



Bylaws
of the
Maryland Charter Chapter
ICF Professional Coaches

Article I. Name of Chapter

The name of the Chapter shall be the ICF Maryland Charter Chapter, hereinafter referred to as “Chapter.” The Chapter is organized and will operate under the laws of the United States and the state of Maryland and is authorized to operate as an ICF Chapter pursuant to the Chapter Agreement issued by ICF Professional Coaches and dated February 2, 2024, or any subsequent chapter agreements. The Chapter is a 501(c)(6) tax-exempt non-profit organization incorporated on 31 March 2011 under the laws of the State of Maryland, USA.

Article II. Purpose

The purpose of the Chapter is to engage in activities within its authorized Territory that are consistent with the policies of and advance the mission of the International Coaching Federation Professional Coaches, hereinafter identified as “ICF-PC.” The Chapter shall be governed in its operations and activities by a written statement of mission, vision and values, strategic plan and ethics consistent with those established and approved by the ICF-PC.

Article III. Authorized Jurisdiction of the Chapter

At all times subject to the terms and conditions of the Chapter Agreement entered into by and between the Chapter and ICF-PC, as well as these Bylaws, the Chapter is authorized to conduct its business, activities and operations in the state of Maryland, hereinafter referred to as “Territory.” The conduct of the authorized business and activities of the Chapter is limited to the above-identified Territory.

Article IV. Membership

Section 1. Qualification for Chapter Membership. Chapter membership shall be limited to ICF-PC Members and eligible member representatives of ICF Coaching in Organizations each of whom shall meet the minimum requirements of membership of the ICF-PC and who must be ICF-PC members in good standing as described in Article IV, Section 4. A qualified member is defined as any individual who meets the eligibility requirements of ICF-PC and joins ICF-PC, pays any required membership fees, and designates the Maryland Chapter as their “home Chapter”

with ICF-PC. The Chapter or ICF-PC has the authority to determine good standing status as it applies to the by-laws and requirements within each organization.

Section 2. Rights, Privileges and Duties of Membership.

- a. **Rights and Privileges of Members:** Each Member in good standing shall be entitled to cast one (1) vote on such matters as are properly placed before the Chapter's voting membership for action, including, but not limited to, the election of the Chapter's President and its Board of Directors. Each Member in good standing shall also be eligible to serve as an officer or director of the Chapter and as a member of its various committees, subject to such qualifications and/or limitations as may be set forth in these Bylaws.
- b. **Duties of Members:** All qualified members of the Chapter are eligible to vote on any issue presented to the membership for a vote.
- c. Each approved Member of the Chapter shall be required to 1) comply with these Bylaws and the ICF Code of Ethics and such other rules and requirements as may be adopted from time to time by the ICF-PC and/or Chapter Boards of Directors; 2) agree to be subject to and bound by the Ethical Conduct Review Process of the ICF, as may be amended from time to time; and 3) timely pay all dues, fees and other assessments as may be required as a condition of membership in the ICF-PC and the Chapter.

Section 3. Resignation. Any Chapter member may resign his or her Chapter membership by providing written notice to his or her Chapter President or such other designee as the Chapter may select, provided that any resigning member shall remain liable for payment of any outstanding dues, fees or other assessments of the ICF-PC and the Chapter. Resignation from membership in the ICF-PC will represent a concurrent resignation of membership from the Chapter.

Section 4. Suspension, Removal or Expulsion. In conformity with such policies as may be established by the ICF-PC and/or the Chapter, and subject to the requirements of applicable law, a Chapter member may be suspended, removed or expelled from Chapter membership arising out of his or her violation of these or the ICF-PC Bylaws, violation of the policies of the Chapter and/or ICF-PC, a violation of the ICF Code of Ethics as determined under the ICF Independent Review Board's Ethical Conduct Review Process, a failure to pay required member dues, fees and/or assessments, conduct in violation of the mission and/or purposes of the ICF-PC and/or the Chapter, and such other conduct as places the ICF-PC and/or Chapter in an unfavorable light or is contrary to the best interests of the ICF-PC or the Chapter. All rights and privileges of membership shall immediately cease upon the expulsion, removal, or termination of membership.

Section 5. Transferability of Membership. Membership in the ICF-PC and/or the Chapter shall be personal to the member and is both non-assignable and non-transferable to another person

or entity. No member of the ICF-PC or the Chapter shall have any equitable or ownership rights or interests in the ICF-PC or the Chapter or their respective properties, funds, or assets.

Section 6. Membership Meetings.

a. Regular Meetings/Notice: There shall be an Annual Meeting of the Chapter's membership. Other regular and scheduled meetings of the Chapter's membership may be held at such time(s) and place(s) as determined by the Chapter's Board of Directors. Written notice of the Annual Meeting and such other regular membership meeting(s) will be issued by the Chapter to each member in good standing not less than 30 days prior to the date of the scheduled meeting. Such notice may be sent by postal service, overnight delivery, electronic mail or by posting the notice on the Chapter website. Such notice shall include, where possible, an agenda for the scheduled meeting as well as any officer or committee reports. Business to be transacted at the meeting may not be limited to those items identified on the agenda.

b. Special Meetings/Notice: Special meetings of the Chapter membership may be called by the Chapter's Board of Directors at any time or may be called by the Chapter President upon receipt of written request signed by at least 10 % of the Chapter's voting membership in good standing within thirty (30) days of the filing of such request. Notice may be sent electronic mail or by posting the notice on the Chapter website. The business to be conducted at such special meeting shall be stated in the notice, and no other business may be conducted at that time.

c. Eligibility for Attendance: Members of the Chapter in good standing may attend meetings of the membership, whether regular or special. At the sole discretion of the Chapter Board of Directors, additional non-member guests may be invited to attend.

d. Voting: Each member of the Chapter in good standing, present and otherwise eligible to vote on matters placed before the membership may cast a single (1) vote on each such matter. Voting by eligible members may be in person, by written ballot or by electronic mail ballot where appropriate. Unless otherwise required by law, a majority vote of those members of the Chapter eligible to vote shall be required for binding action by the membership. Eligible voting members may vote by proxy executed in writing by the member using a form of proxy prescribed by the Chapter Board of Directors. Such proxy forms shall be retained with the minutes of the meeting.

e. Voting by Post or Electronic Mail: Except where otherwise prohibited by applicable law, voting by members may be conducted by postal service or by electronic mail ballot. Quorum: At a meeting of the Chapter's membership a quorum for purposes of undertaking binding membership action shall consist of not less than ten (10%) of the Chapter's members or 10 people, whichever is less, who are in good standing and eligible to vote.

f. Telephonic or Electronic Meetings: Except as otherwise prohibited by applicable law, meetings of Chapter membership may be conducted by telephone, video conference or other electronic means so long as all members participating may hear each other simultaneously. Participation by electronic, video or telephone conference shall

conclusively constitute presence in person for the purposes of determining a quorum of membership at such meeting.

g. Rules of Order: The Chapter's Board of Directors shall determine the rules of order and procedure to be applied at meetings of the Chapter's membership.

Article V. Dues, Fees, and Assessments

Section 1. Chapter Membership fees. The Chapter Board of Directors will from time to time determine the amount and collection method of Chapter membership fees.

Section 2. Meeting Fees/Registration: The Board of Directors has the authority to determine administrative fees, meeting fees and other charges for Chapter-sponsored programs. For programs open to the general public, a differential rate may be charged for non-members.

Article VI. Board of Directors

Section 1. Authority and Responsibility. The business and affairs of the Chapter shall be managed by and under the direction of its Board of Directors, subject to the terms and conditions of the Chapter Agreement between the Chapter and ICF-PC. The Board of Directors shall provide leadership in the areas of strategy, policy, and activities in pursuit of the Chapter's stated goals. It shall determine fees for Chapter-sponsored events and develop the policies and procedures necessary to conduct the business of the Chapter effectively.

Section 2. Board Composition. The Chapter Board will be comprised of not less than three (3) and not more than twelve (12) directors eligible to vote, including the Chapter's Officers, each of whom shall be a member in good standing of the ICF-PC and the Chapter. The number of directors that may serve on the Board may be increased or decreased by amendment of these Bylaws. The operations of the Chapter shall be governed by an elected Board of Directors of no more than twelve (12) 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 ICF-PC.

Section 3. Eligibility. Subject to the provisions of Article 4 as it relates to defining membership in the Chapter and ICF-PC, individuals eligible to serve on the Board shall be members in good standing of the ICF-PC and the Chapter. To be an Officer or Director, one must be (a) a member in good standing of the ICF-PC at the time of nomination and maintain membership during time of service, (b) a current member of the Chapter, (c) nominated for office by the Nominating and Elections Committee or by petition, and (d) voted into office by a vote of the Chapter's members. All Officers and Directors must be actively engaged in coaching as a part of their professional pursuit. All Officers and Directors must adhere to the ethical standards established by the ICF, as published on the ICF website and subject to modification by the ICF, and abide by the ICF Ethical Guidelines. Anyone being nominated for the office of President and President-Elect shall have at the time of nomination an ICF credential in good standing.

Section 4. Nominations. Subject to the membership eligibility requirements Article 4, Section 1 of these Bylaws, a Nominating Committee comprised of three (3) Members appointed and led by the Chapter's Past President will be charged with creating a list of identified nominees for vacancies on the Board. The Nominating Committee will submit its list of nominees to the Chapter Board for its review and approval. The Chapter Board shall be responsible for placing the list of director nominees before the voting membership of the Chapter.

Section 5. Election. At least thirty (30) days prior to the Annual Meeting of the Chapter's membership, the Chapter's President or Secretary shall provide all voting members of the Chapter in good standing with the list of vacancies for the following year's Board of Directors. The Past President will provide a list of nominees for all positions to be presented at the Annual Meeting by the President or designee. Within one (1) week after the Annual Meeting, the Secretary or designee shall send an electronic ballot to all qualified members for completion, with a closing date no later than two (2) weeks subsequent to the distribution of the ballots. Within one (1) week after the closing of elections, the Secretary shall notify the Chapter membership of the approved Board of Directors and post this information to the ICF PC and MD Chapter websites. The Secretary shall note these proceedings and record them in the Minutes.

Section 6. Term of Office. Director terms shall be staggered to ensure continuity of leadership. Terms for elected members of the Board of Directors of the Chapter are for one year. A natural progression of President-Elect to President to Past President is expected, barring unexpected circumstances. If the President position becomes vacant, it will be filled by the Past President until the majority of the board agrees that the President-Elect is prepared to take the role. If the Past President or President-Elect positions become vacant for any reason, that position may be held open until the next election. Board members, with the exception of President-Elect, President and Past President, may seek re-election for up to two (2) additional one-year terms for a total of three years in one role before being required to rotate out of that position. The Board has the authority to extend any term due to extenuating circumstances to ensure effective governance. A majority vote of the Board is required to extend any Board member's term beyond those described above.

Section 7. Vacancies. A vacancy in a Director position may be appointed by the President for the balance of the unexpired term through a majority vote of the remaining Chapter's Board of Directors. The appointed Director shall fill a vacancy for the unexpired term of the vacating Director and serve until his or her successor is qualified and elected by the voting members of the Chapter.

Section 8. Removal. Except as otherwise required by law, a director may be removed *for cause* by a majority vote of the members of the Chapter Board eligible to vote at any regular or special meeting of the Board where a quorum is present. The Director who is the subject of the removal action will be provided with prior written notice of the removal action and the nature of the "cause" and be provided with an opportunity to appear before the Board and/or respond in writing to the charges. A Director may also be removed for absence from 3 consecutive regular Board meetings.

Section 9. Resignation. Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Chapter President or Secretary. Such resignation shall take effect at the time specified in the notice or upon receipt by the President or Secretary where no effective date is specified.

Section 10. Quorum and Action by the Board. Unless a greater proportion or number is required by applicable law, a majority of the Directors then in office and eligible to vote shall constitute a quorum for the transaction of Chapter business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such meeting.

Section 11. Voting. Each Director shall have one (1) vote on matters properly submitted to the Chapter Board for a vote. Proxy voting by Chapter Board members is prohibited.

Section 12. Compensation. Directors will not receive compensation for their service on the Board but may be reimbursed for documented out-of-pocket costs and expenses in accordance with such reimbursement policy as may be approved by the Chapter Board.

Section 13. Meetings of the Board. The Chapter's Board shall meet monthly, but not less than four (4) times per fiscal year of the Chapter. Regular meetings shall be held at such time, place and location as may be determined by the Board. Special meetings of the Board may also be called by the Chapter President or any three (3) voting members of the Board.

Section 14. Notice. Notice of regular meetings of the Chapter Board shall be given by the President or the Secretary of the Chapter to each member of the Board either personally, by postal service, telephone, or electronic communication not less than fourteen (14) days prior to the date of the scheduled meeting. The matters to be discussed and voted upon at any duly called meeting of the Board shall not be limited to those set forth in the notice. Notice of specially called meetings of the Board shall be provided to each Board member either personally, by postal service, telephone, or electronic communication not less than five (5) days prior to the date of the specially called meeting. Matters placed before the Board for discussion and vote shall be limited to those set forth in the notice.

Section 15. Telephone/Electronic Meetings. Except where otherwise prohibited by law, members of the Board of Directors may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all participating members may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Section 16. Waiver. A Director's attendance at any meeting of the Chapter Board shall constitute a waiver of notice of such meeting, except where attendance at the meeting by the Director is for the purpose of objecting to the called or convened meeting.

Section 17. Action by Unanimous Consent. Where permitted by applicable law, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all members of the Board and such unanimous written consent is filed with the minutes of the Board's meeting.

Article VII. Officers

Section 1. Officers. The Board of Directors shall be composed of the Officers and the Directors of the various Committees. The Officers of the Chapter will be comprised of a President, President Elect, Past President, Secretary and Treasurer.

Section 2. Election and Term of Office. All officers of the Chapter Board shall be elected by the voting members of the Chapter after the Board Annual Meeting. Each elected officer will serve a one (1) year term with the option and preference to be re-elected by Chapter members for up to three (3) years of service. The Presidential Board Officers will serve a one (1) year term of office in each of the Presidential positions for a total of 3 (three) years as elected by the Chapter members. If the election of the officers is not held at the time specified herein, such election shall be held as soon thereafter as may be practical, with the officers continuing to serve until such election is held and the officers qualified. Vacancies in any officer position, including President, may be filled by the majority vote of the voting members of the Board at any meeting of the Board..

Section 3. Term Year. The term year of officers of the Chapter Board shall be from January 1st to December 31st.

Section 4. Removal. An officer may be removed by the Board of Directors, including the President, *for cause* and where the best interests of the Chapter will be served. The officer will be provided with prior written notice of such removal action and be afforded the opportunity to appear before the Board to respond to the removal action. Such removal shall require a majority vote of the voting members of the Board.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the majority vote of the Board of Directors for the balance of the unexpired term. Any officer vacancy on the Board shall be filled by Presidential appointment, subject to approval by a majority of the Board. The appointment will last through the following December, when the seat will be filled through the normal election process.

Section 6. President. The President is the chief elected officer of Chapter and shall preside at all meetings of the Chapter membership and Board of Directors and shall perform all duties assigned under these Bylaws or assigned to this person by the Board of Directors.

Section 7. President Elect. In the absence of the President, the President Elect shall preside at meetings of the Chapter membership and Board. The President Elect shall also carry out all duties assigned by these Bylaws and by the President or the Chapter Board of Directors.

Section 8. Secretary. The Secretary shall maintain official minutes and records of the proceedings of the Board and the Chapter and will manage administrative responsibilities for the Chapter. The Secretary shall maintain a record of the Proceedings of the Chapter, which shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and Chapter membership. 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 the Board.

Section 9. Treasurer. The Treasurer shall perform all the Chapter's financial transactions and keep accurate records of the Chapter's accounts. The Treasurer will submit financial reports at a minimum on a quarterly basis at board meetings for review and approval by the voting majority of the Board. The Treasurer will also submit a Chapter Financial Report to ICF -PC annually on July 31 as part of the financial reporting process. In addition, the Treasurer will offer a written or verbal annual financial report to the membership.

The Treasurer is responsible for working with the Board of Directors to create and approve an annual budget. After the budget is approved and finalized, it can be made available upon request to the Chapter membership for informational purposes.

The Treasurer shall have the ability to encumber Chapter resources up to \$999.99 through a single signature on the Chapter's checking account. Any transaction of \$1,000.00 or greater will require a second authorized signature of the Chapter President or Secretary.

Section 10. Past President. Upon completion of the term of President, the incumbent shall serve a one (1) year term as Past President to assist in providing continuity to the Chapter. The Past President shall perform such duties and have such authority as from time to time may be assigned by the President or the Board.

Section 11. Delegation of Officers' Duties.

The Chapter's 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. Directors will provide guidance to the Board in decision-making and will oversee fiscal responsibility and activities to ensure that the Board is fulfilling its mission and staying within the confines of its authority. Directors may also be assigned other responsibilities by the Chapter's President.

Section 11. Compensation. Officers will not receive compensation for their services but may be reimbursed for reasonable and documented out-of-pocket costs and expenses according to an established Chapter reimbursement policy.

Section 12. Board Alumni Community.

The Chapter's Board Alumni Community exists to support the Chapter Board with representation of the member demographics and consultation on operational and strategic issues as requested. Members of the Alumni Community volunteer their services, must be members in good standing with ICF -PC and the Chapter, and must not be current board

members. The Alumni Community will be comprised of volunteer members, such as Past Presidents and past Board members and other members nominated by the current Chapter Board.

ARTICLE VIII– Committees

Section 1. Executive Committee. The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer and Past President. Action taken by the Executive Committee shall require a majority vote of the members of the Committee at a meeting where a quorum is present. The Executive Committee shall keep minutes of action items and report them to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet directly after the monthly Board of Directors meeting or at the call of the President or any four (4) members of the Committee.

Section 2. Other Committees. The Board of Directors shall determine what standing and special committees it deems reasonable and necessary to the efficient and effective operation of the Chapter. The Chapter Board shall appoint such committees and their Directors. The Board of Directors may also dissolve such committees in its discretion by a majority vote of the Board.

Section 3. Telephone Meetings. Except where otherwise prohibited by law, the members of any Chapter committee may participate in any meeting by means of a conference telephone call or similar electronic or 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.

ARTICLE IX – Miscellaneous

Section 1. Rules. The Chapter’s Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures, and programs of the Chapter and which are not inconsistent or in conflict with the Bylaws, policies, procedures and programs of the ICF-PC.

Section 2. Amendments. These Bylaws may be amended by majority vote of the Chapter Board of Directors then in office and attending a meeting at which a quorum is present, or by majority vote of the Board of Directors then in office voting by mail or electronic mail ballot, provided that the votes are received within thirty (30) days of the original mailing or notice of the proposed amendment. These Bylaws may be amended when recommended by a committee appointed by the President, or upon a written request from at least ten per cent (10%) of the qualified members of the Chapter. The President shall have the recommended amendments posted on the Chapter’s website or mailed to the membership. No amendment to this document shall conflict with the rules, guidelines, or bylaws of the ICF-PC.

Section 3. Amendment Approval. All qualified members of the Chapter shall be invited to review the amended bylaws and vote on the amendments (yea or nay to the totality of amendments as presented). A vote of qualified members shall decide the issue by a simple majority. A proposed amended set of bylaws shall be considered ratified and effective when

carried by a majority vote. The President shall see that the official bylaws are so amended and posted on the Chapter's website. The Secretary will maintain a set of all bylaws, past and current.

Section 4. Dissolution. In the case of dissolution of the Chapter or the winding up of its affairs, the remaining assets of the Chapter shall be distributed to the ICF-PC or in compliance with local laws, provided however that in no way shall such distribution be to the financial benefit of any officer, director, committee member, or any Chapter member or contributor.

Section 5. Eligibility to Attend Meetings. Chapter programs and events are designed and intended for the benefit of Chapter members. All members in good standing of the Chapter are eligible to attend any meetings of the membership. The single exception is a Special Meeting of the Executive Committee in which the President, with unanimous consent of the Board, shall declare the meeting closed.

Some programs may be open to the public in order to increase the membership of the Chapter or otherwise serve the mission of the Chapter. The members or Committee charged with program development will determine whether the event will be open to members only or to the general public.