



Bylaws
of the
ICF Calgary Charter Chapter
ICF Professional Coaches

Article I. Name of Chapter/Society Name and Incorporation

The name of the Chapter/society shall be the International Coaching Federation (ICF) Calgary Charter Chapter, hereinafter referred to as “Chapter.” The Chapter is a nonprofit society incorporated under the Societies Act of the Province of Alberta and is authorized to operate as an ICF Chapter pursuant to the Chapter Agreement issued by ICF Professional Coaches and dated July 15, 2001, or any subsequent chapter agreements.

The Chapter is registered under the Government of Alberta, Societies Act with a corporate access number of 509664041 which provides the Chapter a tax-exempt status.

The International Coaching Federation Professional Coaches shall hereinafter be identified as “ICF-PC” and is a 501(c)(6) tax-exempt non-profit organization incorporated under the laws of the State of Nevada, 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 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 Calgary, Alberta, 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. Society Membership

Section 1. Qualification for Chapter Membership.

1. 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.
2. Complete an application for membership and submit it to the International Coaching Federation Global Office.
3. Upon acceptance, pay annual dues directly to the International Coaching Federation as determined by the International Coaching Federation Board of Directors; and assign their dues to the Chapter.

Section 2. Registration

ICF CALGARY must keep a list of its past and present members including full name and home address, the date on which they became members, the date on which they ceased being members and the class of membership. This list must be kept at the society's registered office.

Section 3. 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 Chair 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:** 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 4. Resignation. Any Chapter member may resign his or her Chapter membership/membership in the society by providing written notice to his or her Chapter Secretary 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 5. 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 6. 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 7. Membership Meetings. (PREVIOUSLY ARTICLE V MEETINGS IN OLD BYLAWS)

- a. **Regular Meetings/Notice:** There shall be an Annual General 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 General Meeting and such other regular membership meeting(s) will be issued by the Chapter to each member in good standing not less than twenty-one (21) days and not more than sixty (60) 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. The prior years' reviewed financial statements and a motion to approve these statements are presented at this meeting.
- 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 or Secretary upon receipt of written request or petition setting forth the reasons for calling such a meeting, signed by at least one-third of the Chapter's voting membership in good standing within seven (7) days of the filing of such request. Notice may be sent e-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. All voting will take place by show of hands unless:
 - a. A vote by ballot is requested by at least two (2) members; or
 - b. A motion contemplates the expenditures of ICF Calgary funds, or the disposition of ICF Calgary assets, which motion shall require a vote by ballot.
 - c. Voting is conducted by electronic means.
 - d. 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.
- e. **Proxy**: 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. The use of proxies is permissible for any vote taken by the membership at a General, Annual General or Special Meeting. They may be obtained from the virtual assistant only by those who are unable to attend the meeting and returned to the virtual assistant prior to the meeting.
- f. **Voting by Electronic Mail**: Except where otherwise prohibited by applicable law, voting by members may be conducted by electronic mail ballot from the most recent electronic mail address listed for ICF Calgary. The notice shall specifically state the details to be voted on. Any vote by email must be filed within the timeframe determined in the announcement of the vote.
- g. **Quorum**: At a meeting of the Chapter's membership a quorum for purposes of undertaking binding membership action shall consist of not less than twenty-five (25%) of the Chapter's members or 10 people, whichever is less, who are in good standing and eligible to vote.
- h. **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.
- i. **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 Chapter's Board of Directors shall have discretion as to the fees for registration or attendance at Chapter meetings of membership or events.

Article VI. Society Governance

Section 1. Governing Body

The operations of the society shall be governed by the Board of Directors, which includes a President, President-Elect, Secretary, Treasurer and no more than 7 other Directors. The Board of Directors shall be elected by a vote of qualified members (See article V. Society Membership, Section 1. Qualification).

The Chapter and its Board of Directors shall abide by all applicable policies and guidelines of the International Coaching Federation (ICF).

Section 2. Director Qualifications

To be a Director, one must be a qualified member of the ICF, as defined by the ICF Member Eligibility Requirements, and nominated for office by the Nominating Committee or by petition, and be voted into office by a quorum of the qualified organization members

Section 3. Duties and Responsibilities of the Board of Directors

The Board shall, subject to the Bylaws or direction given by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. The Board of Directors shall provide leadership in pursuit of the society's stated goals. The duties of the Board shall include, but not limited to determining fees at society-sponsored events and developing the policies and procedures necessary to conduct the business of the society effectively.

Section 4. Nominations and Elections

At the first election of Directors following the approval of these bylaws, except for the President, one-half (1/2) directors shall be elected for a one (1) -year term, and one-half (1/2) directors shall be elected for a two (2) -year term, whenever possible. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year (2) terms.

The President and President Elect shall be elected annually for a term of one (1) year by the members at an annual meeting of members.

Directors are eligible to serve two (2) consecutive terms.

Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of approval of the Board. The duration of such appointment shall be until the following Annual General Meeting when the seat will be filled by the normal election process.

A Nominating Committee, consisting of three qualified members (except current Board members) chaired by a previous President shall be appointed by the President and approved by a majority vote of the Board of Directors.

The role of the nominating committee is to contact prospective candidates for the role of Directors on rotation (Section 4) and to invite expressions of interest. The Nominating Committee shall email all qualified members to inform them of the seats that are open for election with the description of the roles. Nominations will be open for one month. Candidates can self nominate or be nominated with their consent.

The candidate for President will be selected from existing Board members whenever possible. Every effort should be made to ensure that the candidate for President has at least one prior year of ICF CALGARY Board experience.

The Nominating Committee shall present a slate of no more than one (1) candidate for each vacancy. Qualified members shall use one vote for the whole slate. The slate shall be made available by the Nominating Chair to each qualified member of ICF CALGARY at least twenty one (21) days prior to the General Meeting at which elections will be held. A member of the Nominating Committee is not eligible as a slated officer.

In case one or more candidates are challenged by qualified members, the following procedure shall be adhered to:

Additional nomination(s) signed by five (5) qualified members may be sent to the Chair of the Nominating Committee with the consent of the candidate and such additional nomination(s) shall be in the hands of the Chair of the Nominating Committee at least one (1) week before the General Meeting at which elections will be held. Members shall be informed of the submitted candidate(s) before the General meeting. The slate as proposed, less the challenged members, shall be voted on. A separate motion shall be brought for each of the challenged candidates.

The Nominating Committee shall count the ballots and inform the candidates of the results, and then inform all members of the results by email. Details of the nomination and election process are included in the Policies and Procedures for the Nominating Committee.

Section 5. Removal

Any member of the Board may be removed by a 2/3 vote of the Board. The Secretary shall record such events in the minutes of the Board meeting.

Section 6. Resignation

An officer may resign by giving written notice or verbal notice of his/her resignation to the President, with such resignation to be effective immediately or at such subsequent date as stated in the notice.

Section 7. Board of Directors Meetings

Meetings of the Board of Directors shall be at the places and times decided by majority vote of the Board. Board meetings must be called at least once every 3 months. The President may call a special directors meeting at any time. The President shall call a special meeting of the Board upon the written request of two Board members to do so. The written request shall contain the agenda for the special meeting.

All Board Meetings shall be open to all qualified members of the society. The single exception is Special Meetings in which the President, with unanimous consent of the Board, shall declare the meeting closed.

Section 8. Committees

The establishment of any committee must first receive the approval of the Board by way of a majority vote.

Section 9. Quorum

At a Board of Directors meeting, a majority of Board Members shall constitute a quorum for the purpose of transacting the business of the society.

Section 10. Dissolution:

In the event of the dissolution or final liquidation of the Chapter, its remaining net assets will be distributed to ICF-PC for use consistent with its tax-exempt purpose and for the benefit of ICF Chapters, thus no part of such net assets may inure to the benefit of any individual member or person.

Article VII. Duties of the Society Officers

Section 1. President

The President shall preside at all meetings of the Board and of the society. In the absence of the President, the President-Elect is entitled to preside at the meetings of the Board or of the society. The President shall sign any instruments or documents which may lawfully be executed on behalf of the Board.

Section 2. President Elect

The President Elect is responsible to assist the President, assume the duties of the President in his/her absence. The President Elect is responsible to learn the role of the President. The President Elect shall perform such duties and have such authority as from time to time may be assigned by the President or the Board.

Section 3. Secretary

The Secretary shall maintain official minutes and records of the proceedings of the Board and the Society. The Secretary shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board. The Secretary shall maintain an appropriate record of the Proceedings of the Chapter Coaches which shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and society membership.

Section 4. Treasurer

The Treasurer is responsible for the society's official financial transactions, keeping accurate books of the society's accounts, and ensuring that all financial year end statements and reviews of the books of the society are completed. The Treasurer shall present for the Board a Financial Report at its meetings.

Section 5. Delegation of Officers' Duties

The President may delegate any officer's duties to any other member of the Board when he/she deems such action to be appropriate.

Section 6. Remuneration of Officers

No officer or member of the association shall receive any remuneration for fulfilling their regular duties as a board member of the society. No board member shall accept a gift in exchange for providing a benefit or privilege to any individual or organization.

Article IX Financial

Section 1. Financial Year-End

The financial year end of the society shall be December 31. The books, accounts and records of the Association shall be audited at least once each year by a credentialed accountant appointed by the Board.

Section 2. Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

Section 3. Signatures

The banking business shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Section 4.

A copy of the reviewed financial report shall be made available to each member of the Chapter annually.

Article X ACCESS TO INFORMATION

Section 1.

The books and records of a society may be inspected by any member of the society at the Annual Meeting of the society or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

Article XI ALLIED ORGANIZATIONS

Section 1.

To further the goals of the society, the Chapter is recognized as a chartered chapter of the International Coaching Federation.

Article XII BY-LAW AMENDMENTS

Section 1. Recommendation for Amendment to the By Laws

Recommendations for amendments may be made by the Board of Directors, a committee appointed by the President, or upon a written request from at least ten percent of the qualified members of the society.

Section 2. Amendment Approval

All qualified members of the organization shall be invited to review the amended bylaws on the web site or by email and vote on the amendments in their totality at an AGM, in person or by proxy.

Bylaws may be amended, altered, rescinded or added to by special resolution. The President shall see that the official Bylaws are so amended and posted on the society's web site. The Secretary will maintain a set of all Bylaws, past and current.

Section 3. Special Resolution means:

a) A resolution passed by at least one vote more than fifty percent (75% + 1) of the votes cast by qualified members who voted in respect of that resolution at a meeting duly called; b) A resolution proposed and passed at a general, or annual general meeting, of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given.

Article XIII DISPUTE RESOLUTION

Section 1.

Any dispute arising out of the affairs of the society and between any members of the society, or between (a) a member or a person who has for not more than 6 months ceased to be a member or (b) a person claiming through such member or person or claiming under the bylaws of the society, and the society or a director or officer of the society, shall, if such dispute cannot be resolved between the two parties after 3 months be decided by arbitration under the Arbitration Act (Alberta). A decision made by such arbitration shall be binding on all parties, and enforceable upon application to the Court of Queen's Bench.

Section 2. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the Chapter may adopt.

Notwithstanding, any member elected to the board shall have the right to complete his or her term regardless of changes made herein.

ARTICLE XIV– Committees

Section 1. 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 chairs. The Board of Directors may also dissolve such committees in its discretion by a majority vote of the Board.

(end of bylaws)

The Calgary Association of Professional Coaches incorporated in Alberta – December 19, 2001.

The designation of ICF Charter Chapter granted July 15, 2001.

Bylaws were originally approved November 15, 2001.

First revisions - March 16, 2005.

Second revisions - April 16, 2009.

Name changed to ICF CALGARY CHARTER CHAPTER, Third revisions – June 12,



2014. Fourth revisions – June 11, 2020.

Fifth revision - June 10, 2021,

submitted by Ed Temple, Past President, _____