

BY-LAWS
OF
INTERNATIONAL COACH FEDERATION OF NEW ENGLAND, INC.

Article 1: General

1.1 Name

The name of the Corporation is **International Coach Federation of New England, Inc. (ICF-NE)**, a Chapter of the International Coach Federation (ICF), hereinafter referred to as the Corporation.

1.2 Seal

The Board of Directors may designate and change the form of the seal or the inscription thereon at its pleasure.

1.3 Principal Offices

The principal office of the Corporation is located in Massachusetts at an address to be designated by the Board of Directors. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

Article 2: Nonprofit Purposes

2.1 Incorporation for Nonprofit Purposes

The Corporation shall not be organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual.

2.2 Specific Corporate Objectives and Purposes

The specific objectives and purposes of the Corporation shall be:

- (a) to provide a forum for professional development and preservation of professional integrity among personal and business coaches in New England;
- (b) to broaden public awareness and understanding of the capabilities and competencies of professional coaches and the benefits of coaching that accrue to our clients,
- (c) to maintain and develop a professional community of quality coaches.

Article 3: Membership

3.1 Membership Criteria

Membership is open to individuals who are members in good standing of the International Coach Federation, Inc. (“ICF”).

3.2 Local Activity Fee

Members of the Corporation paying an annual local activity fee to the Corporation, in addition to ICF dues, shall be entitled to additional benefits and services as determined by the Board of Directors.

3.3 Rights of Members

Each member of the Corporation shall have the right to cast one vote on all actions for which members have the right to vote. The right of a member to vote and all his or her rights, title and interest in and to the Corporation shall cease on the termination of his or her membership. No member shall be entitled to share in the distribution of the Corporation’s assets upon the dissolution of the Corporation.

3.4 Termination of Membership

The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may expel a member for cause.

3.5 Resignation of Members

Any member may resign from the Corporation by delivering a written resignation to the President or Clerk of the Corporation.

3.6 Transfer of Membership

Membership in the Corporation is not transferable or assignable.

3.7 Annual Meetings

The annual meeting of the members of the Corporation shall be held in the month of June for the purpose of announcing directors who have been elected and transacting such other business as may properly come before the meeting.

3.8 Special Meetings

Special meetings of the members may be called at any time by the President, and shall be called by the President or VP-Finance and Administration at the written request of a majority of

the Board of Directors or by the written request of one-tenth of the members (in number) of the Corporation.

3.9 Place of Meetings

The Board of Directors may designate any place, either within or outside the Commonwealth of Massachusetts, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the Commonwealth of Massachusetts.

3.10 Notice of Meetings

Notice of the annual or any special meeting of members stating the purpose or purposes of the meeting and the time and place where it is to be held shall be sent by mail (or via facsimile transmission or electronic mail), not less than ten days nor more than thirty days before the meeting, to each member entitled to vote at such meeting.

3.11 Quorum

At any meeting of the members of the Corporation, the presence in person of five percent (5%) of the members entitled to vote at such meeting shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these by-laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the members present in person without notice other than by announcement at the meeting and without further notice to any absent member.

3.12 Manner of Acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption of the matter thereof unless a greater proportion is required by law or by these by-laws.

Article 4: Corporation Governance

4.1 Governing Body

The operations of the Corporation shall be governed by an elected Board of Directors of no more than 14 members. These Directors shall be elected by a vote of qualified members.

4.2 Director Qualifications

To be a Director, one must be a qualified member of the Corporation, nominated for office by the Nominating and Elections Committee, and be voted into office by a vote of the Corporation members.

4.3 Duties, Powers and Committees

(a) The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, for keeping the organization informed of all activities of the Corporation, and for planning and supporting programs and activities consistent with the Corporation's purposes.

(b) The Board of Directors may create and appoint committees to assist the Directors in the conduct of the Corporation's affairs.

4.4 Nominations and Elections

Nominations for election to the Board shall be made by the Nominations and Elections Committee consisting of the President and at least three (or more, at the election of the President) qualified members of the Corporation (no more than 2 of which shall be members of the Board) appointed by the President and approved by a majority vote of the Board. One of the non-Board members of the Nominations and Elections Committee shall act as the Chair of such Committee. The President shall appoint, with the Board's approval, the Nominations and Elections Committee in February of each year whose purpose shall be to run the nomination and election in advance of the upcoming fiscal year. The VP-Finance and Administration 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 by March 31. The Nominations and Elections Committee will in April submit to the Board the names of one or more candidates for each board seat for voting in May and installation in June.

4.5 Elections

In April, the VP-Finance and Administration 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 VP-Finance and Administration who will count the ballots and announce the results at the June meeting. The VP-Finance and Administration will so note these proceedings and record them in the Minutes of the meeting.

4.6 Removal

Any member of the Board may be removed by a 2/3 vote of the Board. The VP-Finance and Administration shall record such events in the Minutes of the Board Meeting.

4.7 Terms and Vacancies

Terms for all Board members are two years. Seats will vacate for one half the number of Board members yearly. New terms begin on the day of the business meeting held in June each year. Any vacancy on the Board shall be filled by presidential appointment, subject to a majority vote of approval of the Board. The appointment so approved will pertain until the completion of the term, when the seat will be filled by the normal election process.

The outgoing board will choose the President (or Co-Presidents). The incoming board chooses the President(s) and VP-Finance and Administration. The VP-Finance and Administration is to be chosen by 9/1. The President(s) Elect by 1/1. These offices are for one year terms.

4.8 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 Board. Minutes of all Board Meetings shall be made available to qualified members.

4.9 Quorum

A majority of the directors shall constitute a quorum for the transaction of business, and all actions of the Board of Directors shall be taken by consensus, or if a consensus cannot be achieved, by a majority vote.

4.10 Chair

At all meetings of the Board of Directors, the President, or in his or her absence, a chair chosen by the directors present, shall preside.

4.11 Conflict of Interest

It is recognized that occasions may arise when a member of the Board of Directors or an Officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by such Board of Directors or a committee thereof. It is the policy of the Corporation and of its Board of Directors that:

(a) Any material facts as to such financial interest shall be disclosed by such member or officer to the members of such Board of Directors or committee. Such disclosure shall be recorded in an annual conflict of interest statement signed by such member and officer or, if not previously disclosed in such statement, when the matter at interest comes up for action by such Board of Directors or committee.

(b) The member or officer having such financial interest on any matter shall not vote or use any personal influence in regard to that matter (except that the member may state a position on the matter and respond to questions about it); however, such member or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting occurred.

(c) The Board of Directors or committee may authorize any contract or transaction between the Corporation and any such member or officer, or between the Corporation and any Corporation, association, or other organization in which such member or officer is a Director or officer or has a financial interest, unless such contract or transaction would be in violation of applicable law.

4.12 Compensation

Directors shall not receive any stated salary for their services.

4.13 Legal Purpose

Notwithstanding any other provision of these By-Laws, the purposes for which the Corporation is established are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States revenue laws.

4.14 Excluded Activities

Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States revenue laws.

Article 5: Officers

5.1 Numbers, Qualifications, Election and Term of Office

The officers of the Corporation shall consist of a President (or Co-Presidents), President(s)-Elect, VP-Finance and Administration, and such other officers with such powers and duties not inconsistent with these By-laws as may be appointed and determined by the Board of Directors. Any two offices, except those of President(s) and VP-Finance and Administration, may be held by the same person.

5.2 President

The President (or Co-Presidents) shall be chief executive officer(s) of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation in its general operation, shall do and perform such other duties as may be assigned to him or her by the

Board of Directors, and shall be an ex-officio member of all committees. In the event of the absence or disability of one Co-President, the other Co-President (if any) shall exercise all the functions of the President.

5.3 President-Elect/Vice-President

During the absence or disability of the President or both Co-Presidents, the President(s)-Elect shall exercise all the functions of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the office of the President should become vacant, the President(s)-Elect shall assume such office for the unexpired term. The President(s) Elect shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors. The President(s)-Elect shall become the President(s).

5.4 Past President

The Past President (or Past Co-Presidents) shall provide guidance and support to the Board regarding activities of the Corporation, and ensure that the policies and procedures established by the ICF and the ICF-NE are followed.

5.5 VP-Finance and Administration

The VP-Finance and Administration shall:

- (a) keep or cause to be kept a record of all proceedings of the meetings of members and of the Board of Directors;
- (b) cause all notices to be duly given in accordance with the provisions of the By-Laws;
- (c) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- (d) keep or cause to be kept all the books of account and of all the business and transactions of the Corporation;
- (e) render to the President(s) or the Board of Directors and to the members, whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as VP-Finance and Administration, and render a full financial report, based on the books and accounts, at the annual meeting of the Board of Directors;
- (f) file an annual report to the ICF in a manner consistent with ICF requirements, and
- (g) in general perform all duties incident to the office of the VP-Finance and Administration..

5.7 Removal of Officers

Any officer may be removed from office by the affirmative vote of two-thirds of the Board of Directors at a regular or special meeting called for that purpose, with or without cause. Any such officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the proposed removal and the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5.8 Checks and Bonds

The President(s), VP-Finance and Administration, and/or Administrator of the Corporation shall be authorized to sign checks and drafts of the Corporation. Any check in an amount over \$3,000 shall require the signatures of the Administrator and either the President (or Co-President) or the VP-Finance and Administration. At the discretion of the Board of Directors, the above officers may also be required to give bond for the faithful discharge of their duties in such sum and with such surety as the Board of Directors may determine, the expense of such bonding to be paid by the Corporation, provided that a bond may be dispensed with by the Board of Directors if the monthly average of funds on hand does not exceed \$5,000.

Article 6: Committees

6.1 Appointment

The Board of Directors shall appoint all committees except the Nominations and Elections Committee, which shall be compiled as provided in Section 4.4 above.

6.2 Standing Committees

There shall be the following standing committees: (1) Nominating, (2) Programming, (3) Membership, and (4) Communications and Outreach.

6.3 Special Committees

Special committees may be appointed from time to time by the Board of Directors

6.4 Special Interest Groups

Groups of members formed to pursue common interests may be recognized from time to time by the Board of Directors.

Article 7: Amendments

7.1 By Board of Directors

Except as provided in Section 7.2, the Board of Directors shall have the power to amend or alter the By-laws by an affirmative vote of two-thirds of the Board of Directors, at any regular or special meeting called for the purpose. Any member of the Corporation shall be entitled to at least five days notice in writing by email of the proposed amendment and of the meeting time and place at which such amendment is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

7.2 By Members

Individual members shall have the power to amend or alter the By-laws, if the proposed amendment or alteration is approved by the affirmative vote of two-thirds of the individual members in good standing of the Corporation at a special meeting called for the purpose upon not less than fourteen (14) days prior notice.

Article 8: Indemnification and Insurance

8.1 Scope of Indemnification

The Corporation shall indemnify such persons as it may indemnify under the Massachusetts General Laws, subject to the provisions of such law. The Corporation shall also indemnify any representative against expenses actually and reasonably incurred by such representative in the successful defense in any suit to the extent required by law.

8.2 Insurance

The Board of Directors may authorize, by a vote of a majority of the whole Board of Directors, the Corporation to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of Massachusetts General Laws.

Article 9: Rules of Procedure

The Board of Directors of the Corporation may establish rules of procedure for its meetings which shall not be inconsistent with these By-laws. The rules of procedure may be suspended by majority vote of those present and voting at any meeting.

Article 10: Miscellaneous

10.1 Bank Account

The funds of the Corporation shall be deposited or kept with a bank or trust company selected by the Board of Directors. Such funds shall be disbursed upon the order or orders of such officers as may be prescribed by the Board of Directors.

10.2 Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30.

10.3 Distribution of Assets Upon Liquidation

Upon cessation of operations of the Corporation for whatever reason, the Board of Directors shall promptly proceed to gather the assets, collect any amounts owed to the Corporation, and pay the debts of the Corporation (including amounts owed to members). At such time as the Corporation has paid its debts and settled its obligations or established reserves for or otherwise made provision to pay such debts and obligations, the assets of the Corporation shall be distributed equally to selected charities or services chosen by the Board of Directors.