

# **Bylaws of The Graduate School Alliance for Executive Coaching**

## **ARTICLE I.**

### **NAME**

SECTION 1. The name of the organization is **The Graduate School Alliance for Executive 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. The purpose and mission of GSAEC is to lead graduate schools in advancing professional education for executive and organizational coaching. It fulfills its purpose via a collaborative community of educators, researchers, and practitioners focused on strengthening the discipline and practice of executive and organizational coaching by: (1) establishing and fostering academic standards for graduate level courses and programs; (2) supporting academic institutions wishing to develop or re-design executive and organizational coaching courses and programs; and (3) compiling, organizing, sharing and sponsoring research and scholarship that builds the executive and organizational coaching community and contributes to the body of knowledge.

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 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 four types of members:

Category One: Institutional

Such membership shall be limited to regionally accredited universities, colleges, graduate schools and/or to departments of such institutions that support the mission and purpose of GSAEC. Institutions may designate up to two individuals to represent them as members, subject to change at any time at the sole discretion of the institution.

Membership qualification requirements related to institutional accreditation will be at the direction of the Board.

Category Two: Individual

Such membership shall be limited to individuals that support the mission and purpose of GSAEC.

Category Three: Student

Such membership shall be limited to individuals who are full time students and who support the mission and purpose of GSAEC.

Category Four: Supporting Organizations

Such membership shall be limited to non-academic institutions that support the mission and purposes of GSAEC.

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

SECTION 2. Any institution, individual, or organization desiring to become a Member of GSAEC 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. To be elected to membership, each applicant must satisfy the criteria for membership applicable at the time and receive the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum has been established. Notice of acceptance or rejection shall be given to the applicant promptly. Membership in GSAEC is not transferable or assignable.

SECTION 3. Upon approval of membership by the Board of Directors, new Members will sign a standard Member Agreement that specifies the duties and responsibilities of Members.

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 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 or expend any funds on behalf of GSAEC or any other Member without the prior approval of the Board of Directors. 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.

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 which 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 consisting of not more than twenty-one (21) Directors. Eligibility for membership on the Board is restricted to designated representatives of institutional members, individual members, and student members.

SECTION 2. The Nominating Committee of the Board shall annually recommend a slate of nominees for election as Directors based on criteria and processes established by the Committee and approved by the Board. Directors shall be elected for a term of three years; may serve no more than two consecutive terms; and, upon completion of a second consecutive term, shall not be reinstated as a Director 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 a Director.

SECTION 3. Members of the Board of Directors shall serve without compensation for their services as a Director.

SECTION 4. Meetings of the Board of Directors shall take place not less than four (4) times annually. The President shall set the time and place of Board meetings. Notice of said meetings shall be given at least ten (10) days previously thereto, either personally or by mail, facsimile, electronic mail, or telegram, to each Director based on the most recent contact information provided by the Director to GSAEC. Special meetings of the Board of Directors may be called by the President or upon the written request of not less than three (3) Directors. The time and place of such special meeting shall be selected by the President. The President shall designate one meeting each calendar year as the Annual Meeting of GSAEC at which time elections for Directors and Officers will be held.

SECTION 5. At the Annual Meeting of the Board the Directors shall elect a President, Vice-President, Secretary, and Treasurer for a period of one year. Persons holding these positions may be re-elected for a term not to exceed three (3) years.

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

SECTION 7. A Director may be removed as a member of the Board of Directors, with or without cause, upon the affirmative vote of 75% or more of the other members of the Board.

SECTION 8. If, for any reason, a Director is unable to fulfill his or her term of office, the member institution which that Director represents may select an alternate to complete that Director's term of office. The alternate must be affirmed by a majority of the existing Board of Directors at their next meeting.

SECTION 9. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the Executive Director obtains unanimous consent for such action from the Board of Directors.

SECTION 10. 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 member Directors present 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.

SECTION 11. All meetings will be conducted according to a recognized Code of Parliamentary Procedure.

SECTION 11. Employees of GSAEC shall not be eligible to serve as Directors of GSAEC. The Executive Director of GSAEC shall serve as an ex-officio member of the Board without voting privileges.

SECTION 12. 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.

SECTION 13. The inaugural Board of Directors will be composed of two representatives from each of GSAEC's founding institutions. Each founding institution will have one vote on the Board. Terms for the inaugural Directors will be for two years from the inception of GSAEC.

## **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 appointing and 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, electing Directors, and approving appointments to 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 which 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. All Directors will serve on at least one standing Committee.

SECTION 7. The Executive Committee shall be established and consist of the President, immediate past President, Vice President, Secretary, Treasurer, and other standing Committee chairpersons. 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.

SECTION 8. In addition to Committees established by the Board, the President may, with Board approval, appoint special committees and assign a Director 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. Persons who are faculty members or staff in any member organization or otherwise an individual 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 Officers of GSAEC shall be the President, the Vice-President, the Secretary, and the Treasurer of the Board of Directors [unless the Board selects to have one person serve in the capacity of both Secretary and Treasurer], each of whom is a member of the Board of Directors elected by the Board to these positions.

SECTION 2. Officers shall serve for one year or until their successors are appointed and duly elected by the Board of Directors. No Officer shall serve more than three (3) consecutive years in any one office, 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 of the Board (or the Executive Committee of the Board if said vacancy involves the current President), subject to the subsequent approval of said appointment by the Board.

SECTION 4. The President shall preside at all Board and Executive Committee meetings; appoint Committee chairpersons; work closely with the Executive Director in day to day management of the affairs of GSAEC; 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; 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 5. 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 6. 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 7. 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 shall 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 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 President of the Board. Each Member shall have only one vote at this meeting. 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 by written proxy 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. The members attending the Annual Meeting shall constitute a quorum. 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 organization 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 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.

### **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 the Board of Directors by at least a two-thirds (2/3) vote of those present at a meeting of the Board at which a quorum has been established, provided that a copy of any proposed changes has been provided to all Directors at least thirty (30) days in advance of the meeting at which the changes are to be considered.

