

Bylaws of the San Antonio Professional Coaches Association of the International Coach Federation (SAPCA-ICF) dba ICF San Antonio

Article One: Organization Name

The legal name of this organization is San Antonio Professional Coaches Association of the International Coach Federation SAPCA-ICF; however, the public name of the association shall be ICF San Antonio. Further, it is understood throughout the rest of this document that ICF San Antonio refers to the legal entity SAPCA-ICF. The purposes for which the SAPCA-ICF is established are exclusively educational within the meaning of Section 501c (6) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Revenue laws.

Mission, Vision & Values

Our mission is to drive change and unlock human potential.

Our vision is to be a leading voice in the coaching industry by educating and connecting coaches in the greater San Antonio area.

Our core values are:

- **People First** - You are the most important asset
- **Perspective** - The world is full of good
- **Curiosity** - The journey begins with a question
- **Authenticity** - Be your real self
- **Generosity** - Give freely

Article Two: Major Objectives of ICF San Antonio

- To increase the success of our membership.
- To increase the skills and effectiveness of our members.
- To provide a network that shares opportunities with our membership.
- To provide a forum for discussion of professional coaching opportunities and innovations.
- To provide guidance, resources, and tools guidance for our clients.
- To raise the awareness in the Greater San Antonio community about our coaching profession.

Article Three: Organizational Governance

Section 1. Governing Body

The operations of the ICF San Antonio shall be governed by an elected Board of Directors of no more than 12 members. These Directors shall be elected by a vote of qualified members. (See Article Five for Membership Qualifications). ICF San Antonio will operate on a March 1 through February 28 governing year.

Section 2. Board of Director Qualifications

To serve on the Board of Directors (BOD), one must be a qualified member, have an application approved by a majority of the current BOD, and be voted into office by a vote of the ICF San Antonio membership.

Section 3. Duties and Responsibilities of the Board of Directors

The Board of Directors (BOD) shall provide leadership in pursuit of the objectives stated in Article Two. It shall determine fees at ICF San Antonio sponsored events, and develop the policies and procedures necessary to effectively conduct the business of the ICF San Antonio chapter.

Section 4. Nominations to the Board of Directors

The BOD shall solicit interest among qualified members and provide an application process. Submitted applications shall be reviewed by the Board and a slate of candidates submitted to the members. The voting and installation should occur by the end of governing year on February 28.

The Secretary will so note the proceedings and record them in the Minutes of the ICF San Antonio.

Section 5. Election Procedures

The Secretary will email ballots or provide alternative online voting methods to all active qualified voting members, describing the open seats and their respective candidates. Members will return the ballots, preferably, within one calendar week. The Secretary, who will tabulate and announce the results at the February meeting, or no later than the end of governing year. The current President, Vice-President, Secretary, and Treasurer are automatically members of the BOD.

Section 6. Removal Procedures

Any member of the BOD may be removed by a 70% vote of the BOD. For example, on a 10-member Board, 7 members must vote to remove.

Section 7. Terms and Vacancies

All members of the BOD shall serve at least a two-year term.

Any vacancy on the BOD shall be filled by Presidential appointment, with majority approval of the BOD. Then, the seat will be filled by the normal election process later in the year as stated in Section 5 above.

Elected officers propose and recommend strategies to BOD; terms of officers are different from terms of the Board of Directors (see Article 4 below).

Section 8. Board of Directors Meetings

The general meetings are always open to the membership, unless a Special Closed Session is called by the President and unanimously consented to be closed by the BOD. Board meeting times and places will be decided by a majority vote of the BOD.

A. Voting and Proxies

At all business meetings of ICF San Antonio, each ICF San Antonio Member in good standing who is present either in person or by proxy shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those members present and voting shall govern.

Voting by proxy shall be permitted at a business meeting or at special meetings. Every proxy shall be either (1) in writing, signed and dated by the member, and shall specifically state the particular

meeting to which it is applicable, but need not be sealed, witnessed or acknowledged, or (2) by electronic mail from the most recent electronic mail address listed with ICF San Antonio, and shall specifically state the particular membership meeting to which it is applicable, but need not be sealed, witnessed or acknowledged. Any proxy must be filed at least seven days before the appointed date of each meeting.

B. Voting by Posted or Electronic Mail

Proposals to be offered to the ICF San Antonio Members for a posted or electronic mail vote, excepting election ballots, shall first be approved by the Board of Directors unless the proposal is endorsed by twenty-five percent (25%) of the ICF San Antonio Members in which case Board approval shall not be necessary. On any mail vote, a majority of those voting shall determine the action.

C. Video Conferencing

Meetings held pursuant to these Bylaws may be conducted Video Conferencing so long as all persons participating are able to actively participate.

Section 9. Committees

Standing or Ad Hoc Committees may be appointed by the President for orderly and effective purposes that advance the stated purposes of the ICF San Antonio. Board approval is necessary for the establishment of any new Standing Committees beyond the established ones (Executive, Nominations, Finance, Membership, Programs committees). Committees may be chaired by full voting members or Associate Members.

Section 10. Meeting Procedures

Questions about Board proceedings at meetings shall be dealt with using Robert's Rules of Order (Revised) unless such rules conflict with the laws of the State of Texas. These rules, however, may be suspended by a majority vote of the BOD.

Section 11. Quorum Defined

For the purpose of transacting the business of ICF San Antonio, a quorum is defined as at least half of the members of the BOD plus 1. For example, a 7-member Board would consider 4 people as a quorum. An 8-member Board would consider 5 as a quorum.

Section 12. Legal Purpose and Activities

Notwithstanding any other provision of these by-laws, the purposes for which ICF San Antonio is established are exclusively educational within the meaning of Section 501c (6) of the Internal Revenue Code of 1954, or the corresponding provisions of any future U.S. Revenue laws. Moreover, the ICF San Antonio shall not carry on any activities not permitted to an organization exempt from Federal Income Tax under Section 501c (6) of the Internal Revenue Code or the corresponding provisions of any future U.S. Revenue laws.

Section 13. Fiscal Year

The Fiscal Year of ICF San Antonio shall begin on the first day of January and end on the last day of December of each calendar year. Changes to the fiscal year may be prescribed by the Finance Committee subject to approval by the Board of Directors.

Section 14. Dissolution Procedure

In the event of its dissolution, the residual assets of the organization will be turned over to one or more organizations which are themselves exempt as described in sections 501c (6) and 170 c (2) of the Internal Revenue code of 1954 or corresponding sections of any prior or future IRS codes, or to the Federal, State, or local government for exclusive public use.

Article Four: Duties and Terms of the Board of Directors

Section 1. President

The President shall preside at all meetings of the Board and of the ICF San Antonio. He or she shall sign any instruments or documents which may lawfully be executed on behalf of the Board. The President serves a one-year term, working collaboratively with the President-Elect. It is understood that this person will run for Past-President in the next election. The President must hold an ICF credential; a PCC credential is preferred.

Section 2. President-Elect

The President-Elect shall perform all the duties of the President in the case of absence or disability or personal request of the President. He or she may have additional duties and authority assigned by the President or the Board of Directors. The President-Elect collaboratively serves a one-year term. It is understood that this person will run for President in the next election. The President-Elect must hold an ICF credential; a PCC credential is preferred.

Section 3. Past-President

The Past-President shall perform all the duties of the President in the case of absence or disability or personal request of the President-Elect or President. He or she may have additional duties and authority assigned by the President or the Board of Directors. The Past-President collaboratively serves a one-year term. The Past-President must hold an ICF credential; a PCC credential is preferred.

Section 4. Secretary

The Secretary shall maintain official minutes and records of the proceedings of the Board and the ICF San Antonio, to include agendas, minutes, amendments, by-laws, policies, procedures, Board decisions, guidelines, financial reports and other documents. He or she shall arrange for mailings (electronic as well as paper) of official correspondence and may have additional duties and authority assigned by the President or the Board of Directors. The Secretary serves a two-year term, working collaboratively with the President and President-Elect.

Section 5. Treasurer

The Treasurer shall perform the official financial transactions and keep accurate bookkeeping of all accounts, as well as prepare an annual budget for the ICF San Antonio before January 1st of each year. He or she will also present a financial report at all BOD meetings. The Treasurer serves a two-year term, working collaboratively with the President and President-Elect.

Section 6. Delegation of Officers' Duties

The President or BOD by majority vote may delegate any officer's duties to any other Board member when they deem such action to be appropriate.

Article Five: Membership Qualifications and Designations

ICF San Antonio Full Membership (full voting rights)

Full Membership is granted to an individual actively engaged in business or personal coaching upon acceptance of the application, to include being a current ICF Global member and agreeing to abide by the ICF Code of Ethics and the Ethical Conduct Review Process of the ICF Global, while continuing to pay annual local ICF San Antonio dues and annual ICF Global dues as directed by the ICF San Antonio Board of Directors. Full Membership Coaches can be elected to any ICF San Antonio leadership role or serve on any committee.

ICF San Antonio Associate Membership (no voting rights)

Associate Membership is granted to an individual whose career direction may not be primarily that of professional coaching, yet supports the skill-sets, principles and goals of the ICF San Antonio and is interested in aligning with our coaching resources, culture and community. Associate members are not required to join ICF Global but agree to abide by the ICF Code of Ethics, and pay annual local ICF San Antonio dues. Although an Associate member cannot be an officer or board director of ICF San Antonio, he or she can serve as a committee chair or committee member. All Associate candidates must have a ICF San Antonio Full Member endorse their application.

A sub-set of Associate Membership is for Student Associate Members. You must be a full-time student at an accredited college or university and not presently engaged in the practice of business or personal coaching. You will provide specific school/degree plans and location, and ICF San Antonio dues at the Student Associate Member rate. All other requirements of the Associate level apply.

Application for Membership

Applications for ICF San Antonio membership shall be available online at ICF San Antonio's website.

Resignation

Any member may resign their ICF San Antonio membership by providing written notice thereof to any member of ICF San Antonio's Board of Directors or membership chairman, provided that any resigning member shall remain liable for payment of any outstanding dues, fees or other assessments. Notwithstanding the foregoing, if such resignation notice is received within thirty (30) days following the mailing of the annual dues invoice, the resigning member will not be liable for the then current year's annual dues.

Suspension, Removal or Expulsion

Any Member may be suspended, removed or expelled from ICF San Antonio membership for cause by a majority vote of the Board of Directors. Except in the case of nonpayment of dues, fees or other assessments (as discussed in Article V), a vote for suspension, removal or expulsion of a member shall occur only after the member complained against has been given (i) not less than fifteen (15) days' prior written notice of suspension, removal or expulsion, (ii) the reason for such suspension, removal and expulsion and (iii) an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, expulsion or termination by a person authorized to decide that the proposed suspension, expulsion or termination not take place. Except in the case of nonpayment of dues, fees or other assessments (as discussed in Article V), a member may appeal suspension, removal or expulsion, provided that such proceeding must be begun within one (1)

year after the effective date of the suspension, removal or expulsion decision. During any suspension period, a member shall not be entitled to exercise any of the rights and privileges of membership, including without limitation the right to vote. All rights and privileges of membership, including without limitation the right to vote, shall cease upon the expulsion or termination of a member.

Reinstatement

Any former member who resigned or was terminated for nonpayment of dues, fees or other assessments may seek reinstatement by completing a membership application for the applicable membership category, submitting such application to ICF San Antonio's membership chairman and paying the then current year's dues.

Membership Non transferable

ICF San Antonio's membership is non-assignable, non-refundable and non-transferable. Members shall have no equitable or ownership right or interests of any kind in ICF San Antonio's assets or property.

MEMBERSHIP DUES

Dues

Annual Dues shall be established by the Board of Directors and shall be payable each year in advance.

Forfeiture

Any member of ICF San Antonio who shall be delinquent in dues for a period of sixty (60) days from the time dues become payable shall be notified in writing of such delinquency and suspended from further services and benefits. If payment of dues is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension, at the request of the member, is waived by affirmative action of the executive committee.

Refunds

No dues shall be refunded to any member whose membership terminates for any reason.

Article Six: Amendment to the By-Laws

Section 1. How to Make Amendments

These By-Laws may be amended upon written request from at least ten-percent of the membership, or when recommended by a committee appointed by the President. He or she shall have the recommended amendment(s) distributed either electronically or by paper to the BOD.

Section 2. How to Grant Amendments

All active qualified voting members shall be invited to review the amended by-law recommendations for at least two weeks prior to voting. Votes received after two calendar weeks will be invalid. A simple majority vote for the amendment(s) will make them ratified and effective, and the President shall see that the amendments are put in writing and distributed to the membership.