



ICF Arizona Charter Chapter By-Laws

**Revised By-Laws Amended September 2022
To be effective October 15, 2022, upon membership approval**

Advancing the Art, Science and Practice of Coaching

ARTICLE I ORGANIZATION NAME AND PURPOSE

Section 1: Organization Name

The name of this organization shall be **ICF Arizona**, a chartered chapter of the International Coach Federation. (aka "ICFAZ"), hereinafter referred to as "the Chapter.")

The purpose of the Chapter is to promote and advance the mission and vision of the International Coaching Federation (ICF) within the Chapter's ICF designated geographic area or territory. (2018, ICF Arizona Chapter Agreement)

Section 2: Principal Office

The principal office of the Chapter shall be in Phoenix, Arizona at an address designated by the Board of Directors.

Section 3: Geographic Representation

The organization services the entire state of Arizona.

ARTICLE II ORGANIZATION GOVERNANCE

Section 1. Governing Body

The operations of the organization shall be governed by an internal Board of Directors. An executive committee of officers will consist of President, Vice President/President-Elect, Immediate Past President, Secretary, and Treasurer.

The Board of Directors may also include, but is not limited to a Director of Membership, a Director of Communications & Marketing, a Director of Professional Development, a Director of Outreach & Partnerships, and such other officers as the board may amend by majority vote. All members of the Board of Directors shall have the responsibility of organizational governance.

Each October, elections will be held to elect a new Board of Directors. The fiscal year shall be January 1 to December 31. 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 Arizona Chapter and be voted into office by a majority vote of the organization's members submitting a ballot.

In addition, the candidates must meet the following criteria:

- Shall be a member in good standing of ICF Global and the ICF Arizona Chapter Shall hold an ICF Credential or Certification from ICF-accredited Coach Training Program (or be on track to complete one of these two options within the year)
- Shall be an 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 required with exception of President-Elect, President, and Past President who may serve a total of 3 years combined
- 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
- Contribute to and abide by chapter bylaws, policies, and standard operating procedures

Section 4. Nominations to the Board of Directors

In August of each year, under the direction of the Vice President/President-Elect, the Board of Directors shall, by a majority vote appoint, the Nominating Committee. The Nominating Committee shall consist of three board members (preferably the Immediate Past President, President, and Vice President/President-Elect) and three 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 1 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 following the October elections, and the new board members officially take office in January. Newly elected board members are expected to participate in the November and December board meetings with the incumbents as part of their on-boarding.

The Board of Directors has the right to approve a Co-Presidency if two qualified candidates emerge through the election process 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 with the exception of Vice President/President-Elect, President, and Past President shall be for a period of two years. The Vice President/President-Elect will become a candidate for the Presidency. Upon completing the term of President, shall serve as 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, 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. Committee Chairs shall be identified by the President, and confirmed by the cognizant board member. Committee Chairs shall have the authority to fill their committees. The cognizant board member should support and enable committee chairs, members and micro-volunteers under their purview.

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 the most current edition of Robert's Rules of Order, 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. A quorum is a majority of **filled** Board positions.

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 ICF Global 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 III DUTIES OF THE ORGANIZATION OFFICERS

Section 1. President

The President or his/her designee shall:

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

Section 2. Vice President/President-Elect

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

- Serve as a direct support to the Chapter President
- In the absence of the President, perform the duties of the President.
- Ensure that appropriate processes, systems, and technological platforms are in place that support all Chapter work.
- Maintain chapter-related business systems and technology infrastructure.
- Serve as the chair of the governance committee (Chapter Excellence).
- Perform 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 Arizona 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.
- Perform other specific responsibilities as designated in the position description.

Section 4. Treasurer

The Treasurer 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.
- Perform other specific responsibilities as designated in the position description.

Section 5. Director of Membership

The Director 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.
- Perform other specific responsibilities as designated in the position description.

Section 6. Director of Communications & Marketing

The Director of Communications & Marketing shall:

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

Section 7. Director of Professional Development

The Director of Professional Development shall:

- Develop, implement, and manage the annual professional development 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.
 - In-person and virtual programs and innovations.
 - Program assessment.
 - Coaching Week.
 - Community of Practices supporting membership interests such as business development, internal coaching, etc.
- Provide high level guidance to regional specific educational programming
- Perform other specific responsibilities as designated in the position description.

Section 8. Director of Outreach & Partnerships

The Director of Outreach & Partnership shall:

- Partner with Colleges, Universities, Professional Affiliates and the Business community to raise awareness of coaching in our community to create potential opportunities for ICF AZ Coaches and shall facilitate the establishment of strategic partnerships for ICF AZ that provide a mutual benefit with other organizations.
- (eliminate this position and move duties to Social Impact Committee under the Director of Outreach & Partnerships)

Section 9. Immediate Past President

The Immediate Past President shall:

- Provide support and guidance to the President and other officers as requested.
- Perform other specific responsibilities as designated in the position description.
- Develop and implement a leadership succession/mentoring program

Section 10. 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 IV 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 Coaching Federation and have designated (be affiliated with) ICF Arizona as their local chapter on the ICF Global website. 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 that chapter.

To participate as an ICF Arizona **Chapter Associate**, 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 Associate.

To participate as an ICF Arizona **Student Chapter Associate**, an individual must qualify as a Chapter Associate 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 Arizona **Chapter Associate Emeritus**, an individual must qualify as a Chapter Associate 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

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

Section 3. Chapter Associate Distinctions from Full Membership

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

To remain in good standing, Chapter Associates must be current on all fees and adhere to the Code of Ethics of the Organization. All Chapter Associates receive special event pricing, equivalent to that of full members.

Only **Full Members** may participate in chapter voting.

Only **Full Members** may serve on the Board of Directors or Chair a committee. Chapter Associates may serve on a committee.

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

Section 4. Chapter Member and Chapter Associate Fees

The fee structure is established for ICF Arizona Chapter Members and Chapter Associates by the Board. The Board of Directors may change the stated fees by a majority vote. The fees are paid annually.

A Chapter Associate may resign at any time.

A Chapter Associate may be dropped from membership for conduct that is contrary to the ICF Code of Ethics and/or the Chapter By-laws of the Arizona Chapter of the ICF by a majority vote of the Board of Directors.

Section 5. Anti-discrimination

There shall be no discrimination against any individual on the basis of age, race, sex, color, national origin, disability, genetics, religion, sexual orientation/gender identity, pregnancy, veteran/military status, or marital status.

ARTICLE V 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.

ARTICLE VI MISCELLANEOUS

Section 1. Bank Account

The funds of the Chapter shall be deposited or kept with a bank or trust company selected by the Board of Directors. Such funds shall be disbursed upon the order or orders of such Officers as may be prescribed by the Board of Directors.

Section 2. Fiscal Year

The fiscal year of the Chapter shall be January 1 through December 31. The Board of Directors, by majority vote, may change the fiscal year as needed.

Section 3. Compensation

All members of the Board of Directors (Officers and Directors) and Board-Appointed Advisors shall serve without compensation but may be reimbursed for the reasonable expenses incurred in the operation of the Chapter and approved by the President or the Treasurer in the case of expenses incurred by the President.

The Executive Committee will determine the need for administrative support and other staff. Once board has approved necessary positions, the EC will hire at an appropriate compensation level.

Section 4. Conflicts of Interest

All Officers, Directors, Board-Appointed Advisors, Contractors/Staff, and committee members shall comply with and sign the Chapter's Conflict of Interest and Privacy Policies upon being onboarded into their position.

Section 5. Ethical Violations

The Chapter shall maintain consistency in the application of the ICF Code of Ethics. If a potential ethical violation by an ICF member or credential holder has occurred, any individual or client may report concerns of a potential breach of the ICF Code of Ethics by filing a complaint in accordance with ICF guidelines concerning the Ethical Conduct Review Process as posted on the ICF Global Website.

Section 6. Conflict with ICF

The Chapter agrees not to conduct, endorse, offer, promote, develop or support any program, meeting, convention or educational event which conflicts with any ICF activity or policy without the express written approval of the ICF. The Chapter shall not join or become a Chapter member of any other trade association that competes with ICF without prior written consent of the ICF.

Section 7. Indemnification and Insurance

The Chapter shall indemnify such persons as it may indemnify under the Arizona Not-for-Profit Law, subject to the provisions of such law. The Chapter shall also indemnify any representative against expenses actually and reasonably incurred by such representative in the successful defense of any suit, to the extent required or permitted by such law.

The Board of Directors, by majority vote, may authorize the Chapter to purchase and maintain insurance on behalf of any person who is or was a representative of the Chapter, or is or was serving at the request of the Chapter as a representative of another Chapter, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such.

(End of Bylaws)

By-laws amended September 2022, subject to approval of general membership October 2022