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**, hereinafter referred to as " Romania Chapter of ICF ". Romania Chapter of ICF 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 19 November 2026.
Romania Chapter of ICF operates before local authorities under the name "Asociația 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 of the ICF-PC and the Romania Chapter of ICF). The Treasurer Officer and DEIB Counselor 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 and DEIB Counselor positions. 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 Romania Chapter of ICF 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 member candidates who apply for any Director Position should have at least 2 years as a member.
- All candidates must present their professional intention letter and a short description of qualifications for the applied position, and a candidate statement (up to one page) explaining why you are applying, how you understand the role, and what you would focus on if elected: one or two initiatives. A personal description of max 150 words and the candidate statement of max 300 words will be provided to be shared with the Romania Chapter of ICF members during the election process.
- All member candidates who apply for the President-Elect position should have at least 3 years as a member.
- The President's position is automatically assumed by the President-Elect, who does not need to be nominated or elected separately for this role, except in the event that the President-Elect is revoked by the Board. In such a case, an existing Board member shall be appointed by the Board to assume the role of President on an interim basis, until the next elections are held.
- 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 at least 2 years for the Director Positions, and 3 years of membership for the President-Elect role) of the ICF at the time of nomination and must maintain membership and credentials during the time of service and be affiliated with the Romanian Chapter and not serve simultaneously on any Board of Directors for an ICF Chapter or other competing coaching industry organizations. All Directors and President-Elect 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 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 for the vacant seats

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

1. Applications submitted by candidates
2. Interviews run by the current President and President-Elect
3. Public announcement of applications for the President-Elect seat
4. Voting by the Chapter's qualified members (simple majority: the candidate that receives the highest number of expressed votes for the position)
5. 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 submitted 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.
7. 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 on the 15th of December of the Romanian Chapter of ICF 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 1st.

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 and DEIB Counselor at least once every 2 years or whenever the position remains vacant. While the position remains vacant, her/his duties will be temporarily taken over by the Past President or President.

Section 5. Removal
Any member of the Board, the Treasurer, and the DEIB Counselor 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:

- no director may serve more than two consecutive terms as a director in any capacity without a one-year break in service.
- no past president may serve more than two consecutive terms as a president in any capacity without a one-year break in service.

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 also participate.
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 sessions 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 points of view 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.

Project Leadership and Term of Service
Any member of the Romania Chapter of ICF or active volunteer shall be eligible to be appointed as a Project Leader for initiatives and projects developed under the Chapter's umbrella.

The term of appointment as Project Leader shall be limited to a maximum of two (2) consecutive years. Upon completion of this period, the opportunity should be opened

to other interested members or active volunteers, encouraging leadership development, new perspectives, and broader member engagement.
In exceptional circumstances, where no suitable successor or interested candidate is identified, the Board of Directors shall discuss and determine the most appropriate course of action, including the possibility of extending the current Project Leader's mandate.

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 regularly the creation, dissolution, and consolidation of these bodies.

Section 9. Meeting Procedures

Meetings of the Board of 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 the Treasurer Officer shall constitute a quorum for 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 those 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 before 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 has no taxable profit and is below the minimum requirement for VAT registration.

Section 14. Dissolution

The Chapter is a non-profit organization operating within the framework and ethical principles of the International Coaching Federation. It does not distribute profits or surpluses to its members. Its tax obligations, including VAT registration, are determined in accordance with the applicable Romanian tax legislation.

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 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 Panel of Presidents

The Panel of Presidents of Romania Chapter of ICF

It has only an advisory role on the strategy, development directions, mentoring, projects, events and partnerships of the Romania Chapter of ICF. Any past president who keeps their membership in good standing is automatically a member.

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 President-Elect'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 responsible for the induction process for new volunteers and the relationship with new members, together with the Membership and Credentialing Director.

Section 4 - Director of Digital Transformation & AI

The Director of Digital Transformation & AI shall develop and maintain the chapter's digital and AI strategy, aligned with the strategic plan; promote the ethical use of AI in coaching, in line with ICF standards and the ICF Code of Ethics; coordinate member education on AI and technology in coaching; oversee the chapter's digital tools, data security and GDPR compliance; represent the chapter on AI and digital matters and liaise with ICF Global; and report to the Board on activities and progress.

Section 5. Director of Membership

The Director of Membership shall provide strategic leadership and direction for the Chapter's membership program, focusing on maintaining and increasing ICF membership, strengthening member engagement and satisfaction, and fostering a strong sense of belonging and community. The Director shall establish annual membership goals aligned with the Chapter's strategic objectives and develop, implement, and oversee recruitment, engagement, retention, and renewal strategies and campaigns. This includes coordinating membership renewal campaigns, maintaining regular communication with members, overseeing new member onboarding and orientation in collaboration with the President-Elect, and ensuring that the membership database and roster remain accurate and aligned with ICF Global records.

The Director shall also develop initiatives that strengthen member engagement, satisfaction, recognition, and sense of belonging. In collaboration with the Director of Partnerships, the Director shall develop and maintain relationships with coaching schools, supporting membership awareness and engagement among students and graduates. The Director shall further collaborate with the Director of Events and other Board members to develop initiatives and activities that address members' professional development and networking needs.

Section 6. Director of Marketing and Communications

The Director of Marketing and Communications shall be responsible for developing and implementing the Chapter's marketing, communications, public relations, branding, and advocacy strategies, ensuring alignment with ICF Global guidelines, values, and the Chapter's strategic objectives. The Director shall oversee the Chapter's communication channels and publications, including the website, newsletters, social media, member directory, and annual reports, ensuring consistent messaging and a strong media presence. The Director shall coordinate communication campaigns, manage media relations and advertising opportunities, identify opportunities to increase the visibility of the Chapter and the coaching profession, and collaborate with other Board members, volunteers, and external partners to promote Chapter initiatives, events, and activities.

Section 7. Director of Events

The Director of Events shall be responsible for developing and implementing the Chapter's annual educational and networking program, ensuring alignment with the Chapter's strategic objectives, ICF standards, and members' professional development needs. The Director shall identify relevant topics, trends, and speakers, coordinate the development of educational content and professional development initiatives, and oversee the planning and execution of Chapter events, including speaker coordination, venue selection, registration, logistics, and event promotion in collaboration with other Board members. The Director shall also oversee Continuing Coach Education (CCE) unit administration, collect and analyse participant feedback, monitor event outcomes, manage the assigned budget and resources, and ensure the quality, inclusiveness, and continuity of the Chapter's educational and networking activities.

Section 8. Director of Partnership

The Director of Partnerships is responsible for developing and maintaining strategic relationships with external organizations, business leaders, professional associations, educational institutions, and other relevant stakeholders to increase awareness of the Chapter and the coaching profession, create collaboration opportunities, and support the Chapter's long-term sustainability.

Also, will coordinate the activity of the Project Leader of Ignite. Members in good standing shall be eligible to apply for this position. Candidacy for this position should be open to all active volunteers from all departments. The Director of Partnership 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. The Project Leader 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 Ignite 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 expenditures are 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. The Diversity, Equity, Inclusion & Belonging (DEIB) Counselor
DEIB Counselor shall develop and maintain the chapter's DEIB strategy, aligned with the strategic plan and ICF's DEIB commitments; ensure that the chapter's governance, policies, events and communications are inclusive and accessible; promote diverse representation among members, volunteers, speakers and leadership; coordinate member education on DEIB in coaching, in line with the ICF Code of Ethics; act as the chapter's point of contact for DEIB matters and liaise with ICF Global and other chapters on DEIB initiatives; and report to the Board on activities and progress. He/she has a non-voting capacity on the board.

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 the board and will organize a minimum of 2 online/physical events per year. Also 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 with 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 before 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 before 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 bylaws)

The current version was revised and updated by the Romania Chapter of ICF Board in November 2026
Approved by ICF Global on ……