

Association of Career Firms International

BYLAWS

ARTICLE 1 NAME, OFFICE, & ORGANIZATION

Section 1 - Name

The name of the organization is Association of Career Firms International, Inc. It is a not-for-profit, membership association of career consulting firms incorporated in the United States, in the District of Columbia, as of January 19th, 1995. The Regional Chapters will be named ACF followed by the name of the region. The Country Chapters can be named ACF followed by the name of the country.

Section 2 - Principal Office

The principal office of the Association and any other such offices may, from time to time, be designated by the Board of Directors of ACF International.

Section 3 - National and Regional Chapters

Members may form themselves into National Chapters. Chapters shall consist of no less than three members.

National Chapters may combine to form Regional Chapters subject to ACF International Board approval. Members within that region where there is not a National Chapter in existence may join the Regional organization.

Members of a National Chapter are also member of a Regional Chapter and consequently member of ACF International. Members firms established in a country without a National Chapter are member of the Regional Chapter and consequently member of ACF International.

The Board of ACF International is responsible for ensuring that such National or Regional Chapters conduct themselves in a manner that represents the interests of the member organizations and the industry as a whole. The Regional and National Chapters must adhere to the ACF International Bylaws including the Standards of Professional Practice and the Code of Ethics and the ACF Quality Standards. ACF International determines the international dues payable but local management decides what local charges should be levied to meet local expenses (Regional and National Chapters).

ARTICLE II DEFINITION OF PROFESSIONAL FIELD

Section 1 - Definition of Career Management

Career Management Consulting comprises a range of services, which are designed to help organisations and their employees to manage changes in the practices, processes, conditions and bases of employment so as to minimise the adverse affects of such changes and to benefit from the new opportunities that are created.

Amongst the services involved are group and individual outplacement, executive coaching, mentoring, assessment, development, post trauma and general counselling related to employment and employability consulting.

It is recognised that member firms may be involved in a range of other activities such as executive search, recruitment, interim management and staffing, organizational development and other kinds of management consulting. Consultants for each of such activities should be individually competent and experienced in appropriate disciplines and member firms must be able to demonstrate that they operate separately within the scope of their competence.

Section 2 - “Direct to consumer” business

Member firms may undertake “Direct to Consumer” business as long as the “Direct to Consumer” business is no more than 10% of any firm’s revenue. In addition, member firms must uphold the highest standards and ethical practices outlined in these bylaws when doing any business of this sort.

Member firms shall not charge less for “Direct to Consumer” service than they charge corporate customers for the same level of service.

No unsubstantiated claims or promises shall be made in the promotion of “Direct to Consumer” services whether by public advertisement or corporate website.

Refer to article XVIII in these bylaws for Grievance Procedure, and to Appendix 1 for the Standards of Professional Practice and Code of Ethics.

Section 3 - Member firms uphold the highest quality standards

Refer to Appendix 2 for the adopted Quality Standards.

ARTICLE III PURPOSES

The ACF International is an association of firms from around the world who are engaged in the professional practice of Career Management Consulting. ACF International’s mission is to support the interests of the profession by providing those services and dealing with those interests best handled by the industry as a whole rather than any one member firm or smaller group of firms.

The purposes of the Association are set forth, within the framework of these bylaws. It shall be the aim and policy of the Association to further the following objectives:

Section 1

To unite into an association, for mutual and public benefit, those career management consulting firms (or similar entities) that meet high professional standards of competence, objectivity, and integrity in the service of clients.

Section 2

To advance the art, science and practice of career management consulting and to foster and enlarge public and professional understanding of the field.

Section 3

To work with other professional industrial, technical and governmental bodies on matters of mutual concern for the benefit of the members of the association and in the public interest and to represent the interests of the career management industry and secure equitable treatment by governments and regulatory bodies.

Section 4

To provide a forum for discussion of issues encountered by career management consulting firms. In furtherance of these objectives, but without limitation thereof, the Association shall have the power:

- To take a position and express an opinion on issues, directly and generally affecting career management consulting.
- To undertake such other functions, consistent with the bylaws, as well advance the professional standing, economic well-being and operational effectiveness of the Association, its members and the profession.

ARTICLE IV MEMBERSHIP AND MEMBERSHIP REQUIREMENTS

Firms may become members of ACF when they apply and can demonstrate that they satisfy the conditions for entry. There are four categories of membership but only “full” members as herein defined have voting rights. The categories are:-

- (i) Full Members
- (ii) Associate Members
- (iii) Corporate Members
- (iv) Supplier Members

ARTICLE IV-A FULL MEMBERS

A career management consulting entity may qualify for full membership if it meets the following requirements:

Section 1 - Form of Organization

Sub-section a - A Career Management Consulting Firm

A firm may be organized as a corporation, or as a division of a corporation, or as a partnership, or a sole proprietorship, or as a licensor, or as a licensee, or as a franchiser, or as a franchisee.

Sub-section b - An Incorporated Group or Association of Firms

An incorporated group or association of firms, which is capable of making commitments (financial, contractual and/or standards) that are binding on the total group of firms. Each member of the group must meet ACF International standards for admission to full membership. The management body of the group or association shall have the power to remove any firm, which fails at any time to meet the requirements of these bylaws. Member firms of a group or association which do not meet ACF International membership requirements will qualify for Associate Membership subject to the terms of Article IV-B below.

Section 2 - Competence

A member of the Association must have the ability to deliver those services promised to clients. The detailed definition of the services offered to a particular individual is a matter for the member firm and the client or sponsoring organization to agree upon, but the provisions of the Standards of Professional Practice and the Code of Ethics, which form Appendix 1 of these bylaws and the ACF International Quality Standard which form Appendix 2 of these bylaws, must be scrupulously complied with at all times.

The Board may require member firms, which claim to have unique technologies or methodologies, to validate such claims or require them to desist from making them.

A member shall undertake publicly to comply with the conditions of membership.

Section 3 - Range of Service

A qualified career management consulting firm will have the ability to deliver required services to client organizations and individual candidates and will indeed deliver those services to the full extent of the performance required by these bylaws and Appendix 1 and 2 thereof. The firm shall expressly assume responsibility for the competence of its staff and vendors, and for the quality of the services afforded to all users of services.

Section 4 - Size of Firm

A member firm must have at least two full-time professional consultants each of whom has been engaged in the delivery of career management consulting services for at least two years. An adequate support staff will assist the professional staff in a qualified firm.

Section 5 - Continuity of Operation

To qualify for full membership, a firm shall have been in continuous operation for a period of not less than two years. Firms that are in business for fewer than two years may be eligible for associate membership.

Section 6 - Financial Stability

A qualifying firm will be financially stable. It will meet its normal financial obligations to trade creditors, employees and to others in a timely and businesslike way. The Board may from time to time require a member firm to demonstrate its financial stability where it has evidence that the interests of clients, both corporate and individual, might be endangered.

Section 7 – Facilities

The firm's facilities must be accurately represented in all marketing materials and activities. The firm's office, or headquarters office, if more than one, must be permanent in nature and suitable for the provision of career management consulting services.

Section 8 - Election to Membership

Candidates for membership of the Association should become thoroughly acquainted with the membership requirements set out in these bylaws and the Standards of Professional Practice and the Code of Ethics in Appendix I and the ACF Quality Standards in Appendix 2.

Having established that they qualify new member firms should apply to the appropriate Country Chapter or to the appropriate Regional Chapter, if a Country Chapter does not exist. The Country Chapter, where they exist, shall approve or reject the membership application and will inform the Regional Chapter.

In processing a candidate's application for membership, the appropriate Country or Regional Board or Board committee, if one is appointed, shall follow the application procedures in the Bylaws

Prospective new member firms will provide references of corporate sponsors if requested. An affirmative vote of two-thirds (2/3) of the appropriate Board shall be required for election to membership.

After a firm has been elected to membership, the Regional or Country Board shall notify this to ACF-International. Within thirty days (30) after such notification, the new member must pay the entrance fee (the total dues for twelve calendar month's membership) plus a proportionate amount of any assessments for the fiscal year to the appropriate Chapter.

Each applicant must agree to adhere to the Standards of Professional Practice, the Code of Ethics of the Association and ACF International's Quality Standards. After election to membership, the new member firm must acquaint all members of its professional staff with the standards and responsibilities of membership.

Section 9 - Rights of Members

The Association shall have no jurisdiction of the internal affairs of members except in the case of disciplinary actions against a defaulting member, and then only as provided in Article XVI of these Bylaws.

Section 10 – Voting

Each full member firm shall appoint an official representative and one or more alternates to represent it in the affairs of the Association. The names of the persons so designated shall be sent to the Association's Regional office, and changes may be made in any person or persons so designated at any time by notifying the Association's Regional office. Any persons serving actively as principals or on the professional staff of full members shall be eligible for election or directors or officers, or to serve on committees or trusts, and attend meetings of the Association. Member firms shall be entitled to one vote, through its representative in person or by proxy, in the election of directors or officers, and in the conduct of other business at the annual, and special meetings of the Association.

Section 11 - Changes in Name or Ownership Structure of Member Firms

Where a member firm consolidates, merges or becomes affiliated with another professional service, commercial, industrial, or other type of organization, changes its name in a significant manner, it shall notify the appropriate Country and Regional Chapter Board. The appropriate Board will then vote by simple majority to continue the firm's membership or notify the firm of its reasons for being unable to do so according the member the right to address the Board and a period of 60 to rectify the notified impediment to continuing membership.

Section 12 - Periodic Requalification of Member Firms

The Regional or Country Chapter may require member firms to re-qualify for continued membership. The purpose of requalification is to make certain that members continue to meet the requirements for membership. This requalification procedure may include a questionnaire on such matters as ownership, organization, client services, general method of operation and standards of professional practice. The requalification procedure may also require firms to furnish to a neutral, professionally competent third party, a list of clients served during the two proceeding years, including general nature services rendered in each case. The Board may require that third party to check a representative sample of clients to determine whether they have been served with competence, effectiveness, and integrity and then to report the findings to the Board without breaching confidentiality.

After the assessment the Regional or Country Board shall vote on the issue of continuing membership and the decision will be by simple majority.

Section 13 - Termination of Membership

Sub-section a - Voluntary resignation

When a firm wishes to leave the association or recognizes that it no longer qualifies for membership, it is that firm's responsibility to notify the president of the appropriate Country or Regional Chapter Board. Resignations shall be effective upon fulfillment of all obligations in accordance with Article IX; Section 5 of the Bylaws and a member who resigns from the Association shall cease to have any claims upon it.

Sub-section b - Involuntary termination

In situations other than voluntary resignations, the appropriate Country or Regional Chapter shall nominate a committee of Board members to review the situation and make recommendations to the whole Board on the fitness of the firm for continued membership. The Regional or Country Board will vote on the recommendation by a two-thirds (2/3) vote of its members after the member in question has had an opportunity to be heard, or mend any breach of these bylaws. 30 days will usually be the time allowed for such rectification.

(i) Discontinuance of Consulting Practice. The Regional or Country Board shall terminate the membership of any member firm, which ceases to be actively engaged in the practice of career management consulting and fails to resign.

(ii) Suspension, or Expulsion from Membership for Failure to Pay Dues. A member may be suspended or expelled from membership for failure to pay dues and assessments having been given thirty days notice to do so by a majority vote of the appropriate Country or Regional Board.

(iii) Censure, Suspension or Expulsion for Reasons Other Than Failure To Pay Dues. A member may be censured, suspended, or expelled from membership, by a two-thirds (2/3) vote of the appropriate Country or Regional Chapter Board, in accordance with Article XVI of the bylaws. This may arise if it violates the bylaws or the Standards of Professional Practice and Code of Ethics and the ACF International Quality Standards, commits an act that brings discredit to the profession, or is found by a court of law to have committed an offence.

ARTICLE IV-B ASSOCIATE MEMBERS

The Association may admit associate members without voting rights.

Firms are eligible to become Associate Members that do not meet the full membership requirements as described in Article IV A, but intend to do so.

Associate membership is considered as transitional and will be re-examined by the Country or Regional Board for each associate member at the expiration of a period of two years from the date of acceptance as an Associate member.

The ACF corporate seal or logo design may not be exhibited and/or used by Associate members but associate members may state that they are associate members of ACF International.

Section 2, 5, 6, 7, 8, 10 & 12 of Sub Article IV-A apply to Associate members.

ARTICLE IV-C CORPORATE MEMBERSHIP

The Association may admit Corporate members without voting rights.

Dues to be paid by corporate members shall be established by the Board.

This membership is open for corporations who utilize career management services and/or provide material, run programs and are not otherwise engaged in offering services to third parties but wish to be informed about the activities and standards of ACF-International.

ACF-International corporate seal or logo design may not be exhibited and/or used by corporate members. They may, however, state that they are corporate members of ACF-International.

Sections 2, 5, 7, 8, 10 & 12 of Sub Article IV-A apply to Corporate Members.

ARTICLE IV-D SUPPLIER MEMBERSHIP

Organizations supplying goods or services to member firms or wishing to do so may apply for Supplier Membership in the Association. The Regional Board shall establish that they are of good standing and will decide whether supplier membership should be approved. The Regional Board will also establish each year the appropriate fee and annual dues payable. Supplier Members shall be invited at their own expense to take space at the public meetings of the Association, conferences, seminars and similar events to present their products and/or services to member firms and shall be free to approach member firms with proposals to supply goods and services. They shall not be eligible to attend the meetings of the Association except by invitation and they shall have no right to vote but have the right to exhibit the Association's seal or logo with the explicit addition "Supplier to ACF International". They may also state that they are Supplier Members of ACF- International.

ARTICLE V GOVERNANCE ACF INTERNATIONAL

Section 1 - International Board of Directors

General control and administration of the International activities, funds, membership, property and program of the Association shall be vested in a Board of directors composed in accordance with Article VI of these Bylaws. They shall be authorized to appoint a Director and other paid officials. The director will report to the President of ACF International in all matters.

Section 2 - Standards of Professional Practice, the Code of Ethics and the Quality Standards

At Appendix 1 and 2 of this document are the stipulated minimum standards to be applied by all members and associate members of the Association.

Section 3 - Regional Chapter Boards and Country Chapter Boards

The Regional and Country Boards shall subscribe to these bylaws and Appendices 1 and 2 in their entirety and their responsibilities within their geographical area are as described for the International Board in Section 1 above.

ARTICLE VI INTERNATIONAL BOARD OF DIRECTORS

Section 1 – Composition

The Board shall consist of a President and four members, who themselves are President of the four current Regional Chapters. Each Board member has a right to one vote. The President will serve as chairman of the Board and has a casting vote.

Section 2 – Tasks

The tasks of the International Board of Directors is to set out general policy for the Association as a whole and to coordinate the implementation done by the four Regional Chapters (North America, South America, Europe/ Africa and Asia/Pacific including Australia) and to stimulate growth in accordance to these Bylaws and Appendices I and II.

Section 3 - Election and term

International Board members will become International Board members as soon as they are elected as President of their Regional Chapter.

The President of the International Board is the Board member, who resigns from his or her Board and can no longer be re-elected as President of his or her Regional Chapter and becomes the new President of the Association. At the same time the acting President of the International Board resigns from the Board.

Section 4 - Calling of Meetings

The International Board of Directors shall meet in person at least once a year at a time and place determined by the directors. At other times meetings may be held by telephone, video conferencing or other suitable means.

Meetings of the International Board may be called at any time by the President or by one of the members of the Board. Adequate notice of such meeting shall be given to each member of the Board.

Notice of Board meetings called by other than the President shall contain a statement of the purpose of such meeting and the business shall be confined to that purpose, unless other items for discussion are approved by a majority of the Board during the meeting. If such other items significantly affect the affairs of the Association, members not present at the meeting shall be given an opportunity to express their views. The President shall decide which items are significant in such cases.

Section 5 – Quorum

Fifty percent of the whole Board shall constitute a quorum at any meeting of the Board. Any lesser number shall adjourn until a quorum is present.

Section 6 - Voting by Mail or Electronically

Action may be taken by a mail, fax, electronically, or phone ballot of the members of the Board and shall constitute a valid action of the Board, if reported at the next regular meeting of the Board.

Section 7 – Compensation

Board members and elected officers shall not receive compensation for their services.

ARTICLE VII REGIONAL GOVERNANCE

Section 1 - Regional Board of Directors

General control and administration of the Regional activities, funds, membership, property and program of the Regional Chapter shall be vested in a Board of directors composed in accordance with Article VIII of these Bylaws. They shall be authorized to appoint a Director and other paid officials.

Within the four Regional Chapters an annual program will be defined by:

- The government relations committee
- The public relations committee
- The industrial relations committee

Section 2 - Standards of Professional Practice, the Code of Ethics and the Quality Standards

At Appendix 1 and 2 of this document are the stipulated minimum standards to be applied by all members and associate members of the Association and therefore of the Regional Chapters.

Section 3 - Regional Chapter Boards and Country Chapter Boards

Subscribe to these bylaws and Appendices 1 and 2 in their entirety; their responsibilities within their geographical area are as described in Section 1 above.

ARTICLE VIII

Regional BOARD OF DIRECTORS

Section 1 – Composition

The Composition of the Regional Board will be left to the Regional Boards themselves. All Board Members shall be a principal or a member of the professional staff of a member firm. No member firm shall have more than two (2) persons on the Board who are under the one (1) dues structure (including affiliate organizations with which an organization has a formal relationship, companies belonging to formal affiliate organizations.

Each Board member has a right to one vote. The President will serve as chairman of the Board and have a casting vote. The size of the Board may change from time to time in accordance with the representation of the Country Chapters in the Regional Chapter or if a Regional Chapter chooses to do so, like in the case of North America, to in accordance with Article IX section 7 of these bylaws. The size of the Board may not be reduced as a means of removing any duly elected member from the Board prior to the expiration of his or her term of office. The Board may decide to fill any seat on the Board vacated by an expiration of the term of office, or by resignation, or any other reason voting by simple majority.)

Section 2 - Manner of Election and Term

Directors shall be elected by the Country Chapters or Councils to become member of the Regional Board as their representative. Board members shall be elected each year to serve for a two (2) year term or until their successors have been elected and assumed office. They shall assume office immediately upon election.

Section 3 – Officers

The officers of the Regional Chapters shall be a President, a President Elect (also acting as finance director) and (if the Regional Board chooses to do so) an Immediate Past-President. The President and the President-Elect are to be elected by the Board of Directors with a majority vote on recommendation of the President and to serve until their successors have been duly elected and have assumed office. Elections shall be by ballot, in person or by written or electronic proxy and a majority of votes shall elect. Elected officers shall assume office immediately upon election.

Section 4 - Duties of Officers

The duties of the President and the President Elect are as specified by the Board or may be required by law or as described in the Bylaws.

The President-Elect shall, in the absence or incapacity of the president, perform all duties of the President. The President-Elect shall also perform the duties as assigned by the president or the Board of Directors, but in all cases be assigned to act as Finance Director. The President-Elect will succeed to the office of president upon the approval of the Board if the president is permanently unable to act. Where the President Elect is unable to act the immediate Past President shall deputise for him.

Section 5 - Re-election of Board Members

Board members may serve consecutive two-year terms. They shall not be eligible for re-election until at least one (1) year shall have elapsed. Board members who have completed two terms but go on to become elected officers are entitled to serve until the period of office is complete.

Section 6 - Calling of Meetings

The Board of Directors shall meet in person at least once a year at a time and place determined by the directors. At other times meetings may be held by telephone, video conferencing or other suitable means.

Meetings of the Board may be called at any time by the President or by any three (3) members of the Board. Adequate notice of such meeting shall be given to each member of the Board.

Notice of Board meetings called by other than the President shall contain a statement of the purpose of such meeting and the business shall be confined to that purpose, unless other items for discussion are approved by a majority of the Board during the meeting. If such other items significantly affect the affairs, Board members, not present at the meeting shall be given an opportunity to express their views. The President shall decide which items are significant in such cases.

Section 7 – Quorum

Fifty percent of the whole Board shall constitute a quorum at any meeting of the Board. Any lesser number shall adjourn until a quorum is present.

Section 8 – Voting

Voting rights of a Board member or his or her alternate delegate can be exercised by proxy, effected by any nominated fellow Board member at a Board meeting voting in his or her place. Each proxy must be executed in writing or provided electronically and will be valid only for the meeting for which it is presented.

A Board member may not hold more than one proxies.

Section 9 - Voting by Mail or Electronically

Action may be taken by a mail, fax, electronically, or phone ballot of the members of the Board and shall constitute a valid action of the Board, if reported at the next regular meeting of the Board.

Section 10 – Compensation

Board members and elected officers shall not receive compensation for their services.

Section 11 - Alternate delegates

Each director is eligible to nominate an alternate delegate having the power to speak and vote in his/her absence; subject to Regional Board's approval of the person nominated.

ARTICLE IX MEETINGS, COMMITTEES AND TRUSTS

Section 1 - Annual Business Meeting and Special General Meetings

The Regional Chapters shall hold at least one annual business meeting a year for the transaction of business at a time and place to be designated by the Board at least thirty days (30) in advance of the meeting. Special meetings may be called by the Board at any time, or shall be called by the President upon written request of any five (5) members, within fifteen (15) days after the filing of such requests with the President. The business to be transacted at each special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 2 - Notices, voting and proxies

Written notice: Within five (5) business days following the designation of a time and place for a special business meeting by the Board, the President shall mail to the official representative of each full member at each full member's address as it appears in the records of the Association, a written notice of the meeting. At least fifteen (15) days in advance of the annual business meeting, the President shall mail to each full member a supplementary notice listing the principal items of business to come before the meeting. Notice of each special meeting shall be mailed to full members at least two (2) weeks prior to the date of the meeting.

Voting: At all meetings of the Chapters, each full member shall have one (1) vote by its official representative or alternates who may vote in person or by written or electronic proxy. Unless otherwise specifically provided in these bylaws, a majority vote of the membership shall govern.

Quorum of full Members: A majority of the full members, represented by their official representatives of alternates or by proxy, shall constitute a quorum for the transaction of business at any meeting of full members. If a quorum is not present at any meeting, the full members present shall adjourn the meeting from time to time as may be necessary or until quorum is present.

Proxies: Full members may vote by proxy at any annual, Regional, or special business meeting. Each proxy must be executed in writing and will be valid only for the meeting for which it is presented.

Section 3 - Rules of Order

Robert's Rules of Order (Revised) shall govern at all meetings of the Association, of the Boards, and of all committees on any point not covered in these bylaws.

Section 4 – Minutes

Within thirty days (30) after any business meeting of the full members, the director or manager shall mail or send electronically to the official representative of each full member, at each full member's address as it appears in the records of the Chapters, a copy of the minutes of the meeting. Any full member who attended the meeting may request corrections or amendments to the minutes by submitting them in writing to the president who shall decide on their validity. If no such corrections or amendments have been received in the office of the Regional Chapter thirty days (30) after the day on which the minutes were mailed to full members, the minutes will be considered approved as submitted.

The President shall mail or send electronically corrected minutes to the official representatives of members and they will be considered approved after a further 30 days.

Section 5 - Standing Committees

Standing committees may be established by simple majority of the Board. Standing Committees will always include a Government Relations committee, a Public Relations committee and an Industrial Relations committee.

The President, with the approval of the Board, shall appoint the committee chairmen from among the members of the Board.

Section 6 - Administrative and Special Committees and Trusts

The Board may appoint, or authorize the President to appoint, other administrative or special committees from the members as needed and delegate authority and responsibilities to them and revoke them and terminate the existence of such committees as it sees fit. The Board may create such trusts for special purposes and appoint or authorize the chairman to appoint the trustees thereof, and may revoke and terminate any such trusts as it sees fit.

Section 7 - Nominating Committee

If a Regional Chapter or a Country Chapter chooses to do so, like in the case of the North American Chapter, a Nominating Committee of three principals being persons from the professional staff of member firms, only one of whom may be a Board member, shall be appointed by the (NA) Chapter President subject to the ratification of the Board at its next meeting. Their appointment shall be announced to the Chapter members sixty days (60) before the annual business meeting. The Nominating Committee shall invite suggestions from the members regarding a sufficient number of suitable candidates to serve as president elect and as Board members to meet the composition of the Board as determined under Article VIII Section 1 of the bylaws, prior to the annual business meeting.

The Chapter President shall present the report of the Nominating Committee to the members at least thirty days (30) before the annual business meeting, and the nominations shall be voted on during the meeting.

ARTICLE X Country and Council Boards

The Country Boards and the Council Boards will be in line with the rules of governance of the Regional Chapters as stated in article VII.

ARTICLE XI ENTRANCE FEES, DUES AND ASSESSMENTS

Section 1 - Entrance Fees, Dues and Assessments

The entrance fee, annual dues, and any special assessments and manner of payment shall be determined by the affirmative vote of a majority of the members of the Regional and the Country Boards, provided that before any change in the entrance fee, annual dues, and special assessments is determined, the proposed change shall be submitted to the members for consideration and comment for period of not less than thirty (30) days.

Section 2 - Payment of Dues and Assessments

Payment of dues and assessments may be made annually in January of the Association's fiscal year which begins on January 1 and ends on December 31. Members who withdraw from the Association during the year are liable to pay dues for the whole year. Member firms, who wish to withdraw from membership, need to announce the withdrawal before October 1st of the previous year.

Section 3 - Suspension of Termination of Membership for Failure to Pay Dues and Assessments

The President of the Regional and the Country Boards shall notify members who fail to pay their dues and assessments within thirty days (30) from the time they become due. If payment is not made within fifteen (15) days thereafter, they shall be reported to the Board as delinquent members. They shall be subject to the provisions of Sub Article IV-A, Section 13, Sub-section b (ii).

Section 4 - Dues and Assessments in the Event of Resignation or Suspension

Members who resign or are suspended from membership shall be liable for payment of the year's dues and assessments in which they resign.

Section 5 - Dues and Assessments in the Event of Expulsion or Termination of Membership

Members expelled from membership, or whose membership terminates for any reason shall not be entitled to any refund of dues.

ARTICLE XII FINANCE

Section 1 - Fiscal Year

The fiscal year shall commence on January 1, and end on December 31, of each year.

Section 2 – Bond

The President, the President Elect, acting as Director of Finance and other individuals as authorized by the International, the Regional and the Country Boards, may sign checks, execute contracts, or incur financial obligations as provided for in the Bylaws. They may furnish surety bond in such amount as the Board may determine, the cost to be paid by the Regional, Country or Council Chapters.

Section 3 - Annual Budget

The International, the Regional and the Country Boards, at their final business meeting of the fiscal year with the recommendations of their Finance Director, shall adopt an income and expense budget covering all expenses and activities for the next fiscal year, as well as any entrance fee, dues and assessment structure.

The Regional and Country Budgets are to be accepted by a majority vote of the Members. The ACF International Budget is to be accepted by a majority vote of the ACF International Board of Directors.

Section 4 - Annual Report

When members receive notice of the annual business meeting, the Regional and the Country Boards shall furnish the members with a review of the year's activities, a report on changes in the membership, the previous years audited accounts and an estimate of the financial result for the current fiscal year compared with the budget. The recommended budget for the next fiscal year shall also be submitted to members at the same time.

Section 5 - Annual Audit

An annual audit of the accounts of the Regional or Country Chapters shall be made either by a certified public accountant, or a firm of certified public accountants. The audit report, including the financial statements, shall be submitted to the Board by the Board member responsible for finance within one hundred and twenty (120) days following the close of the fiscal year.

Section 6 - Dues Collection

The dues will be collected by the Country Chapters and if a Country Chapter does not exist, by the Regional Chapters on an annual base.

ARTICLE XIII CORPORATE SEAL

The Association shall have a corporate seal and logo of such design as the Board may adopt. The seal and logo will be adopted by all Regional Chapters and Country Chapters.

ARTICLE XIV ENFORCEMENT OF CODE OF PROFESSIONAL RESPONSIBILITY

The Association shall enforce these bylaws as well as the Standards of Professional Practice and Code of Ethics and the Quality Standards (Appendix 1 and 2).

ARTICLE XV AMENDMENTS OF THE BYLAW INCLUDING APPENDICES

A proposal to amend, repeal, or alter the bylaws and appendices in whole or in part can be made by the International Board of Directors and needs to be ratified by a majority vote of the members voting electronically.

Notices of such proposed changes shall be sent in writing to the official representatives of members thirty days (30) before the date of voting. Amendments may be proposed by the International Board on their own initiative, or upon petition of any ten (10) members addressed to the President. The International Board with or without recommendation shall present such proposed amendments to the membership through the Regional Chapters.

ARTICLE XVI LIMITATION OF LIABILITIES

Nothing herein shall constitute members of the Association as partners for any purpose. No director, no officer, employee, or member of this Association shall be liable for the acts of failure to act on the part of any director, officer, employee, or member of the Association. Nor shall any director, officer, employee, or member be liable for its acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of his wilful misfeasance. The Association shall hereby indemnify all Officers and Board Members, as well as the executive director and any other committee chairperson or employee against all claims arising out of their performance of duties for the Association.

ARTICLE XVII DISSOLUTION OF ASSOCIATION

Section 1 – Dissolution

The Association may be dissolved by a resolution adopted by the International Board and shall require an affirmative two-thirds (2/3) vote of the full members entitled to vote at the four duly authorized special meetings of the Regional Chapters. Official representatives may vote in person, by mail or by electronic or written proxy.

Section 2 - Responsibility for Carrying Out Dissolution

In the event of dissolution of the Association, the International Board or a committee appointed by the Board shall be responsible for its liquidation.

Section 3 - Distribution of Assets

In case of dissolution of the Association, the Board shall authorize the payment of all indebtedness of the Association, authorize the payment of reasonable separation pay to the Association's employees, and arrange for the distribution of the remaining net assets according to the applicable provisions of Regional or Country law.

ARTICLE XVIII GRIEVANCES

Section 1

Grievances between members or between members and the Regional or Country Boards should first be handled by conciliation but if no solution is found the grievance may be referred to an arbitrator appointed under the rules of the Regional or Country arbitration association. For grievance against ACF International, the grievance may be referred to an arbitrator appointed under the rules of the American Arbitration Association.

Section 2

Where a Regional Board becomes aware of an apparent lapse in quality standards or receives a complaint from some person or organization using the services of a member firm or other person or body, the president or a Board member, nominated for the purpose, shall inform the member firm and he or she should offer assistance in addressing the problem.

The president or Board member should point out the nature of the apparent breach of bylaws.

Section 3

If the problem persists or if the member firm fails to address it effectively within a reasonable time the Regional Board may formally require the member firm to repair the breach within a specified period, usually 30 days, and thereafter commence the procedures for censoring, suspending or expelling the member under Article IV Section 13 sub b of these bylaws.

Section 4

Notwithstanding the Associations preparedness to enforce the bylaws and standards the intention of the Board will always be to encourage the recognition and rectification of lapses in service or behaviour and to encourage a constructive response by adopting a supportive and inclusive approach in such matters.

APPENDIXES:

1. Standards of Professional Practice and Code of Ethics
2. Outplacement Standards
3. Coaching Standards

Association of Career Firms International - BYLAWS

APPENDIX 1 Standards of Professional Practice and Code of Ethics

PREAMBLE

Member firms undertake to maintain a high degree of professionalism and integrity in all their activities and pledge that they will serve both client organizations and the individuals they work with to the fullest extent of their professional ability.

A member firm shall always be aware of the unique dual relationship that it has with its corporate clients and with individuals to whom it is working and needs to provide the required service to each party without compromising the interests of the other.

1. SUMMARY OF RESPONSIBILITIES

A member firm is specifically responsible for:

- Acting always in a professional and sober-way in all its dealings with corporate and individual clients and with the public in general.
- Maintaining the confidentiality of communications received from both individuals and organizations.
- Respecting the privacy of the individuals it serves.
- Responding effectively to the emotional reactions of those who are under stress or other pressure.
- Affording to individuals served both a high degree of competence in all they do and respect for their autonomy.

2. RESPONSIBILITY TO INDIVIDUALS

- Every member firm is responsible for serving the interests of individuals and must communicate clearly this assumption of responsibility to sponsoring organizations.
- The scope of service to be provided shall normally be agreed in advance of the assignment and shall be communicated fully and frankly to the individuals involved. A member shall not knowingly accept an assignment that it is unlikely to complete.
- For example, where an individual is being corporately sponsored and appears to need medical or psycho-therapeutic assistance, the member firm shall candidly discuss the particulars of the case with the sponsoring organization (with due regard for the confidentiality owed to the individual) together with the limits of the career management consulting process in the case. Should the assignment then be continued, the member has the responsibility to establish clearly what shall be the respective responsibilities of all the parties involved.
- A member firm will only commence an assignment when the individual involved indicated his or her willingness to proceed.
- A member firm shall treat with respect and dignity all individuals referred to them.

3. RESPONSIBILITY TO CORPORATE CLIENTS

- Where an assignment is referred to a member firm, the member firm commits to keeping the corporate client informed on a regular basis regarding progress of assignments currently being handled with the full knowledge of the individuals concerned and subject always to maintaining strict confidentiality.
- It is the policy of ACF International and its members to promote free and fair competition in the provision of outplacement services. Neither ACF International nor any member or consortium members will engage in any unlawful restraint or trade, unfair methods of competition, or other violations of antitrust and competition laws.

4. CONFIDENTIALITY

- A member firm and its employees commit to respect the confidential nature of information communicated by both the corporate client and the individual and such "privileged information" should not be passed to the other party or to anyone else unless specific and unequivocal authorization has been given to do so.

Although a member firm may assist a corporate client with pretermination planning, or other corporate consulting services, the member firm under no circumstances participates in any way in the separation decision or similarly sensitive move which is the exclusive responsibility of the employer.

- There shall be no external discussion of specific assignments without the specific and unequivocal approval of the organizations and individuals involved.

5. COMPETENCE AND DELIVERY STANDARDS

- A member firm will accept only those assignments it is qualified to undertake on the basis of full knowledge of the client situation and the professional competence and capability of the consultants involved.
- A member firm undertakes on behalf of its staff to address issues of professional development so that standards of service delivery are maintained and progressively improved.
- A member firm clearly designates which consultant will have primary responsibility for co-ordinating the services to be provided to any particular individual or group of individuals.
- A member firm presents its individual consultant's and firm's qualifications openly, clearly and without embellishment to all those who have reason to be informed.
- A member firm shall have formal and effective means for assuring the professional quality and integrity of the services it provides. These means may include, but need not be confined to, internal review by those competent to undertake it, and surveys of candidate satisfaction during and after the provision of a service. It might also involve examination or certification by a suitable external body competent to undertake the systematic validation of service quality and ethical behaviour.

6. PROSCRIBED PRACTICES

- No member firm that is involved in both outplacement and placement, whether permanent or temporary, shall charge fees for both services but shall perform one of these services free of charge in respect of individuals who are involved in them both.
- Once an assignment has begun no member firm will seek to intervene with the established relationship between client and consultant regardless of whether the consultant is connected with a member firm or not .

7. ADVERTISING AND PROMOTION

- ACF International firms may advertise. Any such advertising shall, however, be conducted in a dignified and professional manner in conformity with National and local laws and regulations.
- Member firms must not engage in promotion, public relations or other media or business activity that expresses or implies, false, deceptive, unsubstantiated, or misleading claims about the efficacy of their services.

Association of Career Firms International - BYLAWS

APPENDIX 2 Outplacement Standards

1. QUALITY POLICY AND OWNERSHIP

- Demonstrated top management commitment to quality.
- The effectiveness of Quality Management in any organization is only as strong as the perceived commitment of the person(s) at the top. This commitment needs to be communicated frequently and clearly by published quality policy and specific, measurable objectives.
- One of the ways the reality of an organization's commitment to quality is communicated is through the publication of a written quality policy.
- This need not be a lengthy or complex document, but it should be written in terms of specific objectives and outcomes. It needs to be understood by employees and supported by management.

Examples:

"Best service delivery practices are reviewed quarterly, as part of the organization's commitment to continuous improvement."

"Customer satisfaction is our highest priority. Response to any customer problems or complaints will be made within 24 hours, maximum."

2. INTERNAL MANAGEMENT REVIEW

- Quality Reviews at least once a year: the implementation of the organization's quality policy is reviewed annually by a designated staff member. The Review covers all the organization's systems and practices. It highlights problems and solutions, as well as ideas and innovations.
- Review of results by management: the results of the Quality Reviews are documented and presented to management for review and follow-through action.
- Documented corrective action: corrective action, as well as appropriate ideas for improvement, are documented and implemented throughout the organization, within 30 days from the date of the review.

3. STAFFING

- 30-90 day structured consultant training (recognizing previous experience) at the end of which an evaluation takes place.
- The training can be internal or external, recognizing previous experience.
- Formal training of associates/adjuncts/contract consultants.
- Internal or external certification.
- Continuous performance management process.

4. SERVICES

- Full range of career management services as outlined in the firm's quality policy.
- Support services include voice mail and/or e-mail and research technology.

5. CONTINUOUS IMPROVEMENT

- Product/service development process, based on client feedback: gather client feedback and use it to revise/improve the product/service.
- System for dealing with client/candidate complaints: develop and use a consistent method to evaluate and resolve client/candidate complaints to their satisfaction.

6. CUSTOMER FOCUS

- Delivering what is agreed on: institute systems that guarantee consistent delivery follow through that results in the outcomes being reported back to the customer.

Association of Career Firms International - BYLAWS

APPENDIX 3 Coaching Standards

1. QUALITY POLICY AND OWNERSHIP

- Demonstrated top management commitment to quality.
- The effectiveness of Quality Management in any organization is only as strong as the perceived commitment of the person(s) at the top. This commitment needs to be communicated frequently and clearly.
- Published quality policy and specific, measurable objectives. One of the ways the reality of an organization's commitment to quality is communicated is through the publication of a written quality policy. This need not be a lengthy or complex document, but it should be written in terms of specific objectives and outcomes. It needs to be understood by employees and supported by management. Examples:
"Best service delivery practices are reviewed quarterly, a part of the organization's commitment to continuous improvement."
"Customer satisfaction is our highest priority. Response to any customer problems or complaints will be made within 24 hours, maximum."

2. INTERNAL MANAGEMENT REVIEW

- Quality Reviews at least once a year, performed at a specified time, by a designated staff member. The Review covers all the organization's systems and practices. It highlights problems and solutions, as well as ideas and innovations.
- Review of results by management. Quality Reviews are documented presented to management for review and follow-through action.
- Documented corrective action. Corrective action, as well as appropriate ideas for improvement, are documented and implemented throughout the organization, within 30 days from the date of the review.

3. STAFFING AND TRAINING

- The selection process ensures that only qualified consultants with prior coaching experience are hired (training should consist only of an orientation to the firm's coaching products and approaches). Qualifications include:
 - balance between relevant academic certification and business experience
 - understanding and experience of organizational dynamics
- A period of structured coaching training is specified (recognizing previous experience), at the end of which an evaluation takes place. The training can be internal or external.

4. SERVICE DELIVERY

- The coaching process should always begin with an agreement between the coach, the organization and the individual on coaching goals.

5. PRINCIPLES AND VALUES

- The coach recognizes the complexity of the organizational structure in which the coached individuals function.
- The focus of the coaching process is on successful outcomes, rather than time spent with the individuals being coached.
- Successful coaching requires the organization, the individual and the coach to work in a collaborative partnership.
- The coach commits to, and observes the rules of confidentiality.
- The coach keeps client companies informed about overall progress, without violating confidentiality.
- Coaches avoid any activities that could result in the appearance of a conflict of interest.

6. CONTINUOUS IMPROVEMENT

- Firm uses a product development process, based on client feedback, which is gathered and used to revise/improve products and services.
