

Bylaws

Tampa Bay Professional Coaches Association

D/B/A International Coach Federation – Central Florida

ARTICLE I. Organization Name

The name of this organization shall be the Tampa Bay Professional Coaches Association d/b/a INTERNATIONAL COACH FEDERATION - CENTRAL FLORIDA, hereinafter referred to as ICF-CF, a not-for-profit 501(c) 6 association incorporated in the State of Florida on January 1, 2008 and serving the Central Florida including the Greater Tampa Bay and Greater Orlando areas and is a charter chapter of the International Coach Federation, hereinafter referred to as ICF Global.

ARTICLE II. Purpose

ICF-CF is a not-for-profit 501(c) 6 individual membership organization of professional coaches, committed to creating an arena of support and connection for our members and the greater Central Florida community. ICF-CF impacts external and internal coaches as well as individuals and organizations with the purpose of advancing and guiding the coaching profession, providing professional development and leadership.

We fulfill our organizational mission by:

- Providing professional growth and community spirit for our members by developing coaching and coaching-related programs, workshops and publications that advance the coaching profession.
- Enhancing public awareness of the professional coaching profession and promoting an understanding of the benefits of coaching by engaging in visible strategies of marketing, public relations, and outreach.
- Supporting members through an organization that encourages mutual support, education, referrals, and collaboration.
- Cooperating with other organizations and professionals whose programs and activities are consistent with the mission and purpose of ICF-CF.

ARTICLE III. Membership and Participation

A. Categories

1) Members

- a. Any person who is a member in good standing of ICF Global and meets the minimum membership requirements as established by the Leadership Board.

- b. Each Member shall be entitled to one vote on any matter presented to the membership.
- c. Any person eligible for Membership may make application for such membership by filing a completed application with ICF-CF accompanied by payment for the dues for the current fiscal year, and upon approval of the application, shall become an ICF-CF Member.
- d. Membership may be renewed annually, provided that the Member: (i) maintains membership in good standing with ICF Global; (ii) abides by these Bylaws, ICF Global's Code of Ethics and any other rules or regulations adopted by the Leadership Board from time to time, (iii) complies with the Ethical Conduct Review Process, as required, and (iv) pays all applicable membership dues, fees and other assessments as and when due.

2) Participants

ICF-CF may designate other categories for chapter participants who do not qualify for membership in the organization per paragraph 1 of this Section. Such categories will not have voting rights and are not considered members of the Chapter. The ICF-CF Leadership Board may establish rates and payment terms for fees for any categories of chapter participants.

B. Membership and Participation Rights

Membership in ICF-CF shall be available to all individuals or organizations eligible in accordance with Section A of this Article. Membership or participation in ICF-CF is non-transferable. An individual's association with ICF-CF (member or participant) is effective upon approval of his/her application.

C. Membership and Participation Fees

Annual fees shall be required for membership or participation and shall be payable each year in advance. Fees are due on the first day of the month of each individual's initial chapter affiliation. Membership and participation fees are nonrefundable.

Annual membership or participation fees are due on the first day of each individual's membership or participation date. Fees become delinquent upon being 30 days past due.

The Leadership Board shall establish rates for membership and participation fees. Members and Participants will be provided 60 days' notice of any change in membership or participation fees. Notice will be provided by email and posting on ICF-CF's website.

D. Resignation

Any member or participant may resign from ICF-CF at any time by submitting written notice to the Membership Committee. ICF-CF membership or participation fees are non-refundable.

E. Forfeiture of Membership or Participation

At such time as an individual becomes delinquent in his/her membership or participation fees, the individual will be notified in writing of such delinquency and have their chapter rights, including voting rights, suspended. If payment of the fee is not made within 60 days of the due date, the individual shall be removed from the rolls of ICF-CF, thus forfeiting all rights and privileges of membership or participation.

Any individual who has been removed due to nonpayment of fees may reapply for membership or participation at any time and shall be approved for the appropriate classification based on conformance with the eligibility requirements as specified in Section A of this Article.

F. Ethics and Compliance

ICF-CF follows the Code of Ethics of the International Coach Federation, incorporated by reference.

All chapter members and chapter participants agree to be bound by ICF-CF's bylaws, policies and procedures as well as ICF Global's Code of Ethics.

The ICF-CF Leadership Board shall have the right to enforce the provisions of ICF-CF's bylaws, policies and procedures.

If a member of ICF-CF has a concern that bylaws, policies or procedures have been or are being violated, that member may submit a written complaint to the Leadership Board. The ICF-CF Leadership Board will investigate the complaint. A majority vote of the Leadership Board shall decide the appropriate action to be taken regarding the complaint. The complaining ICF-CF member will be notified, if or as appropriate under the circumstances, of the decision of the Leadership Board. Any disciplinary action taken against a member will be otherwise handled in a confidential manner..

ARTICLE IV. Membership Meetings and Voting

A. Membership Meetings

The Leadership Board shall determine the time and place of ICF-CF meetings. Meetings may be held virtually or in person.

Notification of meetings will be provided via email or other means as determined by the Leadership Board. Meetings shall be for the purpose of education and professional development, receiving reports, and conducting such other business as may properly come before the membership. The Leadership shall establish the order of business at regular meetings. A quorum, defined as the lesser of 10 members in good standing or 15% of the members, is required to conduct business.

B. Special Meetings

The Leadership Board may call special meetings of ICF-CF at any time or upon receipt of a written request signed by at least 5% of the members. The President shall call the meeting within (30) days of Leadership Board notification. The business to be transacted at any special meeting shall be stated in the meeting notice. No other business may be considered at that time.

C. Notice of Meetings

Notice of meetings shall be provided to each member not less than ten (10) nor more than forty (40) days prior to the date of the meeting unless otherwise provided in these bylaws. Notice may be made by electronic posting on the website. The transmission of a notice in such manner shall be considered notice served.

D. Voting

At all meetings, each attending member in good standing and current in membership fee payments shall have one (1) vote. For electronic balloting, each member in good standing and current in membership fee payments shall have one (1) vote. All issues, except as noted otherwise in these bylaws, will be decided by an appropriate quorum as described in Section A of this Article and a simple majority vote of those members voting.

E. Voting by Posted or Electronic Mail

The Leadership Board shall approve any ballot, proposal or survey prior to submitting it to ICF-CF members for an electronic mail vote.

F. Rules of Order

The most current edition of Roberts' Rules of Order, Newly Revised shall govern all meetings of the organization

G. Meeting Cancellations

The Leadership Board may cancel any meeting for any reason. The reason for cancellation shall be included in the notification sent to the membership advising them of the cancellation. In the event of a same-day meeting cancellation, notification via e-mail and posting on the website

shall be made to those individuals and organizations who have officially confirmed their attendance for the meeting.

ARTICLE V. Organization and Structure

A. Organizational Structure

1) Officers

Officers of ICF-CF consist of the President, Secretary, and Treasurer, as well as the Immediate Past President (year following service as President) or President-Elect (year prior to service as President). These positions shall constitute the Officers of the organization.

2) Leadership Board

The primary governing body shall be the Leadership Board. The Leadership Board shall consist of the Officers named in paragraph 1 of this Section; the President may appoint other board members such as: Membership Chair, ICF Liaison, Program Chair, Communication Chair and others and committee chairpersons appointed by the President as deemed appropriate by the Leadership Board. The voting status of each chairperson shall be established at the discretion of the Leadership Board.

The Leadership Board is responsible for overseeing the management of the affairs, funds, and property of ICF-CF. The ICF-CF Leadership Board shall have full power and authority to implement the resolutions and decisions to determine its policies and procedures, and to interpret these bylaws. The Leadership Board shall supervise the direction and control its committees and publications and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Each member of the Leadership Board shall have one vote for matters coming before the Leadership Board.

3) Committees

To achieve the objectives of ICF-CF, the Leadership Board may establish organizational units such as committees, advisory boards, or councils. The Leadership Board shall exercise authority over policies, services, programs and budgets of all organizational units. The activities, policies, and programs of organizational units shall not be in conflict with the bylaws, policies or procedures of ICF Global.

B. Meetings of the Leadership Board

Regular meetings of the Leadership Board shall be held each month. Meetings may be held in person or virtually as deemed appropriate. Notice of regular meetings of the Leadership Board shall be given to each Leadership Board member in person or e-mail, at least three (3) business days prior to the scheduled meeting.

Special meetings of the Leadership Board may be called by the President or at the request of at least three (3) Leadership Board members. Notice of special meetings of the Leadership Board shall be given to each Leadership Board member by email no less than three (3) business days prior to the scheduled meeting date. The business to be transacted at any special meeting shall be stated in the meeting notice. No other business may be considered at that time.

To ensure an orderly transition of the Leadership Board, a Transitional Meeting of the current and incoming ICF-CF Leadership Board shall be held following election of incoming Leadership Board members.

1) Waiver of Notice

Before or at any meeting of the Leadership Board, any Leadership Board member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance at any meeting of the Leadership Board shall be a waiver of notice by such individual of the time and place thereof. If all the officers are present at any meeting of the Leadership Board, no notice shall be required and any business may be transacted at such meeting.

2) Quorum of the Leadership Board

At any meeting of the Leadership Board, a majority of the voting members of the Leadership Board shall constitute a quorum.

3) Voting

Voting rights of a Leadership Board member shall not be delegated to another nor exercised by proxy.

4) Voting by E-Mail

Action taken by a mail or electronic ballot of the members of the Leadership Board shall be a valid action of the Leadership Board.

5) Removal from Office

Should a member of the Leadership Board fail to fulfill his or her duties, the Leadership Board may request that member's resignation for good cause. If the member is unwilling to resign, the Leadership Board may remove them from office at a regular meeting or special meeting called for that purpose.

Any elected Leadership Board member may be removed from office for cause by a two-thirds (2/3) vote of the membership present at a regular meeting or at a special meeting called for that purpose.

Notification of the meeting and the intent to remove such Leadership Board member shall be given in writing to the Leadership Board member at least twenty (20) days prior to the scheduled meeting date. Any Leadership Board member whose removal has been proposed shall be given an opportunity to be heard at such meeting.

6) Vacancies During Term of Office

The Leadership Board, by a majority vote, shall appoint a replacement for any open position other than the President, for the remainder of the term of office.

a. Vacancy in the Office of President

In the event that the President is unable to complete his or her term of office, the President-Elect will assume the responsibilities of the position. If there is a concurrent vacancy in the role of President Elect, a special election will be called and an Interim President will be appointed pursuant to Article VII, Section F.

7) Non-Compensation

Elected officers and other Leadership Board members shall not receive compensation for their services as members of the Leadership Board or for their services related in any other capacity or pursuant to any other contractual arrangement whatsoever. Leadership Board members may be reimbursed for actual expenses incurred in the performance of their duties.

C. Allied or Affiliate Organizations

For the benefit of the membership, for the advancement of the coaching profession, and to further the objectives, any member may propose affiliation with local, regional, national, or international organizations or groups, so long as such affiliation is in compliance with the current Chapter and Chartered Chapter Agreement with ICF Global. No affiliation with a for-profit organization shall be made that would jeopardize ICF-CF's non-profit status.

Proposals for affiliation may be submitted for formal consideration to the ICF-CF Leadership Board. A written proposal, including the name and type of organization, organization address and website, potential benefits of affiliation, and other information deemed useful, will be submitted for consideration by the Leadership Board. The Leadership Board may vote to adopt or decline the proposal or, at its discretion, recommend a proposal for affiliation to the general membership for a vote.

ARTICLE VI. Qualification and Election of Officers

A. Qualifications of Office

Any member in good standing as a member and duly qualified shall be eligible for nomination and election to any elected office of ICF-CF.

B. Nomination and Election of Officers

Subsequent to the expiration of an incumbent Officer's term, the incumbent Leadership Board shall identify candidates for the position. The Leadership Board will vote on a slate of candidates to be presented to the membership. Any person so nominated shall have given prior consent to nomination and election as an officer.

The election of ICF-CF's Officers will take place via electronic voting during the month of November. Voting by a quorum of the membership, as defined in Article IV, Section A is necessary to constitute a valid election. A simple majority of those voting is needed to elect each officer.

C. Term of Office

Each elected officer shall take office on the first day of the calendar year and shall serve for a term of two (2) years, except in the case of President-Elect who shall serve for the second year of the President's term and the Immediate Past President, who shall serve for the one year following service as President. No elected officer shall hold the same office for more than four (4) consecutive years.

ARTICLE VII. Duties of Officers

A. President

The President shall preside at all general membership meetings and meetings of the Leadership Board and shall perform such other duties as are incident to this office, including but not limited to:

- Serving as the Chief Elected Officer of ICF-CF and supervising the affairs and activities of the organization.
- Calling special meetings of the Leadership Board or the general membership as deemed necessary.

- Authorization as one of two signatures on checks, contracts, legal documents, and/or promissory notes for ICF-CF.
- Appointing the chairperson of all standing and special committees.

B. President-Elect

The President -Elect shall serve as a voting member of the Leadership Board for the second year of the President's term and will automatically succeed to the office of President. The President-Elect shall oversee all standing and special committees and shall perform such duties as are delegated or assigned by the President. The President-Elect shall perform the duties of the President in the event that individual is unavailable or unable to serve.

C. Secretary

The Secretary shall oversee the proper recording of meeting minutes and Leadership Board and shall supervise the preservation of historical records and documents. The Secretary shall preside over all forms of balloting and shall review and maintain the voting integrity of all elections.

D. Treasurer

The Treasurer shall oversee all financial operations of the chapter, including but not limited to financial management, recording and reporting. The Treasurer shall manage all contracts to which ICF-CF is a party and shall ensure timely filing of all financial and legal documents of the organization.

E. Immediate Past President

The Immediate Past President will serve as a voting member of the Leadership Board for the one year following his/her term as President.

F. Interim President

In the event that the President resigns from or is removed from office when there is a concurrent vacancy on the office of President Elect, the ICF Liaison will serve as interim President until a special election for President can be called. In the event that there is a concurrent vacancy in the role of ICF Liaison, the Secretary shall serve as Interim President.

ARTICLE VIII. Special and Standing Committees

A. General Provisions

The Leadership Board, by majority vote, may create committees to support any operational or organizational activity of the chapter.

B. Committee Participation

The President shall appoint the chairpersons of all committees. Committee chairpersons shall choose committee participants from among eligible members or chapter participants in good standing.

ARTICLE IX. Finance

A. Fiscal Year

The fiscal year shall run from January 1st through December 31st. Upon recommendation of the Leadership Board and with approval by a two-thirds majority vote of the membership present at a regular or special meeting, ICF-CF may change the fiscal year.

B. Budget

The Treasurer shall submit a proposed annual operating budget to the Leadership Board. The Leadership Board shall adopt an annual operating budget in advance of, or as soon as practical in each fiscal year.

C. Financial Review and/or Audit

The financial records and accounts of the outgoing Treasurer shall be reviewed by a Certified Public Accountant. A financial audit shall be conducted upon the recommendation of the Leadership Board. The financial review and/or audit will be conducted by a Certified Public Accountant chosen by the Leadership Board. Any member can submit a written request for a financial review to the Leadership Board for consideration. The results of a financial review and/or audit report shall be presented at the next meeting of the Leadership Board following the receipt of findings.

ARTICLE X. Amendments

These Bylaws may be amended or repealed by a majority vote of the members present at a regular or special meeting of ICF-CF, or by electronic ballot with the appropriate quorum as defined in Article IV, Section A and by a simple majority vote. Notice of such proposed changes shall be sent to the members, fourteen (14) days before such meeting or electronic balloting. Amendments may be proposed by the Leadership Board on its own initiative, or upon petition addressed to the Leadership Board by any fifteen percent (15%) of members. The Leadership Board shall present all such proposed amendments to the membership with or without recommendations.

ARTICLE XI. Dissolution

In the event of its dissolution, the residual assets of the organization will be disposed in compliance with the terms of the current ICF Chapter and Chartered Chapter Agreement. If no such agreement exists, the assets shall be turned over to one or more organizations which are themselves exempt as described in sections 501(C)(6) and 170(C)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future IRS codes. ICF-CF shall use its funds only to accomplish the objectives

and purposes specified in these bylaws. No part of said funds shall be used or distributed to the members other than to cover reimbursement of expenses incurred in ICF-CF-related business.

ARTICLE XII. Other Policies

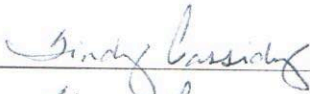
All policies not outlined in the bylaws or in the policies and procedures shall be left to the discretion of the Leadership Board whose decisions shall be based upon the guidelines of ICF Global, if applicable. No policies or procedures will contradict or supersede any standing ICF Global rules or regulations with respect to local ICF chapter governance or best practices. Should there be a conflict, ICF Global guidelines will prevail.

ARTICLE XIII. Effective Date


Drafted: September 20, 2018

These Bylaws shall take effect immediately upon their adoption by majority vote of the membership.

Adopted by majority vote of the membership on: October 29, 2018

President: 

Printed Name: Sindy Cassidy

Secretary: 

Printed Name: MICHELE L. NORRIS