..
- Other specific responsibilities as designated in the position description.

**Section 6. Vice President of Communications**

The Vice President of Communications shall:

- Manage the publications, marketing, public relations/branding, community outreach, and advocacy efforts of the chapter
- Ensure chapter programs, activities and accomplishments are consistently highlighted in member and public communications.
- Other specific responsibilities as designated in the position description.

### **Section 7. Vice President of Education**

The Vice President of Education shall:

- Develop, implement, and manage the annual education plan and curricular theme in accordance with chapter strategies, ICF standards, and current education trends pertinent to the coaching industry.
- Manage, delegate or provide oversight of chapter educational efforts, including:
  - Monthly Core Competency/Resource Development Programs and CEUs.
  - Registration, site selection & logistics, networking, credentialing, and wellbeing.
  - New programs and innovations
  - Program assessment.
- Other specific responsibilities as designated in the position description.

### **Section 8. Vice President of Outreach**

The Vice President of Outreach shall:

- Promote community outreach efforts through programs that provide a means of giving back to the community.
- Partner with Professional Affiliates
- Partner with the Business community to raise awareness of the coaching profession

### **Section 9. Vice President of Special Programs / Events**

The Vice President of Special Programs / Events shall:

- Work with other Board Members to develop, implement and manage special projects and/or events to support the chapter's strategic goals.
- Form and supervise committees as needed to support projects and events.
- Generate and oversee implementation of strategies to build awareness and practice of coaching in organizations.
- Uphold intention and purpose of the ICF Phoenix Prism Award and its alignment with the ICF Global Prism Award.
- Perform other specific responsibilities as designated in the position description.

### **Section 10. Vice President of Technology**

The Vice President of Technology shall:

- Provide direction and leadership for the chapter's use of technology to accomplish strategic goals
- Maintain chapter-related business systems and technology infrastructure
- Other specific responsibilities as designated in the position description

### **Section 11. Immediate Past President**

The Immediate Past President shall:

- Provide support and guidance to the President and other officers as requested.
- Chair the nominating committee for annual Board Membership slate.
- Other specific responsibilities as designated in the position description.

### **Section 12. Delegation of Officers' Duties**

The majority of the Board of Directors may delegate any officer's duties to any other member of the Board of Directors when they deem such action to be appropriate.

## **ARTICLE V ORGANIZATION MEMBERSHIP**

### **Section 1. Qualifications**

To qualify as a **Full Member** of the organization, an individual must be a member in good standing of the International Coach Federation and have designated Phoenix as their local chapter. An individual may also participate at the multiple chapter designation. To do this, an annual Multiple Chapter Application must be completed and the applicable annual dues submitted to the chapter.

To participate as an ICF Phoenix **Chapter Affiliate**, an individual must have an interest in furthering coaching as a profession and upholding the standards and ethics of the ICF. Any individual that is not a Full Member may apply as an Affiliate.

To participate as an ICF Phoenix Chapter **Student Affiliate**, an individual must qualify as an Affiliate AND currently be enrolled in an ICF-accredited Coach Training Program that will result in their qualification for full ICF membership.

To participate as an ICF Phoenix Chapter **Affiliate Emeritus**, an individual must qualify as an Affiliate AND be in retirement (no longer actively pursuing coaching as a livelihood) AND holds or has held an ICF credential (ACC, PCC or MCC.)

### **Section 2. Voting**

All qualified Full Members of the organization are eligible to vote on any issue presented to the membership for a vote.

### **Section 3. Chapter Affiliate Distinctions from Membership**

All ICF Phoenix Chapter Affiliates will be determined through an application method defined by the Board of Directors and detailed on the chapter's website. All local chapter affiliate applications are subject to the review and approval of the Board of Directors.

To remain in good standing, Affiliates must be current on all fees.

All chapter affiliates receive special event pricing.

Only Full Members may participate in chapter voting.

Only Full Members may serve on the Board of Directors or Chair a committee. Affiliates may serve on a committee.

Only Full Members can proclaim that they are a "*member of the ICF Phoenix Chapter.*"

### **Section 4. Chapter Affiliate Fees**

The following fee structure is established for ICF Phoenix Chapter Affiliates. The fees are paid annually.

Chapter Affiliate - \$100/year

Student Affiliate- \$50/year

Affiliate Emeritus- \$0/year with the donation of one presentation to the chapter or agreement to mentor one coach.

**ARTICLE VI  
AMENDMENTS TO THE BYLAWS**

**Section 1. Recommendation for Amendment**

These bylaws may be amended when recommended by a committee appointed by a majority of the Board of Directors, or upon a written request from at least ten percent of the qualified members of the organization.

**Section 2. Procedure for Amending Bylaws**

The following procedures shall be followed for amending bylaws.

- (a) The recommendation for amendment shall be presented for approval at a Board of Directors meeting.
- (b) A majority of the Board of Directors shall approve the recommendation for amendment.
- (c) Subsequent to the Board of Directors approval, the Secretary or appointed officer shall invite qualified members of the organization to vote (yea or nay on the totality of amendments as presented) within sixty days from the amendment's approval by the Board of Directors.
- (d) The amendment shall be considered ratified and effective when carried by a majority of qualified members who participate in the vote.
- (e) The general membership shall be notified of the results no later than sixty days of the voting deadline.
- (f) A majority of the Board of Directors shall see that the official bylaws are so amended and posted appropriately.

**Section 3. Ratification of Motions between Board Meetings**

Action/Motions typically taken at Board of Director meetings may be proposed and ratified between Board Meetings, through unanimous electronic agreement of all board members. The nominating board member must propose action/motion in writing to all Board of Director members and written agreement of all board members must be sent to the Secretary. Any Board of Director may revoke their consent to the President or Secretary before the date of the last Directors consent. Upon receipt of the final consent, the proposed action/motion is considered effective, unless a specific date in the future is indicated in the proposal. All such actions/motions will be documented by the Secretary and included in the minutes of the next Board of Directors meeting.

Bylaws adopted 2004  
Revised 2010  
Revised 2012  
Revised 2013 September 5  
Revised 2014 September 13