

The International Coaching Federation Romania Chartered Chapter BY-LAWS

ARTICLE I - ORGANISATION NAME

The name of this organization shall be the **International Coaching Federation - Romania Charter Chapter**, a not-for-profit association incorporated in Romania.

ARTICLE II - PURPOSE and STRATEGIC GOALS

ICF Romania core purpose is to lead the advancement of the coaching profession through its members in Romania.

ICF Romania strategic goals related to coach practitioners are:

- Leverage the ecosystem to boost members' professional growth for impact and confidence
- Provide a sense of belonging through an integrated community
- Position ICF coaches as the Gold Standard
- Build leadership among volunteers
- Lead the advancement of coaching in organizations, transforming the way people and teams work and thrive, to achieve results.

ARTICLE III - ORGANISATION GOVERNANCE

Section 1. Governing Body

The operations of the Romanian Charter Chapter shall be governed by an elected Board of Directors of nine (9) members. These Directors shall be elected by a vote of ICF Romania Charter Chapter qualified members (members with paid membership up to date). The Chapter and its Board of Directors shall abide by all applicable policies and guidelines of the International Coaching Federation.

Section 2. Director (Officer) Qualifications

Credentialed Member in good standing shall be eligible for nomination and election to any position of Director if they meet criteria as set forth by the Board of Directors.

Requirements

To be nominated to run for the Board, whether other-nominated or self-nominated, an individual needs to meet the criteria set out in Bylaws, Article III. Section 2.

- If an otherwise-qualified ICF Romania member has not met the meeting and/or time prerequisites, an exception may be made to allow the individual to run with a majority vote of the current Board.

- All candidates must present their professional intention letter and short description of qualification for the applied position. A personal description of max 150 words will be provided, to be shared with the ICF Romania Chapter members during the election process.
- Candidacy for nomination to the President-Elect's shall be restricted to existing Board members with minimum of 1 year of active service in the current Board.
- The President's position is taken by default by the President Elect, and will not need to be nominated for this role, except the case the President Elect is revoked by the Board. In the case of revoking, the candidacy for nomination to the President's position shall be restricted to existing Board members.
- The Immediate Past-President position is taken by default by the former President and will not need to be nominated for this role.

To be nominated for re-election, for a particular role or for a second year term in his/her current role, a Board member must:

- Have attended the majority of Chapter meetings and Board meetings within the present year.
- Obtain a majority vote of confidence from the Board prior to nomination.

A qualified member is a current member in good standing (with paid membership and ICF Credential up to date and active in the ICF community) of the ICF at the time of nomination and must maintain membership and credential during time of service and be affiliated to the Romanian Chapter, without any leading role inside other Coaching organization. **All Officers elected must be current ICF credentialed members in good standing.**

Section 3. Duties and Responsibilities of the Board of Directors

The Board of Directors shall provide leadership in pursuit of the organization's stated goals and strategic direction and will operate in accordance with a live action plan and Ethics Statement that is reviewed regularly throughout the year.

The Board shall determine fees at Chapter-sponsored events, and develop the policies and procedures necessary to conduct the business of the Chapter effectively. Directors agree to be bound by these policies and procedures.

Directors shall be aware of and agree to comply with the ICF Chapter Leadership Ethical Guidelines. Directors will sign the Ethics Statement on appointment to the Board.

Section 4. Elections process

Election to the Board of Directors process will be done using the following steps:

1. Call for action
2. Applications submission by candidates
3. Interviews run by selected Board Members & Ethics
4. Voting by members (simple majority: the candidate that receives the highest number of expressed votes for the position)
5. Communication of new Board structure to all members and ICF Global
6. Induction of new members (ICF Global training and signing of Ethics Statements)

The election process starts 15th of January of the ICF Romanian Chartered Chapter year before vacancies will appear on the Board. The Board shall email all members a notice of the coming election, including the number of coming vacant seats, and invite qualified members to apply no later than January 30th

The interviews, voting and communication of results will take place in February and March and installation of new Board will start on April 1st.

All stages of the process will be documented in an yearly election minutes.

Section 5. Removal

Any member of the Board may be removed by a 2/3 vote of the Board. Any removal shall be recorded in the minutes of the Board meeting.

Section 6. Terms and Vacancies

Terms for all Board members are for a maximum of two years, except where a Board Member is appointed to the President Elect. In that case they may serve for a maximum period of three years should they become President.

A member can present for re-election after a period of one year has lapsed since they served on the Board.

Any out of term vacancy on the Board shall be filled by **Presidential appointment**, subject to approval by a majority of the Board. The appointment approved will pertain until the following April, when the seat will be filled by the normal election process.

Section 7. Board of Directors Meetings

Meetings of the Board of Directors will be at the places and times decided by majority vote of the Board. The President may call a special meeting at any time. The President shall call a special meeting of the Board upon the written request of a Board member to do so. The written request should contain the agenda for the special meeting.

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

Section 8. Committees, Councils, Task Forces and Core Teams

The President may appoint Committees, Councils, Task Forces and Core Teams either standing or ad hoc, in order to effectively and efficiently further the stated purposes of the Chapter. Any member involved in a volunteer activity in special Committees, Councils, Task Forces and Core Teams must respect all rules of engagement from work and ethical point of views and deliver high quality work.

A. Committees

The President, unless otherwise specified in these Bylaws, shall be empowered to appoint the leaders of all committees, and the leaders and members of all special committees, subject to the approval of the Board of Directors. The President shall be an ex-officio member of all committees. Committees shall be governed by applicable law and such policies and procedures as may be adopted by the Chapter Board from time to time.

B. Councils, Task Forces and Core Teams

Subject to the provisions of these Bylaws, the President shall have the authority to appoint such councils, task forces and core teams as deemed prudent to the conduct of Chapter business. The President shall also have the authority to appoint leaders and members of each such council, task force or core team and shall serve as an ex-officio member of each. Each such council, task force and core team shall be governed by applicable law and such policies and procedures as may be adopted by the Chapter Board from time to time.

C. Creation and Dissolution

The President shall monitor actions of the committees, councils, and task forces of the Chapter and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

Section 9. Meeting Procedures

Meetings will be chaired by either the President or President Elect and will follow an agenda circulated in advance. Members of the Board will have an opportunity to suggest agenda items in advance. Minutes of the previous meeting will be briefly reviewed and adopted at the start of each meeting. Minutes of Board meetings will be made available after the meeting. Each incoming Board of Directors will discuss and agree ground-rules in respect of its process to ensure productive, respectful and orderly meetings. These ground-rules should be reviewed at regular intervals to ensure relevance and compliance.

Meetings may be by conference call or in person and adequate notice of meetings will be given to ensure optimum attendance. Officers will be expected to make every effort to attend meetings. Patterns of non-attendance or any inappropriate participation by Board members should be promptly addressed by the President.

Section 10. Quorum

A simple majority of Board members present at the meeting shall constitute a quorum for the purpose of transacting the business of the Chapter.

Section 11. Financial Management

The Chapter operates on a tight budget with one of the sources of income coming from membership fees – as a Chartered Chapter we receive a portion of the fees paid to ICF global.

Officers will be expected to be cognisant of financial constraints in their decision-making. All expenditure must be estimated in advance and approved by the Director of Finance and President. Events are expected to be at least self-financing and ideally net a small profit.

Modest travel expenses are payable to Directors to contribute to their out of pocket expenses. Any expenses must be claimed on approved documentation and passed by the Director of Finance and President prior to payment. Expenses are generally paid bi-monthly.

Directors may attend Chapter events free of charge in recognition of their pro bono work on behalf of the Chapter.

Contribution to participation in ICF European and Global events by any Board member will be considered on a case by case basis depending on costs and cash-flow; a level of participation is considered desirable. A request should be made in advance to the Board for approval with an outline of costs and the contribution required.

It is recommended that each Board should ensure that there is a balance in the bank account of no less than €300 when handing over to the new Board. Any debt incurred will be the responsibility of the incumbent Board and may not be passed on to the new Board.

Section 12. Legal Purpose

The Chapter is a voluntary body that operates within the framework and ethics of the International Coaching Federation. It operates without any income surplus and therefore no taxable profit, and below the minimum requirement for vat registration.

Section 13. Dissolution

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

ARTICLE IV - DUTIES OF THE ROMANIAN CHAPTER'S OFFICERS

The roles of the Officers are outlined below; specific job descriptions will be agreed at the inaugural meeting of each new Board. It is required that all Officers accept, adhere to and deliver within their prescribed role and job description. In terms of reporting and accountability, all Board members develop their activity based on co-leadership. All Officers will be expected to play an active role and commit to giving an agreed number of pro bono hours to Chapter work each week.

Section 1. President

The President shall sign any instruments or documents that may lawfully be executed on behalf of the Board. The key role of the President is to provide strategic vision and direction for the Chapter and to lead the Board of Directors to fulfil this vision and to meet the standards of the global body. The President will be visibly engaged in promoting the Chapter in Romania and will provide a link to the global organization and leadership. The President will identify and attract future leadership talent into the ICF Chapter to support the development of a strong pipeline of future leaders.

Section 2. Immediate Past President

The immediate past President will coach and mentor the current President for 12 months and may attend Board meetings in a non-voting capacity. S/he will serve by request on the Election process and key and ethical issues in the year following their retirement from office and will help to maintain and develop relations with the International body.

Section 3. President Elect

In case of the absence or disability of the President, or at his/her request, the President Elect shall perform all of the duties of the President. The President Elect shall perform such duties and have such authority as from time to time may be assigned by the President or the Board. The PE's primary role is to ensure good governance of the Chapter and to monitor progress against agreed strategic goals. To this end the Directors are accountable to the PE who will support and encourage them to fulfil their roles in a hands-on and practical way within the resources available. The role of President Elect may also be contested by other Directors prior to the President position becoming vacant.

Section 4. Director of Finance and Treasury

The Director of Finance shall perform all the organization's financial transactions and keep accurate records of the organization's accounts. They will submit financial reports in board meeting for review and approval when needed and will ensure that all expenditure is properly documented and accounted for and that budgets are prepared and agreed in advance of any expenditure. The Director of Finance will also submit an annual Chapter financial report to the ICF within thirty (30) days of the Chapter's designated end of the fiscal year. In addition, they will give a financial report to the Board no less than once every six (6) months.

Section 5 - Director of Operations

Director of Operations will be in charge of all project management issues of the Chapter, in order to synchronize the activity of the departments, committees, task forces, core teams, ambassadors and community builders. He /she shall also maintain official minutes and records of the proceedings issued by the Board and the Organization and will develop and maintain adequate knowledge management and record systems to include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, and other proceedings of the Board and organization membership.

Section 6. Director of Membership

The Director of Membership is responsible for growing and retaining membership and for developing effective ways of connecting with and reaching out to members. The Director will promote ICF membership with new graduates of coach training.

He/she represents the Chapter for connections and contact with coaching schools. This involves sharing information about the Chapter with the students and graduates in a timely fashion. He/she will coordinate with the Development Director for projects involving Ambassadors & Community Builders.

She/he will maintain up-to-date lists and conduct membership renewal calls. They will be a point of contact for members enquiries and will provide a welcome to new members.

They will encourage the members to continually develop their skill through ICF Credentialing and Accreditation Programs.

Section 7. Director of Communications and PR

The Director of Communications and PR is responsible for building a strong media presence for ICF Romania and for developing effective PR and Branding strategies. S/he will undertake specific communication campaigns on behalf of the Chapter and aligned with ICF Global corporate guidelines. They will be responsible for developing media links and for identifying PR opportunities for the Chapter and Coaching profession. S/he will also be the point of contact for website updates and up-grades and newsletters. They will co-ordinate and develop Chapter's social media presence.

Section 8. Director of Events

The Director of Events is responsible for designing and organizing training, development and networking events to appeal to the broad base of ICF membership, to support the strategic focus of the Chapter and to profile the ICF and the Romania Chapter. S/he will plan and market these events in partnership with other volunteers to members and non-members to ensure maximum attendance, positive feedback and PR opportunities. Duties will include identifying themes, speakers and venues, briefing speakers, promoting events, preparing budgets, managing bookings, payments and enquiries, collecting and analyzing feedback and arranging CCEUs in collaboration with Membership Director.

Section 9. Director – Strategic Partnership and Fundraising

The Director of Partnership and Fundraising shall connect with, present at, and build relationships with outside organizations, business leaders and associations in Romania to bring greater attention to the work of the Chapter, and to coaching as a profession and generate revenues. Connects with other ICF Chapters to share ideas and resources and engage them in Chapter activities (e.g., regional conferences or virtual events). Secures sponsorship and supports efforts to solicit sponsorship for chapter events. Supports coordination efforts and/or writes communication pieces for audiences external to the organization. Keeps abreast of ideas and opportunities and brings them to the attention of the members and the Board.

Section 10. Director of Development

The Director of Development role is to develop the team of Ambassadors and Community Builders (A&CB) and, together with this team, to ensure the implementation of the Chapter's strategy granularly, at local level. Coordinates with other Directors in order to manage the A&CB team when a matrix organizational structure is required. The A&CB duties are described below.

Local Ambassadors & Community Builders

They will represent and deliver strategy of ICF Romania Chartered Chapter at local level, coordinating locally with other volunteers, respecting all rules of engagement from work and ethical point of views. The two roles can be undertaken by a single person. All Ambassadors & Community Builders are represented in the Board by the Director of Development.

A - Ambassadors – represent ICF Romania in relationship with companies, organizations, NGOs, professional groups. This role is focused on increasing the presence and impact of ICF coaches in the local businesses and communities, by communicating, lobbying, initiating events and partnerships.

CB - Community Builders – represent ICF Romania in relationship with current and future ICF members. This role is focused on attracting new members, maintaining the connections with local members, initiating events for members or future members.

Section 11. Ethical counselor

The ethical counselor will lead on promoting ethical and professional standards within the Board, Chapter and wider coaching community.

Section 12. Delegation of Officers' Duties

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

Section 13. Past Directors

Past Directors will advise and mentor their new counterparts in undertaking their roles for up to six months to ensure capacity building and continuity with on-going projects. They do not have voting rights.

ARTICLE V - ORGANIZATION MEMBERSHIP

Section 1. Qualification

In order to qualify as a member of the organization, an individual must have paid annual dues *directly* to the International Coaching Federation as determined by the International Coaching Federation Board of Directors found at <http://www.coachingfederation.org>.

Section 2. Voting

All qualified members of the organization are eligible to vote on any issue presented to the membership for a vote provided they have affiliated to the Romania Chapter. Voting may be by ballot, electronic mail or any reasonable means determined by the Board. At all business meetings of the Chapter, each regular member in good standing who is present shall have one (1) vote. Unless otherwise specifically provided by these bylaws, a majority vote of those members present and voting shall govern.

ARTICLE VI - AMENDMENTS TO THESE GUIDELINES

Section 1. Recommendation for Amendment

These Guidelines may be amended when considered necessary by a special meeting of the Board of Directors convened by the President to consider and debate any such changes when recommended by a committee appointed by the President, or upon a written request from at least ten per cent of the qualified members of the organization. No amendment to this document shall conflict with the rules, guidelines, or bylaws of the International Coach Federation.

Section 2. Amendment Approval

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the voting members of the Board of Directors. Notice of such proposed change(s) shall be sent in writing to Board members no less than thirty (30) days prior to the scheduled vote, which vote may be taken at any regular meeting of the Board, or at any special meeting of the Board called for the purpose of considering the Bylaw amendment(s). Notice of such Bylaws change(s) shall also be posted on the ICF Romania website and broadcast to the ICF Romania Members via electronic mail at least thirty (30) days prior to the meeting at which the Board vote is to be taken. The Board will maintain a set of all by-laws, past and current.

ARTICLE XIV. Effective Date

These Bylaws shall take effect immediately upon their adoption. Notwithstanding the forgoing, any member elected to the Board shall have the right to complete their term regardless of changes made herein.

(end of by-laws)