

ICF CALGARY Charter Chapter
A Chartered Chapter of The International Coach Federation
BYLAWS

ARTICLE I
SOCIETY NAME AND INCORPORATION

Section 1.

The name of this society shall be ICF CALGARY CHARTER CHAPTER and is a nonprofit society incorporated under the Societies Act of the Province of Alberta.

ARTICLE II
SOCIETY GOALS

Section 1.

To be the local hub for coaching best practices.

Section 2.

To increase the skills and effectiveness of its members.

Section 3.

To raise the awareness of the wider community about the coaching profession.

Section 4.

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

Section 5.

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

Section 6.

To provide the opportunity for its members to collaborate in providing resources and solutions for their clients.

ARTICLE III SOCIETY GOVERNANCE

Section 1. Governing Body

The operations of the society shall be governed by the Board of Directors, which includes a President, Vice President, Secretary, Treasurer and no more than 7 other Directors. The Board of Directors shall be elected by a vote of qualified members (See article V. Society Membership, Section 1. Qualification).

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

Section 2. Director Qualifications

To be a Director, one must be a qualified member of the ICF, as defined by the ICF Member Eligibility Requirements, and nominated for office by the Nominating Committee or by petition, and be voted into office by a quorum of the qualified organization members

Section 3. Duties and Responsibilities of the Board of Directors

The Board shall, subject to the Bylaws 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 not limited to determining fees at society-sponsored events, and developing the policies and procedures necessary to conduct the business of the society effectively.

Section 4. Nominations and Elections

At the first election of Directors following the approval of these bylaws, except for the President, one-half (1/2) directors shall be elected for a one (1) -year term, and one-half (1/2) directors shall be elected for a two (2) -year term, whenever possible. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year (2) terms.

The President shall be elected annually for a term of one (1) year by the members at an annual meeting of members.

Directors are eligible to serve two (2) consecutive terms.

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 Annual General Meeting, when the seat will be filled by the normal election process.

A Nominating Committee, consisting of three qualified members (except current Board members) chaired by a previous President shall be appointed by the President and approved by a majority vote of the Board of Directors.

The role of the nominating committee is to contact prospective candidates for the role of Directors on rotation (Section 4) and to invite expressions of interest. The Nominating Committee shall email all qualified members to inform them of the seats that are open for election with the description of the roles. Nominations will be open for one month. Candidates can self nominate or be nominated with their consent.

The candidate for President will be selected from existing Board members whenever possible. Every effort should be made to ensure that the candidate for President has at least one prior year of ICF CALGARY Board experience.

The Nominating Committee shall present a slate of no more than one (1) candidate for each vacancy. Qualified members shall use one vote for the whole slate. The slate shall be made available by the Nominating Chair to each qualified member of ICF CALGARY at least twenty-one (21) days prior to the General Meeting at which elections will be held. A member of the Nominating Committee is not eligible as a slated officer.

In case one or more candidates are challenged by qualified members, the following procedure shall be adhered to:

Additional nomination(s) signed by five (5) qualified members may be sent to the Chair of the Nominating Committee with the consent of the candidate and such additional nomination(s) shall be in the hands of the Chair of the Nominating Committee at least one (1) week before the General Meeting at which elections will be held. Members shall be informed of the submitted candidate(s) before the General meeting. The slate as proposed, less the challenged members, shall be voted on. A separate motion shall be brought for each of the challenged candidates.

The Nominating Committee shall count the ballots and inform the candidates of the results, and then inform all members of the results by email. Details of the nomination and election process are included in the Policies and Procedures for the Nominating Committee.

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. Resignation

An officer may resign by giving written notice or verbal notice of his/her resignation to the President, with such resignation to be effective immediately or at such subsequent date as stated in the notice.

Section 7. 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 two Board members to do so. The written request shall contain the agenda for the special meeting.

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

Section 8. Committees

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

Section 9. Quorum

At a Board of Directors meeting, a majority of Board Members shall constitute a quorum for the purpose of transacting the business of the society.

Section 10. Dissolution:

In the event of the dissolution or final liquidation of the Chapter, its remaining net assets will be distributed to ICF Global 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 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 Vice President is entitled to preside at the meetings of the Board or of the society. The President shall sign any instruments or documents which may lawfully be executed on behalf of the Board.

Section 2. President Elect

The President Elect is responsible to assist the President, assume the duties of the President and Vice President in his/her absence. The President Elect is responsible to learn the role 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. Vice President

The Vice President shall assist the President, assume the duties of the President in his/her absence, be responsible for the Bylaws of the society 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 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 an appropriate record of the Proceedings of ICF CALGARY Coaches which shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and society membership.

Section 5. Treasurer

The Treasurer is responsible for the society's official financial transactions, keeping accurate books of the society's accounts, and ensuring that all financial year end statements and review of the books of the society are completed. The Treasurer shall present for the Board a Financial Report at its meetings.

Section 6. Director of Communication

The Director of Communications is responsible to maintain an overall communications plan for ICF CALGARY, identifying key messages and strategies and delivering those messages to members, the business community and general public.

Section 7. Director of Programs

The Director of Programs is responsible to research and book guest speakers for meetings based on topics that satisfy ICF guidelines related to developing coaching competencies or other topics deemed by the Board to be in the interests of Members.

Section 8. Director of Special Events

The Director of Special Events is responsible for conceiving, securing and executing the conduct of special events for the Chapter. Special Events are considered those planned and held above and beyond the regular meetings under the portfolio of the Director of Programs. Both portfolios collaborate to ensure the success of all programs organized by the Chapter.

Section 9. Director of Membership

The Director of Membership is responsible for welcoming new members to the chapter and providing them with information on ICF CALGARY. This role also inquires into membership expiry with members as it affects their status with ICF CALGARY.

Section 10. Director of External Relations

The Director of External Relations is responsible for developing and implementing an external relations strategy to engage the media, potential partners and other groups that have aligned interests in promoting ICF CALGARY, its goals, events and programs.

Section 10: Director at Large

The Director at Large is responsible for a varied portfolio that is determined by the strategic plan. The Director at Large shall assume the duties as assigned by the President.

Section 11. Delegation of Officers' Duties

The President may delegate any officer's duties to any other member of the Board when he/she deems such action to be appropriate.

Section 11. Remuneration of Officers

No officer or member of the association shall receive any remuneration for fulfilling their regular duties as a board member of the society. No board member shall accept a gift in exchange for providing a benefit or privilege to any individual or organization.

ARTICLE V SOCIETY MEMBERSHIP

Section 1. Qualification

In order to be a qualified member of the society, an individual must:

1. Complete an application for membership and submit it to the International Coach Federation Global Office.
2. Upon acceptance, pay annual dues directly to the International Coach Federation as determined by the International Coach Federation Board of Directors; and assign their dues to ICF CALGARY.

Section 2: Registration

ICF CALGARY must keep a list of its past and present members including full name and home address, the date on which they became members, the date on which they ceased being members and the class of membership. This list must be kept at the society's registered office.

Section 3. Voting

All qualified members, in good standing, of the society are eligible to vote on any issue presented to the membership for a vote.

Section 4. Withdrawal and Expulsion

Any member may withdraw their membership in the society with written notice to the Secretary. Any member may be disciplined or expelled in accordance with the ICF Ethical Review Process regarding its members' actions.

ARTICLE VI MEETINGS

Section 1. Annual General Meeting

The society shall hold an annual general meeting each year, for which emailed notice to the last known address of each member shall be sent a minimum of 21 days prior to the date of such meeting. The prior years' reviewed financial statements and a motion to approve these statements are presented at this meeting.

Section 2. Meetings

General meetings of the society may be called at any time by the President by emailed notice to the last known address of each member, sent a minimum of seven (7) days prior to the date of such meeting. A minimum of six (6) general meetings are conducted a year.

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. Quorum

Twenty-five (25%) percent of the qualified members entitled to vote shall constitute a quorum at all meetings of the members, in person or by proxy.

Section 4. Voting Method

All voting will take place by a show of hands unless:

- a) A vote by ballot is requested by at least two (2) members; or
- b) A motion contemplates the expenditures of ICF CALGARY funds, or the disposition of ICF CALGARY assets, which motion shall require a vote by ballot.
- c) Voting is conducted by electronic means.

Section 5. Voting by email

Voting can also take place by electronic mail from the most recent electronic mail address listed for ICF CALGARY. The notice shall specifically state the details to be voted on. Any vote by email must be filed within the timeframe determined in the announcement of the vote.

Section 6. Proxy

The use of proxies is permissible for any vote taken by the membership at a General, Annual General or Special Meeting. They may be obtained from the virtual assistant only by those who are unable to attend the meeting and returned to the virtual assistant prior to the meeting.

ARTICLE VII FINANCIAL

Section 1. Financial Year-End

The financial year end of the society shall be December 31. The books, accounts and records of the Association shall be reviewed at least once each year by a credentialed accountant appointed by the Board.

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. Signatures

All cheques drawn on the ICF CALGARY bank accounts shall require two signatures of any of the following: President, Vice President, Treasurer or any such Board Members as the Board may determine.

Section 4.

A copy of the reviewed financial report shall be made available to each member of the ICF CALGARY annually.

ARTICLE VIII 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 anytime 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 IX ALLIED ORGANIZATIONS

Section 1.

To further the goals of the society, ICF CALGARY is recognized as a chartered chapter of the International Coach Federation.

ARTICLE X 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

All qualified members of the organization shall be invited to review the amended bylaws on the web site or by email and vote on the amendments in their totality at an AGM, in person or by proxy.

Bylaws may be amended, altered, rescinded or added to by special resolution. The President shall see that the official Bylaws are so amended and posted on the society's web site. The Secretary will maintain a set of all Bylaws, past and current.

Section 3. Special Resolution means:

- a) A resolution passed by at least one vote more than fifty percent (50% + 1) of the votes cast by qualified members who voted in respect of that resolution at a meeting duly called;
- b) A resolution proposed and passed at a general, or annual general meeting, of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given.

ARTICLE XI 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 bylaws 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.

Section 2. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the ICF CALGARY in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the ICF CALGARY may adopt.

Notwithstanding, any member elected to the board shall have the right to complete his or her term regardless of changes made herein.

(end of bylaws)

The Calgary Association of Professional Coaches incorporated in Alberta – December 19, 2001.

The designation of ICF Charter Chapter granted July 15, 2001.

Bylaws were originally approved November 15, 2001.

First revisions - March 16, 2005.

Second revisions - April 16, 2009.

Third revisions – June 12, 2014.

Fourth revisions – June 11, 2020.