

ICF HEARTLAND CHAPTER BYLAWS

ARTICLE I. ORGANIZATION NAME

The name of this organization shall be the *International Coach Federation Heartland Chapter, Inc.* hereinafter referred to as ICFH, a not-for-profit association incorporated in the State of Kansas on September 7, 2007 and serving the States of Kansas and Missouri. ICFH is the Kansas and Missouri (not including St. Louis) Chartered Chapter of the International Coach Federation, hereinafter referred to as ICF.

ARTICLE II. MISSION AND PURPOSE

ICFH is a non-profit individual membership organization formed by coaching professionals who are credentialed with ICF or aspiring to become credentialed. ICFH represents a community of professionals dedicated to the practice of coaching, education, professionalism and community. ICFH members actively create success for their clients by demonstrating coaching excellence and professionalism as defined by the ICF Code of Ethics.

Our Vision: ICFH is a model for ICF Global chapters.

Our Mission: ICFH serves as a catalyst for the success of our member professional coaches through credentialing, relevant programming, outreach, and networking within an engaged learning community.

We shall fulfill our organizational mission by:

- A. Providing for the professional growth and community spirit of our members by developing and implementing coaching related relevant trainings, video conferences and pertinent information.
- B. Enhancing public awareness of the coaching profession and promoting an understanding of the benefits of coaching by engaging in visible strategies of marketing, public relations, and publicity campaigns.
- C. Supporting individual member coaches through an organization that encourages mutual support, teaching, referrals, and collaboration.
- D. Cooperating with other organizations and professionals whose programs and activities are consistent with the mission and purpose of the ICFH.

ARTICLE III. MEMBERSHIP

A. Eligibility

Coaches who are members of ICF Global and align with ICFH are automatically enrolled as members of ICFH.

Others who may affiliate with ICFH shall be individuals engaged in areas of coaching such as business, executive, career or personal coaching; individuals who are pursuing the profession of coaching; or individuals or organizations who support and/or sponsor coaches or coaching. These affiliates must register on the ICFH website and pay applicable fees at that time.

B. Membership Categories and Stipulations

Each person or organization eligible for membership in the association must agree to be bound by the requirements of the ICFH bylaws, policies and procedures, and ICF Code of Ethics.

Categories of ICFH membership include:

- **ICF Heartland Member:** A professional coach who is also a member in good standing of ICF Global.
- **ICF Heartland Affiliate:** An individual who may or may not be a professional coach, and is not a member in good standing of ICF Global. These individuals value the coaching profession, the work and contribution ICF Heartland Chapter makes to the community, and choose to participate in many of our programs and offerings.

C. Membership Rights

Membership in the ICFH shall be available to all individuals or organizations eligible in accordance with Article III, Section A. Each member in good standing shall be granted full voting rights at all ICFH regular and special meetings and full participation in all ICFH activities. Membership in the ICFH is non-transferable. Each member's period of membership is effective upon credentialing with ICF Global, or upon the recommendation of the Membership Committee and acceptance by the Membership Chair.

- **ICFH Members:**
 - Granted full use and access to ICF and ICFH logos, marketing materials, and all other ICF-specific resources in accordance with guidelines for branding and usage as specified by ICF global.
 - Designated as ICF Coach Member in the ICFH Coach Directory through the use of the ICF-approved logo to distinguish their membership category.
 - Any ICF Coach Member whose ICF membership lapses and does not renew by June following the lapse will be re-categorized to an Affiliate Member for the remainder of their membership term.
- **ICFH Affiliates:**
 - Restricted from using ICF and ICFH logos, marketing materials, and all other ICF-specific resources, branded marketing and support collateral.

- Any Affiliate who becomes an ICF Global member will be re-categorized to an ICFH Member for the remainder of their annual term when the affiliate selects ICF Heartland as their Chapter of affiliation.

D. Ethics

The ICFH follows the Code of Ethics of the International Coach Federation, incorporated by reference.

E. Resignation of ICFH Member

Any ICFH member may resign from membership in the ICFH at any time by submitting written notice to the Membership Committee. ICFH membership fees are non-refundable.

F. Forfeiture of Affiliate Membership

Annual affiliate fees are due on the annual start date of first joining ICFH. An Affiliate will be removed from the ICFH roll if fee is not paid within 60 days of the due date. Payment of the Affiliate fee will reinstate the affiliate with a new annual start date. The Board of Directors may grant individual exceptions to this policy for extraordinary circumstances.

ARTICLE IV. MEMBERSHIP FEES

A. Membership Fees

Annual fees shall be required for affiliates and shall be payable each year at the time they join and then on April 1 each year thereafter. New member fees shall be prorated by the number of months remaining until the April 1 Chapter renewal date. New members may also be assessed an initial processing fee. The Board of Directors shall establish membership fees. Members will be provided 60-days' notice of any change in membership fees. Notice will be provided by email and posting on the ICFH website.

B. Refunds

Fees are non-refundable.

ARTICLE V. MEMBERSHIP MEETINGS

A. Regular Membership Meetings

The Board of Directors shall determine the time and place scheduled meetings of the ICFH membership. Meetings may be held virtually or in person.

ICFH meetings shall be for the purpose of receiving reports, and conducting such other business as may properly come before the membership. The Board of Directors shall establish the order of business at regular meetings of the ICFH. A quorum of no less than 25% of the members is required to conduct business.

B. Special Meetings

The Board of Directors may call special meetings of the ICFH at any time or upon receipt of a written request signed by at least 25% of the members. The President shall call the meeting within 30 days of

Board of Directors notification. The business to be transacted at any special meeting shall be stated in the meeting notice. No other business may be considered at that time. A quorum of no less than 25% of the membership is required to conduct business at a special meeting.

C. Notice of Meetings

Written or electronic notice of ICFH meetings shall be transmitted to each member not less than seven (7) days prior to the date of the meeting unless otherwise provided in these bylaws. Notice may be made by email in addition to posting on the ICFH website and Facebook page. The transmission of a notice in such manner shall be considered notice served.

D. Voting Rights

At all meetings of the ICFH, each attending member in good standing and current in membership fee payments shall have one (1) vote. All issues, except as noted otherwise in these bylaws, will be decided by a simple majority vote of those members present and voting.

E. Voting by Posted or Electronic Mail

The Board of Directors shall approve any ballot, proposal or survey prior to submittal to ICFH members for a vote of the membership. Action taken by email ballot of the members of the ICFH shall be a valid action of the ICFH.

F. Rules of Order

Roberts' Rules of Order shall govern all meetings of the ICFH unless otherwise directed in these bylaws.

G. Meeting Cancellations

The Board of Directors may cancel any meeting for cause. The reason for cancellation shall be included in the notification sent to the membership advising them of the cancellation. In the event of a same-day meeting cancellation, notification via e-mail, phone, and posting on the ICFH website shall be made to those individuals who have officially confirmed their attendance for the meeting.

ARTICLE VI. ORGANIZATION and STRUCTURE

A. Organizational Structure

The business and affairs of the ICFH shall be governed and managed by a Board of Directors. The Board of Directors shall consist of the four elected officers of ICFH: 1) President, 2) Vice President/President Elect, 3) Secretary, and 4) Treasurer. The Past President serves the year after their election. The Membership Chair, Program Chair, Marketing Chair, and the ICF Liaison are recruited and appointed by the president. Any candidate for the ICFH Board of Directors **must be an ICF Global Member**.

To achieve the objectives of ICFH, the Board of Directors may establish committees. The Board of Directors shall exercise authority over policies, services, programs and budgets of all organizational units. The activities, policies, and programs of organizational units shall not conflict with the bylaws, policies or procedures of ICFH.

B. Affiliate Organizations

For the benefit of the membership, for the advancement of the coaching profession, and to further the objectives of ICFH, any member may propose affiliation with local, regional, national, or international organizations or groups. No affiliation with a for-profit organization shall be made that would jeopardize the non-profit status of ICFH.

Proposals for affiliation may be submitted orally or in writing at any ICFH meeting. To be formally considered, a written proposal, including the name and type of organization, organization address and website, potential benefits of affiliation for the ICFH, and other information deemed useful, will be submitted for consideration by the Board of Directors. The Board of Directors may vote to adopt or decline the proposal or, at its discretion, recommend a proposal for affiliation to the general membership for a vote.

C. Board of Directors Authority and Responsibility

The primary governing body of the ICFH shall be the Board of Directors. The Board of Directors is responsible for overseeing the management of the affairs, funds, and property of the ICFH chapter. The Board of Directors shall have full power and authority to implement the resolutions and decisions of the ICFH, to determine its policies and procedures, and to interpret these bylaws. The Board of Directors shall supervise the direction and control of the ICFH and its committees and publications and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

D. Meetings of the Board of Directors

Regular meetings of the ICFH Board of Directors shall be held a minimum of quarterly. Meetings may be held in person or virtually as deemed appropriate. Notice of regular meetings of the Board of Directors shall be posted on the ICFH website, as well as minutes from those meetings.

Special meetings of the Board of Directors may be called by the President or at the request of at least three (3) of the board of directors. Notice of special meetings of the Board of Directors shall be given to each member in person, by mail, phone, or email not less than three (3) business days prior to the scheduled meeting date. The business to be transacted at any special meeting shall be stated in the meeting notice. No other business may be considered at that time. All meetings of the Board of Directors shall be open to the membership.

F. Quorum of the Board of Directors

At any meeting of the Board of Directors, a majority of the voting members of the Board of Directors shall constitute a quorum.

H. Voting

Voting rights of a Board of Directors member shall not be delegated to another nor exercised by proxy.

I. Voting by E-Mail

Action taken by a mail or email ballot of the members of the Board of Directors shall be a valid action of the Board of Directors.

J. Absences

Any voting member of the Board of Directors who has been habitually absent from meetings or fail to fulfill his or her duties may be replaced by the Board of Directors and notification will be sent to the board member of this transaction.

K. Vacancies

The President shall appoint a replacement for any open position for the remainder of their term of office.

L. Non-Compensation

Elected officers and other Board of Directors members shall not receive compensation for their services as members of the Board of Directors or for their services related to ICFH in any other capacity or pursuant to any other contractual arrangement whatsoever. Board of Directors members may be reimbursed for actual expenses incurred in the performance of their duties.

ARTICLE VIII. ELECTION OF OFFICERS

A. Nomination and Election of Officers

The Past President will recruit a Nominating Committee to prepare and submit to the membership a nomination for President, Vice President, Secretary, and Treasurer of ICFH, except in the event the President has opted consolidate the offices of Secretary and Treasurer. Any person nominated shall have given prior consent to nomination and election as an officer.

B. Nominating Committee & Nomination of Board of Directors Process

The Immediate Past President shall serve as the chairperson of the Nominating Committee. If the Immediate Past President is unable or unavailable to serve, the President will appoint a chair. The Nominating Committee shall consist of at least three (3) members. The chairperson of the Nominating Committee shall send communication to the membership soliciting nominees for board positions in early October. The committee ensure nominees are qualified and willing to serve. The Nominating Committee shall present their slate of nominees to the Board of Directors by the end of October.

The Nominating Committee shall open the election of officers on US Election Day. The election period shall close the following Tuesday at midnight. Each regular member in good standing will have one vote to cast for each officer position. Candidates receiving a majority of votes cast for each office shall be declared elected.

All members running for office will be notified by the committee of the election results. Results of the election shall be announced to the membership no later than seven (7) days after the meeting by email and posting to the ICFH web site. To ensure an orderly transition of the Board of Directors, a Transitional Meeting of the current and incoming ICFH Board of Directors shall be held after the November election meeting and before February 1 of the upcoming year.

ARTICLE IX. DUTIES OF OFFICERS

A. President

The President shall preside at all general membership meetings and meetings of the Board of Directors and shall perform such other duties as are incident to this office. Specifically, the duties of the President shall include, but not be limited to:

- 1) Serve as the Chief Elected Officer of ICFH and supervise the affairs and activities of the organization.
- 2) Have the authority to call special meetings of the Board of Directors or the general membership as deemed necessary
- 3) Assign the duties of members of the Board of Directors and ask for such reports as may be deemed necessary.
- 4) Authorized as one of two signatures on checks, contracts, legal documents, and/or promissory notes for ICFH.
- 5) Serve as an ex-officio member of all committees.
- 6) Appoint the chairperson of all standing and special committees.
- 7) Appoints persons to fill board vacancies if vacated during their term of office.

B. Vice President

The Vice President shall automatically succeed to the presidency. The Vice President shall oversee all standing and special committees and shall perform such duties as are delegated or assigned by the President. The Vice President shall perform the duties of the President in the event that individual is unavailable or unable to serve. The Vice-President assures accountability for the Strategic Plan and serves on the Finance Committee.

C. Secretary

The Secretary shall oversee the proper recording of meeting minutes of ICFH and Board of Directors and shall supervise the preservation of historical records and documents. The Secretary shall perform the duties and exercise the powers of the President or Vice President if those officers are unavailable or unable to serve.

D. Treasurer

To be qualified to hold the office of Treasurer, an individual should have a working knowledge in the field of bookkeeping and financial matters. The Treasurer shall perform such duties as are incidental to this office. Specifically, these duties include but are not limited to:

1. Overseeing ICFH funds and financial records, the collection of all fees, the establishment of proper accounting procedures for the handling of funds, and the performance of any audit or financial review by a certified public accountant.
2. Submitting a written report on the financial condition of the ICFH at all meetings of the Board of Directors and at other times as called upon by the President.
3. Submitting a quarterly written report comparing actual revenue and expenses to the projected budget.

4. Submitting a year-end financial report to the membership not later than 60 days following the end of the fiscal year.
5. Overseeing the filing of all federal and state tax returns, statements of incorporation, or other financial documents as required for the operation of the ICFH.
6. Authorization as one of two signatures on checks, contracts, legal documents, and/or promissory notes for the ICFH.
7. Chairing the Finance Committee.
8. Performing the duties of President in the absence of that individual, the Vice President, and the Secretary.

E. Immediate Past President

The Immediate Past President will serve as a voting member of the Board of Directors of the ICFH. The Immediate Past President will serve as the chairperson of the Nominating Committee and shall have the duties and powers as designated by the President.

ARTICLE X. SPECIAL AND STANDING COMMITTEES

A. General Provisions

The President shall appoint the chairpersons of all committees. Committee chairpersons shall choose committee members from among eligible members in good standing. Standing committees shall consist of the following: Finance Committee, Membership Committee, Program Committee, and Marketing Committee. Special committees may be established to meet the needs of the ICFH.

B. Finance Committee

The Treasurer will serve as chairperson of the Finance Committee and be a voting member of the Board of Directors. The committee shall include the Vice President and not more than three other regular members of the ICFH.

The committee shall meet a minimum of twice per year and any other time as needed at the call of the chairperson. The committee shall confer with the President on the preparation of the annual budget and prepare recommendations for the Board of Directors. The committee may perform such other duties in connection with the finances of the ICFH as the Board of Directors directs.

1. Monitor compliance with current Bylaws, Policies and Procedures and recommend changes in each when necessary.
2. Provide ongoing counsel to the Board of Directors regarding governance of the organization.

E. Membership Committee

The Membership Chair shall serve as the chairperson of the Membership Committee and be a voting member of the Board of Directors. The Committee shall consist of at least one (1) regular member. The Membership Chair shall submit the list of committee members to the President for appointment and approval of the Board of Directors no later than February 1st.

The Membership Committee shall:

1. Review new member and renewal applications for eligibility consistent with current policies and guidelines for membership.
2. Conduct member interviews, either in person or by phone, to determine eligibility consistent with current policies and guidelines.
3. Submit recommendations for acceptance of membership and renewal to the Membership Chair.

F. Program Committee

The Program Chair shall serve as the chairperson of the Program Committee and be a voting member of the Board of Directors. The committee shall consist of at least one (1) regular member. The Program Chair shall submit the list of committee members to the President for appointment and approval of the Board of Directors not later than February 1st.

The Program Committee shall:

1. Coordinate the selection and scheduling of speakers and/or programs for ICFH regular meetings.
2. Arrange special professional development trainings and webinars as approved by the Board of Directors.
3. Oversee and/or coordinate the announcement and notification of ICFH programs.
4. Coordinate acknowledgement and appreciation of speakers.
5. File all documents for CEU certification as required by the ICF.

G. Marketing Committee

The Marketing Chair shall serve as the chairperson of the Marketing Committee and be a voting member of the Board of Directors. The committee shall consist of at least one (1) regular members. The Marketing Public Relations Outreach Chair shall submit the list of committee members to the President for appointment and approval of the Board of Directors no later than February 1st.

The Marketing Public Relations Outreach Committee shall exist for the purpose of creating greater awareness and understanding of the coaching profession to the general public through activities to include but not limited to:

1. Creation and submission of press releases
2. Media publicity
3. Expos and events, and
4. Building relationships with area business leaders and potential affiliated associations on behalf of ICFH.

Special Committees.

D. Bylaws Committee

The President shall serve as the chairperson of the Bylaw Committee. The committee shall include the Vice President and not more than three additional members. The committee shall meet at least once prior to the November election meeting. Additionally, the committee shall meet at the call of the chairperson as deemed necessary.

The Bylaws Committee shall:

1. Conduct a review of the ICFH bylaws, policies and procedures for accuracy and consistency at least once every two years.
2. Submit revisions, if needed, to the Board of Directors for approval prior to the November election meeting.

E. Nominating Committee

As described in Article VIII. B.

ARTICLE XI. FINANCE

A. Fiscal Year

The fiscal year of ICFH shall run from July 1st through June 30th. The Finance Committee, subject to approval by a two-thirds majority vote of the membership present at a ICFH regular or special meeting, may recommend changes to the fiscal year.

B. Budget

The Treasurer shall submit a proposed annual operating budget to the Board of Directors. The Board of Directors shall adopt an annual operating budget not later than the February Board of Directors meeting.

C. Financial Review and/or Audit

The financial records and accounts of ICFH shall be reviewed by a Certified Public Accountant not less than every two (2) years. A financial audit shall be conducted upon the recommendation of the Finance Committee to the Board of Directors. The financial review and/or audit will be conducted by a Certified Public Accountant chosen by the Finance Committee.

Any member can submit a written request for a financial review to the Board of Directors for consideration. The results of a financial review and/or audit report shall be presented at the next meeting of the Board of Directors following the receipt of findings.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended or repealed by a majority vote of the members present at a regular or special meeting of ICFH. Notice of such proposed changes shall be sent to the members, fourteen (14) days before such meeting. Amendments may be proposed by the Board of Directors on its own initiative, or upon petition addressed to the Board of Directors by any twenty-five percent (25%) of regular members. The Board of Directors shall present all such proposed amendments to the membership with or without recommendations.

ARTICLE XIII. DISSOLUTION

Dissolution of ICFH shall be executed in accordance with ICF policies and procedures. ICFH shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No part of said funds shall be used or distributed to the members of ICFH other than to cover reimbursement of expenses

incurred in ICFH-related business. Upon dissolution of ICFH, any funds remaining shall be distributed to the International Coach Federation.

ARTICLE XIV. OTHER POLICIES

All policies not outlined in the bylaws or in the policies and procedures shall be left to the discretion of the ICFH Board of Directors whose decisions shall be based upon the guidelines of ICF, if applicable. No ICFH policies or procedures will contradict or supersede any standing ICF rules or regulations with respect to local ICF chapter governance or best practices. Should there be a conflict, ICF guidelines will prevail.

ARTICLE XV. EFFECTIVE DATE

These Bylaws shall take effect immediately upon their adoption.

ADOPTED BY THE ICFH MEMBERSHIP ON _____ . Revised: 6/27/2017

President

Secretary