

## **ICF OREGON CHARTER CHAPTER BYLAWS**

Ratified June 30, 2015; Amended September 24, 2018

### **Article I Organization Name**

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

The name of this organization shall be the “ICF Oregon Charter Chapter” (hereinafter referred to as “ICF Oregon”). This organization is formed and functions as a local chapter of the international organization called the International Coach Federation (hereinafter “ICF Global”). Prior to June 30, 2015, ICF Oregon Charter Chapter was known as “NW Coach Association.”

## **Article II Organization Objectives**

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

The objectives of ICF Oregon, organized as a professional Membership organization, are as follows:

A. To increase the success of its Membership. B. To increase the skills and effectiveness of its Members. C. To raise the awareness of the wider community about the coaching profession. D. To provide a network through which Members can learn of and share opportunities. E. To provide a forum wherein Members can discuss issues of professional concern. F. To provide the opportunity for Members to collaborate in providing resources and solutions for their clients and for our community.

## **Article III Organization Governance**

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

The operations of ICF Oregon shall be governed by a Board of no more than 13 Members. The Board shall consist of the elected Officers and appointed Directors. The elected Officers of ICF Oregon shall be a President, President-Elect, Past President, Secretary and Treasurer; these are elected by the Membership and serve until their successors have been duly elected and assume office. The President-Elect shall automatically assume the Presidency. The President shall automatically assume the Past Presidency.

### ***Section 2. Qualifications of Elected Officers and Appointed Directors***

To be an elected Officer, one must be a qualified Member of ICF Oregon (cf. Art VI, Sec 1), nominated for office by the Nominating and Elections Committee, and be voted into office by a vote of ICF Oregon's Members. To be a Director, one must belong to a category of the then-current ICF Oregon CMER (Chapter Membership Eligibility Requirements) that permits holding the position of Director, and be appointed to the position as described herein (Art III Sec 8).

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

The Board of Directors shall provide leadership in pursuit of ICF Oregon's stated goals. It shall determine fees at organization-sponsored events and develop the policies and procedures necessary to conduct the business of ICF Oregon effectively. Each Member of the Board of Directors shall maintain a shared electronic folder pertinent to their position that will contain all records, forms, processes and procedures that shall be passed to the next Director in that role.

### ***Section 4. Voting Privileges***

All Members of the Board of Directors, elected or appointed, shall have equal voting privileges at all Board Meetings.

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

Nominations for election to the Board shall be made by the Nominations and Elections Committee, which shall be chaired by the Past President, and consisting of the Past President and at least two (2) qualified Members of ICF Oregon appointed by the President and approved by a majority vote of the Board. With the exception of the Past President, no member of the Nominations and Elections Committee shall be a current Board Member. The President shall appoint, with the Board's approval, the Nominations and Elections Committee by December 5 of the current year for the following year term (cf. Art III Sec 8). The Secretary shall email all qualified Members a notice of the coming election by January 5 and invite qualified Members to notify the Nominations and Elections Committee of their interest in serving on the Board by February 5. The Nominations and Elections Committee will by February 15 submit to the Board the names of one or more candidates for each Board seat for voting (in the case of elected positions as described in Art III Sec 6) or appointment (in the case of appointed positions as described in Art III Sec 8) and installation at the March board meeting.

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

Fifteen days before the March Chapter Meeting of ICF Oregon, the Secretary will email ballots to all qualified Members. 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 at the March Chapter Meeting. The Secretary will so note these proceedings and record them in the Minutes. The Secretary shall retain all email votes for a period of sixty (60) days.

### ***Section 7. Removal***

Any Member of the Board regardless of election or appointment may be removed by a 2/3 vote of the whole Board's serving Members. Vacant seats shall be ignored for purposes of calculating the 2/3 vote. The Secretary shall record such events in the Minutes of the Board Meeting.

### ***Section 8. Terms and Vacancies***

The term for Secretary and Treasurer is one year, from the March Chapter Meeting of the current year to the March Chapter Meeting of the following year. The person who is elected as President-Elect shall serve a total of three consecutive years, one each as President-Elect, President, and Past President. The term for appointed Board Members is set in the Governing Documents defining that Role (Article VIII Sec 3) and shall be no less than one year and no greater than three years. Installation of new Board Members shall be conducted in a ceremony at the March Board Meeting. Any vacancy on the Board shall be filled by presidential appointment, subject to a majority vote of approval of the Board. The appointment so approved will pertain until the following March, when the seat will be filled by the normal election and appointment process.

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

Meetings of the Board of Directors will be at the places and times decided by the Board. The President may call a Special Meeting at any time. The President shall call a Special Meeting of the Board within one week of receiving the written request of a Board Member to do so. The written request shall contain the agenda for the Special Meeting. All Board Meetings shall be open to all qualified Members of ICF Oregon. The single exception is when the Board votes by a 2/3 majority to go into Executive Session to discuss confidential matters. The Executive Session concludes once the confidential matters are handled.

### ***Section 10. Committees***

The President may appoint Committees, either standing or ad hoc, in order to effectively and efficiently further the stated purposes of ICF Oregon. The establishment of any Committee must first receive the approval of the Board by way of a majority vote. The President shall maintain a public list of active Committees, indicating (a) whether each is standing or ad hoc, (b) the purpose and responsibilities of each, (c) who is the Chair, (d) who is a Member, and (e) for ad hoc Committees, when each shall disband. The Secretary shall publish this list to the Membership at least quarterly.

Standing Committees authorized by these Bylaws or other Governing Documents need not be approved by the Board, but their Members must still be appointed by the President, as must each Committee Chair, unless the Chair is named in the Governing Document that authorizes it.

### ***Section 11. Meeting Procedures***

Questions about proceedings at all official meetings, including Chapter and Board Meetings, shall be determined by Robert's Rules of Order (revised), except where such rules are overridden by these Bylaws or the laws of the State of Oregon.

### ***Section 12. Quorum***

A majority of Board Members shall constitute a quorum for the purpose of transacting the business of ICF Oregon. Unfilled Board seats shall be ignored for purposes of calculating the number required for quorum.

***Section 13. Insurance***

ICF Oregon will carry liability insurance at all times:

General Liability: \$1MM per occurrence, \$1MM aggregate

Professional Liability: \$1MM per occurrence, \$1MM aggregate

It is the responsibility of the Board of Directors to determine the company through which the insurance policy will be carried.

***Section 14. Legal Purpose***

Notwithstanding any other provision of these articles, the purpose for which the corporation is established is as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States revenue laws.

***Section 15. 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 16. Dissolution***

In the event of its dissolution, the residual assets of ICF Oregon will be turned over to one or more organizations which are themselves exempt as described in sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future IRS codes, or to the Federal, State, or local government for exclusive public use. If ICF Global exists at the time of dissolution and qualifies as stated above, then it shall receive all residual assets. Otherwise residual assets shall go to qualifying organizations selected by the Board.

## **Article IV Duties of Elected Officers**

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

The President shall preside at all Board and Chapter Meetings, convene the annual election process, sign any instruments or documents which may lawfully be executed on behalf of the Board, make non-elected position appointments, speak for the Chapter in official capacities wherever ICF matters are concerned, ensure that Chapter's registration with the Secretary of State is current, ensure compliance with ICF, and determine at each Board meeting if a quorum is present (Art III Sec 12).

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

In case of the absence or disability of the President, or at his/her written delegation, the President-Elect shall perform all of the duties of the President. The President-Elect shall chair the Strategic Planning Committee.

### ***Section 3. Past President***

The Past President shall serve on the Board for one year following their term of office as President. The Past President will provide advice and guidance to the Board. The Past President will be expected to attend all monthly Chapter Meetings and Board Meetings.

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

The Secretary takes Minutes at Board Meetings and during the Business portion of Chapter Meetings. The Secretary conducts official correspondence and maintains official records on behalf of the Chapter and President. The Secretary shall keep a copy of each Board Member's report.

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

A monthly Treasurer's report shall be given at each Board Meeting. The duties of the Treasurer shall include collecting and disbursing funds, general financial oversight, financial planning and budgeting, financial reporting, banking, book keeping and financial record keeping.

### ***Section 6. Additional Details of Elected Officers' Duties***

Additional details of elected Officers' duties are found in the Governing Document "Board Roles and Responsibilities" (Art VIII Sec 3).

## **Article V Duties of Appointed Directors**

### ***Section 1. Appointed Directors' Role Definitions***

The Board is authorized to define roles for up to eight (8) Directors. Role descriptions shall be published to the Members in the "Board Roles and Responsibilities" document (Art VIII Sec 3), and the roles shall be filled as described in these Bylaws. Each person who is appointed and confirmed in a Director role shall be a Board Member for the duration of their service as a Director.

## **Article VI Organization Membership**

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

In order to qualify as a Member of ICF Oregon, an individual must:

1. Be a Member in good standing with ICF Global, and 2. Be on record with ICF Global as having chosen to affiliate with ICF Oregon.

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

All qualified Members of ICF Oregon are eligible to vote on any issue presented to the Membership for a vote.

Page 7 of 9 Ratified June 30, 2015; Amended September 24, 2018

## **Article VII Amendments To The Bylaws**

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

The Bylaws may be amended when recommended by a Committee appointed by the President, or upon a written request from at least ten percent of the qualified Members of ICF Oregon. The President shall have the recommended amendments posted on ICF Oregon's website.

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

All qualified Members of ICF Oregon shall be invited to review the amended Bylaws on the website and prepare to vote on the amendments (yea or nay to the totality of amendments as presented) via email within two weeks of posting on the site. Votes received after that date are invalid. A proposed amended set of Bylaws shall be considered ratified and effective when carried by a majority of the votes cast. The President shall see that the official guidelines are so amended and posted on ICF Oregon's website. The Secretary will maintain a set of all Bylaws, past and current.

Article VIII Other Governing Documents Section 1. Authorization for Governing Documents Section 3. Board Roles and Responsibilities (BRR)

## **Article VIII Other Governing Documents**

### ***Section 1. Authorization for Governing Documents***

These Bylaws may be supplemented by specific documents created and maintained by the Board, such documents to have equal force with these Bylaws, excepting only that where such Governing Documents conflict with these Bylaws, the Bylaws shall take precedence.

### ***Section 2. Chapter Membership Eligibility Requirements (CMER)***

The Board shall maintain and publish a Chapter Membership Eligibility Requirements (CMER) document that shall define who shall be eligible for what Chapter benefits. This may include creating classes or levels of membership. The CMER may not conflict with the definition of membership contained in Article VI of these Bylaws.

### ***Section 3. Board Roles and Responsibilities (BRR)***

The Board shall maintain and publish a Board Roles and Responsibilities (BRR) document that shall define specific Director roles and the responsibilities of all Board Members, elected and appointed. This may include creating Director positions. The BRR may not conflict with the definition of Officers' Duties contained in these Bylaws.

Page 9 of 9 Ratified June 30, 2015; Amended September 24, 2018