

BYLAWS
OF THE
INTERNATIONAL COACH FEDERATION FOUNDATION

ARTICLE I NAME

Section 1 Name: The name of the organization shall be the **International Coach Federation Foundation** (hereinafter "Foundation").

ARTICLE II OBJECTIVES AND PURPOSES

Section 1 Objectives and Purposes: The corporation is organized exclusively for education, research and charitable purposes as meant by and within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code, as amended, including the following:

1. To create and maintain a volunteer service by which ICF Credentialed member professional business and life coaches make themselves available to render *pro-bono* coaching services to those individuals and nonprofit organizations who would not otherwise be aware of and/or in a financial position to afford the benefit of such professional coaching services;
2. To steward research and studies on a variety of topics and issues related to the coaching profession, including, but not limited to, increased efficiency in coaching techniques and training methods, and to facilitate access to resources for research, including but not limited to, financial assistance, use of the ICF portal resources, and access to research alliance partners;
- 3) To promote and fund scholarships, including, but not limited to, financial assistance for individuals who upon enrollment can become a ICF member and who would not otherwise have access, and who are interested in attending coach training and completing the education and training requirements necessary to become a professional coach.
4. To carry on such other activities as shall be consistent with the organization's 501(c)(3) non-profit purposes and as conferred upon non-profit corporations by the District of Columbia;
5. In furtherance of the stated charitable, educational and research purposes of the organization, it is authorized to receive and maintain a fund or funds, to invest and reinvest such fund or funds and to apply the income and principal of any funds received by it to the advancement of the non-profit goals of the organization as set forth herein.

ARTICLE III OFFICERS

Section 1 Elected Officers: The elected officers of the Foundation shall be the President, Secretary and Treasurer.

Executive Director: The Executive Director of the ICF shall serve as the Executive Director of the Foundation and as an *ex-officio non-voting* member of the Foundation Board of Trustees.

Section 3 Term of Office: The terms of office for all elected officers shall be one (1) year or until their successors have been elected and assumed office. Each elected officer shall serve concurrently as a member of the Board of Trustees. Following the completion of their respective terms, no officer shall be eligible for re-election to the same office until at least one (1) year has elapsed.

Section 4 Compensation: All elected officers of the Foundation shall serve without compensation.

Section 5 Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 6 Removal: Any officer of the Foundation may be removed by two-thirds (2/3) affirmative vote of the ICF Board of Directors whenever in its reasonable judgment the best interests of the Foundation would be served.

ARTICLE IV DUTIES OF OFFICERS AND OFFICIALS

Section 1 Duties of the President of the Board of Trustees: The President shall be the chief elected officer of the Foundation and shall preside at all meetings of the Executive Committee and the Board of Trustees. The President shall appoint all standing and special committees, shall serve as an *ex-officio* member of all committees with the right to vote, excluding The Nominating Committee, and shall perform such other duties and functions as are necessarily incident to the office or as may be prescribed by the Board of Trustees.

Section 2 Duties of the Secretary: The Secretary shall be responsible for the recording of the minutes of the meetings of the Executive Committee, Board of Trustees, and all standing and *ad hoc* committees. The Secretary shall be responsible for all mailings of the Foundation; shall be custodian of all papers brought before the Board of Trustees for action or ordered on file; and shall keep the corporate seal of the Foundation.

Section 3 Duties of the Treasurer: The Treasurer shall be responsible for the financial management of the Foundation and provide for the control of financial transactions as required. The Treasurer will establish and control operating procedures and shall be responsible for the Foundation's operating budget. The Treasurer shall arrange for an annual audit of the books of the Foundation and shall submit to the Board of Trustees and the Executive Committee regular reports of the finances of the Foundation.

Section 4 Duties of the Executive Director: The Executive Director shall be responsible to the Board of Trustees in the performance of such duties as may be delegated and for the general management of the Foundation. The Executive Director shall make staff assignments to support the work of the Foundation; shall keep all the records required, rendering such reports as are requested by the Board of Trustees, the President or the Secretary/Treasurer; and shall carry out the policies established by the Board of Trustees.

ARTICLE V BOARD OF TRUSTEES

Section 1 Composition: There shall be a Board of Trustees of the Foundation which shall be vested with the management and control of the Foundation. The Board of Trustees shall consist of not more than nine (9) and not less than three (3) members, including the Executive Director, who shall serve as an *ex-officio non-voting* member, and the President, Secretary and Treasurer. Not less than one half (1/2) of the Board of Trustees shall be comprised of ICF members in good standing.

Section 2 Terms of Office: Terms of office of members of the Board of Trustees shall be two (2) years, with a maximum of three (3) consecutive terms, except that terms may be staggered so that not more than one-third (1/3) of the Trustees are elected in any given year. Trustees shall assume the duties of their office upon election and shall continue in office until their successors have been duly elected and qualified.

Section 3 Compensation: All members of the Board of Trustees shall serve without compensation, except in the case where the Foundation Executive Director is the ICF Executive Director or their choose designee.

Section 4 Authority: The Board of Trustees shall have the supervision, control, and direction of the affairs of the Foundation. It shall determine its policies or changes therein within the limits of these bylaws and permitted by law. It shall actively

prosecute the Foundation's goals and objectives, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 5 Quorum: One-half (1/2) of the voting members of the Board of Trustees shall constitute a quorum for the transaction of Foundation business.

Section 6 Meetings:

a) Regular Meetings: The Board of Trustees shall meet at least semi-annually at a meeting called by the President or by one-third (1/3) of the members of the Board provided that notice of such meeting is given pursuant to Subsection (e) of this Section 6. The meetings of the Board of Trustees shall be closed except to persons invited by the President.

b) Special Meetings: Special meeting of the Board may be called by the President of the Foundation or at the request of at least three (3) members of the Board for any purpose which the President or a majority of the Board of Trustees deems appropriate.

c) Telephone or Video Conference: Members of the Board of Trustees may participate in a meeting by means of a conference telephone or similar video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting,

d) Board Meetings/Manner of Acting: The Foundation's Board shall take all actions at meetings to be held, at such place, either within or without the District of Columbia, and at such time as the Board shall determine. A majority vote of the Trustees present and voting at a meeting at which a quorum is present shall be the act of the Board, unless that vote of a greater number is required by law, the Articles of Incorporation or these Bylaws. The President of the Foundation will preside at such meetings. In the absence of the President, the Secretary/Treasurer will run the meeting.

e) Notice: Notice of any Regular meeting of the Board shall be provided to each Trustee at least ten (10) days in advance of the scheduled meeting, and notice of any Special meeting shall be provided to each Trustee at least three (3) days in advance. Notice of any meeting shall be given by electronic mail, facsimile, telephone or by United States Postal Service, First Class postage prepaid. Neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of the meeting. Any Trustee may waive the requirement of notice prior to, during or after any meeting, provided that such waiver shall be in the form of a record signed by the Trustee entitled to the notice and filed with the minutes or corporate records of the Foundation.

Section 7 Voting

- a) Unless otherwise required by law or the Foundation's Articles or these Bylaws, matters voted on by the Trustees shall be decided by a simple majority of those present and voting.
- b) The Board of Trustees may vote by mail, facsimile or electronic mail, provided that for action to be taken by mail or facsimile ballot or electronic mail, all voting Trustees must consent to the procedure and a majority of the entire Board must vote in favor of the issue presented in order for it to be approved.

Section 8 Resignation of Trustees

A Trustee may resign at any time by delivering written notice to the Board of Trustees, its President or the Secretary/Treasurer. A resignation shall take effect when the notice is delivered unless the notice specifies a later effective date.

Section 9 Removal of Trustees

The vote of two-thirds (2/3) of the ICF Board of Directors shall be required to remove a Trustee from office prior to the expiration of the term for which that Trustee has been elected. A Trustee may be removed whenever in the reasonable judgment of the Board of Directors the best interests of the Foundation will be served by such removal or for a Trustee's absence from three (3) consecutive regular meetings of the Foundation Board.

Section 10 Vacancies

Vacancies among the Trustees, whether caused by resignation, death, removal or expiration of a term shall be filled in accordance with the procedures set forth in Article VI below.

ARTICLE VI NOMINATION AND ELECTION OF FOUNDATION TRUSTEES

Section 1 Nominating Committee: There shall be a Nominating Committee of the Board of Trustees, which shall consist of three (3) members of the Board of Trustees who shall be appointed by the President of the Foundation during the month following his or her taking of office.

Section 2 Election Procedures for the Board of Trustees: The Board of Directors of the ICF shall consider a slate of nominations presented to it by the ICF Foundation Nomination Committee and shall elect the members of the Foundation's Board of Trustees.

ARTICLE VII PRINCIPAL OFFICE AND RESIDENT AGENT

Section 1 Principal Office: The Foundation shall maintain its principal office at the headquarters of the International Coach Federation.

Section 2 Resident Agent: The Foundation shall be incorporated in the District of Columbia and at all times shall have a designated resident agent in the District of Columbia authorized to accept notices or service of process for the corporation.

ARTICLE VIII FISCAL YEAR/ANNUAL AUDIT

Section 1 Fiscal year: The fiscal year of the Foundation shall be from April 1st to March 31st.

Section 2 Annual Audit: The accounts of the Foundation shall be audited annually by a certified public accountant who shall be appointed by the President of the Board of Trustees.

ARTICLE IX LIMITATIONS

Section 1 Liability: The officers, trustees, committee members, employees and volunteers of the Foundation shall not be personally liable for its debts, obligations or liabilities. No officer, trustee, committee member, employee or volunteer shall be liable for the acts or failures to act of any other officer, trustee, and committee member, employee or volunteer.

ARTICLE X INDEMNIFICATION

Section 1 To the extent permitted by law, the Foundation shall indemnify all individuals serving or who have served as trustees, officers, committee members, employees or volunteers of the Foundation against any and all liabilities (including reasonable attorneys' fees and court costs) arising out of or relating to such individuals' activities as trustees, officers, committee members, employees or volunteers subject to any limitation of the laws of the District of Columbia limiting the right of the Foundation as a District of Columbia nonprofit corporation to indemnify officers, trustees, committee members, employees or volunteers. Expenses incurred in defending an action, suit, or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of agreement by the trustee, officer, committee member, employee or volunteer to repay such amount if it is ultimately determined that the individual is not entitled to be indemnified by the Foundation under this Article. In addition, the Foundation may purchase and maintain insurance policies insuring such individuals against any and all liabilities resulting from said individuals' activities as trustees, officers, committee members, employees or volunteers regardless of whether or not the Foundation would be empowered to so indemnify without purchasing said insurance.

ARTICLE XI AMENDMENTS

Section 1 Manner of Submitting: Proposed amendments to these bylaws shall be submitted in writing to the Executive Director who shall then send copies of the proposed amendment to the members of the Board of Trustees not less than thirty (30) days prior to the meeting at which amendments are to be considered.

Section 2 Adoption: An amendment may be passed by (1) a two-thirds (2/3) vote of the Board of Trustees at a meeting; (2) a two-thirds (2/3) mail, facsimile or electronic mail ballot vote of the Board of Trustees, provided votes are received within thirty (30) days of the original mailing. The Board of Trustees also shall specify the manner and timing of the vote on the amendments.

ARTICLE XII DISSOLUTION

- Section 1 Vote: A vote to dissolve the Foundation shall require a two-thirds (2/3) majority of the Board of Trustees. The vote may be taken by mail, facsimile or electronic mail, or in person, but not by proxy.
- Section 2 Distribution: In case of dissolution of the Foundation, the Board of Trustees shall authorize the payment of all indebtedness of the Foundation including accruals, authorize payment of reasonable separate pay to the Foundation's employees, and arrange for the transfer of the remaining net assets of the corporation to such organization or organizations as the Board may select, which are organized and operated exclusively for purposes which would qualify for an exemption under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose; provided, however, that in no way shall such distribution inure to the financial benefit of any elected officer, official or contributor.

ARTICLE XIV GENERAL PROVISIONS

- Section 1 Principal Office: The principal office of the Foundation may be located within or without the District of Columbia.
- Section 2 Bank Accounts: The Foundation shall establish a bank account or accounts in the District of Columbia. All monies received shall be deposited promptly to the credit of the Foundation in an approved bank and all disbursements shall be made in accordance with the procedures adopted by the Board of Trustees. All checks, drafts, and other offers of payment of money out of the Foundation's funds and all notes or evidences of indebtedness of the Foundation shall be signed on behalf of the Foundation in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President or Treasurer.

- Section 3 Books and Records: The books and records of the Foundation, including minutes of meetings, shall be kept at the principal office of the Foundation.
- Section 4 Contracts: The Board may authorize any officer or officers or agent or agents of the Foundation to enter into any contract and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.
- Section 5 Bond: The Treasurer and any other person responsible for handling of funds of the Foundation shall, if required by the Board and at the Foundation's expense, furnish a surety bond in such amount as the Board may direct.
- Section 6 Proxy Voting: There shall be no proxy voting.
- Section 7 Fund-raising: All fund-raising activities shall be subject to approval, direction and control of the Board of Trustees.