



# **The International Coach Federation Irish Chapter**

## **BY-LAWS**

### **ARTICLE I ORGANISATION NAME**

#### **Section 1.**

The name of this organisation shall be the **International Coach Federation Ireland Chapter.**

### **ARTICLE II ORGANISATION 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 ORGANISATION GOVERNANCE**

### **Section 1. Governing Body**

The operations of the Irish Chapter shall be governed by an elected Board of Directors of no more than eight (8) 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 (Officer) Qualifications**

**To be a Director, one must be a qualified member nominated for office by the Nominating and Elections Committee or by petition, and be voted into office by a vote of the Chapter members. A qualified member is** a current member in good standing of the ICF at the time of nomination and must maintain membership during time of service and be affiliated to the Irish Chapter.

**All Officers elected from 2008 on must be current ICF members in good standing.**

### **Section 3. Duties and Responsibilities of the Board of Directors**

The Board of Directors shall provide leadership in pursuit of the organisation's stated goals and strategic direction and will operate in accordance with a live action plan that is reviewed regularly throughout the year.

The Board shall determine fees at Chapter-sponsored events, and develop the policies and procedures necessary to conduct the business of the Chapter effectively. Directors agree to be bound by these policies and procedures.

Directors shall be aware of and agree to comply with the ICF Chapter Leadership Ethical Guidelines. Directors will sign the Ethics Statement on appointment to the Board.

### **Section 4. Nominations and Elections**

Nominations for election to the Board of Directors shall be made by the Nominations and Elections Committee consisting of three (3) qualified members (except Board members) of the organisation appointed by the President and Vice President and approved by a majority vote of the Board.

The President and Vice President shall appoint, with the Board's approval, the Nominations and Elections Committee not later than 31st August of the year before vacancies will appear on the Board. The Secretary of the Election Committee 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 Nominations and Elections Committee of their interest in serving on the Board no later than October 15<sup>th</sup>.

The Nominations and Elections Committee will submit to the membership, in writing, the names of one or more candidates for each board seat prior to November 20<sup>th</sup>. Nomination by petition can take place up to thirty days from the presentation of the slate.

Voting will take place in December and installation in January.

## **Section 5. Elections**

Before the regular December meeting, the Election Committee's Secretary will email ballots to all qualified members. The ballots will describe the seats open for election and the candidates running for those seats. Members will fill out their ballots and email them to the Secretary, who will count the ballots and announce the results at the December meeting. In the event there is only one (1) candidate for each office, the Secretary may cast a unanimous ballot for the candidates of the Nominating Committee.

The Director of Finance and Operations of the Board will note these proceedings and record them in the Minutes of the meeting. Immediately following elections, the President shall send a list of all current elected officers and members of the Board to the Chapter Coordinator at [chapters@coachfederation.org](mailto:chapters@coachfederation.org) along with the current address of the Director of Finance and Operations for receiving rebates. This should be **received by the ICF office at least two (2) weeks before the end of the quarter.**

## **Section 6. Removal**

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

## **Section 7. Terms and Vacancies**

Terms for all Board members are for a maximum of two years, except where a Board Member is appointed to the VP role. In that case they may serve for a maximum period of three years should they become President Elect.

A member can present for re-election after a period of one year has lapsed since they served on the Board.

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**

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.

All Board Meetings shall be open to all qualified members of the Organisation. The single exception is a 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 Chapter. The establishment of any committee must first receive the approval of the Board by way of a majority vote.

## **Section 10. Meeting Procedures**

Meetings will be chaired by either the President or Vice President and will follow an agenda circulated in advance. Members of the Board will have an opportunity to suggest agenda items in advance. Minutes of the previous meeting will be briefly reviewed and adopted at the start of each meeting. Minutes of Board meetings will be made available within ten days of the meeting. Each incoming Board of Directors will discuss and agree ground-rules in respect of its process to ensure productive, respectful and orderly meetings. These ground-rules should be reviewed at regular intervals to ensure relevance and compliance.

Meetings may be by conference call or in person and adequate notice of meetings will be given to ensure optimum attendance. Officers will be expected to make every effort to attend meetings. Patterns of non-attendance or any inappropriate participation by Board members should be promptly addressed by the President.

## **Section 11. Quorum**

A simple majority of Board members present at the meeting shall constitute a quorum for the purpose of transacting the business of the Chapter.

## **Section 12. Financial Management**

The Chapter operates on a tight budget with main the source of income coming from membership fees – as a Chartered Chapter we receive a portion of the fees paid to ICF global. Officers will be expected to be cognisant of financial constraints in their decision-making.

All expenditure must be estimated in advance and approved by the Director of Finance and Operations and President.

Events are expected to be at least self-financing and ideally net a small profit.

Modest travel expenses are payable to Directors to contribute to their out of pocket expenses. Any expenses must be claimed on approved documentation and passed by the Director of Finance and Operations and President prior to payment. Expenses are generally paid bi-monthly.

Directors may attend Chapter events free of charge in recognition of their pro bono work on behalf of the Chapter.

Contribution to participation in ICF European and Global events by the President and Vice President will be considered on a case by case basis depending on costs and cash-flow – a level of participation is considered desirable. A written request should be made in advance to the Board for approval with an outline of costs and the contribution required.

It is recommended that each Board should ensure that there is a balance in the bank account of no less than €300 when handing over to the new Board. Any debt incurred will be the responsibility of the incumbent Board and may not be passed on to the new Board.

## **Section 12. Legal Purpose**

The Chapter is a voluntary body that operates within the framework and ethics of the International Coach Federation. It operates without any income surplus and therefore no taxable profit, and below the minimum requirement for vat registration.

### **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.

## **ARTICLE IV DUTIES OF THE IRISH CHAPTER'S OFFICERS**

**The roles of the Officers are outlined below; specific job descriptions will be agreed at the inaugural meeting of each new Board. It is required that all Officers accept, adhere to and deliver within their prescribed role and job description. In terms of reporting and accountability, the Vice President (VP) reports to the President and the other Directors report to the VP. All Officers will be expected to play an active role and commit to giving an agreed number of pro bono hours to Chapter work each week.**

### **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. The key role of the President is to provide strategic vision and direction for the Chapter and to lead the Board of Directors to fulfil this vision and to meet the standards of the global body. The President will be visibly engaged in promoting the Chapter in Ireland and will provide a link to the global organisation and leadership. The President will identify and attract future leadership talent into the ICF Chapter to support the development of a strong pipeline of future leaders

### **Section 2. Immediate Past President**

The immediate past President will coach and mentor the current President for 12 months and may attend Board meetings in a non-voting capacity. S/he will serve on the Election Committee in the year following their retirement from office and will help to maintain and develop relations with the International body.

### **Section 3. 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. The VP's primary role is to ensure good governance of the Chapter and to monitor progress against agreed strategic goals. To this end the Directors are accountable to the VP who will support and encourage them to fulfil their roles in a hands-on and practical way within the resources available. The VP is a member of and chairs the Election Committee. The Vice President role may be the President Elect for the incoming Board; this is subject to the decision of the Board six months' prior to the office of President becoming vacant. The role of President Elect may also be contested by other Directors at that point.

### **Section 4. Director of Finance and Operations**

The Director of Finance and Operations shall perform all the organization's financial transactions and keep accurate records of the organization's accounts. They will submit financial reports at each board meeting for review and approval and will ensure that all expenditure is properly documented and accounted for and that budgets are prepared and agreed in advance of any expenditure. **The Director of Finance and Operations 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, they will give a financial report no less than once every six (6) months.

As Director of Finance and Operations, s/he shall maintain official minutes and records of the proceedings of the Board and the Organization and will develop and maintain adequate knowledge management and record systems to include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization membership. They shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board.

#### **Section 5. Director of Development**

The Director of Development is responsible for identifying the training, development and research needs of the Chapter. They will lead on the Credentialing and Accreditation Programme for members and will lead on promoting ethical and professional standards within the Board, Chapter and wider coaching community. They will take responsibility for information gathering and sharing this with the Directors and Members and will also maintain an up to date list of ICF approved trainers and programmes. They will be responsible for organising International Coaching Week.

#### **Section 6. Director of Membership**

The Director of Membership is responsible for growing and retaining membership and for developing effective ways of connecting with and reaching out to members. The Director will promote ICF membership with new graduates of coach training. They will drive the regional fora and will identify, grow and support the cadre of regional hosts. They will work with the Director of Events to identify suitable speakers and presenters. She/he will maintain up-to-date lists and conduct membership renewal calls. They will be a point of contact for member enquiries and will provide a welcome to new members.

#### **Section 7. Director of Communications**

The Director of Communications is responsible for building a strong media presence for ICF Ireland and for developing effective PR and Branding strategies. S/he will undertake specific communication campaigns on behalf of the Chapter. They will be responsible for developing media links and for identifying PR opportunities for the Chapter and Coaching profession. S/he will also be the point of contact for website up-dates and up-grades. They will co-ordinate and develop our social media presence.

#### **Section 8. Director of Events**

The Director of Events is responsible for designing and organising training, development and networking events to appeal to the broad base of our membership, to support the strategic focus of the Chapter and to profile the ICF and the Ireland Chapter. S/he will plan and market these events to members and non-members to ensure maximum attendance; positive feedback and PR opportunities. Duties will include identifying themes; speakers and venues; briefing speakers; promoting event; preparing budgets; managing bookings, payments and enquiries; collecting and analysing feedback and arranging CCEUs.

#### **Section 9. 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.

#### **Section 10. Past Directors**

Past Directors will advise and mentor their new counterparts in undertaking their roles for up to six months to ensure capacity building and continuity with on-going projects. They do not have voting rights.

## **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>.

### **Section 2. Voting**

All qualified members of the organization are eligible to vote on any issue presented to the membership for a vote provided they have affiliated to the Irish Chapter. 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 AMENDMENTS TO THESE GUIDELINES**

### **Section 1. Recommendation for Amendment**

These Guidelines may be amended when considered necessary by a special meeting of the Board of Directors convened by the President to consider and debate any such changes 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**

Amendments to Directors' roles may be ratified by the Board of Directors and communicated to the membership. Any other amendments will require all qualified members of the organization to 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 will be deemed 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.

*(end of by-laws)*