

## **Tucson Coaches Alliance**

### **MISSION STATEMENT**

The Tucson Coaches Alliance (*TCA*) is a non-profit, professional organization of personal and business coaches that exists to build, support, and preserve the integrity of the Coaching Profession, and to advance the art, science and practice of professional coaching. The Tucson Coaches Alliance is a Chartered Chapter of the International Coach Federation (*ICF*). The Chapter is a strong and unified voice for coaching that provides ever-increasing value for its members and is responsive to feedback.

# **Tucson Coaches Alliance**

## **BYLAWS**

### **ARTICLE I ORGANIZATION NAME**

#### **Section 1.**

The name of this organization shall be the Tucson Coaches Alliance, a chartered chapter of the International Coach Federation previously known as the ICF Tucson Chapter.

### **ARTICLE II ORGANIZATION GOALS**

#### **Section 1.**

To increase the success of its membership.

#### **Section 2.**

To increase the skills and effectiveness of its members.

#### **Section 3.**

To raise the awareness of the wider community about the coaching profession.

#### **Section 4.**

To provide a network through which its members can learn of and share opportunities.

#### **Section 5.**

To provide a forum wherein the members can discuss issues of professional concern.

#### **Section 6.**

To provide the opportunity for its members to collaborate in providing resources and solutions for their clients.

#### **Section 7.**

To encourage local TCA members to become members of the ICF.

### **ARTICLE III ORGANIZATION GOVERNANCE**

#### **Section 1. Governing Body**

The operations of the organization shall be governed by an elected Board of Directors of no less than four and no more than eight members including the Past President. These Directors shall be elected by a vote of TCA-ICF members.

## **Section 2. Director Qualifications**

To be a Director, one must be a TCA-ICF member, nominated for office by the Nominating and Elections Committee, and be voted into office by a simple majority of the votes cast by the TCA-ICF members.

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

The Board of Directors shall provide leadership in pursuit of the organization's stated goals. It shall determine fees for membership and for organization-sponsored events, and develop the policies and procedures necessary to conduct the business of the organization effectively including encouraging attendance at all board meetings.

## **Section 4. Nominations and Elections**

Nominations to the Board

Nominations for election to the Board shall be made by the Nominations and Elections Committee consisting of three TCA-ICF members (except Board members) of the organization appointed by the President and approved by a majority vote of the Board. The President shall appoint, with the Board's approval, the Nominations and Elections Committee by September 1 of each year. The Secretary shall email all members a notice of the upcoming election, including the number of upcoming vacant seats, by September 1. All TCA-ICF members are invited to notify the Nominations and Elections Committee on or before October 1 of their interest in serving on the Board. Nominations to the office of President and President-Elect shall be from current board members. If no one from the current Board is available to serve as President-Elect, a TCA-ICF member in good standing may be nominated. All other offices are open to TCA-ICF members.

(The Nominations and Elections Committee will submit to the Board no later than October 15 the names of one or more candidates for each board seat for voting in November and installation in January.)

## **Section 5. Elections**

The Secretary will email ballots to all TCA-ICF members by November 1. The ballots are to be returned to the Secretary by no later than November 30. The ballots will describe the seats open for election and the candidates running for those seats. TCA-ICF members will fill out their ballots and email them to the Secretary, who will count the ballots and announce the results at the December meeting.

The Secretary will so note these proceedings and record them in the Minutes of the meeting.

## **Section 6. Removal**

Any member of the Board may be removed by a 2/3 vote of the full Board. The Secretary shall record such events in the minutes of the Board meeting.

## **Section 7. Terms and Vacancies**

Elected board member terms shall be one year, from January 1-December 31.

Board members may be reelected to a second one-year term. No member may serve more than two consecutive years in the same role.

Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of the full Board. The appointed member will serve the remainder of the term.

## **Section 8. Meetings of the Board of Directors**

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

Minutes of the Board Meetings shall be available to all members upon request. The Membership shall have a representative at Board Meetings through a duly elected Member-at-Large. The Board may invite committee members to participate in Board Meetings depending on the issues to be reviewed. All TCA members are invited to attend Board meetings.

The Board may schedule a closed meeting by majority vote of the full Board.

## **Section 9. Committees**

The President may appoint committees in order to effectively and efficiently further the stated purposes of the organization. The establishment of any committee must first receive the approval by majority vote of the full Board.

## **Section 10. Meeting Procedures**

Questions about Board proceedings at meetings shall be determined by Robert's Rules of Order (revised), except where such rules conflict with the laws of Arizona.

The Secretary shall serve as parliamentarian at Board meetings and the Member meetings.

Robert's Rules of Order (revised) may be suspended by a majority vote of those present at Board meetings at which a quorum is present.

Further, Robert's Rules of Order (revised) may be suspended by a majority vote of those present at general meetings of the membership.

## **Section 11. Quorum**

A majority of Board members shall constitute a quorum for the purpose of transacting the business of the organization.

## **Section 12. Legal Purpose**

Notwithstanding any other provision of these articles, the purposes for which the corporation is established are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States revenue laws.

## **Section 13. Excluded Activities**

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to an organization exempt from Federal Income Tax under Section 501 (c)(6) of the Internal Revenue Code or the corresponding provisions of any future United States revenue laws.

## **Section 14. Dissolution**

In the event of its dissolution, the residual assets of the organization will be turned over to the International Coach Federation (ICF), which is an organization—which is itself exempt as described in sections 501 (c)(6) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future IRS codes.

# **ARTICLE IV DUTIES OF THE ORGANIZATION'S OFFICERS**

## **Section 1. President**

The President shall preside at all meetings of the Board and of the organization, or may delegate this responsibility to other Board members. The President shall sign any instruments or documents which may lawfully be executed on behalf of the Board. In the event of absence of the President, the President-Elect will assume the associated responsibilities.

## **Section 2. President Elect**

The President Elect is committed to learning about and preparing for the presidency. He or she will step into the role of President in the year after serving as President Elect.

## **Section 3. Vice President, Membership**

The Vice President, Membership shall coordinate the efforts of membership development and membership retention in the Tucson Coaches Alliance.

## **Section 4. Vice President, Communications**

The Vice President, Communications shall be responsible for media communication regarding meetings, preparation and circulation of press releases and coordination of community outreach and public relations.

## **Section 5. Vice President, Events & Programs**

The Vice President, Events & Programs shall coordinate and arrange for the educational program component of regular membership meetings. The Vice President, Events & Programs shall either coordinate or delegate coordination of events outside of regular meetings.

## **Section 6. Secretary**

The Secretary shall maintain official minutes and records of the proceedings of the Board and the Organization. The Secretary shall arrange for mailings of official correspondence. The Secretary shall also perform other duties and have such authority as shall from time to time be assigned by the President or Board. The Secretary shall maintain a binder of the Proceedings of the Tucson Coaches Alliance, and have the binder present at all meetings of the Board and membership. The binder shall include meeting agendas, minutes, policies, procedures, Board decisions, guidelines, Financial Reports and other proceedings of the Board and organization membership.

## **Section 7. Treasurer**

The Treasurer shall perform the organization's official financial transactions and keep accurate books of the organization's accounts. All checks or payments disbursed from the Tucson Coaches Alliance shall, as a general rule, be issued pursuant to the organization's electronic banking provisions. In the event that a paper check must be issued, only the signature of the Treasurer is required. The Treasurer will present for the Board a written Financial Report at its meetings.

## **Section 8. Past President**

The Past President shall be available to support the board in the growth of the organization and membership.

## **Section 9. Member-at-Large**

The Member-at-Large shall represent the membership and assist in ensuring communication and feedback within the chapter.

## **Section 10. 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 such action is deemed to be appropriate.

# **ARTICLE V ORGANIZATION MEMBERSHIP**

## **Section 1. Qualification**

### **a. TCA-ICF Member**

In order to qualify as a TCA-ICF member of the organization, an individual must:

- (1) practice an identifiable form of coaching as part of his/her professional practice or occupation, or be enrolled as a student in a coach training organization;
- (2) complete an application for membership and submit it to the International Coach Federation Office;
- (3) upon acceptance, pay annual dues directly to the International Coach Federation as determined by the International Coach Federation Board of Directors;
- (4) complete an application for membership for the Tucson Coaches Alliance; and
- (5) pay fees to the Tucson Coaches Alliance as determined by the Tucson Coaches Alliance Board..

b. Associate Member

The Tucson Coaches Alliance will offer an Associate category in order to allow coaches the opportunity to participate in the Tucson Coaches Alliance. Associate members shall:

- (1) practice an identifiable form of coaching as part of his/her professional practice or occupation, or be enrolled as a student in a coach training organization;
- (2) complete an application for membership for the Tucson Coaches Alliance; and
- (3) pay annual fees to the Tucson Coaches Alliance as determined by the Tucson Coaches Alliance Board.

Section 2. Resignation

Any member may resign its ICF membership by providing written notice thereof to ICF's executive director, provided that any resigning member shall remain liable for payment of any outstanding dues, fees or other assessments. Notwithstanding the foregoing, if such resignation notice is received within thirty (30) days following the mailing of the annual dues invoice, the resigning member will not be liable for the then current year's annual dues.

Section 3. Suspension, Expulsion, Removal

- (1) Any Member may be suspended, removed or expelled from TCA membership for cause by a two-thirds (2/3) vote of the Board of Directors.
- (2) Except in the case of nonpayment of dues, fees or other assessments, a vote for suspension, removal or expulsion of a member shall occur only after the member complained against has been given (i) not less than fifteen (15) days' prior written notice of suspension, removal or expulsion, (ii) the reason for such suspension, removal or expulsion and (iii) an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the suspension, expulsion or termination by a person authorized to decide that the proposed suspension, expulsion or termination not take place.

- (3) Except in the case of nonpayment of dues, fees or other assessments, a member may appeal its suspension, removal or expulsion, provided that such proceeding must be begun within one (1) year after the effective date of the suspension, removal or expulsion decision.
- (4) During any suspension period, a member shall not be entitled to exercise any of the rights and privileges of membership, including without limitation the right to vote.
- (5) All rights and privileges of membership, including without limitation the right to vote, shall cease upon the expulsion or termination of a member

#### **Section 4. Voting**

All TCA-ICF members of the organization are eligible to vote on any issue presented to the membership for a vote. Associate members are eligible to vote on issues which relate only to the local Tucson Coaches Alliance, and are not eligible to vote on By-Laws changes or vote for board positions or issues which relate to ICF guidelines or related matters.

#### **Section 5. Involvement and Participation**

All members are encouraged to actively participate in organization-sponsored activities and to regularly attend meetings.

While regular attendance and active participation are encouraged, they are not required for membership.

#### **Section 6 . Visitors**

Non-members interested in Tucson Coaches Alliance are permitted to attend regular meetings and events of the organization for a maximum of up to three months. Visitors shall:

- (1) follow the Standards, Practices and Ethics of the ICF;
- (2) pay meeting fees to the Tucson Coaches Alliance as determined by the Tucson Coaches Alliance Board.

### **ARTICLE VI AMENDMENTS AND APPROVAL TO THESE BYLAWS**

#### **Section 1. Approval of Initial ByLaws**

The approval of the initial ByLaws did occur at a meeting of the elected Board Members.

#### **Section 2. Recommendation for Amendment**

These Bylaws may be amended when recommended by a committee appointed by the President, or upon a written request from at least ten per cent of the TCA – ICF members. The President

shall appoint a committee for the purpose of reviewing the ByLaws no less frequently than every three years. The committee recommendations shall be reviewed by the Tucson Coaches Alliance Board and final recommendations presented to the appropriate ICF representative for approval. The President shall ensure that recommended amendments are available via the Tucson Coaches Alliance Website or distributed electronically for review at least 30 days prior to any vote for approval.

### **Section 3. Amendment Approval**

All TCA-ICF members shall be invited to review the proposed amendments to the by-laws (on the web site) and prepare to vote on the amendments (yea or nay by individual amendments as presented) via email within two weeks of notification (posting on the site). Votes received after that (deadline) are invalid. A vote of TCA-ICF members shall decide the issue by a simple majority of votes cast. A proposed amended set of bylaws shall be considered ratified and effective when carried by a majority vote. The President shall see that the official bylaws are so amended and posted on the Tucson Coaches Alliance web site. The Secretary will maintain a set of all by-laws, past and current.

Dated this    day of            , 2007

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LOUISE ABBOTT  
President

ATTEST:

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KATHLEEN MCCORMACK  
Secretary