



Bylaws

of the Virginia Charter Chapter ICF Professional Coaches

Article I. Name of Chapter

Section 1: Organization Name

The name of the Chapter shall be the ICF Virginia Charter Chapter, (aka “ICFVA”) hereinafter referred to as “Chapter”, a chartered chapter of the International Coaching Federation.

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. (2023, ICF Virginia Chapter Agreement).

ICF VA is a 501(c)(6) tax-exempt non-profit organization incorporated under the laws of the State of Virginia, USA.

Section 2: Principal Office

The principal office of the Chapter shall be within the state of Virginia at an address designated by the Board of Directors.

Section 3: Geographic Representation

The organization services the entire state of Virginia.

Article II. Purpose

The purpose of the Chapter is to engage in activities within the state of Virginia that are consistent with the policies of and advance the mission of the International Coaches Federation- Professional Coaches (ICF-PC). The Chapter shall be governed in its operations and activities by a written statement of mission, vision and values, strategic plan, and ethics consistent with those established and approved by the ICF-PC.

Article III. 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. All members of the Board of Directors shall have the responsibility of organizational governance. Each January, elections will be held to elect new Board of Directors.

A vacancy in a director position may be filled for the balance of the unexpired term by majority vote of the remaining voting members of the Chapter's Board of Directors. Or the remaining voting members of the Chapter's Board of Directors may vote to hold a special election of the membership body and the newly voted director will serve the balance of the unexpired term.

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/or the ICF Virginia Charter 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 hold a current ICF Credential (ACC, PCC, or MCC) or completed 60 hours of coach specific training requirements as defined by ICF-PC
- 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
- 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. Terms and Vacancies

A term for all Board of Directors shall be for a period of two years for a maximum of two consecutive terms. The Vice President/President-Elect will become a candidate for the presidency. Upon completing the term of President, the exiting President shall serve as the Immediate Past-President on the Board of Directors. Position vacancies that occur during the term may be appointed by the President or the President may recommend a special election and the position will be held for the remainder of the existing term.

Solicitation for nominations shall occur in November and elections shall take place in December.

Director terms shall be staggered to ensure continuity of leadership.

Term Cycles

Odd Year (Appointment begins January 1)

President
Treasurer
Secretary
Director (1) of Professional Development
Director of Marketing and Communication

Even Year (Appointment begins January 1)

Director (2) of Professional Development
Director of Outreach & Partnerships
Ignite Director
President Elect/Vice President

**Board Members who onboarded between January 1, 2022, and Dec 31, 2022 will serve out the board role they were appointed or voted into until the two year date of their initial appointment. This means that there may be two board members in the same role for a few months and will allow for knowledge transfer.*

Section 5. Nominations to the Board of Directors

In October of each year, 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 two to three members. All qualified chapter members will be invited to notify the Nominating Committee of their interest in serving on the Board in November of each year.

The Nominating Committee will announce the nomination slate and elections will be held in December. The newly elected officers will be announced to the membership following the December elections, and the new board members officially take office in January.

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 6. Elections

In December, 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 December.

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 7. 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 Virginia. 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 8. Quorum and Action by the Board. Unless a greater proportion or number is required by applicable law, a majority of the Directors then in office and eligible to

vote shall constitute a quorum for the transaction of Chapter business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such meeting.

Section 9. Voting. Each Director shall have one (1) vote on matters properly submitted to the Chapter Board for a vote. Proxy voting by Chapter Board members is prohibited.

Section 10. Compensation. Directors will not receive compensation for their service on the Board but may be reimbursed for documented out-of-pocket costs and expenses in accordance with such reimbursement policy as may be approved by the Chapter Board.

Section 11. Meetings of the Board. The Chapter's Board shall meet not less than four (4) times per fiscal year of the Chapter. Regular meetings shall be held at such time, place and location as may be determined by the Board. Special meetings of the Board may also be called by the Chapter Chair or any three (3) voting members of the Board.

Section 12. Notice. Notice of regular meetings of the Chapter Board shall be given by the Chair or the Secretary of the Chapter to each member of the Board either personally, by postal service, telephone or electronic communication not less than fourteen (14) days prior to the date of the scheduled meeting. The matters to be discussed and voted upon at any duly called meeting of the Board shall not be limited to those set forth in the notice. Notice of specially called meetings of the Board shall be provided to each Board member either personally, by postal service, telephone or electronic communication not less than five (5) days prior to the date of the specially called meeting. Matters placed before the Board for discussion and vote shall be limited to those set forth in the notice.

Section 13. Telephone/Electronic 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 14. Waiver. A Director's attendance at any meeting of the Chapter Board shall constitute a waiver of notice of such meeting, except where attendance at the meeting by the Director is for the purpose of objecting to the called or convened meeting.

Section 15. Action by Unanimous Consent. Where permitted by applicable law, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all members of the Board and such unanimous written consent is filed with the minutes of the Board's meeting.

Section 16. Resignation. Except as otherwise required by law, a board member may resign from the Board at any time by giving notice in writing to the Chapter President or Secretary. Such resignation shall take effect at the time specified in the notice or upon receipt by the President or Secretary where no effective date is specified.

Section 17. Removal

Except as otherwise required by law, a board member may be removed *for cause* by a majority vote of the members of the Chapter Board eligible to vote at any regular or special meetings of the Board where a quorum is present. The board member who is the subject of the removal action will be provided with prior written notice of the removal action and the nature of the “cause” and be provided with an opportunity to appear before the Board and/or respond in writing to the charges. The board member shall not be permitted to appear with or by legal counsel. A board member may also be removed for absence from 3 consecutive regular Board meetings. The Secretary shall record such events in the minutes of the Board of Directors meeting.

Section 18. 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 19. 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) 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 20. 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 21. 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 IV 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 Virginia Charter 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 and initiatives 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:

- Develops criteria of program development events to include diversified presentations Reviews speaker applications for program approval that support Board Strategy and members' survey ideas
- Schedules programs out at least two-three months in advance
- Schedules calls with prospective presenters for vetting and approve speaker if topic meets criteria
- Tracks meeting results, expenses and revenue keeping within budget parameters
- Ensures periodic evaluation of ICF programming and report to the board

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 ICFVA Coaches and shall facilitate the establishment of strategic partnerships for ICFVA that provide a mutual benefit with other organizations.

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 V. Membership

Section 1. Qualifications

To qualify as a Gold 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 Virginia as their local chapter on the ICF Global website.

To participate as an ICF Virginia Chapter Silver member, 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 Gold Member may apply as a silver member. To participate as an ICF Virginia Student member, an individual currently be enrolled in an ICF-accredited Coach Training Program. ICF Virginia Corporate membership offers a discount for multiple members of the same organization.

Section 2. Voting

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

Section 3. Chapter Member Fees

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

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

Section 4. 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.

Section 5. Suspension, Removal or Expulsion. In conformity with such policies as may be established by the ICF-PC and/or the Chapter, and subject to the requirements of applicable law, a Chapter member may be suspended, removed or expelled from Chapter membership arising out of his or her violation of these or the ICF-PC Bylaws, violation of the policies of the Chapter and/or ICF-PC, a violation of the ICF Code of Ethics as determined under the ICF Independent Review Board's Ethical Conduct Review Process, a failure to pay required member dues, fees and/or assessments, conduct in violation of the mission and/or purposes of the ICF-PC and/or the Chapter, and such other conduct as places the ICF-PC and/or Chapter in an unfavorable light or is contrary to the best interests of the ICF-PC or the Chapter. All rights and privileges of

membership shall immediately cease upon the expulsion, removal or termination of membership.

Section 6. Transferability of Membership. Membership in the ICF-PC and/or the Chapter shall be personal to the member and is both non-assignable and non-transferable to another person or entity. No member of the ICF-PC or the Chapter shall have any equitable or ownership rights or interests in the ICF-PC or the Chapter or their respective properties, funds or assets.

Section 7. Membership Meetings.

a. Regular Meetings/Notice: There shall be an Annual Meeting/Annual General Meeting of the Chapter's membership. Other regular and scheduled meetings of the Chapter's membership may be held at such time(s) and place(s) as determined by the Chapter's Board of Directors. Written notice of the Annual Meeting/Annual General Meeting and such other regular membership meeting(s) will be issued by the Chapter to each member in good standing not less than 30 days and not more than sixty (60) days prior to the date of the scheduled meeting. Such notice may be sent by postal service, overnight delivery, electronic mail or by posting the notice on the Chapter website. Such notice shall include, where possible, an agenda for the scheduled meeting as well as any officer or committee reports. Business to be transacted at the meeting may not be limited to those items identified on the agenda.

b. Eligibility for Attendance: Members of the Chapter in good standing may attend meetings of the membership, whether regular or special. At the sole discretion of the Chapter Board of Directors, additional non-member guests may be invited to attend.

c. Telephonic or Electronic Meetings: Except as otherwise prohibited by applicable law, meetings of Chapter membership may be conducted by telephone, video conference or other electronic means so long as all members participating may hear each other simultaneously. Participation by electronic, video or telephone conference shall conclusively constitute presence in person for the purposes of determining a quorum of membership at such meeting.

d. Rules of Order: The Chapter's Board of Directors shall determine the rules of order and procedure to be applied at meetings of the Chapter's membership.
[The most recent edition of Roberts' Rules of Order]

Article VI. Event Fees

Section 1. Meeting Fees/Registration: The Chapter's Board of Directors shall have discretion as to the fees for registration or attendance at Chapter meetings of membership or events.

ARTICLE VII– Committees

Section 1. Executive Committee: The Executive Committee shall consist of the President, Vice President/President Elect, Secretary, Treasurer and Past President as an *ex-officio* non-voting member, which committee between Board meetings shall exercise the powers of the Board in the management of the affairs of the Chapter. A majority of the Executive Committee shall constitute a quorum. Action taken by the Executive Committee shall require a majority vote of the members of the Committee at a meeting where a quorum is present. The Executive Committee shall keep minutes of its meetings and shall report all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet at the call of the Chair or any three (3) members of the Committee.

Section 2. Other Committees: The Board of Directors shall determine what standing and special committees it deems reasonable and necessary to the efficient and effective operation of the Chapter. The Chapter Board shall appoint such committees and their chairs. The Board of Directors may also dissolve such committees in its discretion by a majority vote of the Board.

Section 3. Telephone Meetings: Except where otherwise prohibited by law, the members of any Chapter committee may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE VIII 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 VIII – 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. Rules: The Chapter's Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures and programs of the Chapter and which are not inconsistent or in conflict with the Bylaws, policies, procedures and programs of the ICF-PC.

Section 3. Fiscal Year: The fiscal year of the Chapter shall be *January 1 through December 31*.

Section 4. Amendments: These Bylaws may be amended by majority vote of the Chapter Board of Directors then in office and attending a meeting at which a quorum is present, or by majority vote of the Board of Directors then in office voting by mail or electronic mail ballot, provided that the votes are received within thirty (30) days of the original mailing or notice of the proposed amendment.

Section 5. Conflicts of Interest

All board members shall sign and comply with the ICF Chapter Leader Pledge which includes a section on conflicts of interest.

Section 6. 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 7. 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 8. Indemnification and Insurance

The Chapter shall indemnify such persons as it may indemnify under the Virginia 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 February 14, 2023 and approved by the ICF VA Charter Chapter
Board of Directors