

ICF EDMONTON CHARTER CHAPTER: A CHARTERED CHAPTER OF THE INTERNATIONAL COACHING FEDERATION

BY-LAWS

ARTICLE I

SOCIETY NAME AND INCORPORATION

Section 1.

The name of this society shall be "ICF Edmonton Charter Chapter", a non-profit society incorporated under the Societies Act of the Province of Alberta.

ARTICLE II

SOCIETY GOVERNANCE

Section 1. Governing Body

The operations of the society shall be governed by the Board of Directors, which includes a President, President-Elect, Past President, Secretary, Treasurer and no more than 6 other Directors. The Board of Directors shall be elected by a vote of qualified members.

Section 2. Director Qualifications

To be a member of the Board of Directors, one must be a qualified member, and be voted into office by a vote of the society members.

Section 3. Duties and Responsibilities of the Board of Directors

The Board shall, subject to the by-laws or direction given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. The Board of Directors shall provide leadership in pursuit of the society's stated goals. The duties of the Board shall include but are not limited to determining fees payable by members and developing the policies and procedures necessary to conduct the business of the society effectively.

Section 4. Nominations and Elections

Terms for Board members are two (2) years except for the offices of the President, President-Elect and the Past President that shall be one (1) year each. With the exception of the first election under these by-laws, half the two (2) year seats will vacate each year.

In the first half of the newly elected Board members will be elected for a one-year term.

Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of approval of the Board. The duration of such appointment shall be until the following November, when the seat will be filled by the normal election process.

The Board of Directors shall be elected by a vote of qualified members. The number of directors required to be elected each year shall be determined by the Board of Directors, based upon the needs of the organization.

In September the Secretary shall email all qualified members a notice of the coming election, which includes the number of board seats open for election, inviting all qualified members to notify the Secretary of their interest in serving on the Board by September 30th. The Secretary shall submit the names of the candidates for each board seat to the Board of Directors no later than October 15th.

Voting shall take place in November and newly elected directors shall be installed by December 31st.

No later than November 1st, the Secretary shall mail ballots to all qualified members. The ballots shall describe the seats open for election and the candidates running for those seats. Members shall fill out their ballots within ten (10) days and mail them to the Secretary, who in the presence of three qualified members, shall count the ballots and inform all members of the results by email. The Secretary shall so note these proceedings and record them in the minutes of the following meeting of the Board of Directors.

Section 5. 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 6. Board of Directors Meetings

Meetings of the Board of Directors shall be at the places and times decided by majority vote of the Board.

Board meetings must be called at least once every 3 months.

The President may call a special directors 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 shall contain the agenda for the special meeting.

Meetings may be conducted by telephone.

Matters may be voted on by email.

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

Section 7. Committees

The President may appoint committees, either standing or ad hoc, in order to effectively and efficiently further the stated purposes of the society.

The establishment or disbanding of any committee must first receive the approval of the Board by way of a majority vote.

All committees shall act within the authority delegated to them by the Board, shall keep a record of their activities and shall report to the Board.

Section 8. Quorum

A majority of Board members shall constitute a quorum for the purpose of transacting the business of the society. In voting matters, in the event of a tie, the President shall cast the tie-breaking vote.

ARTICLE III

DUTIES OF THE SOCIETY OFFICERS

Section 1. President

The President shall preside at all meetings of the Board and of the society. In the absence of the President, the President-Elect is entitled to preside at the meetings of the Board or of the society. In the absence of both the President and President-Elect, the Past President may preside. The President shall sign any instruments or documents that may lawfully be executed on behalf of the Board.

Section 2. President-Elect

In the absence or disability of the President, or at his/her request, the President-Elect shall perform all of the duties of the President. The President-Elect shall perform such duties and have such authority as from time to time may be assigned by the President or the Board.

Section 3. Past President

The Past President shall provide continuity, mentorship, and coaching for the President, and shall perform such duties and have such authority as from time to time may be assigned by the President or the Board.

Section 4. Secretary

The Secretary shall maintain official minutes and records of the proceedings of the Board and the Society.

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 ICF Edmonton Charter 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 society membership.

The Secretary shall have the charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of to act, by the Past President.

In the absence of the Secretary another officer shall be appointed to discharge his or her duties.

Section 5. Treasurer

The Treasurer shall perform the society's official financial transactions, keep accurate books of the society's accounts, and ensure that all financial year end statements and auditing of the books of the society are completed. The Treasurer shall present for the Board a Financial Report at its meetings.

Section 6. 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 IV

SOCIETY MEMBERSHIP

Section 1. Qualification

In order to qualify as a member of the society, an individual must:

- (1) practice an identifiable form of coaching as part of his/her professional practice or occupation, or be enrolled as a student in a coach training organization;
- (2) complete an application for membership and submit it to the International Coaching Federation Office;
- (3) upon acceptance, pay annual dues directly to the International Coaching Federation as determined by the International Coaching Federation Board of Directors; and
- (4) complete an annual member information form from the ICF-ECC

Section 2. Code of Ethics

Each member shall subscribe to and govern himself/herself according to the society's Code of Ethics. The society's Code of Ethics shall meet the standards of the International Coaching Federation.

Section 3. Withdrawal and Expulsion

Any member may withdraw their membership in the society with written notice to the Secretary.

A member shall be expelled from the society for the non-payment of fees to the International Coaching Federation. Upon a majority vote of the members in good standing any member may be expelled for any reason that the society may deem reasonable.

ARTICLE V

MEETINGS

Section 1.

The society shall hold an annual general meeting on or before March 31st in each year, for which emailed notice to the last known address of each member shall be sent a minimum of 30 days prior to the date of such meeting.

Section 2.

General meetings of the society may be called at any time by the Secretary upon the instructions of the President or Board by emailed notice to the last known address of each member, sent a minimum of seven days prior to the date of such meeting.

A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be emailed to the last known address of each member, sent a minimum of seven days prior to the meeting.

Section 3.

Ten percent (10%) of members in good standing, or 15 members in good standing, whichever is lesser, shall constitute a quorum at any meeting.

Section 4. Voting

All qualified members of the society are eligible to vote on any issue presented to the membership for a vote. Members may vote in person or by proxy.

**ARTICLE VI
FINANCIAL****Section 1. Financial Year-End and Auditing**

The Treasurer shall maintain appropriate financial books and records.

The fiscal year-end of the society shall be December 31.

The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by two qualified members appointed by the President or by if determined by the Board of Directors, a duly qualified accountant.

A complete and proper statement of the standing of the books for the previous year shall be signed by such auditors and submitted at the Annual Meeting of the society.

Section 2. Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

Section 3. Signing Authority

The Board of Directors may delegate the authority to sign commitments and conduct banking transactions to such Officer(s) and Director(s) as they determine.

Section 4. Remuneration of Officers

Unless authorized at any meeting and after notice for same shall have been given, no officer or member of the chapter shall receive any remuneration for his/her services. The Board of Directors may authorize the reimbursement to Board members of their reasonable expenses.

Section 5. Capital Reserve

The society may maintain a financial reserve equivalent to one-year operating expenses.

Section 6. Assets upon Dissolution

Upon dissolution of the society, any assets the society remaining after payment of its debts shall be donated to one or more charities or associations that benefit the community, chosen by the Board.

**ARTICLE VII
ACCESS TO INFORMATION**

Section 1.

The books and records of a society may be inspected by any member of the society at the Annual Meeting of the society or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same. Each member of the Board shall at all times have access to such books and records.

**ARTICLE VIII
ALLIED ORGANIZATIONS**

Section 1.

To further the goals of the society, ICF-Edmonton Charter Chapter shall maintain a relationship with the International Coaching Federation as a local chartered chapter.

**ARTICLE IX
BY-LAW AMENDMENTS**

Section 1. Recommendation for Amendment to the By Laws

Recommendations for amendments may be made by the Board of Directors, a committee appointed by the President, or upon a written request from at least ten percent of the qualified members of the society.

Section 2. Amendment Approval

By-laws may be amended, altered, rescinded or added to by special resolution as defined in the Societies Act (Alberta) The President shall see that the official by-laws are so amended and posted on the society's web site. The Secretary will maintain a set of all by-laws, past and current.

**ARTICLE X
DISPUTE RESOLUTION**

Section 1.

Any dispute arising out of the affairs of the society and between any members of the society, or between (a) a member or a person who has for not more than 6 months ceased to be a member or (b) a person claiming through such member or person or claiming under the by-laws of the society, and the society or a director or officer of the society, shall, if such dispute cannot be resolved between the two parties after 3 months be decided by arbitration under the Arbitration Act (Alberta). A decision made by such arbitration shall be binding on all parties, and enforceable upon application to the Court of Queen's Bench.