



**Bylaws of the
ICF High Country Chapter
ICF Professional Coaches
Approved by the Board: June 18, 2025
Approved by Membership: July 26, 2025**

Article I. Name of Chapter

The name of the Chapter shall be the International Coaching Federation High Country Chapter, hereinafter referred to as "Chapter." The Chapter is organized and will operate under the laws of the State of Idaho, USA and is authorized to operate as an ICF Chapter pursuant to the Chapter Agreement issued by ICF Professional Coaches and dated March 20, 2019, or any subsequent chapter agreements.

The Chapter 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") incorporated under the laws of the State of Idaho, USA.

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 Idaho, 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. The Chapter specifically serves 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.

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 within the States of Idaho, Montana, North Dakota, South Dakota, Utah and Wyoming, 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. Membership

Section 1. Qualification for Chapter Membership. 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.

Section 2. 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 President 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 3. Resignation. Any Chapter member may resign his or her Chapter membership by providing written notice to his or her Chapter President 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 4. 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 5. 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 6. Membership Meetings.

a. Regular Meetings/Notice: There shall be an Annual 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 Meeting and such other regular membership meeting(s) will be issued by the Chapter to each member in good standing not less than thirty (30) 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.

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 upon receipt of written request signed by at least 10% of the Chapter's voting membership in good standing within thirty (30) 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. Voting by eligible members may be in person, by written ballot or by electronic mail ballot where appropriate. 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. 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.

e. Voting by Post or Electronic Mail: Except where otherwise prohibited by applicable law, voting by members may be conducted by postal service or by electronic mail ballot. Quorum: At a meeting of the Chapter's membership a quorum for purposes of

undertaking binding membership action shall consist of not less than ten (10%) of the Chapter's members or 10 people, whichever is less, who are in good standing and eligible to vote.

f. 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.

g. 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. Board of Directors

Section 1. Authority and Responsibility. The business and affairs of the Chapter shall be managed by and under the direction of its Board of Directors, subject to the terms and conditions of the Chapter Agreement between the Chapter and ICF-PC.

Section 2. Board Composition. The Chapter Board will be comprised of not less than three (3) and not more than thirteen (13) directors eligible to vote, including the Chapter's Officers, each of whom shall be a member in good standing of the ICF-PC and the Chapter. The number of directors that may serve on the Board may be increased or decreased by amendment of these Bylaws.

Section 3. Eligibility. Subject to the provisions of Article IV as it relates to defining membership in the Chapter and ICF-PC, individuals eligible to serve on the Board shall be members in good standing of the ICF-PC and the Chapter.

Section 4. Nominations. Subject to the membership eligibility requirements Article IV, Section 1 of these Bylaws, a Nominating Committee composed of three (3) Members appointed by the Chapter's President will be charged with identifying and creating a list of nominees for vacancies on the Board. The Nominating Committee will submit its list of nominees to the Chapter Board for its review and approval. The Chapter Board shall be responsible for placing the list of director nominees before the voting membership of the Chapter.

Section 5. Election. At least thirty (30) days prior to the Annual Meeting of the Chapter's membership, the Chapter's President or Secretary shall provide all voting members of the Chapter in good standing with the list of nominees for the Board of Directors. The election may be held at the Annual Meeting of the Chapter's membership or by mail or electronic ballot sent to each member eligible to vote at his or her address or email of record with the Chapter. If the election is held by mail or electronic ballot, each completed ballot shall be received by the Nominations Committee Chapter President or Secretary within thirty (30) days of the date of issuance in order to be counted.

Section 6. Term of Office. Elected members of the Board of Directors of the Chapter shall serve terms of 2 year(s). No director may serve more than three (3) consecutive terms without a one-year break in service. Director terms shall be staggered to ensure continuity of leadership.

Section 7. Vacancies. A vacancy in a director position may be filled for the balance of the unexpired term by majority vote of the remaining voting members of the Chapter's Board of Directors. A Director elected by the Board to fill a vacancy shall be elected for the unexpired term of the vacating Director and shall serve until his or her successor is qualified and elected by the voting members of the Chapter.

Section 8. Removal. Except as otherwise required by law, a Director may be removed *for cause* by a majority vote of the members of the Chapter Board eligible to vote at any regular or special meeting of the Board where a quorum is present. The Director who is the subject of the removal action will be provided with prior written notice of the removal action and the nature of the "cause" and be provided with an opportunity to appear before the Board and/or respond in writing to the charges. The Director shall not be permitted to appear with or by legal counsel. A Director may also be removed for absence from 3 consecutive regular Board meetings.

Section 9. Resignation. Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Chapter President or Secretary. Such resignation shall take effect at the time specified in the notice or upon receipt by the President or Secretary where no effective date is specified.

Section 10. Quorum and Action by the Board. Unless a greater proportion or number is required by applicable law, a majority of the Directors then in office and eligible to vote shall constitute a quorum for the transaction of Chapter business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such meeting.

Section 11. Voting. Each Director shall have one (1) vote on matters properly submitted to the Chapter Board for a vote. Proxy voting by Chapter Board members is prohibited.

Section 12. Compensation. Directors will not receive compensation for their service on the Board but may be reimbursed for documented out-of-pocket costs and expenses in accordance with such reimbursement policy as may be approved by the Chapter Board.

Section 13. Meetings of the Board. The Chapter's Board shall meet not less than four (4) times per fiscal year of the Chapter. Regular meetings shall be held at such time, place and location as may be determined by the Board. Special meetings of the Board may also be called by the Chapter President or any three (3) voting members of the Board.

Section 14. Notice. Notice of regular meetings of the Chapter Board shall be given by the President or the Secretary of the Chapter to each member of the Board either personally, by postal service, telephone or electronic communication not less than fourteen (14) days prior to the date of the scheduled meeting. The matters to be discussed and voted upon at any duly called meeting of the Board shall not be limited to those set forth in the notice. Notice of specially called meetings of the Board shall be provided to each Board member either personally, by postal service, telephone or electronic communication not less than five (5) days prior to the date of the specially called meeting. Matters placed before the Board for discussion and vote shall be limited to those set forth in the notice.

Section 15. Telephone/Electronic Meetings. Except where otherwise prohibited by law, members of the Board of Directors may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all participating members may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Section 16. Waiver. A Director's attendance at any meeting of the Chapter Board shall constitute a waiver of notice of such meeting, except where attendance at the meeting by the Director is for the purpose of objecting to the called or convened meeting.

Section 17. Action by Unanimous Consent. Where permitted by applicable law, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by all members of the Board and such unanimous written consent is filed with the minutes of the Board's meeting.

Article VII. Officers

Section 1. Officers. The Chapter shall have at least four officers: a President, a President Elect, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person, and the Chapter may, at its discretion, elect additional officers as necessary.

Section 2. Election and Term of Office. All officers of the Chapter Board shall be elected by the voting members of the Chapter at the annual meeting of the Board and to serve a two-(2) year term. If the election of the officers is not held at the time specified herein, such election shall be held as soon thereafter as may be practical, with the officers continuing to serve until such election is held and the officers qualified. Vacancies in any officer position, including President, may be filled by the majority vote of the voting members of the Board at any meeting of the Board.

Section 3. Term Year: The term year of officers of the Chapter Board shall be from June 1 to May 31. Starting January 1, 2026, the term year of the officers of the Chapter Board shall be from Jan 1 to Dec 31.

Section 4. Removal. An officer may be removed by the Board of Directors, including the President, *for cause* and where the best interests of the Chapter will be served. The officer will be provided with prior written notice of such removal action and be afforded the opportunity to appear before the Board to respond to the removal action. Such removal shall require a majority vote of the voting members of the Board.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the majority vote of the Board of Directors for the balance of the unexpired term.

Section 6. President: The President is the chief elected officer of Chapter and shall preside at all meetings of the Chapter membership and Board of Directors and shall perform all duties assigned under these Bylaws or assigned to this person by the Board of Directors.

Section 7. President Elect: In the absence of the President, the President Elect shall preside at meetings of the Chapter membership and Board. The President Elect shall also carry out all duties assigned by these Bylaws and by the President or the Chapter Board of Directors.

Section 8. Secretary: The Secretary shall keep the minutes of the Chapter's Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general 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 the Board of Directors. The Secretary may be assisted by an Assistant Secretary assigned by the Board.

Section 9. Treasurer: The Treasurer shall submit all annual financial statements, audits, and reports to the Board of Directors and in general perform all 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 the Board of Directors. The Treasurer may be assisted by an Assistant Treasurer assigned by the Board.

Section 10. Compensation: Officers will not receive compensation for their services but may be reimbursed for reasonable and documented out-of-pocket costs and expenses according to an established Chapter reimbursement policy.

Section 11. Executive Director: The Board of Directors may choose to appoint or retain the services of an Executive Director, who shall serve at the approval of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees and manage and administer the day-to-day operations of the Chapter. The Chapter may pay compensation to the Executive Director and to agents and employees for services rendered in reasonable amounts. The Executive Director shall serve as an ex-officio, non-voting member of the Chapter's Board

and Executive Committee, where applicable. The Executive Director may not concurrently serve as an elected member of the Board.

ARTICLE VIII– Committees

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

Section 2. Telephone Meetings: Except where otherwise prohibited by law, the members of any Chapter committee may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE IX – Miscellaneous

Section 1. Rules: The Chapter’s Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures and programs of the Chapter and which are not inconsistent or in conflict with the Bylaws, policies, procedures and programs of the ICF-PC.

Section 2. Fiscal Year: The fiscal year of the Chapter shall be from June 1 to May 31. Starting January 1, 2026, the fiscal year of the Chapter shall be from Jan 1 to Dec 31.

Section 3. Amendments: These Bylaws may be amended by majority vote of the Chapter Board of Directors then in office and attending a meeting at which a quorum is present, or by majority vote of the Board of Directors then in office voting by mail or electronic mail ballot, provided that the votes are received within thirty (30) days of the original mailing or notice of the proposed amendment. Any amendments to the Chapter’s Bylaws must first be submitted to, and approved by, the ICF.

Section 4. Dissolution: In the case of dissolution of the Chapter or the winding up of its affairs, the remaining assets of the Chapter shall be distributed to the ICF-PC or in compliance with local laws, provided however that in no way shall such distribution be to the financial benefit of any officer, director, committee member, or any Chapter member or contributor.