

PROFESSIONAL COACHING ASSOCIATION of IDAHO, Inc.

BYLAWS

Approved: 04/04/2018

ARTICLE I NAME

The name of the organization is Professional Coaching Association of Idaho, Inc. (PCA Idaho), an Idaho Nonprofit Corporation.

ARTICLE II PURPOSE

The corporation is organized exclusively as a nonprofit member organization, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), specifically serving as a professional association, a business league comprising an association of persons, businesses, and other leaders in the state of Idaho whose purpose is to promote the members' common interest in advancing the profession of coaching within the state of Idaho.

We use the following definitions from the International Coach Federation (ICF):

Coaching is partnering with clients in a thought-provoking and creative process that inspires them to maximize their personal and professional potential.

A professional coaching relationship exists when coaching includes an agreement (including contracts) that defines the responsibilities of each party.

ARTICLE III VISION

PCA Idaho's vision is:

Coaching is an integral part of a thriving society, and every PCA Idaho member represents the highest quality of professional coaching.

ARTICLE IV MISSION

PCA Idaho is a professional community of coaches fostering advancement of the coaching profession in Idaho. The organization will become a Chapter of the International Coach Federation (ICF), representing the State of Idaho, and do business as ICF Idaho as soon as it is feasible.

ARTICLE V **VALUES**

PCA Idaho:

- Community – we come together to share our knowledge and experiences to develop our members, profession, and community
- Inclusiveness – we provide a safe, collaborative environment that supports consultation and is open to different perspectives
- Professionalism – we consistently adhere to the highest personal, professional and ethical standards. We model the standards and ethics set by the International Coach Federation
- Integrity – we say what we mean and we do what we say, and we hold unconditional positive regard for members and clients
- Leadership – we advocate for professional coaching standards and inspire others to reach their potential
- Communication – we communicate a vision of professional coaching that enhances lives and grows organizations.

ARTICLE VI **ORGANIZATIONAL STRUCTURE**

In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for PCA Idaho to do or exercise under and pursuant to the laws of the State of Idaho, and is consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code as may be amended for the purpose of accomplishing any of the purposes of PCA Idaho. Notwithstanding any other provisions of these Bylaws, PCA Idaho shall not carry on any activities not permitted to be carried on in an organization exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States revenue law.

No part of the net earnings of PCA Idaho shall inure to the benefit of, or be distributed to its officers or other private persons, except that PCA Idaho shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of PCA Idaho shall be the carrying on of propaganda, or otherwise attempting to influence legislation unless it promotes the common business interest of PCA Idaho's membership, and PCA Idaho shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor shall PCA Idaho engage in subversive or un-American activities.

ARTICLE VII **MEMBERSHIP**

Any person with business and professional interests who is dedicated to the mission, vision and values of PCA Idaho may become a member by completing the application form, agreeing to the Code of Ethics and Bylaws, and paying the fees as determined by the Board of Directors. Membership fees are fixed by the Board of Directors and shall be due annually, payable at the beginning of the

fiscal year. Members are expected to support the standards and ethics of coaching as set down by the International Coach Federation.

The intention of PCA Idaho is to become an ICF chapter in the next 3 years.

We have 3 4 different membership categories:

1. **Individual Members** of PCA Idaho are coaches **who are ICF Members** who join for professional growth and contribution to the coaching community. Individual Members are eligible for service on the PCA Idaho Board of Directors and have voting rights.
2. **Associate Members** of PCA Idaho who are not ICF Members but who enjoy the benefits of affiliation such as professional development, networking with professional coaches, attending meetings and serving on committees. Per ICF Member Eligibility Requirements (MER) Chapter Associates (nonmembers) are not allowed to hold board positions, to vote or represent themselves as ICF Members in any way.
2. **Corporate Members** of PCA Idaho are companies and organizations whose internal coaches or other talent development professionals may participate in PCA Idaho programs and events. A Corporate membership has one (1) vote to be cast by the named Corporate Sponsor, no matter how many individuals are covered under the corporate membership. Corporate members are eligible for service on the PCA Idaho Board of Directors.
3. **Student Members** of PCA Idaho are full-time students enrolled in local colleges or universities. Student members do not have voting rights, and are not eligible for service on the PCA Idaho Board of Directors.

ARTICLE VIII BOARD OF DIRECTORS

Membership: The Board of Directors (the Board) shall consist of the President, Vice President, Treasurer, Secretary, Past-President, and ~~the Chairs of the Membership, Communication & Marketing, Community Outreach and Program Committees~~ Member-at-large. Except as set forth herein, the Board shall be elected annually by the Members for a term of one year ending May 31st. The first board was elected in October 2015 to serve a term ending May 31, 2017. Voting members of the Board shall consist of those elected by eligible voting Members or appointed by the Board to fill a vacancy. If a person holds more than one Board position at a time, they only have one (1) vote.

Duties of the Board: To communicate with the membership and ensure developmental opportunities are provided via programming. The Board shall approve all programs. The Board shall set policies & fees and take actions which carry out the purpose and mission of PCA Idaho. They shall establish the duties of the Chairs of the Committees. PCA Idaho Board members are expected to attend Board meetings. The Board will have the option to declare a position vacant and replace any Board member who fails to attend Board meetings.

Compensation: Members of the Board shall serve without compensation. However, expenses incurred by a member on behalf of PCA Idaho are reimbursable from PCA Idaho's funds as approved by the Board.

Liability: No member of the Board shall be liable for any debts of PCA Idaho, any judgments against PCA Idaho, or any other actions taken by or against PCA Idaho in the name of PCA Idaho.

Jurisdiction: All matters pertaining to PCA Idaho and its administration, expenses, and any other things not definitely removed from their consideration by these Bylaws, shall be determined by the Board.

Quorum: ~~Five (5)~~ Four (4) members of the Board shall constitute a quorum, and a simple majority vote of those present at a meeting shall be sufficient for any action of the Board.

Meetings: Meetings will be held monthly as scheduled by the President, or Vice-President acting on behalf of the President. Attendance can be either in person or via electronic mediums. As needed between regularly scheduled meetings, dialog, motions, and votes by the board can be accomplished through a Conference Call or via email or equivalent electronic mediums. All such dialog, motions, and votes must meet the quorum and simple majority vote approval requirements, and be recorded by the Secretary in Minutes as is required for regularly scheduled meetings.

Qualifications: To serve on the PCA Idaho Board of Directors, ~~all~~ Members must meet the following qualifications:

1. Membership in PCA Idaho for at least one year ~~and current member of ICF~~. Exceptions for ~~longevity~~ proposed by the Nominating Committee may be approved by the Board.
2. ~~When we become an ICF Chapter, membership in the International Coach Federation will also be a requirement. Non ICF members will be able to serve as Committee co-chairs with an ICF member.~~

ARTICLE IX **OFFICERS**

The officers of PCA Idaho shall be as follows: President, Vice President, Treasurer, and Secretary.

Duties of the Officers:

1. **PRESIDENT:** The President shall preside over all meetings of the Board and General Membership, call the meetings of the Board and General Membership, and execute all related duties. The President shall automatically succeed to Past-President at the conclusion of the President's term of office.
2. **VICE PRESIDENT (PRESIDENT-ELECT):** The Vice President shall automatically succeed to President at the conclusion of the term of office of the current President. The Vice President shall serve as Chair of the Nominating Committee and perform such other duties and serve on such other committees as requested by the President and the Board. The Vice President shall act for the President when the President is absent.
3. **TREASURER:** The Treasurer shall be responsible for the collection, deposit, disbursement and maintenance of accurate records of monies in accordance with the Three Person Checks and Balance

System described in ARTICLE XII FINANCES. The Treasurer shall report PCA Idaho's financial condition to the Board at regularly scheduled board meetings and as called upon by the President. The Treasurer shall also have the responsibility of preparing the annual budget, and assume other duties as requested by the President and the Board.

4. SECRETARY: The Secretary shall be responsible for preparing minutes for each Board meeting. The Secretary shall also maintain records and the history of PCA Idaho, such as, but not limited to, programs, any newsletters, and minutes, and shall assume other duties as requested by the President and the Board.

5. PAST-PRESIDENT: The Past President shall be responsible for supporting a timely and effective Board transition upon the conclusion of the President's term of office, and shall assume other duties as requested by the President and the Board.

6. MEMBER-AT-LARGE: The Member-at-large shall be responsible for chairing one of the standing committees and shall assume other duties as requested by the President and the Board.

Terms: Elected officers shall hold office for one year starting June 1st and ending May 31st the following year, with the exception of the Vice-President who automatically succeeds to the role of President, and then Past-President. Initial officers will serve a term from October 2015 to May 31, 2017.

ARTICLE X **COMMITTEES**

In addition to the committees and chairs otherwise specified by these Bylaws, the President shall appoint chairs and co-chairs to other committees as may be required to accomplish necessary projects and undertakings specified by the Board. Each committee shall perform its responsibilities consistent with policies approved by the Board. The term of all committees shall end on May 31.

Executive Committee: The Executive Committee shall be composed of the President, the Vice President, the Treasurer, and the Secretary. This Committee shall have the authority to take such actions delegated to it by the Board or to make emergency decisions should they be needed between Board meetings, but shall not have the authority to change any actions of the Board. All members of the Executive Committee must be present to constitute a quorum. Minutes shall be taken and submitted by the Secretary, and the Committee shall report its actions to the Board at the Board's next meeting.

Advisory Council: The Advisory Council will comprise the following committee Chairs: Programs, Membership, Communication Marketing, Community Outreach and other standing committees as established by the Board. Advisory Council members are expected to attend a minimum of 9 out of 12 Board meetings unless extenuating circumstances Board meetings, to participate in discussion, make recommendation to the board. The Board will have the option to declare a position vacant and replace any Committee Chair who fails to attend Board meetings.

Nominating Committee: The Nominating Committee shall be composed of three (3) members selected by the current Vice-President, and approved by the Board. The Nominating Committee shall include the Vice-

President as chairperson, a previous PCA Idaho board member and one member in good standing not currently serving in an elected position. Should a member of the Nominating Committee become a nominee for an Officer position, that person shall resign from the Committee. It is recommended that this Committee be formed by February each year to propose a slate of candidates for election in April, to allow for an effective transition by the start of the new fiscal year June 1st.

Programs Committee: The Programs Committee shall plan the Board-approved programs for the regular membership meetings, professional development workshops, seminars and programs.

Membership Committee: The Membership Committee shall be responsible for overseeing all member-related services for PCA IDAHO.

Communications & Marketing Committee: The Communications & Marketing Committee shall be responsible for all forms of communication, marketing, and public relations within PCA IDAHO and to the public-at-large.

Community Outreach Committee: The Community Outreach Committee shall be responsible for partnering with local organizations to advance coaching as a strategy for building effective nonprofit organizations and small businesses.

Other Committees: The Board may establish other committees as the need arises. Such committees shall be subject to these bylaws and shall have specific authority as set forth by the Board.

Committee Members: All members are eligible to serve on the Programs, Membership, Communications & Marketing, and Community Outreach Committees.

ARTICLE XI ELECTIONS

The Nominating Committee shall meet no later than March to nominate the President (the current Vice President), Vice President, Treasurer, Secretary, and members of the Board. Members elected to the Board shall hold office for one-year ending May 31. The first board was elected in October 2015 to serve a term ending May 31, 2017.

Eligibility for Nomination:

- Current Board Members other than the Vice-President (President-Elect) may be nominated to serve successive Board terms in the same or different positions.
- **Current ICF Member**
- No more than two members from the same Corporate membership may be nominated.
- No more than 33% of the board positions may be Corporate members.

Nominating Procedure: Prior to the April membership meeting, nominations to the Board for the following year shall be solicited from members and presented to the Nominating Committee. The nominations of the Nominating Committee shall be presented to and approved by the Board no later than the May meeting of PCA Idaho.

Manner of Election: The election shall be held at a membership meeting and/or via electronic voting (e.g. Survey Monkey or equivalent system) no later than the May meeting of PCA Idaho. A quorum of a simple majority of eligible voting members on the date(s) of the vote is required for a valid vote. The Board shall be elected by simple majority approval vote by eligible voting members participating in the Election.

Vacancies: The Board shall have the power to determine that a vacancy exists in any office, and once a vacancy is determined, the Nominating Committee shall nominate a candidate to fill the vacancy for the unexpired term. The Board shall approve the nominee except for the office of Vice President. If the office of Vice President is vacant, the Nominating Committee shall nominate a successor, the Board shall approve the nominee, and a special election by eligible voting members shall be held to elect a successor Vice President.

ARTICLE XII **FINANCES**

Funds. Except as otherwise authorized by the Board, all funds of PCA Idaho shall be managed using a Three Person Checks and Balance System:

- Person A – (Treasurer)
 1. Keeps books
 2. Can sign checks
 3. Has debit card
 4. Retains/manages checkbook
 5. May do background checks authorized by the board
- Person B – (President)
 1. Can sign checks
 2. Picks up mail and processes deposits
 3. Verifies monthly deposits to bank statement
- Person C – (Vice-President)
 1. Can sign checks
 2. Reviews check payments/debit card transactions online
 3. Many reconcile bank statement with information from Treasurer.

Funds shall be deposited from time to time to the credit of PCA Idaho in such banks, trust companies, or other depositories as the Board may select. No solicitation of funds shall at any time be made in the name of PCA Idaho or any organization thereof, or for the benefit of PCA Idaho or any

organization thereof, or any group within or without PCA Idaho, except upon approval of the Board. This provision shall be construed to include benefits, sales, and all other means of raising money, but shall not prohibit charging of actual expenses for meals, entertainment or other such events.

Budget. (1) The Treasurer shall prepare an annual budget showing in detail all expenditures of PCA Idaho and its committees for the fiscal year next ensuing and submit it to the Board for consideration not later than the April Board meeting. The budget shall include all estimated capital expenditures as well as estimated operating expenditures.

(2) After the Board considers the budget, it shall adopt the budget by a vote of the Board. Should the budget fail to be adopted by such vote, it may be amended and resubmitted for approval. The budget shall be adopted by the Board not later than the May Board meeting.

(3) After the budget is adopted by the Board, no item shall be deleted, nor shall any additional item be inserted, nor shall the whole budget or any item be increased or decreased without a favorable vote of the Board.

Disbursements. Only one signature is required on checks. The Treasurer, President, and Vice-President are authorized to sign checks. In general, the Treasurer shall disburse PCA Idaho funds. Any payment to one of the authorized signers must be approved by the Board, and the payment signed by a different authorized signer. The Board shall review expenditures monthly and shall be responsible for maintaining expenditures within the budget adopted by the Board.

Contracts and Employment of Agents. The Board may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of PCA Idaho; and such authority may be general or confined to specific instances. The Board is specifically authorized to enter into such agreements as, in its discretion, it may deem necessary or desirable, with qualified individuals, institutions or agencies to act as custodians or investment managers of PCA Idaho's funds; to write annuity contracts, trust agreements and other financial plans; and to perform such other financial tasks related to the management of the assets of PCA Idaho as the Board may from time to time deem necessary or appropriate. Furthermore, the Board shall be specifically authorized, in its sole discretion, to employ and to pay the compensation of such agents, accountants, custodians, experts, and other counsel, legal, investment or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities.

Loans. No loans shall be contracted on behalf of PCA Idaho, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority must be confined to specific instances.

Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of PCA Idaho shall be signed by such officer or officers, agent or agents, of PCA IDAHO, and in such manner, as shall from time to time be determined by the Board, using the Three Person Checks and Balance System.

Oversight. The Board shall assure that the financial records of PCA IDAHO are reviewed quarterly by the Treasurer, President and Vice-President in accordance with the Three Person Checks and Balance System.

ARTICLE XIII
INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

PCA Idaho shall indemnify every person who is or was a party, or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of PCA Idaho, or is or was serving at the request of PCA Idaho as a director, officer, employee, agent or trustee of another organization or of a partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute, provided such director or other officer acted in good faith for a purpose he or she reasonably believed to be in the best interest of PCA Idaho.

Non-Exclusivity of Rights: The indemnification and advancement of expenses provisions of this paragraph shall not be exclusive of any other right which any person (and his or her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of these Bylaws, resolution adopted by the members, resolution adopted by the Board, agreement, or insurance purchased by PCA Idaho or otherwise, both as to action in an official capacity and as to action in another capacity. PCA Idaho is hereby authorized to provide for indemnification and advancement of expenses through its Bylaws, resolution of the Board, or agreement.

Insurance: PCA Idaho may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of PCA Idaho, or who, while a director, officer, employee or agent of PCA Idaho, is or was serving at the request of PCA Idaho's Board or its President as a director, officer, partner, trustee, employee or agent of another organization, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not PCA Idaho would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.

ARTICLE XIV
MISCELLANEOUS

Fiscal Year: The fiscal year of PCA Idaho shall be determined by the Board, and in the absence of such determination, shall be June 1 to May 31.

Robert's Rules of Order: Robert's Rules of Order shall govern all meetings of the Board except where the Bylaws otherwise provide.

Amendments of Bylaws: PCA Idaho Bylaws may be amended by a simple majority vote of eligible voting members from a required quorum of a simple majority of current eligible voting members. Voting can occur at a regular or special membership meeting, or via Board approved electronic vote. Notification in writing of the intent to change the PCA Idaho Bylaws must be communicated to all eligible voting members at least fourteen (14) days prior to the Vote completion.

Adoption of Bylaws: These Bylaws shall be effective on such date designated by the Board after they are adopted by a simple majority approval vote of eligible voting members from a quorum of a simple majority of current eligible voting members.

Records and Accounting Procedures: The official records of PCA Idaho and the minutes of all Board meetings shall be compiled and maintained by the Secretary. Financial records shall be maintained under the supervision of the Treasurer, who shall furnish monthly reports to the Board. Standard recordkeeping and accounting procedures shall be used. The Board may employ an outside CPA firm for accounting and/or audit when authorized by resolution of the Board.

Review of Chapter Activity: When PCA Idaho becomes a Chapter of the International Coach Federation, Program descriptions and PCA Idaho activities for the previous year will be submitted to the ICF's Director of Membership within sixty (days) of the end of PCA Idaho's fiscal year. PCA Idaho will submit an annual financial report, forwarded by the Chapter Treasurer and signed by the Chapter President within sixty (60) days of the end of each fiscal year.

ARTICLE XV
DISSOLUTION

No member, Director, or Officer of the corporation or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all the liabilities of the corporation, all of the remaining assets of the corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in ARTICLE II hereof, to any other organization that then qualifies for exemption under the provisions of Section 501(c)(6) of the Code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction, exclusively for a purpose or purposes similar to those set forth in ARTICLE II hereof, or to such organization or organizations, as said court shall determine, that are organized and operated for similar purposes.

Initial By-Laws Approved on July 8, 2016 by 11 of the 19 eligible voting members of PCA Idaho.

First Revision approved on April 12, 2017 by 19 of the 29 eligible voting members of PCA Idaho.

Second Revision approved on April 4, 2018 by 30 of the 47 eligible voting members of PCA Idaho

Tom Hardison, Treasurer