

**BYLAWS  
OF  
*International Consortium for Coaching in Organizations***

**Article I – Name and Offices**

The name of this organization shall be the International Consortium for Coaching in Organizations, (hereinafter referred to as “ICCO”), a not-for-profit corporation incorporated in the State of Illinois on October 18, 2004.

ICCO shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or outside of the state as the Board of Directors may from time to time determine.

The Board of Directors, by majority vote, has the power to change the registered agent and the registered office at any time. The Board is responsible for filing all documents associated with the change of agent.

**Article II – Purpose**

ICCO’s purpose is to maximize the success and efficacy of coaching solutions in organizations, at a global level. This encompasses: the ongoing expansion of knowledge about how and why coaching produces positive results; the continuous creation of coaching resources – theoretical and practical – and sharing of best practices. Critical to this endeavor is the integration of all stakeholders in dialogue, research and debate, to contribute to the growing success of coaching solutions in organizations.

ICCO is dedicated specifically to the application of *coaching in organizational settings*. While ICCO is grounded in the practices of executive coaching, it also embraces other forms of coaching that occur in organizational settings.

The field of organizational coaching encompasses diverse coaching applications: executive coaching, business coaching, performance coaching, leadership coaching, alignment coaching and health coaching, among many other strategies. What these applications hold in common is a conviction that men and women in management and leadership positions can benefit significantly - and, consequently, so will their organization - from the thoughtful, neutral and compassionate assistance of an effective and experienced coach, who may either stand outside the formal authority structure of the organization, or be a part of the internal professional development system of their organization.

**Article III – Members**

**A. Qualification**

Membership in ICCO shall be composed primarily of providers and entities involved in coaching in organizations. ICCO pursues representation from the following six stakeholder groups: organizations that use coaching; individual coaching providers;

organizations that provide coaching; coaching educators; coaching services firms; and coaching associations. Any such person or entity that (1) agrees to be bound by the requirements of these Bylaws, and any rules and regulations which the Board of Directors may from time to time adopt; (2) completes a membership application form and submits it to the Membership Committee; and (3) has paid all the applicable dues and application fee, is eligible and qualified for membership in this association. An application fee will be applied for new and reinstated members only, but not for continuing members.

#### **B. Voting Classes of Membership**

ICCO shall have two classes of voting members. The designation of each class of members shall be as follows.

- *Individual Membership* (for individual providers of coaching).
- *Organizational Membership* (including organizations, governmental agencies, and educational institutions which make significant use of coaching services; organizations that provide coaching services in organizations; and those organizations that provide programs for the training of coaches).

The two membership classes in this category are considered voting members. Membership in ICCO is not transferable. Only voting members in good standing (i.e., whose dues are current and paid) ten (10) days prior to an ICCO election may vote in that election.

#### **C. Non-Voting Classes of Membership**

Non-voting memberships may be created by the Board of Directors. These members shall (1) agree to be bound by these Bylaws, and any rules and regulations which the Board of Directors may from time to time adopt; (2) complete a membership application form and submit it to the Membership Committee; and (3) have paid all the applicable dues. Except where specifically noted, the following membership classes shall have no vote nor be eligible to hold office in ICCO:

- *Associate Members*  
Associate membership is intended for individuals whose primary business focus is something other than providing direct one-on-one or group coaching to clients. This may include any person representing a firm or corporation engaged in selling products or services other than coach education to members of ICCO; persons employed by organizations, governmental agencies, and educational institutions which do not make significant use of coaching services as determined by the Membership Committee; persons engaged in research which supports coaching in organizations; coaching associations; and individuals formerly holding regular membership who no longer qualify for such membership. Associate members may serve on committees other than the Governance, Executive, or Finance Committee.
- *Student Members*  
Those persons who are full-time college or university students not engaged in the practice of coaching in organizations shall be eligible for student membership.

#### **D. Approval of Membership Applications**

Members shall be reviewed and approved or denied by the Membership Committee, application for such approval having been made thereto in writing.

#### **E. Voting Rights**

Each individual coaching provider member shall be entitled to one vote on each matter submitted to a vote of the members. Individual membership and voting privileges are not transferable or assignable. Individual members are responsible for updating ICCO on any change in contact information. Such information must be current at least ten (10) days prior to an election.

Depending on the level of membership, organizational members that make extensive use of coaching (see Article V, Section B) shall be entitled to one, two, or three votes, respectively, on each matter submitted to a vote of the members. Level of membership for this category only is determined by the annual revenues reported at the end of the last recorded fiscal year for the organization as a whole:

- Level 1: less than \$50 million;
- Level 2: \$50-\$500 million;
- Level 3: greater than \$500 million.

It is preferable that organizational voting members from this category be representatives of the organization's human capital development leadership or management. It is the responsibility of each organization to provide names and current contact information for their designated voters. If it is necessary to transfer voting rights within the organization, the changes must be communicated to ICCO. This information must be current ten (10) days prior to an election.

Organizational members from the categories 'organizations that provide coaching' and 'organizations that train organizational coaches' (see Article V, Section B) shall be entitled to one vote apiece. It is preferable that organizational voting members from these categories be representatives of either the organization's human capital development leadership or management or its executive team. It is the responsibility of the organization to provide name and current contact information for their designated voter. If it is necessary to transfer voting rights within the organization, the changes must be communicated to ICCO. This information must be current ten (10) days prior to an election.

No voting member may vote in any election of ICCO who is not in good standing ten (10) days prior to such election.

#### **F. Termination of Membership**

The Governance and Ethics Committee shall create and manage a process for member expulsion for any reason other than nonpayment of dues and fees (which is covered in this Article).

The Board of Directors by affirmative vote of two thirds of all of the members of the Board of Directors may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues, if any.

### **G. Resignation**

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Any member resigning from membership shall be liable for payment of the current year's dues, unless such resignation is received within thirty (30) days following the annual billing for dues.

### **H. Reinstatement**

Any former member desiring a continuous membership member record may be reinstated by showing proof of qualification and paying all dues in arrears. Upon written request signed by the former member and filed with the secretary, the Board of Directors may, by the affirmative vote of two thirds of the members of the Board of Directors, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate. If, however, a continuous record is not desired, the member may be reinstated on showing proof of qualification, paying the current year's dues, and paying an application fee.

## **Article IV – Meetings of Members**

Meetings other than the annual meeting held pursuant to these Bylaws may be conducted telephonically or in person subject to the discretion of the Board of Directors or the Committee. Telephone participation shall constitute presence in person at any such meeting. Meetings (Board of Directors, Committee, Council, etc.) shall be convened and conducted as required.

Minutes of such meetings are to be recorded, shared with all members electronically, and retained in a central repository by the Secretary of the Board.

### **A. Annual Meeting**

An annual meeting of the members to be attended in person shall be held at a time and place as determined by the Board of Directors. The order of business at the annual membership meeting of ICCO shall be as follows:

1. Roll Call
2. Announcement of Election Results
3. Reports of Board Officers and Committees
4. Old Business
5. New Business

Publication of meeting notice and reports from officers and committees must be distributed at least ten (10) business days prior to the annual meeting. Publication may be executed by postal service, electronic mail, or posting to ICCO web site.

Minutes of the meeting are to be recorded, shared with all members electronically, and retained in a central repository by the Secretary of the Board.

### **B. Special Meetings**

Special meetings of ICCO may be called by the Board of Directors at any time, or shall be called by the President upon receipt of a written or electronic request by at

least 25% of the regular members within sixty (60) days of filing such a request. The business to be transacted at any special meeting shall be stated in the notice, and no other business may be conducted at that time. Attendance can be either in person or by telephone.

Minutes of the meeting are to be recorded, shared with all members electronically, and retained in a central repository by the Secretary of the Board.

**C. Place of Meeting**

The Board of Directors may designate any place, either within or outside the State of Illinois, 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 is otherwise called, the place of meeting shall be the registered office of ICCO in the State of Illinois.

**D. Notice of Meetings**

Written or electronic notice of any business meeting of ICCO at which official business is to be transacted shall be transmitted to each member not less than ten (10) nor more than forty (40) days prior to the date of the meeting. The transmission of a notice in such manner shall be considered notice served.

**E. Fixing of Record Date**

For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of ICCO may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than sixty (60) days and, for a meeting of members, not less than five (5) days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

**F. Quorum**

At an annual business meeting or special meeting of the members, a quorum shall consist of no less than ten percent (10%) of the voting members. If a quorum is present, the affirmative majority vote shall be the act of the members and implemented by the Board of Directors.

**G. Inspectors**

At annual meetings and special meetings, the chair of the meeting may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

#### **H. Voting**

Each voting member may vote either in person or electronically as provided in this Article.

At the annual business meeting , each vote 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 hand count.

At any special meeting, each vote 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, (2) by hand count, or (3) by electronic (email) submission.

#### **I. Rules of Order**

At an annual business meeting, special meeting, or meeting of the Board of Directors, the most current edition of Roberts' Rules of Order shall govern.

#### **J. Rescheduling of Meeting**

The Board of Directors may reschedule any annual business meeting for cause. Said rescheduled meeting shall be held within ninety (90) days of the date of the originally scheduled meeting.

### **Article V – Board of Directors**

#### **A. Authority and Responsibility**

The governing body of ICCO shall be the Board of Directors. The responsibility for overseeing the management of the affairs, funds, and property of ICCO shall be vested in its Board of Directors. The Board of Directors shall have full power and authority to put into effect the resolutions and decisions of the ICCO and shall determine its policies and interpret these Bylaws. The Board of Directors shall supervise the direction and control of ICCO and its committees and publications, and may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. It may in the execution of its powers, delegate certain of its authority to the Board Officers (see Article VIA), also known as the Executive Committee.

#### **B. Number, Tenure and Qualifications**

A Board of Directors shall consist of no less than seven (7) and a maximum of thirteen (13) voting members/directors as defined in Article IIIB. Directors shall be drawn from four categories:

- Individual coaching providers (offering at least 200 hours of coaching in organizations services per year);
- Individuals named by and representing organizations that provide coaching (offering at least 500 hours of coaching in organizations services per year);
- Individuals named by and representing organizations, governmental agencies, or educational institutions that make extensive use of coaching services (as documented by any single or combination of factors: the number of hours of coaching; the number of participants receiving coaching; the financial commitment to provide coaching services; or coaching being institutionalized within the organization);
- Individuals named by and representing organizations that train organizational coaches.

In the category of:

- Individual providers, there will be at least three (3) and no more than five (5) directors.
- Individuals named by and representing organizations that provide coaching, there will be at least one (1) and no more than two (2) directors.
- Individuals named by and representing organizations that extensively use coaching services, there will be at least two (2) and no more than four (4) directors.
- Individuals named by and representing organizations that train organizational coaches, there will be at least one (1) and no more than two (2) directors.

For all categories above, the Governance and Ethics Committee shall set out requirements for Board membership for review and approval by the Board. Such approved requirements shall appear in the call for nominations produced by the Governance and Ethics Committee in Phase I of the nominations process.

Each elected director shall serve a two-year term (beginning on October 1) and may serve a maximum of two terms (four years). Only voting members of ICCO will be eligible to vote for directors.

### **C. Nominations and Election**

The nominations and election process will occur during the second quarter of each calendar year, to be completed by the end of that quarter. Exact dates for each phase of the nomination process will be set out by the Governance and Ethics Committee (GEC) prior to that nominations and election process.

Phase I: Nominations - Prospective Board members may be nominated by written or electronic nomination from any current (annual dues paid) ICCO member. Nominations will be solicited from and accepted for any current ICCO members for a period of approximately two (2) weeks at the outset of the nominations period. An electronic ballot will be created with the candidates listed. Each candidate will be expected to provide a bio and an application for Board membership as designated by the GEC.

Phase IIa: Election – An electronic ballot will be sent to all current ICCO members along with each candidate’s submitted information. The membership will be given two weeks to complete and return their ballot.

Phase IIb: Ballot Counting and Announcement– Ballots will be counted and an electronic confirmation of the successful candidates will be sent to all members by the end of the second quarter.

#### **D. Resignation of Directors**

Any director may withdraw from his/her board position by providing written or electronic notice of resignation including the date of effectiveness to the Board of Directors. Upon receipt of a Director’s written resignation, the Board shall consider the resignation at its next regularly scheduled meeting. The Board shall then accept the resignation by formal action and declare the Board position vacant unless the resignation is withdrawn any time prior to the Board’s action.

#### **E. Removal of Directors**

Any director or officer elected or appointed by the Board of Directors may be removed by at least two thirds (2/3) vote of the seated Board of Directors whenever in its judgment the best interests of ICCO would be served thereby. Such removal shall be without prejudice to the membership rights, if any, of the person so removed.

#### **F. Vacancies and Appointments**

Vacancies may occur under one of three circumstances: when there is an unfilled Board of Directors seat after an election has been held, when a currently held Board seat is resigned, and when a director currently holding a Board seat is removed. In the case of vacancies, the Board of Directors may appoint up to a total of four (4) directors in any calendar year. According to the Board member categories identified in Article V, Section B above:

- No more than two (2) directors may be appointed in each of the categories of ‘individual coaching providers’ and ‘an individual named by and representing organizations that make extensive use of coaching services’.
- No more than one (1) director may be appointed in each of the categories of ‘an individual named by and representing ‘organizations that provide coaching’ and ‘an individual named by and representing organizations that train organizational coaches’.

Any individual being appointed by the Board shall meet the qualifications as stated in the nominations letter from the most recent election. If the Board is replacing an individual who was named by and representing an organization, that individual’s replacement may come from the same organization or from a different organization in the same category as the organization the individual was representing. If a director is elected or appointed, as the case may be, to fill a vacancy, he/she shall complete the unexpired term associated with that seat.

## **G. Special Elections**

In the event that vacancies on the Board result in the number of directors falling below the required minimum of seven (7) directors, within thirty (30) days of identifying this situation, the Board of Directors must call for a special election to fill those vacancies. The nominations and election process shall be identical to that used for annual elections, with the exception that the timing during the calendar year shall start when the call for nomination(s) is declared and be completed within nine (9) weeks.

## **H. Regular Meetings**

A regular meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meeting of the Board of Directors without other notice than such resolution.

## **I. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

## **J. Quorum**

A majority of the seated Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

## **K. Manner of Acting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the articles of incorporation. Directors can act by mutual written consent (by majority vote) in the absence of a meeting. For any Board vote which results in a tie, the Secretary shall be required to poll the Board members who were absent from that meeting and obtain their vote. No director may act by proxy on any matter.

## **L. Informal Action by Directors**

The authority of the Board of Directors may be exercised without a meeting by a majority vote in written or electronic form. These decisions must be confirmed in the minutes of the next board meeting.

## **M. Voluntary Service**

Elected directors and officers shall not receive compensation for their services as members of the Board, or for their services related to ICCO in any other capacity or pursuant to any other contractual arrangement whatever.

## **N. Compensation for Authorized Expenses**

Directors shall explicitly decide and authorize in advance any incurred director expenses in the performance of their duties that ICCO shall reimburse.

## **O. Presumption of Assent**

A director of ICCO who is present at a meeting of the Board of Directors at which action on any ICCO matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of ICCO immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

# **Article VI – Board Officers and Key Staff**

## **A. Board Officers**

The Board Officers of ICCO shall be a president, a vice-president, a treasurer, and a secretary. This officer body shall be known as the Executive Committee. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. With the exception of the president, any two or more offices may be held by the same person. Selection of Board Officer (Executive Committee) positions shall be conducted in accordance with Article VIA.5.

### **1. President**

The president shall be the principal executive officer of ICCO. Subject to the direction and control of the Board of Directors, (a) he or she shall be in charge of the business and affairs of ICCO; (b) he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; (c) and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors; (d) he or she shall preside at all meetings of the members and of the Board of Directors; (e) except in those instances in which the authority to execute is expressly delegated to another officer or agent of ICCO or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed; and (f) he or she may accomplish such execution and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

## **2. Vice President**

The vice president shall (a) assist the president in the discharge of his or her duties as the president may direct; (b) shall perform such other duties as from time to time may be assigned to him or her by the president or the Board of Directors; (c) in the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president; (d) except in those instances in which the authority to execute is expressly delegated to another officer or agent of ICCO or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the vice president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed; and (e) he or she may accomplish such execution and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

## **3. Treasurer**

The treasurer shall be the principal accounting and financial officer of ICCO. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for ICCO; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

## **4. Secretary**

The secretary shall (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of ICCO records and of the seal of ICCO; (d) keep a register of the post office address and email address of each member which shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

## **5. Election of Board Officers (Executive Committee)**

- a. **Term of Office** -- Executive Committee members shall be elected for a term of one year and shall be allowed to serve a maximum of four terms.
- b. **Eligibility** -- Any member of the current Board of Directors who will continue to serve as a Director in the next year beginning October 1 (See Article V F. above) shall be eligible for election to the Executive Committee. In addition, any newly-elected (see Article V.C. above) or appointed (See Article V F. above) member of the Board of Directors who will take office at October 1 (See Article V B. above) shall also be eligible for election to the Executive Committee.
- c. **Nominations and Election** --
  - i. **Timing** -- The election of the Executive Committee members will occur at a regular or special meeting of the Board of Directors which takes place

after the annual election of Board Members referred to in Article V C. above and prior to October 1. Newly-elected or appointed members of the Board of Directors who will take office at October 1 will also be invited to participate in this meeting of the Board of Directors.

- ii. **Nomination** -- Any eligible member of the Board, as described above in Article VI A.5.b., may be nominated for election to the Executive Committee and such nomination may be made by themselves or another eligible member of the Board.
- iii. **Voting and Attendance** – All members of the Board of Directors, including newly-elected or appointed members, in attendance at this meeting shall be allowed to vote in the election of the Executive Committee members. “In attendance at this meeting” shall be defined as those who are either present at such a meeting in-person or who are linked by some virtual device, such as conference telephone or other electronic means such as web-based communication. No director may act by proxy in this election process.
- iv. **Conduct and Supervision** – The election of the Executive Committee will be conducted by secret ballot and will be supervised by a current Board Officer or member of the Governance and Ethics Committee who is in attendance at this meeting.
- v. **Information About Board Members** –
  - i. Prior to the meeting described in VI A.5.c.i. above, the Secretary (or his/her designee) shall circulate to all members of the Board of Directors, including newly-elected or appointed members, background information about each of the members of the Board of Directors, including newly-elected or appointed members, describing their professional background and their experience within ICCO.
  - ii. During the meeting described in VI A.5.c.i. above, the Secretary (or his/her designee, or the designee of the President) shall request that each nominee (see VI A.5.c.ii.) for an Executive Director position make a brief presentation about their qualifications and expectations for the position for which they have been nominated.

## **B. Executive Director**

The ICCO may hire or retain an Executive Director as required. The executive director shall manage and direct all activities of ICCO subject to the policies and procedures of the Board of Directors and shall be directly accountable to the Executive Committee. Such individual shall also serve as an ex-officio non-voting member of the Board of Directors and all other committees of ICCO.

The executive director shall employ and may terminate the employment of members of the staff necessary to carry on the work of ICCO and shall fix their compensation within the approved budget. The executive director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of ICCO.

## **Article VII – Special and Standing Committees**

### **A. Committees and Task Forces**

To achieve the objectives of ICCO, the Board of Directors at its discretion may establish organizational units such as committees, task forces, or advisory boards or councils to serve special interests of the profession, including units to provide educational opportunities in specialty areas. The Board of Directors shall exercise authority over policies, services, programs and budgets of all committees, task forces, or advisory boards or councils including qualifications for membership, unless otherwise stated in these Bylaws. The activities, policies, and programs of organizational units shall not be in conflict with the Bylaws and established policies of ICCO.

The committees, task forces, or advisory boards or councils having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. These entities may or may not have directors as members, as the Board of Directors determines. The committees, task forces, or advisory boards or councils may not act on behalf of ICCO or bind it to any actions but may make recommendations to the Board of Directors or to the officers of ICCO.

### **B. Term of Office**

Each member of one of the committees, task forces, or advisory boards or council shall continue as such until the end of the current calendar year or until his or her successor is appointed, unless the committee, task force, or advisory board or council shall be sooner terminated, or unless such member be removed from such committees, task forces, or advisory boards or council by the Board of Directors or unless such member shall cease to qualify as a member thereof.

### **C. Chair**

One member of each committee, task force or advisory board or council shall be appointed chair by the Board of Directors.

### **D. Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, task force, or advisory board or council, a majority of the whole committee, task force, or advisory board or council shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, task force, or advisory board or council.

### **E. Rules**

Each committee, task force, or advisory board or council may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

### **F. Informal Action**

The authority of a committee may be exercised without a meeting by a majority vote in written or electronic form. These decisions must be confirmed in the minutes of the next committee meeting.

## **Article VIII - Advisory Board**

### **A. Responsibility and Authority**

The ICCO Advisory Board will be ICCO's ambassadors to the market, and give advice to the ICCO Board of Directors on the growth of ICCO and on technical and strategic issues that occur during the operation of ICCO, primarily: strategic marketing, membership outreach, technology and fundraising. The Advisory Board is not a decision-making body, but shall provide ICCO's Board of Directors with meaningful input and recommendations. It is a non-voting role, requiring the advisors to lead through dialogue and influence.

The Advisory Board will not generally get involved in issues that involve the administration of the non-profit organization and should, as a rule, leave such matters to the Board, Executive Committee, and Governance/Ethics Committee (GEC). However, it will up to the Board and the individual advisor to agree about the range and extent of duties to be performed by the advisor.

The Advisory Board has a dual role in ICCO: an external role to liaise with the stakeholder community and other global coaching initiatives and an internal role to assist in and advise on the developments that take place within ICCO. These roles are further detailed below.

#### **1. External role**

Advisory Board members are ambassadors of ICCO. Some of the members maintain links between stakeholders in the ICCO community and the Board of Directors; other members ensure liaisons with other coaching, educational and corporate communities. Members who provide those links have a dual responsibility: to serve as a voice of their constituents to raise issues in ICCO, and to assist in communicating the results of ICCO activities back to the community. Advisory Board members also play an important role in recruiting membership organizations and their leaders.

#### **2. Internal role**

The Advisory Board is the primary source of expertise that can be drawn upon to advise the Board about ICCO activities and provide timely reviews of proposals that may emerge from ICCO members, committees and stakeholder groups.

It has an important role in reviewing charters and activities of ICCO committees and stakeholder groups. This role puts specific emphasis on recognizing and signaling potential conflicts between activities, suggesting specific coordination between groups, and proposing specific contacts with individuals, groups or organizations outside ICCO.

The Advisory Board advises the Board of Directors on technical and strategic deliverables and will maintain strong links with the Governance/Ethics Committee (GEC) that is primarily responsible for governance and ethics issues.

## **B. Number, Tenure and Qualifications**

### **1. Number of appointed Advisory Board members**

There shall be up to twelve (12) members appointed to the Advisory Board. This does not include past Executive Committee Board members who may also sit on the Advisory Board.

### **2. Tenure**

Advisory Board members will be invited and appointed by the Board of Directors for two-year renewable terms.

### **3. Qualifications**

The Advisory Board will be comprised of:

- Leaders of ICCO constituent groups (i.e., corporate leaders, association leaders, coaching firm leaders, leaders of academic or training institutions, leaders in research)
- Liaisons to other coaching organizations, initiatives, associations, foundations, and activities
- Representatives of ICCO member organizations and other stakeholder organizations
- Invited experts appointed by the ICCO Board of Directors

The members of the ICCO Board of Directors are ex officio members of the Advisory Board. The immediate past Executive Committee members of the Board are automatically granted the option of membership on the Advisory Board to ensure continuity and institutional knowledge transfer. The Advisory Board is chaired and convened by a current member of the ICCO Board of Directors. One or more vice-chairs can be appointed as necessary.

## **C. Appointment**

### **1. Appointment Process**

Any member of ICCO can nominate an Advisory Board candidate to the board of directors. The candidate must provide to the Board of Directors a bio and a brief intention paragraph about what their unique contribution or value-add will be, and how they will serve ICCO's growth and mission. A quorum vote at the next board meeting will determine if the candidate is selected to serve on the Advisory Board. The Chair of the Advisory Board will communicate with the new Advisory Board member for onboarding.

### **2. Appointment Intent**

Appointments will be planned to implement a strategically targeted and well-balanced Advisory Board that will be used effectively to bring a number of important benefits, among them professional contacts, content expertise, perspective, prestige, strategic input, and financial investment.

The Board of Directors expects the Advisory Board to be a strategic partner, representing professions, experiences and points of view that complement those of ICCO's other leaders. Advisory Board members should be team players and possess critical thinking, listening, and influence skills.

### **3. Commitment of Advisory Board members**

Members of the Advisory Board commit to the stated mission and principles of ICCO. They must be able to commit appropriate resources to their duties, at least expressing their opinions on issues that are brought before the Board. Members of the Advisory Board are expected to be involved on a regular basis in discussions of the Board, either attending meetings or participating in other scheduled communications (e-mail, teleconferences, etc.) that are provided as alternatives to travel. Advisory Board members may be invited to attend Board of Director meetings. Advisory Board members must agree to quickly develop knowledge of ICCO, its members and its key players. The Advisory Board and its members must maintain confidentiality, represent ICCO externally, and support ICCO in building the infrastructure for strategic growth, achieving our vision, and connecting with qualified resources.

#### **D. Resignation**

Advisory Board members may step down if their professional or personal circumstances so require. They may be asked to step down by majority vote of the Board of Directors.

#### **E. Operations**

The Advisory Board operates by email, telephone conference, and face-to-face at various symposia and possibly at the annual ICCO Board Meeting, as might be deemed necessary. Attendance at in-person board meetings is at the Advisory Board member's individual expense (i.e., ICCO will not reimburse their expenses for attending any in-person meetings).

The Advisory Board has no formal voting procedures on Board of Directors matters; it operates on the principle of consultation, striving towards consensus. The Board of Directors has voting rights and obligations, and will take into consideration the recommendations of the Advisory Board. The Board of Directors, if it chooses to act against the recommendation of the Advisory Board, will do so with appropriate explanation and justification. In case of conflict, the GEC may be asked to act as arbitrator or mediator.

#### **F. Voluntary Service**

Advisory Board members serve in a voluntary capacity. As such, they: will not be financially compensated for their activity; shall incur no fiduciary liability for their involvement; and must be either ICCO members or representatives of an ICCO member organization.

## **Article IX – Finance**

#### **A. Fiscal Year**

The fiscal year of ICCO shall begin on the first day of October and end on the last day of September the following year. Changes to the fiscal year may be prescribed by the Finance Committee subject to approval by the Board of Directors.

#### **B. Contracts**

The Board of Directors may authorize any officer or officers or agent or agents of ICCO, in addition to the officers so authorized by these Bylaws, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of ICCO, and such authority may be general or confined to specific instances.

**C. Checks, Drafts, etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of ICCO shall be signed by such officer or officers or agent or agents of ICCO and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president or vice president of ICCO.

**D. Deposits**

All funds of ICCO shall be deposited from time to time to the credit of ICCO in such banks, trust companies, or other depositories as the Board of Directors may select.

**E. Gifts**

The Board of Directors may accept on behalf of ICCO any contribution, gift, bequest, or device for the general purposes or for any special purpose of ICCO.

**F. Budget**

With recommendations of the Finance Committee, the Board of Directors shall adopt an annual operating budget covering all activities of ICCO. The treasurer shall make periodic reports to the board comparing actual revenue and expense to the projected budget.

**G. Audit**

The accounts of ICCO shall be reviewed a minimum of every two years by a certified public accountant that shall be recommended and approved by the Board of Directors. The report of the accountant shall be presented at the next meeting of the Executive Committee. Within sixty (60) days following completion of a review, the treasurer shall furnish the membership with a financial report for the fiscal year just concluded.

## **Article X – Books and Records**

ICCO shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of ICCO may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

## **Article XI – Dues**

**A. Annual Dues**

The amount of annual dues will be established for each class of membership by the Board of Directors and shall be payable each year in advance. New members or reinstated members will pay an application fee. The date of acceptance of membership constitutes the anniversary date of membership. Renewal of annual

dues shall become due on the anniversary date.

**B. Forfeiture**

Any member of ICCO 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 Board of Directors.

**C. Refunds**

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

**Article XII - Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the Bylaws of ICCO, a waiver thereof in written or electronic form, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

**Article XIII – Amendments**

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of ICCO not inconsistent with law or the articles of incorporation.

**Article XIV – Prohibited Transactions**

ICCO shall conduct its affairs in accordance with the Illinois General Not for Profit Corporation Act of 1986, as amended, and shall not carry on propaganda, or otherwise attempt to influence legislation, or participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. ICCO shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

**Article XV – Dissolution**

No member, director, officer or employee or any member of a committee of, or persons connected with ICCO shall receive at any time any of the net earnings or profits from the operation of ICCO, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the benefit of ICCO in

effecting any of its purposes as shall be fixed by the Board of Directors, and no such person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of ICCO.

Upon dissolution or winding up of the affairs of ICCO, whether voluntary or involuntary, ICCO shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. On dissolution of ICCO, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. The members must be notified, in written or electronic form, within sixty (60) days of the specifics of the dissolution of ICCO and any distribution of funds.

### **Articles XVI – Indemnification**

ICCO shall indemnify any person who was or is a party or is threatened to be made a party or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person was a director, officer, former director, former officer, employee or agent of ICCO. This indemnity shall cover expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois Not for Profit Corporation Act of 1986 and any other applicable law, as from time to time in effect. ICCO may purchase and maintain insurance to fund its obligations under this Article.

### **Article XVII – Effective Date**

These Bylaws, upon their adoption, shall take effect as of January 15, 2006.