

## **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**, here and after referred to as “ICF Romania”. ICF Romania is organized and will operate under the laws of Romania and is authorized to operate as an ICF Chapter pursuant to the Chapter Agreement issued by ICF Professional Coaches and dated **13 April 2023**

ICF Romania Chapter operates before local authorities under the name "Asociatia pentru dezvoltarea coaching-ului profesionist" and it is 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 7 Directors and one Treasurer Officer. These boards of directors shall be elected by a vote of ICF Romania Charter Chapter qualified members (members with paid membership up to date). The Treasurer Officer will be selected by the board of directors. 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 Members in good standing shall be eligible for nomination and election to any position of Director if they meet the criteria as set forth by the Board of Directors.

Members in good standing shall be eligible to apply for the Treasurer Officer position. The Board will select the most suitable candidate for this position.

## **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 pre-requirements, an exception may be made to allow the individual to run with a majority vote of the current Board.
- All candidates have been an active volunteer for at least 1 year before applying
- All candidates must present their professional intention letter and a short description of qualifications 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 shall be restricted to existing Board members with a 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 in 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.

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

## **Section 3. Duties and Responsibilities of the Board of Directors and Treasurer Officer**

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 activity of the Chapter effectively. Directors agree to be bound by these policies and procedures.

Directors and 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**

The election process has two phases:

- 1 - Election of President-Elect
- 2 - Election of the Board of Directors on the vacant seats

First phase: *The election of the President-Elect shall follow the next stages:*

1. Call for action, within the Board of Directors, according to Section 2
2. Applications submission by candidates
3. Interviews run by the current President and President-Elect
4. Public announcement of applications for the President-Elect seat

5. Voting by Chapter's qualified members (simple majority: the candidate that receives the highest number of expressed votes for the position)
6. Communication of the new President-Elect to all Chapter's qualified members

Second phase: *The election of the Board of Directors shall follow the next stages:*

1. Call for action addressed to all Chapter's qualified members, to apply for the vacant Board seats
2. Applications submission by candidates
3. Interviews run by the Election Committee, appointed according to Section 8
4. Public announcement of candidates running for Board open seats
5. Voting by Chapter's qualified members (simple majority: the candidate that receives the highest number of expressed votes for the position)
6. Communication of the new Board structure to all Chapter's qualified members and to ICF Global.

In the exceptional case when there is only one candidate for President-Elect, action points 4-6 of the two election phases above shall be held simultaneously.

The election process starts 15<sup>th</sup> of December 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 vacant seats, and invite qualified members to apply.

The interviews, voting, and communication of results will take place in January and February and installation of the new Board will start on April 1<sup>st</sup>.

All stages of the process will be documented in a yearly election minute.

After the Election process, the new Board members shall attend the induction process (ICF Volunteer Leader Training). New board directors will start their induction period from 01 March with the current directors in place and with the past president. This process will last for a period of 60 days.

The Board will conduct interviews and the selection process for the position of Treasurer Officer at least once every 2 years or whenever the position remains vacant. The induction will last for a period of 60 days.

The Board will conduct interviews and the selection process for the position of Ethical Counselor at least once every 2 years or whenever the position remains vacant. While the position remains vacant her duties will be temporarily taken over by the Past President.

### **Section 5. Removal**

Any member of the Board and the treasurer officer 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 qualified member who has been a director in the past may reapply for a position on the board under the following conditions:

- a period of at least 3 years has elapsed since the end of the previous term of office

- he has completed his previous term of office in accordance with his commitments
- they have been an active volunteer for at least 1 year before applying

Any out-of-term vacancy on the Board shall be filled by a **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 a majority vote of the Board minimum of once a month.

Also, they will organize a special meeting called “financial meeting” every month, where the treasurer officer will participate also.

The President may call another 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 executive session 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, 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 of the board directors and the special financial 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 on 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. The directors 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.

If a board director does not attend the meeting, the presence of a member as his/her representative shall be ensured with prior notice to the board.

### **Section 10. Quorum**

For board meetings, a simple majority of Board members present shall constitute a quorum for the purpose of transacting the activity of the Chapter.

For special financial meetings, a simple majority of board members present, and treasurer officer shall constitute a quorum for the purpose of the financial activity of the chapter.

### **Section 11. Decision-making process:**

Decisions on the functioning and organization of the Chapter shall be taken by a simple majority provided that a quorum is reached.

Decisions having financial implications will be taken with the participation of the financial officer with a minimum of 2/3 of the votes provided that a quorum is reached.

### **Section 12. 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.

The board will be expected to be cognizant of financial constraints in their decision-making. All expenditures must be estimated in advance and approved by the Treasurer Officer, President and the Director who is involved in that expenditures. 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 Financial Officer 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 ensure that there is a positive balance in the bank account when handing over the mandate 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 13. 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 is below the minimum requirement for VAT registration.

### **Section 14. 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 BOARD OF DIRECTORS, TREASURER OFFICER AND OTHERS**

The roles of the Directors and Officers are outlined below; specific job descriptions will be agreed upon at the inaugural meeting of each new Board. It is required that all directors and officers accept, adhere to and deliver within their prescribed roles and job descriptions. 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 and the rest of the organization to fulfill 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. The President should be familiar with the policies and procedures of the ICF, including compliance with the ICF Chapter Agreement with the Chapter's Bylaws, and the duties of all the other Officers, Directors, and team chairpersons.

### **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. She/he will serve by request on the Election process and key and ethical issues in the year following their retirement from office and will support the President to maintain and develop relations with the international body. She/he will have an active role in the induction of the new board members and the new Treasurer officer. Also, will coordinate the Advisory Board of ICF Romania.

#### *The advisory board of ICF Romania*

*It has only an advisory role on the strategy, development directions, projects, events and partnerships of ICF Romania. It will be formed from a minimum 5, a maximum of 7 members: one ICF Romania Past President, one ICF accredited Coaching School representative, one MCC certified qualified member, one ICF member under 30 years and two non-members: one business representative and one representative of a professional association interested in coaching.*

*The election of the Advisory Board shall follow the next stages:*

- 1. Call for action for Advisory Board positions*
- 2. Applications submission by candidates*

3. *Interviews run by the current President and Past President*
4. *Public announcement of applications for the Advisory Board positions*
5. *Voting by all good standing members (simple majority: the candidate that receives the highest number of expressed votes for the position)*
6. *Communication of the new Advisory Board to all Chapter's qualified members*

### **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 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 fulfill their roles in a hands-on and practical way within the resources available. She/He is also responsible for coordinating the Local Community Builders, the induction process for new volunteers and the relationship with new members, together with the Membership and Credentialing Director.

### **Section 4 - Director of Digital Operations**

The director of Digital Operations will oversee all project management issues of the Chapter, to synchronize the activity of the departments, committees, task forces, core teams 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 5. Director of Membership and Credentialing**

The Membership and Credential Department will have two committees: The Membership Committee and the Credential Support Committee. The 2 committees will be led by the Head of Membership and the Head of Credentialing support.

Members in good standing shall be eligible to apply for this position. The Director of Membership and Credentialing will conduct interviews and the selection process for this position. He/she will be supported by the President and President-Elect in this process. While the position remains vacant her duties will be temporarily taken over by the Director of Membership and Credentialing.

The Head of Membership will coordinate the activity of the Membership Committee and will provide direction and leadership for the Chapter's membership program to maintain and increase ICF membership using global resources from ICF Global. Also, will conduct the membership renewal calls campaign. The Head of Membership manages and supervises chapter membership efforts including recruitment, member retention, and member recognition and scholarship programs.

The Head of Credentialing Support will coordinate the activity of the Credentialing Committee responsible for creating and administering a credential awareness campaign for the chapter, supporting new candidates through the credentialing process.

The Director of Membership and Credentialing will coordinate with The Head of Membership and The Head of Credentialing Support. He/She also represents the Chapter for connections and contact with coaching schools and will support the schools with information about the process of Coaching Program Accreditation. This involves sharing information about the Chapter with the students and graduates in a

timely fashion. He/she will work together with The Director of Partnership to create and develop partnerships with the Coaching Schools. She/he will maintain members' up-to-date lists and will be a point of contact for members' inquiries and will provide a welcome to new members together with the President-Elect.

### **Section 6. 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 update upgrades and newsletters. They will coordinate and develop the Chapter's social media presence.

### **Section 7. 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 inquiries, collecting and analyzing feedback and arranging CCEUs in collaboration with The Director of Membership and Credentialing.

### **Section 8. Director of Partnership and Fundraising**

The Partnership and Fundraising Department will have two committees: The Partnership Committee and the Fundraising Committee. The 2 committees will be led by the Head of Partnership and the Head of Fundraising. Members in good standing shall be eligible to apply for these positions. The Director of Partnership and Fundraising will conduct interviews and the selection process. He/she will be supported by the President and President-Elect in this process. While the position remains vacant her duties will be temporarily taken over by The Director of Partnership and Fundraising.

The Head of Partnership shall connect with Coaching Schools and Coaching Tools Providers to develop and maintain strong partnerships with them. He/she will create and coordinate a Partnership campaign.

The Head of 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. Secures sponsorship and supports efforts to solicit sponsorship for chapter events.

The Director of Partnership and Fundraising will coordinate the Head of Partnership and The Head of Fundraising and connect with other ICF Chapters to share ideas and resources and engage them in Chapter activities (e.g., regional conferences or virtual 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. He/she will work together with the Director of Membership and Credentialing to create relations with the coaching schools.

Also, will coordinate the activity of the Head of Ignite and Foundation Project. Members in good standing shall be eligible to apply for this position. Candidacy for this position shall be restricted to existing Ignite and Foundations Project members with a minimum of 1 year of active service in this Project. The Director of



Partnership and Fundraising will conduct interviews and the selection process at least once every 2 years or whenever the position remains vacant. He/she will be supported by the President and President-Elect in this process. While the position remains vacant her duties will be temporarily taken over by The Director of Partnership and Fundraising. The director of Ignite and Foundation will coordinate the activity of the Ignite project or other Foundation projects. He/she is responsible for creating and administering a minimum of one Ignite and Foundation Project per year. Will present the status of Ignited and Foundation projects to the Board of Directors every 6 months.

### **Section 9. Treasurer Officer**

The Treasurer Officer shall perform all the organization's financial transactions and keep accurate records of the organization's accounts. They will submit financial reports in a 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 on in advance of any expenditure. The Treasurer Officer 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. He/she will participate in the special financial board meetings where he/she will have voting rights along with the board of directors.

### **Section 10. Local Community Builders**

They will represent and deliver the strategy of ICF Romania Chartered Chapter at the local level, coordinating locally with other volunteers, and respecting all rules of engagement from work and ethical points of view. The two roles can be undertaken by a single person. It represents ICF Romania in relationships with companies, organizations, NGOs, and professional groups with a role on increasing the presence and impact of ICF coaches in the local businesses and communities, by communicating, lobbying, and initiating events and partnerships. Also, he/she represents ICF Romania in relationships with current and future ICF members with a role in attracting new members, maintaining connections with local members, initiating events for members or future members, and building a strong community on the territory.

### **Section 11. Ethical counselor**

The Ethical counselor will lead in promoting ethical and professional standards within the Board, Chapter, and wider coaching community. He/she has a non-voting capacity on board and will organize a minimum of 2 online/physical events per year. Also is responsible for sorting and informing the board about Ethical development resources from the ICF Global platform.

### **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 ongoing projects. They do not have voting rights.

## **ARTICLE V - ORGANIZATION MEMBERSHIP**

### **Section 1. Qualification**

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 are 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 presents, 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 foregoing, any member elected to the Board shall have the right to complete their term regardless of changes made herein.

*(end of by-laws)*

*The current version revised and updated by ICF Romania Board in  
December 2023.*

*Approved by ICF Global on 12<sup>th</sup> December 2023*