

BYLAWS OF THE
UNITED STATES CENTER FOR COACHING EXCELLENCE, INC.

Ratified December 1, 2016

Amended June 18, 2019

ARTICLE 1

Name

- Section 1. The legal name of the organization shall be the United States Center for Coaching Excellence, Inc. and the trade name shall be the United States Center for Coaching Excellence, hereinafter referred to as the USCCE.

ARTICLE II

Organization

- Section 1. The United States Center for Coaching Excellence (USCCE) shall have purposes and engage in activities consistent with status of a charitable and educational organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future tax law. In furtherance of such purposes, the USCCE shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.
- Section 2. The USCCE shall be organized into structures to include a Membership, Board of Directors, Standing Committees and Officers as established by the Bylaws.

ARTICLE III

Purposes and Objectives

- Section 1. The mission of the USCCE is a not-for-profit organization comprised of organizations involved in, or supporting the professions of coaching, coaching education and coach development. The USCCE supports, facilitates development of, and accredits coaching education and development programs.
- Section 2. The USCCE believes in, holds to be important and values, the following:
- a. The need for understanding, appreciation, and value of coaching education, coach development and individuals qualified to work within the profession of coaching by all segments of the population.
 - b. Service to member organizations through coordinated leadership and communication.
 - c. The use of research-based and experiential knowledge in the development and implementation of comprehensive coaching education programs.

- d. Quality coaching education programs delivered by competent, educated individuals.
- e. Quality leadership in coaching education program accreditation based on best practices, industry standards and research based evidence.

Section 3. The USCCE is not in the business of directly educating coaches. Therefore, the USCCE does not seek to manage or operate a business that is substantially similar to or competitive with its member organizations, which are in the business of directly educating coaches.

Section 4. The USCCE will not practice or permit any unlawful discrimination on the basis of sex, gender, age, race, color, national origin, sexual orientation, religion, physical handicap or disability, or any other basis prohibited by law.

Section 5. No part of the activities of the USCCE shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the USCCE operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the USCCE shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE IV

Governance

Section 1. The USCCE shall be governed by the following units: Board of Directors, Membership Assembly, Standing Committees and Officers legally constituted as provided in these Bylaws which shall act in accordance with the Bylaws and subject to the duly constituted governing authority of the USCCE.

Section 2. The USCCE shall be governed by these Bylaws and amendments made to these Bylaws as approved by a 2/3 majority vote of the Membership Assembly by the procedures provided herein.

Section 3. Operating Codes shall govern the conduct of the USCCE's Board of Directors, Member Assembly, and Standing Committees of the USCCE.

Section 4. Operating Codes shall set forth the purpose, organization, conduct of business of the respective units, and procedures for amending these documents. Such codes and amendments shall be submitted to the USCCE for approval and will be implemented when approved by a majority vote of the Membership Assembly.

ARTICLE V

Board of Directors

- Section 1. The USCCE shall be administered by a Board of Directors (BOD) composed of an Executive Committee, the Member-At-Large representatives, and an Executive Director.
- Section 2. The USCCE's Board of Directors' Executive Committee (EC) is comprised of 5 members. Members of the EC shall serve a three (3) year term in office with all positions being eligible to serve no more than three (3) consecutive terms. Positions include:
- a. President
 - b. Secretary
 - c. Treasurer
 - d. Accreditation Chair
 - e. Education Chair
- Section 3. The USCCE's Board of Directors' Member-At-Large Representatives are three (3) year positions representing the membership with all positions being eligible to serve no more than three (3) consecutive terms. There are a minimum of three (3) and maximum of five (5) Member-At-Large representatives on the USCCE Board of Directors.
- Section 4. The Member-At-Large Representatives will be comprised of three different types of seats. The organization (i.e., Core, Accredited, or Regular) that the Member-At-Large seat is representing must remain in good standing with the USCCE for the duration of the individual's term. Representative terms may be terminated early for Organizations or Individuals not remaining in good standing with the USCCE.
- a. The Member-At-Large Representative - Core Organization (MAL-CO) seat (1) is a rotation position that may be either elected or filled on a rotational basis by the Core Organizations.
 - i. Eligible MAL-CO candidates will represent a USCCE Core Organization that is in good standing with the USCCE.
 - ii. The election or appointment process of the MAL-CO will be at the discretion of the Core Organization Member group.
 - iii. Core Organization members must be in good standing with the USCCE to be eligible to participate in the process and/or to provide a MAL-CO representative.
 - b. The Member-At-Large Representative - Accredited Program (MAL-AP) seat (1) is an elected position by other Organization Members with an Accredited Program.

- i. Eligible MAL-AP candidates for the seat will represent a USCCE Member organization that have one or more National Committee for Accreditation of Coaching Education (NCACE) accredited programs that are in good standing with the USCCE.
- ii. Only USCCE Organization Members with one or more accredited NCACE programs in good standing are eligible to vote for the MAL-AP representative.
- c. The remaining seats are Member-At-Large Representative - Open (MAL-O; minimum of 1, maximum of 3) seats. These are elected positions based on candidacy approval by the BOD and Membership Assembly vote.
 - i. MAL-O eligible candidates may represent Core Organization Member, Organization Member (with or without an NCACE accredited program) or Professional Individual Members.
 - ii. The entire Membership Assembly votes for MAL-O seats.
 - iii. There will be a minimum of 1 (one) MAL-O position at all times and a maximum of 3 (three). MAL-O seat two and MAL-O seat 3 will be opened pending representation needs as determined by the BOD based on the number of USCCE Members.

Section 5. The BOD shall initiate and transact business necessary for the development of policy and administration of the USCCE. The BOD shall review and approve budgets, policies and activities of the USCCE. The BOD shall consider recommendations from standing committees and active members of the USCCE.

Section 6. The Board of Directors' Executive Committee shall appoint an Executive Director (ED), who shall report to the BOD and shall carry out duties as outlined here and detailed in the ED Operating Code.

- a. The ED shall be responsible for the supervision and management of USCCE in its administrative, business, financial, and other operational affairs, consistent with these Bylaws.
- b. The ED shall be the custodian of the minute book of the USCCE and such books and records as the BOD may direct as well as file appropriate paperwork in line with state and federal law.
- c. The ED shall be the custodian of all funds and securities of the USCCE. Whenever so directed by the BOD, The ED shall render a financial statement of the USCCE.
- d. The ED shall serve without vote as an ex-officio member of the BOD, Executive Committee, and the Membership Assembly.
- e. Unless otherwise specified in these Bylaws, the ED shall serve as an ex-officio member of all committees and task forces.

Section 7. The USCCE's Board of Directors shall meet in person a minimum of at least once annually. Special meetings, both in-person and via teleconference may be called by the President once a month. Members of the BOD who cannot attend the

official meeting must notify the President 14 days before the scheduled meeting. At all BOD meetings, 75% or more members of the board shall constitute a quorum for the transaction of business.

- Section 8. The Executive Committee shall function on behalf of and as directed by the BOD in between official meetings and in emergency situations.
- Section 9. Additional committees may be constituted within the structure of the USCCE as authorized by the BOD and in accordance with the provisions of the Operating Code and these Bylaws.
- Section 10. The BOD shall not receive any compensation for their services, but by resolution of the BOD may be reimbursed for the usual and customary expenses of attendance at meetings and other functions of the BOD. This does not apply to the Executive Director.
- Section 11. No person shall serve in more than one BOD seat during any given term.
- Section 12. The BOD shall indemnify all Directors, Committee Members, and Employees of USCCE to the full extent permitted by the law of this state.
- Section 13. At the commencement of her or his term of office, and annually thereafter, each Director shall sign an agreement stating that the Director will not disclose any confidential information in line with the USCCE's Conflict of Interest Policy. If a question is raised as to the confidentiality of certain information, confidentiality will be determined by a vote of the directors. Each Director will further agree to fully and promptly disclose to the BOD any existing or potential conflict of interest the Director may have, whether personal, professional, business, or financial in nature. After full disclosure, the BOD shall determine whether or not the Director shall be recused from voting on any matter involving the conflict.

ARTICLE VI

Duties and Responsibilities of the Officers on the Board of Directors

- Section 1. The Officers shall consist of the President, Secretary, Treasurer, Accreditation Chair, Education Chair, and 3 to 5 Member-At-Large Representatives. No member may hold more than one office at one time.
- Section 2. The President shall serve as the Chief Executive Officer of the USCCE and act as presiding officer of the USCCE's official business meetings (Membership Assembly, Board of Directors, and Executive Committee).
- Section 3. The Secretary is responsible for maintaining USCCE organization records, keeping meeting minutes for the BOD, compiling committee reports, serving as chair of the Nominating Committee, and performing other duties as assigned by the President.

- Section 4. The Treasurer is responsible for maintaining the financial records for the USCCE, managing membership and fee collection, handling the end of fiscal year reports, serving as the chair of the Structure and Functions Committee, and performing other duties as assigned by the President.
- Section 5. The Accreditation Chair is responsible for organizing and managing the program accreditation efforts for the USCCE, serving as the chair of the National Committee for Accreditation of Coaching Education, and performing other duties as assigned by the President.
- Section 6. The Education Chair is responsible for organizing and managing educational and outreach efforts, serving as chair of the Education Committee and the Public Relations (PR) and Outreach Committee, and performing other duties as assigned by the President.
- Section 7. The Members-At-Large represent the interests of and seek input from their representative members in the decision and policy-making process. They shall also serve on one of the USCCE's standing committees and perform other duties as assigned by the President.
- Section 8. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the BOD then in office at any meeting of the BOD. Missing more than three (3) consecutive BOD meetings may result in automatic removal from the BOD.
- Section 9. The failure of any Officer to attend a minimum of 70% of the USCCE's Board of Directors meetings in a given calendar year may result in automatic removal from the BOD.
- Section 10. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

ARTICLE VII

Election of Officers

- Section 1. To select candidates for the offices of President, Secretary, Treasurer, Accreditation Chair, and Education Chair and Member-At-Large Representatives (except the Member-At-Large representing the Core Organizational Members as outlined in Section IV1), there shall be a Nominating Committee consisting of the Secretary who shall chair the committee, and two Organizational or Professional Individual Members appointed by the President. The Chair of the Nominating Committee shall publish the names of the committee members and the procedures to be followed in submitting nominations and election process in at least one communication to the membership 60 days prior to the final date for submitting nominations.

- Section 2. The nominees for Executive Committee positions (President, Secretary, Treasurer, Accreditation Chair, and Education Chair) shall be active in the field of coaching education and coach development in the United States, as hereinbefore and hereinafter provided and meet the qualifications for office to be elected as outlined in the Operating Code of the Nominating Committee. Active shall be defined as:
- a. The designate representative of Core or Organizational Member in good standing with the USCCE or
 - b. Individuals who are Professional Members and have been active in coach education or coach development for at least five years and have had active involvement in USCCE committees, active involvement in other coach education organization (e.g., ICCE, NAYS, etc.), or on the editorial board for coach education journals for at least one year.
- Section 3. The nominees for Member-At-Large Representatives (Accredited Program and Open) seats shall be Organization or Professional Individual Members in good standing with the USCCE. MAL-AP nominees must be the designated representative of a member organization in good standing with the USCCE and have a NCACE Accredited Program. MAL-O nominees only need be the designated representative of a member organization or a Professional Individual Member in good standing with the USCCE.
- Section 4. The President, Secretary Treasurer, Accreditation Chair, Education Chair, and select Member-At-Large Representative positions shall be elected for three-year terms by a vote of USCCE Membership Assembly from a slate of two candidates presented by the Nominating Committee in accordance with election and voting procedures outlined in the Operating Code of the Nominating Committee and these Bylaws.
- Section 5. The Member-At-Large representing Core Organization Members shall be appointed or elected for a three year term of office by a vote of USCCE Core Organization Members in good standing with the USCCE. The Core Organization Members will notify the Nominating Committee of their decision.
- Section 6. The Member-At-Large representing Accredited Organizational Members shall be elected for three-year terms of office by a vote of USCCE Accredited Organization Member representatives. Organization Members with Accredited Programs will vote on a slate of two candidates presented by the Nominating Committee in accordance with the procedures outlined in the Operating Code of the Nominating Committee and these Bylaws.
- Section 7. The remaining Member-At-Large representatives shall be elected for three-year terms of office by a vote of USCCE Membership Assembly. A slate of names, who are USCCE member organization representatives or Professional Individual Members, submitted by the Nominating Committee in accordance with the

procedures outlined in the Operating Code of the Nominating Committee and these Bylaws.

- Section 8. A simple majority of USCCE Membership at which a quorum (as outlined in Article X Section 6) is constituted will result in election of BOD. Voting shall be conducted online.
- Section 9. The USCCE has a strong commitment to inclusion and diversity. Every effort will be made to include women, minorities and individuals with disabilities in the development of the slate by the Nominating Committee.
- Section 10. BOD terms shall be staggered, as laid out in the Operating Code, in a manner such that no more than one third of the current Board of Directors is replaced in any given election year to help maintain organizational continuity. If resignations or BOD member termination results in a situation where more than one third of the current board would be replaced in a given election, the BOD can vote to lengthen committee seats as needed for a maximum of two (2) years in order to maintain the one third turnover balance.

ARTICLE VIII

Vacancies in Office

- Section 1. Vacancies in elected offices shall be filled as follows:
- a. The Secretary shall act for the President on occasions when the President is absent. In case of a vacancy in the office of the President, the Secretary shall succeed the President for the unexpired term. An interim Secretary will be selected by the BOD as outlined in the Operating Code, to serve until the next election within 60 days.
 - b. In case a vacancy occurs in the office of President and Secretary during the same term, the BOD shall appoint a temporary President chosen from the current BOD within 60 days to serve until the next regular election. An interim Secretary will be selected by the BOD as outlined in the Operating Code, to serve until the next election.
 - c. In case a vacancy occurs in another elected office of an Executive Committee member, the BOD shall appoint an interim officer from the current BOD within 60 days to serve until the next regular election.
- Section 2. In case of vacancy in a Member-At-Large seat, the BOD shall keep the seat vacant until the time of the next election.

ARTICLE IX

Membership

- Section 1. As a 501(c)(3), the USCCE is designated as an organization in service of organizations and individual members.

- Section 2. Members of the USCCE shall be organizations with interest in and commitment to quality coaching, coaching education and coach development. In accordance with the 501(c)(3) regulations and the USCCE Constitution, there shall be three categories of membership: (i) Core Organization Members, (ii) Organization Members, and (iii) Individual Members. Members in either of the first two categories may also, but are not required to, have accredited NCACE programs.
- Section 3. Core Organization membership is by invitation only to organizations representing non-profit interests and who are deemed by the USCCE and existing Core Organization members to be taking a leadership role in coaching education and coach development in the United States.
- a. The initial invitations for Core Organization Membership, upon the inception of the USCCE, shall be issued by the USCCE inaugural BOD to the US Coaching Coalition members.
 - b. Subsequent Core Organization Membership invitations to join the USCCE shall be voted on by the BOD based on consensus recommendations made by the current Core Organization members in good standing. The Core Organization Member At Large Board of Director Representative will present the Core Organization members invitation recommendations to the BOD at the annual BOD meeting.
 - c. Core Organization members must fulfill all member expectations including paying dues, as outlined in these Bylaws and the Operating Code in order to retain Core Organization Member status. Organizations that lose Core status, may rejoin the USCCE as an Organizational Member. Re-admission to the Core Organization category will be by invitation only as outlined in Article IX, Section 3b.
 - d. Core Organization Memberships recognize their role in supporting and facilitating the growth of coaching education and coach development.
- Section 4. Organization Members are any dues paying organizations interested in the mission of the USCCE.
- a. Organization Members must fulfill all member expectations as outlined in these Bylaws and the Operating Code in order to retain Organization Member status.
 - b. Organization Members may or may not have NCACE Accredited Programs; however, to maintain accreditation, organizations must be USCCE Organization Members.
- Section 5. Individual Members are any dues paying individuals interested in the mission of the USCCE.
- a. Individual Members must fulfill all member expectations as outlined in these Bylaws and the Operating Code in order to retain Individual Member status.
 - b. Individual Members can be:

- i. Professional Members operating in the field or
- ii. Student Members (student members are not eligible to participate in USCCE governance).

Section 6. The BOD may establish, in accordance with these Bylaws, additional qualifications for membership in the USCCE.

Section 7. Any members, Core, Organization, or Individual, failing to pay their annual membership within four (4) months of their renewal date, will have their membership revoked under provisions of Article XIV. If membership is revoked, the member deemed delinquent shall also lose NCACE program accredited status, if the organization has one or more NCACE accredited programs. When a delinquent account becomes current, the Organization Member status shall be reinstated. Organization Members can regain their NCACE accreditation status upon the receipt of the full membership fee, subject to the membership lapse and pending approval of the BOD. Organizations who have allowed their membership to lapse for twelve (12) months or more, may be required to re-submit their programs for NCACE accreditation.

ARTICLE X

Membership Assembly

Section 1. Core Organization Members and Organization Members shall designate a Membership Assembly representative and this representative shall receive voting privileges within the Membership Assembly. Each designated representative will have one (1) vote to cast on behalf of their organization within the Membership Assembly. A Professional Individual Member, who is also serving as a designated organization member representative, shall receive voting privileges for both roles within the Membership Assembly.

Section 2. It shall be the duty of the Membership Assembly to affect all changes in the Bylaws, to elect members of the BOD as outlined in these Bylaws, initiate such business as it deems advisable, and may raise topics or questions to be addressed by the BOD.

Section 3. The Membership Assembly shall be convened at least once a year to address business matters of the USCCE at a location to be determined by the BOD and notification of all members of meeting location, date and time at least 6 months prior.

Section 4. Only representatives from Core Organization Members, Organization Members, and Professional Individual Members in good standing may vote on USCCE business as a part of the Membership Assembly.

- Section 5. Membership Assembly members who are unable to send their designate representative to a voting meeting may identify a proxy for the purposes of the Membership Assembly.
- Section 6. One half of the total number of Membership Assembly representatives and proxies shall constitute a quorum.
- Section 7. Each Membership Assembly representative may cast one vote.
- Section 8. A two-thirds majority of voting representatives present in person or by proxy at the Member Assembly at which a quorum is present will effect changes in the Bylaws. A simple majority of voting representatives present in person or by proxy at the Member Assembly at which a quorum is present will effect changes in Operating Code and USCCE business. Voting shall be tabulated live based on voice, show of hand or digital means.
- Section 9. An electronic Membership Assembly will be called for Membership Assembly representatives to vote in Board of Director elections as outlined in the Operating Code. A simple majority will be used to determine election results.
- Section 10. The Executive Director of the USCCE shall serve as ex-officio/non-voting member and will record the Membership Assembly meeting minutes.
- Section 11. The President shall preside over the Membership Assembly.

ARTICLE XI

Committees and Projects

- Section 1. The President, in consultation with the BOD, may appoint committees as hereinafter provided:
- a. There shall be standing committees appointed and approved by the BOD, constituted to perform continuing functions in the USCCE and shall be governed by their Operating Codes.

The standing committees shall be: Education Committee, National Committee on the Accreditation of Coaching Education (NCACE), Nominating Committee, Public Relations and Outreach Committee, Structure and Function Committee.

- i. Education Committee. The Education Committee will create and update publications, guidance documents, or webinars needed to communicate and disseminate key information related to best practices and research in coach education and coach development. The committee will also take account of the needs of developing programs and organizations to enhance the development of quality coach preparation and coaching education development in the United States.
- ii. National Committee on the Accreditation of Coaching Education (NCACE). NCACE will provide and review guidelines for accreditation

and interpretation of accreditation guidelines that will ensure consistent, evidence-based, efficient and cost effective accreditation review procedures. The committee will also lead the process of accrediting entities in accordance with guidelines. The committee will create and update publications, guidance documents, or webinars needed to support accreditation efforts.

- iii. Nominating Committee. The Nominating Committee will review the qualifications of all candidates and will select nominees for each open Director position. In making its selections, the Nominating Committee shall consider the skills, qualifications and demographics of those remaining on the BOD and any identified skills, qualifications or demographics that are under-represented.
 - iv. Public Relations and Outreach Committee. The Public Relation and Outreach Committee will be responsible for overseeing USCCE marketing efforts, maintaining social medial activity, and updating and maintaining the website.
 - v. Structure and Function Committee. The Structure and Function Committee will review the current Bylaws and Operating Codes of the USCCE and offer recommendations for changes in line with current law and best practices. If changes are needed, the committee will draft a proposal to submit to the full BOD.
- b. Ad Hoc or special committees shall be appointed by the President, in consultation with the BOD, as the need arises. A committee shall be discharged at the completion of its task and after a final report has been provided.

Section 2. Committees may be constituted within the structures of the USCCE as authorized by and in accordance with the provisions of the representative Operating Codes.

ARTICLE XII

USCCE Meetings and Events

Section 1. The USCCE shall hold a minimum of one annual meeting each year for the purpose of providing the Membership Assembly an opportunity to convene and to provide an overview of USCCE business, announcing election results, addressing Bylaws amendments and addressing other business as dictated by the Bylaws, Operating Codes, and BOD business. Other meeting or events may be held if deemed necessary by the BOD.

ARTICLE XIII

Publications

Section 1. The USCCE may publish materials as needed to serve its members as approved by the BOD and consistent with the USCCE's policies and Operating Code.

ARTICLE XIV

Finances

- Section 1. The USCCE shall derive income from Membership dues, income from educational initiatives, and accreditation related fees as approved by the BOD. Other income, related to the organizational purpose, may be generated through sources identified and pursued by the USCCE as approved by the BOD and within the framework of the fiscal policies of the USCCE and its two branches, NCACE and Education.
- Section 2. The annual dues for all Membership categories shall be established by the BOD and approved by the Membership Assembly.
- Section 3. Notice of non-payment of dues shall be sent to members who are delinquent. If a member fails to pay its annual membership within four (4) months of the deadline, its membership will be revoked by the BOD.
- Section 4. The BOD shall have fiduciary responsibility for the USCCE including the development and implementation of the budget.
- Section 5. The fiscal year shall be from July 1 to June 30. The membership year commences on January 1 and ends December 31. The BOD may change the fiscal and/or membership year.
- Section 6. No part of the net earnings of the USCCE shall contribute to the benefit of any member, sponsor, donor, representative, creator, director, officer, employee, or other individuals.
- Section 7. An independent, official review of the financial transactions shall be conducted at the end of each fiscal year.

ARTICLE XV

Rules of Order

- Section 1. Questions of procedure shall be decided according to the most recent edition of the Democratic Rules of Order, unless otherwise provided for in the Bylaws.

ARTICLE XVI

Indemnification

- Section 1. Every director, officer, volunteer, and employee shall be indemnified by the USCCE against any and all expenses and liabilities reasonably incurred or

imposed upon them in connection with any claim, action, suit, or proceeding to which they may be made a party or in which they may become involved, by reason of being or having been a director, an officer, a volunteer, or an employee, whether the person is a director, an officer, a volunteer, or an employee of the USCCE at the time such expenses are incurred. However, there shall be no indemnification in relation to matters as to which the director, officer, volunteer or employee is adjudicated guilty of a criminal offense or liable to the USCCE for damages arising out of his or her own gross negligence or willful malfeasance in the performance of his or her duties to the USCCE.

Section 2. The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, volunteer, employee, or other agent against any liability incurred by them which arises out of such person's status as a director, an officer, a volunteer, an employee, or an agent, whether or not the USCCE would have the power to indemnify the person against that liability under law.

ARTICLE XVII

Corporate Records and Reports

Section 1. The corporation shall keep at its principal office:

- a. Minutes of all meetings of Board of Directors, standing committees, task forces, and Membership Assembly, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses, the class of membership held by each member, and the termination date of any membership;
- d. A copy of the USCCE's articles of incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Every member shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the USCCE, and shall have such other rights to inspect the books, records, and properties of the USCCE as may be required under the articles of incorporation, other provisions of these Bylaws, and provisions of law.

Section 3. Each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all Members in good standing and their designated Membership Assembly Representative and voting rights, at reasonable times, upon written demand of the Executive Director, which demand shall state the purpose for which the inspection rights are requested.
- b. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or standing committees, upon written demand of the Executive Director by the member, for a purpose reasonably related to such person's interests as a member.

Section 4. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. The BOD shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state or to the members, if any, of the USCCE, to be so prepared and delivered within the time limits set by law.

ARTICLE XVIII

Amendments

Section 1. These Bylaws may be amended at any official meeting of the USCCE's Membership Assembly, provided its members shall have been sent in writing the proposed changes at least 30 days prior to the meeting. Action on the proposals will be taken and provided a quorum as specified takes action. A two-thirds majority vote shall be required for amendment. Should, in the opinion of the USCCE and its legal counsel, amendments be required for the purpose of qualifying or retaining qualification under Section 501(c)(3) of the Internal Revenue Code, such amendments, as promulgated by the USCCE, will become part of the USCCE or its members.

ARTICLE XIX

Dissolution

Section 1. On the dissolution of the USCCE, the BOD shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the exclusively for the purposes of the organization in such manner, or to such organization(s) organized exclusively for the promotion and development of coaching education and coach development, at the time, qualify as an exempt organization(s) under Section 501(c)(3) on the Internal Revenue Code.