

ICF HUNGARY Charter Chapter
A Chartered Chapter of the International Coaching Federation
BYLAWS

ARTICLE I
SOCIETY NAME AND INCORPORATION

Section 1.

The name of this society shall be ICF HUNGARY CHARTER CHAPTER and is a nonprofit society incorporated under the Societies Act of the Republic of HUNGARY.

ARTICLE II
SOCIETY GOALS

Section 1.

To be the local hub for coaching best practices.

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.

ARTICLE III SOCIETY GOVERNANCE

Section 1. Governing Body

The operations of the society shall be governed by the Board of Directors, which includes a President, Vice President, Membership Director, Finance Director, Credentialing Director, Communications Director and CSR Director (no more than 7 members).

The Board of Directors shall be elected by a vote of qualified members (See article V. Society Membership, Section 1. Qualification).

The Chapter and its Board of Directors shall abide by all applicable policies and guidelines of the International Coaching Federation (ICF).

Section 2. Director Qualifications

To be a Director, one must be a qualified member of the ICF in good standing as defined by the ICF Member Eligibility Requirements, and nominated for office by application, and be voted into office by a quorum of the qualified organization members at the Annual General Meeting (AGM) election of officials. Any member of the Board of Directors can apply to the position of President if that person has spent a year on the Board earlier.

Section 3. Duties and Responsibilities of the Board of Directors

The Board shall, subject to the Bylaws or direction given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. The Board of Directors shall provide leadership in pursuit of the society's stated goals. The duties of the Board shall include, but not limited to determining fees at society-sponsored events, and developing the policies and procedures necessary to conduct the business of the society effectively.

Section 4. Nominations and Elections

At the election of Directors following the approval of these bylaws, each Director shall be elected annually for a term of one (1) year by the members at an annual meeting of members.

Any vacancy on the Board shall be filled by Presidential appointment, subject to a majority vote of approval of the Board. The duration of such appointment shall be until the following December, when the seat will be filled by the normal election process.

A Nominating Committee, consisting of three (3) qualified members (except current Board members) shall be appointed by the President and approved by a majority vote of the Board of Directors.

The role of the nominating committee is to collect the applications of prospective candidates for the role of Directors and to ensure fairness and standards of the process. The Nominating Committee shall email all qualified members to inform them of the seats that are open for election with the description of the roles. Applications will be open for one (1) month. Candidates can self-nominate by sending their application materials as required to the Nomination Committee.

The candidate for Vice-President will be selected from existing Board members whenever possible. Every effort should be made to ensure that the candidate for Vice-President has at least one prior year of ICF HUNGARY Board experience. The candidate of President is to be selected from the position of previous year's Vice President position, as the Past President (President of Ethics Committee) is to be selected from the previous year's President position.

The Nominating Committee shall present a slate candidates for each vacancy. Qualified members shall use one vote for each vacancy of the slate. The slate shall be made available by the Nominating Committee to each qualified member of ICF HUNGARY and put on its website on the following day after the deadline of applications and at least twenty-one (21) days prior to the AGM where elections will be held. A member of the Nominating Committee is not eligible as a slated officer.

On the occasion of the AGM where the election of officials shall take place the Nominating Committee shall supervise the process, count the ballots and inform the AGM of the results. Details of the nomination and election process are included in the Policies and Procedures for the Nominating Committee.

Section 5. Removal

Any member of the Board may be removed by a $\frac{3}{4}$ vote of the Board. The Secretary shall record such events in the minutes of the Board meeting. This decision must be submitted to an Extraordinary General Meeting of the qualified members and voted by $\frac{3}{4}$ of them.

Section 6. Resignation

An officer may resign by giving written notice or verbal notice of his/her resignation to the President, with such resignation to be effective immediately or at such subsequent date as stated in the notice.

Section 7. Board of Directors Meetings

Meetings of the Board of Directors shall be at the places and times decided by majority vote of the Board. Board meetings must be called at least once every 2 months. The agenda of the meetings must be sent out to all Board members min. five (5) days prior to the meeting.

The President may call a special directors meeting at any time. The President shall call a special meeting of the Board upon the written request of two Board members to do so. The written request shall contain the agenda for the special meeting.

All Board Meetings shall be open to all qualified members of the society. The single exception is Special Meetings in which the President, with unanimous consent of the Board, shall declare the meeting closed.

Section 8. Committees

The establishment of any committee must first receive the approval of the Board by way of a majority vote.

Section 9. Quorum

At a Board of Directors meeting, a majority (min. four (4) Directors) of Board Members shall constitute a quorum for the purpose of transacting the business of the society.

Section 10. Dissolution

In the event of the dissolution or final liquidation of the Chapter, its remaining net assets will be distributed to ICF Global for use consistent with its tax-exempt purpose and for the benefit of ICF Chapters, thus no part of such net assets may inure to the benefit of any individual member or person.

ARTICLE IV

DUTIES OF THE SOCIETY OFFICERS

Section 1. President

The President shall preside at all meetings of the Board and of the society. In the absence of the President, the Vice President is entitled to preside at the meetings of the Board or of the society. The President shall sign any instruments or documents which may lawfully be executed on behalf of the Board. The President shall represent ICF HUNGARY towards ICF Global, Umbrella Organization of Coach Associations of Hungary and report the Board of Directors about relevant information.

Section 2. Vice President

The Vice President shall assist the President, assume the duties of the President in his/her absence, be responsible for the Bylaws of the society and shall perform such duties and have such authority as from time to time may be assigned by the President or the Board. As in the role of director of membership the Vice President is responsible for welcoming new members to the chapter and providing them with information on ICF HUNGARY. This role also inquires into membership expiry with members as it affects their status with ICF HUNGARY.

Section 3. Membership Director

The Membership Director is responsible for the introduction of candidates to become new members of the of the chapter, present their application to the Board for decision, and later their welcoming and integration. Further duties of the Membership Director also include: exit interview and administration connected to members leaving the chapter, remind members for their membership renewal, liaising with members, investigate the capacities of the members and organize supervision and mentoring programs for members. This role will be effective and a full member of the Board of Directors after the AGA closing the year 2021.

Section 4. Finance Director

The Finance Director has the responsibility of preparing and submitting proposals to the AGA and Board of Directors, keeping the minutes of the AGA and Board meetings, keeping and supervising the administrative duties of the chapter. Furthermore the Finance Director is to provide support in organizing the events of the chapter, and to the project manager in charge of the given event. The Finance Director supports the President in fulfilling their duties and carries out tasks delegated to them. The Finance Director is responsible for the financial tasks of the chapter, reporting on financial status to the President and Board of Directors monthly, keeping the financial records of fiscal assets, cash register and bank account handled by them. All the duties of the Finance Director are under the direct supervision of the President. This role will be effective and a full member of the Board of Directors after the AGA closing the year 2021.

Section 5. Credentialing Director

The Director of Credentialing shall be responsible of providing information on individual credentialing and program accreditation. The CCEU accreditation and its administration of the programs and events organized by ICF HUNGARY are also to be dealt with by the Credentialing Director. The Director of Credentialing is responsible to research and book guest speakers for meetings based on topics that satisfy ICF guidelines related to developing coaching competencies or other topics deemed by the Board to be in the interests of Members.

Section 6. Communications Director

The Director of Communications is responsible to maintain an overall communications plan for ICF HUNGARY, identifying key messages and strategies and delivering those messages to members, the business community and general public. The Director of Communication is responsible for developing and implementing an external relations strategy to engage the media, potential partners and other groups that have aligned interests in promoting ICF HUNGARY, its goals, events and programs.

Section 7. CSR Director

The CSR Director shall be in charge of defining the CSR strategic of ICF HUNGARY alongside with recruiting volunteer coaches from qualified members, identifying and liaising with the target groups of the CSR program, be in charge of the annual CSR event (Rapid Date) and prepare all required reports on the program.

Section 8. Delegation of Officers' Duties

The President may delegate any officer's duties to any other member of the Board when he/she deems such action to be appropriate.

Section 9. Remuneration of Officers

No officer or member of the association shall receive any remuneration for fulfilling their regular duties as a board member of the society. No board member shall accept a gift in exchange for providing a benefit or privilege to any individual or organization.

ARTICLE V SOCIETY MEMBERSHIP

Section 1. Qualification

In order to be a qualified member of the society, an individual must:

1. Complete an application for membership and submit it to the International Coaching Federation Global Office.
2. Upon acceptance, pay annual dues directly to the International Coaching Federation as determined by the International Coaching Federation Board of Directors; and assign their dues to ICF HUNGARY.
3. As a result of different legal requirements towards societies and associations in Hungary members of ICF HUNGARY are also required to submit their membership applications and pay additional annual due to a legal entity under Societies Act of the Republic of HUNGARY.

Section 2: Registration

ICF HUNGARY must keep a list of its past and present members including full name and home address, the date on which they became members, the date on which they ceased being members and the class of membership. This list must be kept at the society's registered office.

Section 3. Voting

All qualified members, in good standing, of the society are eligible to vote on any issue presented to the membership for a vote.

Section 4. Withdrawal and Expulsion

Any member may withdraw their membership in the society with written notice to the Secretary. Any member may be disciplined or expelled in accordance with the ICF Ethical Review Process regarding its members' actions.

ARTICLE VI MEETINGS

Section 1. Annual General Meeting

The society shall hold an annual general meeting each year, for which emailed notice to the last known address of each member shall be sent a minimum of 30 days prior to the date of such meeting. This Notice must include the agenda of the AGM. The prior years' reviewed financial statements, a motion to approve these statements, the Election of Officials and the Financial and Program Plan of the upcoming year are presented at this meeting.

Section 2. Meetings

General meetings of the society may be called at any time by the President by emailed notice to the last known address of each member, sent a minimum of fifteen (15) days prior to the date of such meeting.

A special meeting shall be called by the President upon receipt of a petition signed by one-fourth of the members in good standing, setting forth the reasons for calling such meeting, which shall be emailed to the last known address of each member, sent a minimum of fifteen (15) days prior to the meeting.

Section 3. Quorum

The majority fifty-one (51%) percent of the qualified members entitled to vote shall constitute a quorum at all meetings of the members, in person or by proxy.

Section 4. Voting Method

All voting will take place by a show of hands unless in case of exclusion of members.

ARTICLE VII

FINANCIAL

Section 1. Financial Year-End

The financial year end of the society shall be December 31. The books, accounts and records of the chapter shall be reviewed at least once each year by a credentialed accountant appointed by the Board.

Section 2. Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

Section 3. Signatures

All contracts of ICF HUNGARY and cheques drawn on the ICF HUNGARY bank accounts shall require the signatures of the President.

Section 4.

A copy of the reviewed financial report shall be made available to each member of the ICF HUNGARY annually.

ARTICLE VIII

ACCESS TO INFORMATION

Section 1.

The books and records of a society may be inspected by any member of the society at the Annual Meeting of the society or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same. Each member of the Board shall at all times have access to such books and records.

The Chapter Bylaws, Annual Financial Report, Activity Report, the Minutes of the AGM and CSR Report must be published on the website of ICF HUNGARY.

ARTICLE IX ALLIED ORGANIZATIONS

Section 1.

To further the goals of the society, ICF HUNGARY is recognized as a chartered chapter of the International Coaching Federation.

ARTICLE X BY-LAW AMENDMENTS

Section 1. Recommendation for Amendment to the By Laws

Recommendations for amendments may be made by the Board of Directors, a committee appointed by the President, or upon a written request from at least ten percent of the qualified members of the society.

Section 2. Amendment Approval

All qualified members of the organization shall be invited to review the amended bylaws on the web site or by email and vote on the amendments in their totality at an AGM, in person or by proxy.

Bylaws may be amended, altered, rescinded or added to by special resolution. The President shall see that the official Bylaws are so amended and posted on the society's web site. The Secretary will maintain a set of all Bylaws, past and current.

Section 3. Special Resolution means

- a) A resolution passed by at least one vote more than 3/4 percent (75% + 1) of the votes cast by qualified members who voted in respect of that resolution at a meeting duly called;
- b) A resolution proposed and passed at a general, or annual general meeting, of which not less than twenty-one (30) days' notice specifying the intention to propose the resolution has been duly given.

ARTICLE XI DISPUTE RESOLUTION

Section 1.

Any dispute arising out of the affairs of the society and between any members of the society, or between (a) a member or a person who has for not more than 6 months ceased to be a member or (b) a person claiming through such member or person or claiming under the bylaws of the society, and the society or a director or officer of the society, shall, if such dispute cannot be resolved between the two parties after 3 months be decided by arbitration under the Arbitration Act (Hungary). A decision made by such arbitration shall be binding on all parties, and enforceable upon application to the Court of Hungary.

Section 2. Parliamentary Authority

The rules contained in the current edition shall govern the ICF HUNGARY in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules of order the ICF HUNGARY may adopt.

Notwithstanding, any member elected to the board shall have the right to complete his or her term regardless of changes made herein.

(end of bylaws)

ICF Hungary Chapter founded in 2008

The designation of ICF Charter Chapter granted 10th July 2013

Bylaws were originally approved 5th September 2013

First revisions – 6th October 2017

Second revision – 11th March 2021

Third version – 31st January 2022

Contacts of Board of Directors 2022 – ICF HUNGARY CHARTER CHAPTER

Position	Name of Board member	e-mail
President	Ms Anett Eölyüsné Kákonyi PCC	anett.kakonyi@coachingfederation.hu
Vice President (President of Ethics Com.)	Ms Hajnalka Segal PCC	hajnalka.segal@coachingfederation.hu
Credentialing Director	Ms Angéla Zilahi PCC	akkreditacio@coachingfederation.hu
CSR Director	Ms Gabriella Szilvási PCC	csr@coachingfederation.hu
Communications Director	Ms Barbara Bodnár ACC	kommunikacio@coachingfederation.hu
Financial Director	Ms Zita Friedewald ACC	gazdasag@coachingfederation.hu
Membership Director	Ms Gabriella Szegedi ACC	tagsag@coachingfederation.hu