

Bylaws of The Graduate School Alliance for Education in Coaching

ARTICLE I.

NAME

SECTION 1. The name of the organization is **The Graduate School Alliance for Education in Coaching** (hereinafter referred to as “GSAEC”).

SECTION 2. The principal office shall be in the State of Georgia at a location to be determined by GSAEC’s Board of Directors. GSAEC may have other offices at such place, or places, within or without the State of Georgia, as the Board of Directors may determine from time to time.

ARTICLE II.

PURPOSE

SECTION 1. As an alliance of academic institutions, the Graduate School Alliance for Education in Coaching (GSAEC) members work collaboratively to support continuous improvement of graduate-level education in professional coaching.

Our mission is to define, advance, and sustain professional coach education globally by:

- Establishing and advocating standards that shape the academic discipline of coaching;
- Facilitating research activities that enhance the quality and effectiveness of the coaching profession;
- Building, sustaining, and supporting a collaborative community of leaders in coach education, research, and practice; and
- Championing, promoting, and amplifying the voice of professional coach education.

SECTION 2. GSAEC shall be organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings or assets of GSAEC shall inure to the benefit of any private individual or other person having a private or personal interest in the activities of GSAEC, except that GSAEC shall be authorized to pay reasonable compensation for necessary services actually rendered to it, and to pay reasonable expenses, and make payments and distributions, necessary for it to operate.

SECTION 3. Upon the dissolution or liquidation of GSAEC, all funds or other assets then remaining in its possession shall be transferred or conveyed proportionally, as determined and

approved by the Board of Directors, to Institutional Members in good standing with GSAEC for three (3) consecutive years prior to official action to dissolve.

ARTICLE III.

MEMBERSHIP

SECTION 1. Membership in GSAEC shall consist of five types of members
Dues, qualification, rights, and responsibilities applying to each category of membership may be determined and/or modified by the Board of Directors from time to time.

Category One: Institutional Members

Such membership shall be limited to accredited universities, colleges, graduate schools and/or to departments of such institutions [Institutional Members] that support the mission and purpose of GSAEC and offer a) courses or programs that add professional coaching skills or principles to students' existing education; OR b) courses or programs intended to educate professional coaches

Category Two: Representative Members

Institutional Members may designate one Voting Representative, one Alternate Representative, and up to eight Representative Members.

Roles and constituents of each Institutional Member's Representative Members are subject to change at any time, at the sole discretion of the Governing Body or Designate of the Institutional Member, upon receipt of a written (hard copy or electronic) notice of change by the GSAEC Secretary or Designate.

Category Three: Individual Members

Such membership shall be limited to individuals who administer coaching programs, educate coaches, carry out coaching research or are faculty, staff, or graduates of a coaching-related academic program and who support the mission and purpose of GSAEC. The GSAEC Board of Directors may, at its sole discretion, invite additional individuals to join as individual members. .

Category Four: Student Members

Such membership shall be limited to individuals who are enrolled in a coach education program at a GSAEC Member Institution and who support the mission and purpose of GSAEC. Student Membership shall change to Individual Membership, with attendant dues, qualifications, rights, and responsibilities, on September 1 of the year following completion of the students' coach education.

Category Five: Supporting Members

Such membership shall be limited to institutions/organizations that support the mission and purposes of GSAEC, including institutions that wish to develop professional coaching programs guided by the GSAEC academic standards. The governing body of each such institution/organization may appoint one individual as Supporting Member to coordinate the rights and responsibilities of the Supporting institution or organization.

The Board of Directors shall determine from time to time any other membership requirements that it deems appropriate.

SECTION 2. Any institution or organization desiring to become a Member of GSAEC under Category One: Institutional Members or Category Five: Supporting Members shall file a written application for membership with the Secretary of the Board of Directors in such form as the Board of Directors shall from time to time prescribe. Voting, Alternate, and Representative Members must be identified for Category One and a Supporting Member for Category Five applications. To be approved for membership, each applicant must satisfy the current criteria of the membership category being applied for and receive an affirmative vote of a majority of Directors present at a meeting of the Board at which a quorum has been established. Notice of approval or rejection shall be given to the applicant promptly.

Any individual or student desiring to become a Member of GSAEC under Category Three: Individual Members or Category Four: Student Members shall file a written application for membership with the Secretary of the Board of Directors or Designate in such form as the Board of Directors shall from time to time prescribe. To be approved for membership, each applicant must satisfy current criteria for the membership category being applied for and be recommended by majority vote of the Membership Committee and approved by the Secretary or Designate. Notice of approval or rejection shall be given to the applicant promptly.

Membership in GSAEC is not transferable or assignable.

SECTION 3. As part of the membership application process, potential Members must agree to applicable dues, rights, and responsibilities of Members in each Category.

SECTION 4. With thirty (30) days prior written notice to a Member, membership may be terminated by the Board for failure to fulfill requirements of membership, including failure to pay dues, or for conduct on the part of a Member that is deemed prejudicial to the welfare of GSAEC. Such action shall require a two-thirds (2/3) vote of the Directors present and voting at a meeting of the Board at which a quorum has been established. A Member may request and shall be granted an opportunity to be heard at any Board meeting at which the Board is considering action on the Member's status with GSAEC.

SECTION 5. No Member shall incur any expenses (outside of the approved budget) or expend any funds on behalf of GSAEC or any other Member without the prior approval of the Board of Directors or its Designates. Furthermore, no Member shall unilaterally undertake any action,

which could potentially result in liability or the expenditure of funds by GSAEC, or any other Member without the prior written approval of the Board. Between Board meetings, the President or the Treasurer may authorize expenditures up to a limit set annually by the Board.

SECTION 6. Any Member may voluntarily resign as a Member of GSAEC by filing written resignation with the Secretary of the Board of Directors at least 30 days prior to the effective date of the resignation. No resignation shall relieve any Member from liability for dues or assessments that may be accrued and/or unpaid at the time such resignation is filed.

ARTICLE IV.

ASSETS AND PROPERTIES

GSAEC may receive and accept property, whether real, personal, or mixed, by way of dues, gifts, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with these Bylaws. Provided, however, that no dues, gifts, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manners that shall require the disposition of the income or principal for any purposes inconsistent with the purposes/mission of GSAEC as stated in these Bylaws, or, in the opinion of the Board of Directors, shall jeopardize the federal income tax exemption status of GSAEC under Section 501(c)(3) of the Internal Revenue Code.

No part of GSAEC's net earnings shall inure to the benefit of, or be distributable to the Directors or Officers of GSAEC, except that GSAEC 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.

ARTICLE V.

BOARD OF DIRECTORS

SECTION 1. GSAEC shall be governed by a Board of Directors. At any Meeting, each Institutional Member may cast one vote through its appointed Voting Representative or Alternate. The Designated Voting Representative elected by majority of Individual Members may cast one vote. Any Member of any Category may attend and participate in Regular Board Meetings and in Annual Membership Meetings.

SECTION 2. At the Annual Membership Meeting during odd-numbered years, the Voting Members shall elect the following officers:

- Chair of the Board who shall organize and preside over each Regular and Annual Meeting of the Board of Directors and who shall cast a vote at such meetings only in case of a tie. The Board Chair shall coordinate strategy sessions as directed by the Board.

- President, who shall serve as chief executive officer in organizing and presiding over the Executive Committee that oversees implementation of Board Strategy and who shall become Immediate Past President when a new President is elected.
- Vice-President, who shall serve in the President's absence and fulfill such duties as are identified by the President and Board

At the Annual Membership Meeting during even years, the Voting Members shall elect the following officers:

- Secretary, who shall oversee proper recording and storage of Board and Member documents.
- Treasurer, who shall oversee preparation of financial reports and implementation of budgets

Each Officer serves for a period of two years. Persons holding these positions may be re-elected once.

SECTION 3. A Nominating Committee appointed by the Board Chair shall recommend a slate of nominees for election to open positions each year. All Officers shall be Voting Members of GSAEC and shall be elected for a term of two years; may serve no more than two consecutive terms; and, upon completion of a second consecutive term, shall not be reinstated in the same Officer position for a minimum period of one (1) year from the completion of their immediately previous term. No one serving GSAEC in a paid capacity may serve on the Board as an Officer or Voting Member.

SECTION 4. Members of the Board of Directors shall serve without compensation for their services as a Director.

SECTION 5. Meetings of the Board of Directors shall take place not less than four (4) times annually. The Board Chair shall set the time and place of Board meetings. Notice of said meetings shall be given at least ten (10) days previous thereto, either personally or by mail, facsimile, electronic mail, or telegram, to each Member based on the most recent contact information provided by the Member to GSAEC. Special meetings of the Board of Directors may be called by the Board Chair or upon the written request of not less than four (4) Voting Members. The time and place of such special meeting shall be selected by the Board Chair or President. The Board Chair shall designate one meeting each calendar year as the Annual Membership Meeting of GSAEC at which time elections for Officers will be held.

SECTION 6. Elected Officers who are absent at three (3) consecutive regularly scheduled meetings of the Board of Directors or of Executive Committee Meetings or who attend less than 75% of all the meetings of the Board or Executive in a 12-month period will be considered to have voluntarily resigned from their position unless specific absences have been excused in advance by the President or Chair. The Executive Committee will review individual situations for extenuating circumstances and recommend to the Board if the resignation should be accepted.

SECTION 7. An Officer may be removed from their position, with or without cause, upon the affirmative vote of 75% or more of the Voting Members of the Board.

SECTION 8. A simple majority of the Voting Members of the Board of Directors shall constitute a quorum, and it shall be necessary for at least a majority of those Voting Members present (in person or by two-way teleconference) at any meeting to agree upon any resolution or action of the Board for it to be valid and effective. Voting by proxy shall not be allowed. Voting may be conducted by email or other electronic polling mechanisms.

SECTION 9. All meetings will be conducted according to a recognized Code of Parliamentary Procedure.

SECTION 10. Employees of GSAEC shall not be eligible to serve as Officers of GSAEC and may not serve as Voting Members. The Executive Director of GSAEC shall serve as an ex-officio member of the Executive Committee without voting privileges.

SECTION 11. The Board of Directors may exercise all incidental powers as may be necessary to manage the affairs of the Organization except as may be prohibited to the Board by law, or by these Bylaws.

ARTICLE VI.

FUNCTIONS OF THE BOARD: COMMITTEES

SECTION 1. The Board of Directors shall be the governing body of GSAEC, and shall have final authority regarding the supervision, control, and direction of the business affairs and disposition of the assets of GSAEC; shall determine policies of GSAEC or changes thereto; and shall actively prosecute the purposes of GSAEC. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of GSAEC as shall be deemed advisable. Under no circumstances, however, shall the fundamental and basic purposes of GSAEC, as expressed in its Articles of Incorporation and/or these Bylaws, be amended or changed.

SECTION 2. The Board of Directors shall be responsible for supervising the Officers of GSAEC. The Board shall also perform the usual and normal functions of a Board of Directors, including, but not limited to, voting on membership applications, approving the annual operating budgets submitted by GSAEC staff, and approving reports of Committees.

SECTION 3. The Board shall ensure that all funds remitted to GSAEC are properly received, disbursed, and accounted for in accordance with these Bylaws and policies established by the Board, and in accordance with generally accepted accounting practices.

SECTION 4. The Board shall ensure that GSAEC is not involved in any activity that would cause it to lose its status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

SECTION 5. Directors may participate in and hold a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear and speak with each other.

SECTION 6. The Board of Directors shall create Standing Committees deemed by the Board to be required to fulfill the mission and purpose of GSAEC.

SECTION 7. The Executive Committee shall be established and consist of the President, who shall serve as Chair of the Executive Committee, the Immediate Past President, Vice President, Secretary, Treasurer, and Committee Chairpersons. Standing Committee Chairpersons are limited to Voting Members of GSAEC. In the interim between meetings of the Board of Directors, the Executive Committee shall have all the powers and duties of the Board of Directors. In addition, in the event of a vacancy in the chairperson role of any standing Committee, the President shall serve in this role or designate another Voting Member to fill it.

SECTION 8. In addition to Committees established by the Board, the President may, with Board approval, appoint special committees and assign any GSAEC Member to serve as Chair. The President will give any special committee a specific charge defining the scope of the committee's duties, the duration of the committee's work, the rights of the committee to take action, the frequency of committee reports to the Board of Directors, which shall be not less than annually, and the frequency of committee meetings.

SECTION 9. Any Member of GSAEC may serve, if invited by the Committee chairperson, on any Committee created by the Board or authorized by the President according to Section 8 above.

SECTION 10. Any Member of a Committee sanctioned by these bylaws may be removed from such position, with or without cause, upon the affirmative vote of 75% or more of the members of the Board.

ARTICLE VII.

OFFICERS

SECTION 1. The elected Officers of GSAEC shall be the Board Chair, President, the Vice-President, the Secretary, and the Treasurer (unless the Board elects to have one person serve in the capacity of both Secretary and Treasurer). The Immediate Past President serves on the Executive Committee as an Officer of GSAEC. Each of these individuals must be a Voting Member of GSAEC

SECTION 2. Officers shall serve for two years. No Officer shall serve more than four (4) consecutive years in any one office without express approval of the Board, and will not receive separate compensation for their services as Officers.

SECTION 3. Unanticipated Officer vacancies may be immediately filled by appointment by the President in the case of Board Chair, vice president, secretary or treasurer, or by the Board Chair in the case of the President, subject to the subsequent approval of said appointment by the Board.

SECTION 4. The Board Chair shall organize and preside at all Board Meetings; supervise elections; cause a discussion of Organizational Strategy at each Annual Meeting; and sign, along with any other Officer of GSAEC authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, checks, vouchers, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws, or by statute to some other Officer or agent of GSAEC.

SECTION 5. The President shall preside at Executive Committee meetings; appoint Committee chairpersons; work closely with the Executive Director in day to day management of the affairs of GSAEC or, in the absence of an Executive Director, hire and supervise personnel; and, in general, perform all other duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6: The Immediate Past President shall serve as advisor to the Board Chair and President; perform such duties as the Chair, the President, or the Board of Directors shall assign from time to time; and Chair the Nominating Committee.

SECTION 7. The Vice-President shall act as President in the President's absence, assist the President in the discharge of his/her duties as the President may direct, and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions placed upon, the President.

SECTION 8. The Treasurer shall have responsibility for the custody of all of the financial assets of GSAEC; collection of all dues, assessments, and other monies due to, or otherwise contributed to, GSAEC; deposit of funds in the name of, and to the credit of, GSAEC in such depository as may be designated by the Board of Directors; drawing of checks upon such depository in payment of the obligations of GSAEC, said obligations supported by bills or invoices approved for payment; maintenance of books of account of the financial assets of GSAEC and annually rendering to the membership of a financial report for the immediately preceding fiscal year; and rendering on a quarterly basis of a financial report to the Board of Directors for the immediately preceding fiscal year quarter.

The Treasurer may assign all or some of his/her duties to any other Officer or staff member of GSAEC with the approval of the Board of Directors.

SECTION 9. The Secretary shall attend and keep the minutes of all Board meetings; issue all meeting notification requirements as stipulated in these Bylaws; and have charge of the corporate seal and all books, records, and correspondence of GSAEC, except as otherwise provided for in these Bylaws.

The Secretary may assign all or some of his/her duties to any other Officer or staff member of GSAEC with the approval of the Board of Directors.

ARTICLE VIII.

THE EXECUTIVE DIRECTOR AND STAFF

SECTION 1. The Board of Directors may hire an Executive Director of GSAEC who will be the chief staff member of GSAEC. The Executive Director shall serve at the discretion of the Board, fulfill those functions and responsibilities assigned to such position, and may be compensated for services performed under terms approved by the Board. As may be required due to an unanticipated vacancy in the position of Executive Director, the Board may appoint and/or employ an interim Executive Director, which may be a current Director, until the vacancy is filled.

SECTION 2. The Executive Director shall employ and supervise additional staff to positions as authorized by the Board.

SECTION 3. The Executive Director or the President shall, in general, supervise and control all of the business and affairs of GSAEC, including the activities of paid staff members of GSAEC. He or she may sign, with the Secretary or any other officer of GSAEC as authorized by the Board of Directors, any deeds, mortgages, bonds, contracts (including employment contracts), or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute to some other officer or agent of GSAEC; and in general he or she shall perform all duties incident to the office of the Executive Director and such other duties as may be prescribed by the Board.

SECTION 4. The Executive Committee of the Board of Directors shall review the performance of the Executive Director annually. The Committee shall report and make recommendations to the Board in conjunction with said review.

SECTION 5. Staff members of GSAEC, including the Executive Director, shall not be voting members of the Board of Directors.

SECTION 6. The Executive Director shall offer a report of the business of GSAEC at each meeting of the Board of Directors.

ARTICLE IX.

ANNUAL MEMBERSHIP MEETING

SECTION 1. There shall be an Annual Meeting of Members at a place and time specified by the Board of Directors. All Members shall be invited to attend said meeting, which will be presided over by the Chair of the Board. Voting is limited to Institutional Members (as conveyed by each Institution's Voting or Alternate Representative) and the Representative elected by Individual Members, (who shall cast one vote on behalf of all of the Individual Members). The format for conducting the meeting, and the content of its agenda, will be at the sole discretion of the Board, although Members represented at the meeting in person or present by two-way teleconference shall have the opportunity to present matters without notice other than announcement at the meeting and without further notice to any absent Member.

SECTION 2. A quorum at the Annual Meeting shall consist of 50% of the Voting Members (present in person or by two-way teleconference). All matters brought before the membership for approval shall be deemed approved based on a simple majority.

SECTION 3. Notice of the Annual Meeting of Members shall be given at least ten (10) days previously thereto, either personally or by mail, facsimile, electronic mail, or telegram, to each Member based on the most recent contact information provided by the Member to GSAEC.

ARTICLE X.

BANK ACCOUNTS, CHECK, SECURITIES AND SEALING DOCUMENTS

SECTION 1. The fiscal year of GSAEC shall be July 1 through June 30.

SECTION 2. Subject to the approval of the Board, deposit accounts for funds of GSAEC may be opened in such banks and other financial institutions as may be selected and designated by the Treasurer. Such financial institutions are authorized to make payments from the funds of the Organization on deposit with them. Such payments are to be made upon presentation of checks or withdrawal orders signed by the Executive Director or employees as may be designated by the Board of Directors.

SECTION 3. The Executive Director shall annually recommend an operating expense budget for approval by the Board of Directors. Authorization for checks written on accounts of GSAEC that are specifically related to budgeted and approved operating expenses may be signed by the Executive Director. All other expenses against accounts of GSAEC shall require the approval of the Executive Committee.

SECTION 4. The accounts of GSAEC shall be audited annually by a qualified independent public accounting firm after the close of the fiscal year. The Executive Director or President will be responsible for selection of the firm engaged to conduct this audit, as well the contractual

terms under which the services are provided, subject to approval of said selection and terms by the Board of Directors. The final report issued by the firm selected will be provided to Members, and shall be filed with the appropriate governmental agencies as may be required by law and/or regulation.

SECTION 5. Subject to the approval of the Board, GSAEC may invest GSAEC's funds pursuant to its investment policy and may maintain such investment accounts, as it deems appropriate with investment institutions. The Board shall have the authority, by appropriate resolution, to designate such institutions and to authorize the Executive Director or other employees as it deems appropriate to sign such documentation as may be necessary to conduct investment business pursuant to said designation.

ARTICLE XI.

INDEMNIFICATION

SECTION 1. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from GSAEC against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of GSAEC, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, Officer, employee, trustee, or agent of GSAEC, or is or was serving at the request of GSAEC as a Director, Officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise; then, unless such indemnification is ordered by a court, GSAEC shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia laws; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

SECTION 2. The indemnification provided for above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws of GSAEC, or any agreement, vote of Members or disinterested Directors, or otherwise both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 3. To the extent permitted by Georgia law, GSAEC may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, trustee, or agent of GSAEC, or is or was serving at the request of GSAEC as a Director, Officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE XII.

NON-DISCRIMINATION

SECTION 1. It shall be the policy of GSAEC to treat each applicant for employment, and each employee, based on his/her individual merit without regard to race, color, religion, gender, age, national origin, disability, veteran status, sexual orientation, or any other status protected by applicable law.

SECTION 2. It shall be the policy of GSAEC to treat its programs and services without regard to race, color, religion, gender, age, national origin, disability, veteran status, sexual orientation, or any other status protected by applicable law.

SECTION 3. GSAEC prohibits harassment of any kind, including but not limited to sexual harassment, and will take appropriate and immediate action in response to complaints or knowledge of violations of this policy. For purposes of this policy, harassment is any verbal or physical conduct designed to threaten, intimidate or coerce an employee, co-worker, member, or any person working for or on behalf of GSAEC. Any officer, director, member, or employee who engages in prohibited harassment will be subject to discipline, up to and including immediate discharge from employment or removal from leadership positions.

ARTICLE XIII.

AMENDMENTS TO THE ARTICLES OF INCORPORATION AND BYLAWS

SECTION 1. The Articles of Incorporation and these Bylaws of GSAEC may be altered, amended, or repealed by at least a two-thirds (2/3) vote of those Voting Members present at a meeting of the Board at which a quorum has been established or present by two-way teleconference provided that a copy of any proposed changes has been provided to all Members at least thirty (30) days in advance of the meeting at which the changes are to be considered.