

International Coaching Federation (ICF) High Country, Inc.

BYLAWS

Approved: May 7, 2021

ARTICLE I. NAME & LOCATION OF CORPORATION

The name of the organization is International Coaching Federation (ICF) High Country, Inc., (ICFHC) a not-for-profit association incorporated in the State of Idaho on March 31, 2016.

ARTICLE II. PURPOSE

The corporation is organized exclusively as a nonprofit member organization, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), specifically serving as a professional association, a business league comprising an association of persons, businesses, and other leaders whose purpose is to promote the members' common interest in advancing the profession of coaching within the state of Idaho, Montana, North Dakota, South Dakota, Utah and Wyoming.

We use the following definitions from the International Coach Federation (ICF):

Coaching is partnering with clients in a thought-provoking and creative process that inspires them to maximize their personal and professional potential.

A professional coaching relationship exists when coaching includes an agreement (including contracts) that defines the responsibilities of each party.

ARTICLE III. VISION

Coaching is an integral part of a thriving society, and every ICF High Country member provides the highest quality of professional coaching.

ARTICLE IV. MISSION

ICF High Country is a professional community of coaches representing and fostering advancement of the coaching profession in Idaho, Montana, North Dakota, South Dakota, Utah and Wyoming.

ARTICLE V. VALUES

ICF High Country:

- Community – we come together to share our knowledge and experiences to develop our members, profession, and community and inspire others to reach their potential
- Inclusiveness – we provide a safe, collaborative environment that supports dialogue and is open to different perspective, as well as access to opportunities and resources for ALL members
- Professionalism – we consistently adhere to the highest personal, professional and ethical standards. We model the standards and ethics set by the International Coach Federation

ARTICLE VI. ORGANIZATIONAL STRUCTURE

In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for ICF High Country to do or exercise under and pursuant to the laws of the States of Idaho, Montana, North Dakota, South Dakota, Utah and Wyoming, and is consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code as may be amended for the purpose of accomplishing any of the purposes of ICF High Country. Notwithstanding any other provisions of these Bylaws, ICF High Country shall not carry on any activities not permitted to be carried on in an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States revenue law.

No part of the net earnings of ICF High Country shall inure to the benefit of, or be distributed to its officers or other private persons, except that ICF High Country shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities ICF High Country shall be the carrying on of propaganda, or otherwise attempting to influence legislation unless it promotes the common business interest of ICF High Country's membership, and ICF High Country shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor engage in subversive or un-American activities.

ARTICLE VII. MEMBERSHIP

Any person with business and professional interests who is dedicated to the mission, vision and values of ICF High Country may become a member by completing the application form, agreeing to the Code of Ethics and Bylaws, as well as paying the fees as determined by the Board of Directors. Membership fees are fixed by the Board of Directors and shall be due annually, payable September 1 in the new fiscal year. Members are expected to support the standards and ethics of coaching as set down by the International Coach Federation.

Membership categories:

1. Chapter ICF Members of ICF High Country are coaches or becoming coaches, who are ICF Members who join for professional growth and contribution to the coaching community. Chapter members are eligible for service on the ICF High Country Board of Directors and have voting rights.
2. Chapter Community Members of ICF High Country are coaches or becoming coaches, who are not ICF Members but who enjoy the benefits of affiliation such as professional development, networking with professional coaches, attending meetings and serving on committees. Per ICF Member Eligibility Requirements (MER) Chapter, Community members are not allowed to hold board of director positions, nor able to vote in ICF sanctioned voting or represent themselves as ICF Members in any way.
3. Chapter Corporate Members of ICF High Country are companies and organizations whose internal coaches or other talent development professionals may participate in ICF High Country programs and events. An ICF Corporate member is eligible for service on the ICF High Country Board of Directors with one (1) vote to be cast by the named Corporate Sponsor, no matter how many individuals are covered under the corporate membership. Corporate members are eligible for service on the ICF High Country Board of Directors.
4. Chapter Student Members of ICF High Country are students enrolled in local colleges, universities or professional training programs. Student members do not have voting rights and are not eligible for service on the ICF High Country Board of Directors.

ARTICLE VIII. BOARD OF DIRECTORS

Membership: The Board of Directors (the Board) shall consist of the President, Vice President, Treasurer, Secretary, Past-President and Member-at-large. Except as set forth herein, the Board shall be elected annually by the Chapter Members for a term of one year ending May 31st. Voting members of the Board shall consist of those elected by eligible voting Chapter Members in the annual election. or appointed by the Board to fill a vacancy. If a person holds more than one Board position at a time, they only have one (1) vote.

Duties of the Board: To communicate with the membership and ensure developmental opportunities are provided via programming. The Board shall approve all programs. The Board shall set policies & fees and take actions which carry out the purpose and mission ICF High Country. They shall establish the duties of the Chairs of the Committees. ICF High Country Board members are expected to attend Board meetings. The Board will have the option to declare a position vacant and replace any Board member who fails to attend Board meetings.

Compensation: Members of the Board shall serve without compensation. However, expenses incurred by a member on behalf of ICF High Country are reimbursable from ICF High Country funds as approved by the Board.

Liability: No member of the Board shall be liable for any debts of ICF High Country, any judgments against ICF High Country, or any other actions taken by or against ICF High Country in the name of ICF High Country.

Jurisdiction: All matters pertaining to ICF High Country and its administration, expenses, and any other things not definitely removed from their consideration by these Bylaws, shall be determined by the Board.

Quorum: Four (4) members of the Board shall constitute a quorum, and a simple majority vote of those present at a meeting shall be sufficient for any action of the Board.

Meetings: Meetings will be held monthly as scheduled by the President, or Vice-President acting on behalf of the President. Attendance can be either in person or via electronic mediums. As needed between regularly scheduled meetings, dialog, motions, and votes by the board can be accomplished through a Conference Call or via email or equivalent electronic mediums. All such dialog, motions, and votes must meet the quorum and simple majority vote approval requirements and be recorded by the Secretary in Minutes as is required for regularly scheduled meetings.

Qualifications: To serve on the ICF High Country Board of Directors, Members must meet the following qualifications:

To serve on the ICF High Country Board of Directors, board members must have an active membership in ICF High Country for one year and a current member of ICF. Exceptions for longevity proposed by the Nominating Committee may be approved by the Board.

ARTICLE IX. OFFICERS AND DIRECTORS OF THE BOARD

The officers of ICF High Country shall be as follows: President, Vice President, Treasurer, and Secretary.

Duties of the Officers:

1. **PRESIDENT:** The President shall preside over all meetings of the Board and General Membership, call the meetings of the Board and General Membership, and execute all related duties. The President shall automatically succeed to Past-President at the conclusion of the President's term of office.
2. **VICE PRESIDENT (PRESIDENT-ELECT):** The Vice President shall automatically succeed to President at the conclusion of the term of office of the current President. The Vice President shall serve as Chair of the Nominating Committee and perform such other duties and serve on such other committees as requested by the President and the Board. The Vice President shall act for the President when the President is absent.

3. **TREASURER:** The Treasurer shall be responsible for the collection, deposit, disbursement and maintenance of accurate records of monies in accordance with the Three Person Checks and Balance
 - a. System described in ARTICLE XII FINANCES. The Treasurer shall ICF High Country's financial condition to the Board at regularly scheduled board meetings and as called upon by the President. The Treasurer shall also have the responsibility of preparing the annual budget, and assume other duties as requested by the President and the Board.
4. **SECRETARY:** The Secretary shall be responsible for preparing minutes for each Board meeting. The Secretary shall also maintain records and the history of ICF High Country such as, but not limited to, programs, any newsletters, and minutes, and shall assume other duties as requested by the President and the Board.

Duties of the Directors:

1. **PAST-PRESIDENT:** The Past President shall be responsible for supporting a timely and effective Board transition upon the conclusion of the President's term of office and shall assume other duties as requested by the President and the Board.
2. **MEMBER-AT-LARGE:** The Member-at-large shall be responsible for chairing one of the standing committees and shall assume other duties as requested by the President and the Board.

Terms: Elected officers shall hold office for one year starting June 1st and ending May 31st the following year, with the exception of the Vice-President who automatically succeeds to the role of President, and then Past-President.

ARTICLE X. COMMITTEES

In addition to the committees and chairs otherwise specified by these Bylaws, the President shall appoint chairs and co-chairs to other committees as may be required to accomplish necessary projects and undertakings specified by the Board. Each committee shall perform its responsibilities consistent with policies approved by the Board. The term of all committees shall end on May 31.

Executive Committee: The Executive Committee shall be composed of the President, the Vice President, the Treasurer, and the Secretary. This Committee shall have the authority to take such actions delegated to it by the Board or to make emergency decisions should they be needed between Board meetings but shall not have the authority to change any actions of the Board. All members of the Executive Committee must be present to constitute a quorum.

Minutes shall be taken and submitted by the Secretary, and the Committee shall report its actions to the Board at the Board's next meeting.

Advisory Council: The Advisory Council will be comprised but not limited to the following Committee Chairs: Programs, Membership, Communications, Marketing, Activity Coordination, Social Media and other standing committees as established by the Board. Advisory Council members are expected to attend Board meetings, to participate in discussion, and make recommendations to the board. The Board will have the option to declare a position vacant and replace any Committee Chair who fails to attend Board meetings.

Programs Committee: The Programs Committee shall plan the Board-approved programs for the regular membership meetings, professional development workshops, seminars and programs.

Membership Committee: The Membership Committee shall be responsible for overseeing all member- related services for ICF High Country.

Marketing Committee: The Marketing Committee shall be responsible for all forms of communication, marketing, website, social media, and public relations within ICF High Country and to the public-at-large.

Other Committees: The Board may establish other committees as the need arises. All members are eligible to serve on committees and shall be subject to these bylaws and shall have specific authority as set forth by the Board.

Nominating Committee: The Nominating Committee shall be composed of three (3) members selected by the current Vice - President and approved by the Board. The Nominating Committee shall include the Vice - President as chairperson, a previous ICF High Country board member and one member in good standing not currently serving in an elected position. Should a member of the Nominating Committee become a nominee for an Officer position, that person shall resign from the Committee. It is recommended that this Committee be formed by February each year to propose a slate of candidates for election in April, to allow for an effective transition by the start of the new fiscal year June 1st.

ARTICLE XI. ELECTIONS

The Nominating Committee shall meet no later than March to nominate the President (the current Vice President), Vice President, Treasurer, Secretary, and members of the Board. Members elected to the Board shall hold office for one-year ending May 31.

Eligibility for Nomination:

- Current Board Members other than the Vice-President (President-Elect) may be nominated to serve successive Board terms in the same or different positions.

- Current ICF High Country Chapter Member with a current ICF membership
- No more than two members from the same Corporate membership may be nominated.
- No more than 33% of the board positions may be Corporate members.

Nominating Procedure: Prior to the April membership meeting, nominations to the Board for the following year shall be solicited from members and presented to the Nominating Committee. The nominations of the Nominating Committee shall be presented to and approved by the Board no later than the May meeting of ICF High Country.

Manner of Election: The election shall be held at a membership meeting and/or via electronic voting (e.g., Survey Monkey or equivalent system) no later than the May meeting of ICF High Country. A quorum of a simple majority of eligible voting members on the date(s) of the vote is required for a valid vote. The Board shall be elected by simple majority approval vote by eligible voting members participating in the Election.

Vacancies: The Board shall have the power to determine that a vacancy exists in any office, and once a vacancy is determined, the Nominating Committee shall nominate a candidate to fill the vacancy for the unexpired term. The Board shall approve the nominee except for the office of Vice President. If the office of Vice President is vacant, the Nominating Committee shall nominate a successor, the Board shall approve the nominee, and a special election by eligible voting members shall be held to elect a successor Vice President.

ARTICLE XII. FINANCES

Funds. Except as otherwise authorized by the Board, all funds of ICF High Country.

shall be managed using a Three Person Checks and Balance System:

- Person A – (Treasurer)
 1. Maintains financial accounting records and tracks budget
 2. Retains/Manages checkbook and debit card
 3. Authorized to sign checks on behalf of ICFHC
 4. May do background checks authorized by the Board
- Person B – (President)
 1. Can sign checks
 2. Picks up mail and processes deposits
 3. Verifies monthly deposits to bank statement
- Person C – (Vice-President)
 1. Can sign checks
 2. Reviews check payments/debit card transactions online
 3. May reconcile bank statements with information from the Treasurer

Funds shall be deposited from time to time to the credit of ICF High Country in such banks, trust companies, or other depositories as the Board may select. No solicitation of funds shall at any time be made in the name of ICF High Country or any organization thereof, or for the benefit of ICF High Country or any organization thereof, or any group within or without ICF High Country, except upon approval of the Board. This provision shall be construed to include benefits, sales, and all other means of raising money, but shall not prohibit charging of actual expenses for meals, entertainment or other such events.

Budget.

1. The Treasurer shall prepare an annual budget showing in detail all expenditures of ICF High Country and its committees for the fiscal year next ensuing and submit it to the Board for consideration not later than the April Board meeting. The budget shall include all estimated capital expenditures as well as estimated operating expenditures.
2. After the Board considers the budget, it shall adopt the budget by a vote of the Board. Should the budget fail to be adopted by such a vote, it may be amended and resubmitted for approval. The budget shall be adopted by the Board not later than the May Board meeting.
3. After the budget is adopted by the Board, no item shall be deleted, nor shall any additional item be inserted, nor shall the whole budget or any item be increased or decreased without a favorable vote of the Board.

Disbursements. Only one signature is required on checks. The Treasurer, President, and Vice-President are authorized to sign checks. In general, the Treasurer shall disburse ICF High Country funds. Any payment to one of the authorized signers must be approved by the Board, and the payment signed by a different authorized signer. The Board shall review expenditures monthly and shall be responsible for maintaining expenditures within the budget adopted by the Board.

Contracts and Employment of Agents. The Board may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of ICF High Country; and such authority may be general or confined to specific instances. The Board is specifically authorized to enter into such agreements as, in its discretion, it may deem necessary or desirable, with qualified individuals, institutions or agencies to act as custodians or investment managers of ICF High Country funds; to write annuity contracts, trust agreements and other financial plans; and to perform such other financial tasks related to the management of the assets of ICF High Country as the Board may from time to time deem necessary or appropriate. Furthermore, the Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities.

Loans. No loans shall be contracted on behalf of ICF High Country and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority must be confined to specific instances.

Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of ICF High Country shall be signed by such officer or officers, agent or agents, of ICF High Country and in such manner, as shall from time to time be determined by the Board, using the Three Person Checks and Balance System.

Oversight. The Board shall assure that the financial records of ICF High Country are reviewed quarterly by the Treasurer, President and Vice-President in accordance with the Three Person Checks and Balance System.

ARTICLE XIII. INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

ICF High Country shall indemnify every person who is or was a party, or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of ICF High Country, or is or was serving at the request of ICF High Country as a director, officer, employee, agent or trustee of another organization or of a partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute, provided such director or other officer acted in good faith for a purpose he or she reasonably believed to be in the best interest of ICF High Country.

Non-Exclusivity of Rights: The indemnification and advancement of expenses provisions of this paragraph shall not be exclusive of any other right which any person (and his or her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of these Bylaws, resolution adopted by the members, resolution adopted by the Board, agreement, or insurance purchased by ICF High Country or otherwise, both as to action in an official capacity and as to action in another capacity. ICF High Country is hereby authorized to provide for indemnification and advancement of expenses through its Bylaws, resolution of the Board, or agreement.

Insurance: ICF High Country may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of ICF High Country, or who, while a director, officer, employee or agent of ICF High Country, is or was serving at the request of ICF High Country's Board or its President as a director, officer, partner, trustee, employee or agent of another organization, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not ICF High Country would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.

ARTICLE XIV. MISCELLANEOUS

Fiscal Year: The fiscal year of ICF High Country shall be determined by the Board, and in the absence of such determination, shall be June 1 to May 31.

Robert's Rules of Order: Robert's Rules of Order shall govern all meetings of the Board except where the Bylaws otherwise provide.

Amendments of Bylaws: ICF High Country Bylaws may be amended by a simple majority vote of eligible voting members from a required quorum of a simple majority of current eligible voting members. Voting can occur at a regular or special membership meeting, or via Board approved electronic vote. Notification in writing of the intent to change the ICF High Country Bylaws must be communicated to all eligible voting members at least fourteen (14) days prior to the Vote completion.

Adoption of Bylaws: These Bylaws shall be effective on such date designated by the Board after they are adopted by a simple majority approval vote of eligible voting members from a quorum of a simple majority of current eligible voting members.

Records and Accounting Procedures: The official records of ICF High Country and the minutes of all Board meetings shall be compiled and maintained by the Secretary. Financial records shall be maintained under the supervision of the Treasurer, who shall furnish monthly reports to the Board. Standard record keeping and accounting procedures shall be used. The Board may employ an outside CPA firm for accounting and/or audit when authorized by resolution of the Board.

ICF Chapter and Chartered Chapter Agreement:

ICF High Country shall abide by the ICF Chapter Agreement requirements and obligations:

- Provide articles of incorporation, bylaws and any other requests
- Compliance with laws
- Membership activity qualifications

- Consistent alignment with ICF program, policy or activity avoiding conflicts of interest
- Abide by the ICF Code of Ethics
- Maintain accurate records related to all programs, activities, finances and operations
- Sustain financial stability
- Submit on a timely basis all annual reports to include and not limited to financial reports, membership activity, board requirements, ethical violations, program and other applicable reports as required by ICF to fulfill the ICF High Country's agreement.

ARTICLE XV. DISSOLUTION

No member, Director, or Officer of the corporation or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all of the remaining assets of the corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in ARTICLE II hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(6) of the Code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, exclusively for a purpose or purposes similar to those set forth in ARTICLE II hereof, or to such organization or organizations, as said court shall determine, that are organized and operated for similar purposes.

Initial By-Laws Approved on **July 8, 2016** by 11 of the 19 eligible voting members of PCA Idaho. First Revision approved on April 12, 2017 by 19 of the 29 eligible voting members of PCA Idaho.

Second Revision approved on **April 4, 2018** by 30 of the 47 eligible voting members of PCA Idaho Tom Hardison Treasurer

Third Revision approved on **January 2, 2019** by 26 of 46 eligible voting members of PCA Idaho Stacey Van Kirk, Treasurer

Fourth Revision approved on **May 7, 2021** by 25 of 47 eligible voting members of ICF High Country Trigena Halley, Secretary