



## BYLAWS OF THE ICF SINGAPORE CHAPTER ICF PROFESSIONAL COACHES

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### **Article I. Name of Chapter**

The name of the Chapter shall be the “International Coaching Federation, Singapore Chapter”, hereinafter referred to as the “ICF Singapore Chapter” or “Chapter.”

The Chapter is organized as a Society registered under the Registrar of Societies, Singapore and will operate under the laws of Singapore. The Chapter is authorized to operate as an ICF Chapter pursuant to the Chapter Agreement issued by ICF Professional Coaches and dated \_\_\_\_\_.

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 Nevada, 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's objectives are:-

- a) To help members to be more successful in their profession.
- b) To increase the skills and effectiveness of its members.
- c) To raise the awareness of the wider community about the coaching profession.
- d) To provide a network through which its members can learn of and share opportunities.
- e) To provide a forum wherein the members can discuss issues of professional concern.
- f) To provide the opportunity for its members to collaborate in providing resources and solutions for their clients.

### **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 in Singapore, hereinafter referred to as "Territory." The conduct of the authorized business and activities of the Chapter is limited to the above-identified Territory. This does not preclude members of the Chapter who physically reside outside of the Territory but have opted to affiliate with ICF Singapore Chapter. It also does not preclude members of other chapters from participating in the Chapter activities and operations.

### **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, subject to the statutory minimum age of 21 years, 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-PC, 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 4. Resignation.**

Any Chapter member may resign his or her Chapter membership by providing written notice to the ICF-PC Membership Director and to his or her Chapter President or Membership Director 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 5. 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 6. 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 7. Membership Meetings.**

### **a. Regular Meetings/Notice:**

There shall be an Annual General Meeting of the Chapter's membership held in January each year. 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 General Meeting and such other regular membership meeting(s) will be issued by the Chapter to each member in good standing not less than two weeks in advance. Such notice may be sent by electronic mail. The particulars of the agenda shall also be posted on the Chapter's website at least four days in advance of the meeting. 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. Any member who wishes to place an item on the agenda of a General Meeting may do so provided she/he gives notice to the Secretary one week before the meeting is due to be held.

### **b. Extraordinary General Meeting/Notice:**

Extraordinary General Meeting 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 25% of the Chapter's voting membership or 30 voting members in good standing, whichever is the lesser, within two months of the filing of such request. The written request for the Extraordinary General Meeting shall be given to the Secretary setting forth the business that is to be transacted. Notice for the Extraordinary General Meeting may be sent e-mail or by posting the notice on the Chapter website at least

10 days before the meeting date. 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 extraordinary. 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 ballot where appropriate. Unless otherwise required by law, a majority vote of those members of the Chapter eligible to vote and present shall be required for binding action by the membership.

**e. Quorum:**

At a meeting of the Chapter's membership a quorum for purposes of undertaking binding membership action shall consist of 30 members, who are in good standing and eligible to vote. In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any of the existing Constitution.

**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 sixteen (16) 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. The Chapter' Board of Directors may decide an Executive Director if the size of the Chapter requires so. The Executive Director would be a non-voting, ex-officio member of the Board.

### **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. Nomination of Vacancies on the Board.**

- a. In July, a Nomination Committee shall be appointed by the Board upon the recommendation of the President. The Nomination Committee would comprise the President, President Elect and Immediate Past President and two (2) members of the Chapter. Members would be invited to join the Nomination Committee through the regular newsletter in June. No member of the Nominating Committee shall be eligible to be nominated for any position.
- b. Eligibility for PE nominee – According to clause 7.4 of the Constitution, candidates for President and for President Elect shall have previously served at least one (1) year in any Board position at the time of the AGM. This candidate could be from the current board or a past board within the last 3 years.
- c. For all the vacancies on the Board including the President Elect nominee, the Nomination Committee will create a list of members eligible subject to the membership eligibility requirements in Article IV, Section 1 of these Bylaws. Eligible members would be invited to apply for the vacant position on the Board. The applications would be reviewed by the Nomination Committee. Based on review and interview by the Interview Panel, the Nomination Committee will submit the 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 General Meeting of the Chapter's membership, the Chapter's Secretary shall provide all voting members of the Chapter in good standing with the list

of nominees for the Board of Directors. Voting will commence at least twenty-one (21) days prior the AGM date. The election results would be announced in the Annual General Meeting.

**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 two (2) consecutive terms. Director terms shall be staggered to ensure continuity of leadership. The President Elect shall serve for three year – first year as President Elect, second year as President and third year as Immediate Past President.

**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 member so elected by the Board to fill a vacancy shall be designated as a Deputy Director and will be co-opted 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. The vote may be cast by the Director in person, by telephone or electronic link to the board meeting. 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 Secretary of the Chapter to each member of the Board by electronic communication not less than seven (7) 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 by 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 Officers of the Chapter will be comprised of a President, Immediate Past President, President Elect, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by the same person.

### **Section 2. Election and Term of Office.**

All officers of the Chapter shall be elected as stated in Article VI and shall serve a two-(2) year term, except the President Elect who shall serve one year as President Elect, then one year as President, and then one year as Immediate Past President (three years in total) The President Elect succeeds to the office of President automatically and does not stand for re-election. Upon the President's completion of his or her term in office, the exiting President will automatically become

the Immediate Past President for a term of one (1) year in the succeeding 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 the date of the Annual General Meeting till the date of the following year's Annual General Meeting.

### **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 Vacancies in any officer position, including President, 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. The appointee so approved will serve for the remaining period of the current Board term, after which the seat will be filled by the normal election process.

### **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. Immediate Past President:**

The Immediate past President plays a role in the smooth transition from the previous term of the Board. He or she shall advise the Board on the rationale of past decisions, practices and Chapter

governance as well as have a vote on the Board. The Immediate Past President will collaborate with and seek counsel from past Presidents to support the current Board's activities. The Immediate Past President will also undertake such roles and responsibilities as mutually agreed with the President.

**Section 8. 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 9. 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 10. 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 11. 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 12. 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.

**Section 13. Staff and agents:**

Where an Executive Director is not appointed, The Board may appoint employed staff or retain consultants or agents as may be required for the business of the Chapter on salaries, bonus, allowances, benefits and terms as fixed by the Board in order to carry out duties as delegated by the Board from time to time.

**ARTICLE VIII– Other Committees**

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

**Section 2. Telephone/Electronic 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 January 1 to December 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.

**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.

~ THE END ~