



Chapter Bylaws

ARTICLE I ORGANIZATION NAME

Section 1.

The name of this organization shall be the International Coach Federation Gulf Coast Chapter.

ARTICLE II ORGANIZATION GOALS

Section 1.

Increase the success of its membership.

Section 2.

Increase the skills and effectiveness of its members.

Section 3.

Raise the awareness of the wider community about the coaching profession.

Section 4.

Provide a network through which its members can learn of and share opportunities.

Section 5.

Provide a forum wherein the members can discuss issues of professional concern.

Section 6.

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 elected Board of Directors of no more than nine (9) members. These Directors shall be elected by a vote of qualified members.

The Chapter and its Board of Directors shall abide by all applicable policies and guidelines of the International Coach Federation.

Section 2. Director Qualifications

To be a Director, one must be a qualified member (a member in good standing of the ICF at the time of nomination and maintain membership during time of service), and be voted into office by a vote of the organization members.

Section 3. Duties and Responsibilities of the Board of Directors

The Board of Directors shall provide leadership in pursuit of the organizations stated goals. It shall determine fees at organization-sponsored events, and develop the policies and procedures necessary to conduct the business of the organization effectively.

Section 4. Nominations and Elections The Secretary shall email all qualified members a notice of the coming election, including the number of coming vacant seats, and invite qualified members to notify the Board President or the Nominations and Elections Committee (if one has been designated by the Board) of their interest in serving on the Board by September 30.

The Board or Nominations and Elections Committee will submit to the membership, in writing, the names of one or more candidates for each board seat at or prior to the October meeting. Voting will take place in December and installation in January.

Section 5. Elections

Before the regular December meeting, 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. The Secretary will count the ballots and announce the results at the December meeting.

Section 6. Removal

Any member of the Board may be removed by a 2/3 vote of the Board. The Secretary shall record such events in the minutes of the Board meeting.

Section 7. Terms and Vacancies

Terms for all Board members are for one year.

Any out of term vacancy on the Board shall be filled by Presidential appointment, subject to approval by a majority of the Board. The appointment approved will pertain until the following December, when the seat will be filled by the normal election process.

Section 8. Board of Directors Meetings

Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, email or fax, at least thirty (30) days prior to the day named for such meeting. Agendas for upcoming meeting shall be given to each Director, personally or by mail, telephone, email or fax, at least two (2) days prior to the day named for such meeting.

Meetings of the Board of Directors will be at the places and times decided by majority vote of the Board. The President may call a special meeting at any time. The President shall call a special meeting of the Board upon the written request of a Board member to do so. The written request should contain the agenda for the special meeting. The above

notification of meetings will be waived provided 2/3 of the Board agrees to do so, for any special meeting called by the President.

All Board Meetings shall be open to all qualified members of the Organization. The single exception is Special Meeting in which the President, with unanimous consent of the Board, shall declare the meeting closed.

Section 9. Committees

The President may appoint committees, 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 by way of a majority vote.

Section 10. Quorum

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

Section 11. Legal Purpose

Notwithstanding any other provision of these articles, the purposes for which the corporation is established are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue laws.

Section 12. 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 13. Dissolution

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

Section 14. Indemnification

Every member of the Board of Directors, member of a Board appointed committee and such others as specified from time to time by the Board of Directors shall be indemnified by the ICF Gulf Coast against expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being, or having been a member of the Board of Directors, committee member, or an employee, or any settlement thereof, whether the person is a Director, committee member or employee at the time such expenses are incurred, except in such cases wherein the Director, committee member or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE IV DUTIES OF THE ORGANIZATION'S OFFICERS

Section 1. President

The President shall preside at all meetings of the Board and of the organization. The President shall sign any instruments or documents that may lawfully be executed on behalf of the Board.

Section 2. Vice President

In case of the absence or disability of the President, or at his/her request, the Vice 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 may be assigned by the President or the Board.

Section 3. Secretary/Treasurer

The Secretary shall maintain official minutes and records of the proceedings of the Board and the Organization. The Secretary shall arrange for mailings of official correspondence. The Secretary shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board. The Secretary shall maintain a binder of the Proceedings of the Chapter, and have the binder present at all meetings of the Board and membership. The binder shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization membership.

Immediately following elections, the Secretary shall send a list of all current elected officers and members of the Board to the Chapter Coordinator at icfchapters@coachfederation.org along with the current address of the Treasurer for receiving rebates. This should be **received by the ICF office at least two (2) weeks before the end of the quarter.**

The Treasurer shall perform all the organization's financial transactions and keep accurate records of the organization's accounts. The Treasurer will submit financial reports at each board meeting for review and approval by the voting majority of the board. **The Treasurer will also submit an annual Chapter financial report to the ICF within thirty (30) days of the Chapter's designated end of the fiscal year.** In addition, the Treasurer will give a financial report no less than once every six (6) months.

Section 4. Delegation of Officers' Duties

The President or Board (by majority vote) may delegate any officer's duties to any other member of the Board when they deem such action to be appropriate.

ARTICLE V ORGANIZATION MEMBERSHIP

Section 1. Qualification

In order to qualify as a member of the organization, an individual must have paid annual dues *directly* to the International Coach Federation as determined by the International Coach Federation Board of Directors found at <http://www.coachfederation.org>.

At any point the organization or the Board approves dues as a condition of Chapter membership, the term qualified members shall then require the member is paid in full for any and all dues payment to the International Coach Federation and ICF Gulf Coast Chapter.

Section 2. Voting

All qualified members of the organization are eligible to vote on any issue presented to the membership for a vote. Voting may be by ballot, electronic mail or any reasonable means determined by the Executive Board. At all business meetings of the Chapter, each regular member in good standing who is present shall have one (1) vote. Unless otherwise specifically provided by these bylaws, a majority vote of those members present and voting shall govern.

ARTICLE VI DUES

Section 1. Dues

Annual dues shall be established by the Board of Directors and shall be payable each year in advance. Dues are due on the member anniversary date. Members will be notified by email or mail at least thirty (30) days prior to their anniversary date. This notification will include the amount due. Members eligible for renewal who do not pay by their anniversary date are dropped from the rolls.

Section 2. Refunds

No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE VII MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The annual meeting of the ICF Gulf Coast Chapter shall be held at a time and place (or via electronic means) determined by the Board of Directors. The annual meeting shall be for the purpose of receiving reports, and conducting such other business as may properly come before the membership. The order of business at the annual meeting shall be as follows:

1. Identification of ICF Gulf Coast members present
2. Announcement of Election Results
3. Reports of Officers and Committees
4. New Business

ARTICLE VIII
AMENDMENTS TO THESE GUIDELINES

Section 1. Recommendation for Amendment

These Guidelines 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 qualified members of the organization. The President shall have the recommended amendments posted on the Organization's web site, or mailed to the membership. No amendment to this document shall conflict with the rules, guidelines, or bylaws of the International Coach Federation.

Section 2. Amendment Approval

All qualified members of the organization shall be invited to review the amended by-laws on the web site or by mail 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 vote of qualified members shall decide the issue by a simple majority. A proposed amended set of by-laws shall be considered ratified and effective when carried by a majority vote. The President shall see that the official guidelines are so amended and posted on the organization's web site. The Secretary will maintain a set of all by-laws, past and current.

Adopted January 6, 2015