



International Ranger Federation (IRF) Bylaws

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws the following meanings apply unless the context requires otherwise.

Annual General Meeting or AGM means the annual meeting of Regular Members of the organization required to be held in each calendar year in accordance with the Bylaws.

Board means the Board of Directors of the organization acting as a body.

Business Day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place to which the notice is sent.

Bylaws means the Bylaws of the organization as amended from time to time.

Chair means the person acting as chair of meetings in accordance with the Bylaws.

Dues & Fees shall have the same meaning.

Director means a person who is a member of the Board of Directors of the organization.

IRF mean the International Ranger Federation

IRF World Ranger Congress (WRC) means the meeting of the IRF held approximately every three years that includes a Board meeting and the Annual General Meeting for that year.

Member means a member of the organization in any of the categories of membership described in these Bylaws.

Resolution means a resolution or motion passed at a meeting of Regular Members by a simple majority of the Members present and entitled to vote at the meeting.

Organization means the International Ranger Federation to which this Bylaws relates.

Ranger as described in the IRF Ranger Code of Conduct, means a person involved in conservation and the safeguarding of nature, and cultural and historical heritage. Rangers can provide a combination of services, including, however not limited to the following:

- Protecting, conserving and restoring natural and cultural values in protected and conserved areas and wider land and seascapes
- Enforcing relevant laws, maintaining area integrity, ensuring compliance and managing visitors
- Maintaining a safe, secure and balanced environment for communities and wildlife

- Developing and maintaining trusting and respectful dialogue and relationships with key stakeholders
- Empowering, collaborating with, engaging and supporting indigenous peoples and local communities
- Providing education and awareness for communities, visitors, the younger generation and society
- Monitoring and researching wildlife habitats, and features of cultural and historical importance
- Managing and controlling environmental risks and providing assistance during emergencies.

Regional Representative means the Board member representative from the Regular Members in each Region.

Regions means Africa, Asia, Central America, North America, South America, Europe and Oceania, or as otherwise determined by the Board.

Register means the register of Members.

Regulations means any regulations made under these Bylaws.

Vote means on show of hands, ballot or an electronic poll.

1.2 Interpretation

Any reference in these Bylaws to the singular includes the plural, to any gender includes all genders, to persons includes all bodies and associations both incorporated and unincorporated, to any legislation or regulations includes all amending and succeeding legislation and regulation, to clauses and schedules to clauses and schedules of this document and paragraph headings are for reference purposes only.

1.3 Mission

The organization's mission is; to develop, advance and promote the ranger profession throughout the global community, as well as its critical role in the conservation of natural and cultural resources.

1.4 Objectives / Vision

The organization is a federation of ranger organizations. The objectives for which the organization is established and maintained shall be, but not be limited to:

- a) The IRF will advocate, provide evidence, and assert the relevance and value of rangers at every opportunity.
- b) The IRF will establish and strengthen a world-wide network to benefit our members.
- c) The IRF will Enhance our internal capability, capacity and leadership.
- d) The IRF will be financially sustainable and resilient

1.5 Application of income and property

The organization must use and apply its income and assets as provided by law.

1.6 Certain payments allowed

- a) Clause 1.5 does not prevent the organization paying reasonable remuneration to any member, officer or employee of the organization or other person for services properly rendered to the organization provided the Board approves all payments made for such expenditure and promotes the objectives.
- b) The level of remuneration for any employee will be recommended by the President and approved by the Board.

2. MEMBERSHIP

2.1 Membership

- a) Membership to the organization is not transferable.
- b) There shall be no limit on the number of Members or memberships approved.

2.2 Categories of Members

Members of the organization will fall into one of the following categories.

- a) Regular Members (associations);
- b) Provisional Members (associations);
- c) Associate Members (individuals and/or organisations);
- d) Honorary Members;
- e) Such other categories of member may be determined by the Board in the Regulations

2.3 Fees

- a) The membership fees will be determined by the Board in the Regulations.
- b) Any membership fee must be paid on or before the date of every year as determined by the Board.
- c) The Board may, at its discretion, waive or suspend all or part of any membership fee for any Member or Members, and for a period it may determine, if the Board believes this to be in the best interests of the Member and/or organization's objectives.

2.4 Membership requirements

To be a Regular Member in good standing, and to be eligible for voting rights, the Regular Member must:

- a) Pay annual fees (or have fees waived)
- b) Submit to the IRF Secretary a complete annual report form, as approved by the Board
- c) Submit at least one article to the Newsletter or online each year.
- d) Communicate or respond to the IRF by email or other means with no lapse of six months or longer.
- e) Attend Annual General Meetings (AGM) without an unexcused absence of two consecutive years or more.
- f) Participate in electronic voting, without an unexcused absence of voting in two consecutive electronic votes.
- g) Members who fail to comply with this section shall lose their voting rights as determined by the Board.

2.5 Application for membership

- a) Any individual or group may apply for membership, under the correct membership category.

- b) Such an application, in writing, must be submitted in the form and manner specified by the Board.
- c) All Members, of whatever class of membership, agree to abide by these Bylaws, the Regulations and IRF policies at all times.

2.6 Eligibility for membership

- a) **Regular Members** are any ranger or similar association or organisation from a national, state, provincial, territorial, community or other area, which is properly constituted as a body in accordance with local requirements.
- b) **Provisional Members** are any ranger or similar association or organisation from a national, state, provincial, territorial, community or other area, that is has goal towards becoming a Regular Member.
- c) **Associate Members** are any groups or individuals with a direct relationship to rangers or protected areas or who support the mission of the IRF.
- d) **Honorary Members** are any individual or group who has made a significant contribution to the organization, to any Regular Member of the organization or in the field of conservation, as recognised by the Board.

2.7 Discretion to accept or reject application

- a) The application process shall be approved by the Board in the Regulations.
- b) The Board must approve all applications

2.8 Restrictions on Members

- a) No Member shall promote, or attempt to promote, any discussion concerning politics, religious, or racial matters, at any meeting of the association, through the media, or correspondence with other Members, in the course of organization business.
- b) No Member may appoint, use, or assume any organization title except in accordance with this Bylaws or the Regulations.
- c) No Member shall permit another person to use their official organization passport, or identification, nor furnish anyone not a Member, any article that might result in courtesies and/or privileges being extended to which only Members are entitled.
- d) The organization emblems are protected by copyright and may only be used within the framework of the organization. The emblems may only be utilised for commercial purposes, with permission of the Board.

3. REGIONAL RANGER ASSOCIATIONS

The IRF Board shall define the role, responsibilities and functions of Regional Ranger Associations in the Regulations.

4. REGISTER OF MEMBERS

The IRF must set up and maintain a Register of Members as approved by the Board.

5. TERMINATION AND REINSTATEMENT OF MEMBERSHIP

5.1 Cessation

A person, organization, association or other group ceases to be a Member on:

- a) death of an individual.
- b) dissolution of an organization.
- c) resignation.
- d) termination of membership or expulsion in accordance with these Bylaws.

5.2 Resigning as a Member

A Member may resign from the organization by giving written notice to the Board.

5.3 Suspending or Expelling a Member

- a) The Board may, by a two-thirds vote, suspend or expel any Member where:
 - i) in the opinion of the Board, there is good cause based upon actions or behaviour which are inimical to the fundamental values, interest or functioning of the organization; or
 - ii) the Member has failed to comply with the requirements in clause 2.4, and has failed to rectify the non-compliance within two weeks of being notified by the organization of such non-compliance.
- b) At least 21 days before the Board holds a meeting to expel a Member, the Board must give a written notice to the Member detailing:
 - i) the allegations against the Member;
 - ii) the proposed resolution for the Member's expulsion; and
 - iii) that the Member has an opportunity at the meeting to address the allegations either orally or in writing.
- c) The President shall appoint a special investigative committee, with the approval of the Board, consisting of three individuals, each from a different Regular Member association, to investigate any allegations proffered against any Member.
- d) The special investigative committee shall report its findings, in writing and signed by the members of the committee, at a special meeting called for that purpose. The Member charged shall be entitled to respond to any charges prior to deliberations by the Board.

5.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, forfeits all rights in and claims upon the organization and its property.

5.5 Membership fees and return of property

- a) Membership fees paid by the expelled Member will not be refunded to the Member upon expulsion.
- b) Any organization documents, records or other property in the possession, custody or control of that Member must be returned to the IRF immediately.

5.6 Reinstatement of Membership

The IRF may, on receipt of an application in writing from a Member whose membership has been terminated, reinstate such Member upon such terms and conditions as are decided by the Board. A suspended Member may be reinstated by the Board upon settlement of sums owing to the organization (if any).

6. MEETINGS OF MEMBERS

6.1 Annual General Meeting (AGM)

- a) The organization must hold an Annual General Meeting each year.

6.2 IRF World Ranger Congress

- a) The organization shall hold an IRF World Ranger Congress (WRC) meeting approximately every three years, which shall include the Annual General Meeting for that year and a Board meeting.
- b) The WRC is the highest authority of the IRF and shall have the duties and responsibilities as provided in the Bylaws and Regulations.
- c) The WRC may by Resolution make recommendations to the Board or any appropriate working group or committee on any matter affecting the IRF.
- d) The Board shall develop and approve the criteria, procedures, requirements, and the process for the hosting of a WRC.
- e) The Board shall make the final decision on the location, dates and arrangements for the WRC.

6.3 Calling Annual General Meeting of Members

The Annual General Meeting is a meeting of Members:

- a) may be convened by the Board; with the required notice.
- b) may be convened with required notice, by the Secretary upon the request in writing of at least 25% Regular Members; and
- c) must be convened by the Board for the IRF World Ranger Congress and when required by the law.

6.4 Notice of meeting

- a) Not less than 45 days' notice must be given of an Annual General Meeting of Regular Members.
- b) Notice of an Annual General Meeting must be given to all Members and Directors entitled to attend the Annual General Meeting in accordance with the law.
- c) The Secretary must provide the President with a register of all eligible Regular Members at least 30 days prior to any AGM. These registers, with any updates, will be read into the minutes before any votes are cast.

6.5 Agenda

- a) A notice of an Annual General Meeting must contain:
 - i) in the case of a proposed resolution details of the resolution;
 - ii) where applicable any motion received from any Member or Director; and
 - iii) where applicable, a list of all nominations received for positions to be elected at the Annual General Meeting.
- b) No business other than that stated in the Notice of Meeting may be transacted at that Annual General Meeting.

6.6 Postponement or cancellation

Where an Annual General Meeting is convened by the Directors they may cancel the meeting or adjourn the meeting to a date and time they determine except when the Annual General Meeting is convened by:

- a) Regular Members;
- b) the Directors at the request of Regular Members; or
- c) a court.

6.7 Notice of cancellation or postponement

If an Annual General Meeting is adjourned for 1 month or more, the organization must give a new notice of the resumed meeting.

6.8 Notice postponing Annual General Meeting

- a) A notice postponing a Annual General Meeting must specify:
 - i) the new date and time for the meeting; and
 - ii) the place where the meeting is to be held which may be either the same or different to the place specified in the original notice.
- b) The number of days from the giving of a notice postponing an Annual General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of days' notice of that Annual General Meeting required to be given by law.

6.9 Business at postponed Annual General Meeting

The only business that may be transacted at an adjourned Annual General Meeting is the business specified in the notice originally convening the meeting.

6.10 Non-receipt of notice

The non-receipt of a notice, convening, cancelling or adjourning a Annual General Meeting by, or the accidental omission to give such a notice to, a person entitled to receive it does not invalidate any resolution passed at the Annual General Meeting or at a postponed meeting or the cancellation or postponement of that meeting.

6.11 Technology

The organization may hold an Annual General Meeting at 2 or more venues using any technology that gives the Members as a whole an opportunity to participate.

7. PROCEEDINGS AT ANNUAL GENERAL MEETINGS

7.1 Right to appoint representative

- a) Each Regular Member must appoint an individual as its representative to attend and vote on behalf of that Regular Member at Annual General Meetings and to exercise the powers of the Regular Member in relation to resolutions to be passed within meetings.
- b) The individual appointed by the Regular Member to be its representative at Annual General Meetings must be an individual member of the appointing Regular Member.
- c) An IRF Director cannot be appointed as a Regular Member's representative.
- d) Regular Members must notify the Secretary of their appointed authorised representative no later than 48 hours prior to the Annual General Meeting or voting commencing.

7.2 Member present at meeting

If a Regular Member has appointed a proxy or a representative to act at a meeting of Members, that Regular Member is taken to be present at a meeting at which the proxy or representative is present.

7.3 Quorum

The quorum for an Annual General Meeting is 25% of the Regular Members from 75% of the Regions.

7.4 Quorum not present

- a) If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:
 - i) the meeting may be adjourned to another day, time and place as the Chair determines and if a quorum is not present at the adjourned meeting, the meeting is dissolved; and
 - ii) If called as a result of a request of Members the meeting is dissolved.
- b) No business may be conducted if a quorum is not present.

7.5 Chairing meetings of Members

- a) The President will also act as Chair at every Annual General Meeting.
- b) If the President is not present at the time for which a meeting of Members is called or is not willing to Chair the meeting, the Vice President chairs the meeting.
- c) If the President and Vice President are not present the Members present must elect a Director present to chair the meeting.

7.6 Adjournment

The Chair of an Annual General Meeting at which a quorum is present, must, if directed by an Resolution of the meeting, adjourn it to another time and place.

7.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

8. PROXIES

8.1 Appointment of proxies

A Regular Member may appoint a proxy to attend and act for the Regular Member at a meeting of Members where they do not have a representative present.

- a) An appointment of proxy must be made by written notice to the IRF prior to the meeting commencing, if the meeting has been adjourned, before the meeting is resumed, in any other form and mode that is signed or acknowledged by the Regular Member in a manner satisfactory to the Board.
- b) A proxy must be an individual from a Regular Member.
- c) A Regular Member must only have 1 proxy at any given time.

8.2 Suspension of proxy's powers if Member present

A proxy has no power to act for a Regular Member at a meeting at which the Members representative is present.

9. ENTITLEMENT TO VOTE

9.1 Number of votes

- a) Each Regular Member is entitled to one (1) vote.
- b) A Proxy who is present and entitled to vote r has one (1) vote.

9.2 Casting vote of Chair

Where an equal number of votes are cast in favour of and against a resolution the Chair may exercise a deciding vote.

9.3 Decision on right to vote

A Regular Member or Director may challenge a person's right to vote at a meeting of Members. A challenge may only be made at the meeting. A challenge, or any other

doubt as to the validity of a vote, must be initially decided by the Chair and may be appealed to the Regular Members present, who by a majority vote, shall make a decision that is final.

10. HOW VOTING IS CARRIED OUT

10.1 Method of voting

A resolution put to the vote at an AGM must be decided on a show of hands, ballot, or by electronic votes tabled by the Secretary. The Chair's declaration of a decision on a show of hands, ballot or by electronic votes tabled by the Secretary, is final.

10.2 Decision by majority

Subject to the requirements of law and unless provided otherwise in the Bylaws, a resolution or motion is carried if a simple majority of the votes cast in favour.

11. DIRECTORS

11.1 Officer

The Officers of the IRF at the President, Vice President, Treasurer and Secretary.

11.2 Composition of the Board of Directors

The Board shall be comprised of the:

- a) President;
- b) Vice President;
- c) Treasurer;
- d) Secretary, and
- e) One Regional Representative from each of the Regions,

11.3 Regional Representatives

The Board shall delineate the boundaries, and may from time to time further delineate the boundaries of Regions across the world, from which the Regional Representatives will be elected to serve on the Board.

11.4 Director and Officer eligibility

- a) A Director or Officer is required to be a member of a Regular Member association in good standing.
- b) Neither the auditor of the organization, nor any partner or employee of the auditor is eligible to act as a Director.
- c) The Board may set criteria in the Regulations for Board membership to determine appropriate qualifications and experience of Directors.

11.5 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- a) is not permitted by law to be a Director;
- b) becomes of unsound mind or physically or mentally incapable of performing the functions of that office, as determined by two thirds vote of the Board of Directors;
- c) fails to attend two (2) Board meetings in person (including online meetings) over a 12 month period without leave of absence from the Board;
- d) resigns by notice in writing to the organization;
- e) is removed from office;
- f) ceases to qualify as a Director under the Bylaws;

- g) reaches the end of the term for which they are appointed; or
- h) dies.

11.6 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the IRF may, subject to the Law, remove a Director from office.

11.7 Quorum of Directors

The quorum for a Board of Directors is majority of the total number of Directors.

11.8 Too few Directors

If the number of Directors is reduced below the quorum, the continuing Directors may act as the Board only:

- a) to appoint Directors up to that minimum number;
- b) to convene a meeting of Members; and
- c) in emergencies.

12. TERM AND ELECTION OF OFFICERS AND DIRECTORS

12.1 Eligibility of officeholders

- a) Only individuals from Regular Member associations are eligible to hold any Officer or Director position, unless specifically provided otherwise in this Bylaws.
- b) No Officer or Director shall serve more than three (3) full consecutive terms in the same position, however after one term absence from the office, a person will again be eligible for election.

12.2 Election of Officers and Directors

- a) Election of Officers and Directors shall take place at the WRC, provided that if a WRC is not held within three years of the prior WRC, the Officers and Directors shall be elected at the AGM in the third year of their term and serve until the next WRC.
- b) Elections at an AGM shall follow the same procedures as an election at a WRC.
- c) Directors and Officers shall be elected for a term between consecutive WRC, unless otherwise provided, and take office at the WRC Annual General Meeting.
- d) An Election Committee will be established in each election year. The President will appoint a Chairperson, who will appoint at least two (2) committee members. Election committee appointments must be approved by the Board.
- e) The Board will determine the procedures for Elections.
- f) Each Regular Member and each Director is entitled to vote on the election of the President, Vice President, Treasurer, and Secretary.
- g) Only Regular Members from a Region may vote in any election of a Representative from that Region.
- h) The Election Committee's duties will be determined in the Election procedures determined by the Board.

12.3 Vacancies on the Board

- a) A vacancy on the Board will occur on the death, incapacity, resignation, removal or suspensions of any Director, or as otherwise provided in the bylaws or by law.
- b) For vacancies in the office of President, the Vice President shall automatically rise to the vacant position.
- c) For vacancies in the office of:

- i) Vice President;
 - ii) Treasurer; or
 - iii) Secretary,
- d) The President shall nominate a replacement within 120 days, who shall take office after majority approval of the remaining Board members.
- e) If the President and Vice President offices are both vacant the Board will by majority decision select a President from among their own ranks.
- f) If a Regional Representative office falls vacant, the President will approach Members of that Region to nominate a person from that Region to fill the vacancy.
- g) If there are more than one nomination to fill a vacant Regional Representative office, the Regular Member associations of that Region will by majority vote elect one of the nominees.
- h) Any Director appointed to a vacant office will serve for the remainder of the term of the office.

13. REMOVING A DIRECTOR OR OFFICER

13.1 Removal of an Officer or Director

- a) The Board may, by a two-thirds vote of the total Board, remove an Officer or Director (Regional Representative) for the following:
 - i) in the opinion of the Board, there is good cause based upon actions or behaviour which are inimical to the fundamental values, interest or functioning of the organization; or
 - ii) the Officer or Director has committed a significant violation of any provisions of the Bylaws or nonprofit corporation laws governing the IRF
- b) A submission to remove an Officer or Director may only be made by a petition signed by 25% of the Regular Member associations or by five members of the Board. The petition must be submitted to the IRF Secretary (or President if the Secretary is charged) specifying the allegations supporting the removal.
- c) Once a petition has been received, the Board shall schedule a special meeting to consider the removal of an Officer or Director. If the President is person charged, the Vice President shall chair the meeting.
- d) At least 21 days before the Board holds the meeting to consider removal of an Officer or Director, the Board must give written notice to the individual and to all Regular Members of the alleged charges and the date and time of the meeting to consider the removal.
- e) The person involved shall have the right at the meeting to address the allegations either orally and/or in writing.
- f) The President (or Vice President if the President is charged) shall appoint a special investigative committee, with the approval of the Board, consisting of three individuals, each from a different Full Member association, to investigate the allegations proffered against the person.
- g) The special committee shall report its findings in a confidential written report (signed by all members of the committee), at least seven days before the special Board meeting called for consideration of removal. The person charged shall be provided with a copy of the committee report at the same time as it is sent to the Board and be entitled to respond to any findings of the committee.
- h) An Officer or Director removed from office shall not be eligible to serve in any position, office, or formal capacity within the IRF.

14. POWERS OF THE BOARD

14.1 Powers generally

Except as otherwise required by law, or this document, the Board has the power to:

- a) manage the activities and affairs of the organization
- b) create jobs and hire employees.
- c) to adopt, approve and amend policies of the organization, including policies on partnerships;
- d) to approve membership in, or affiliation with, any other organization or association in the furtherance of the organization's objectives; and
- e) exercise every right, power or capacity of the organization except any powers required to be exercised by the Members in an Annual General Meeting.

14.2 Exercise of powers

A power of the Board can be exercised only:

- a) by resolution or motion passed at a meeting of the Board or otherwise in accordance with these Bylaws; or
- b) in accordance with a delegation of the power under these Bylaws.

15. DELEGATION OF BOARD POWERS

15.1 Power to delegate

The Board may delegate any of its powers to:

- a) a committee or working group of Directors, Members or other individuals;
- b) a Director;
- c) an employee or adviser of the organization; or
- d) an attorney.

15.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

15.3 Terms of delegation

A delegation of powers may be made:

- a) for a specified period or without specifying a period; and
- b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

15.4 Proceedings of committees and working groups

Subject to the terms on which a power of the Board is delegated to a committee or working group, the meetings and proceedings of committees or working group are, to the greatest extent practical, governed by the rules of these Bylaws which regulate the meetings and proceedings of the Board

15.5 Powers delegated to the President

Subject to the Bylaws and approval by the Board, the President may appoint individuals to official positions within the organization.

15.6 Committees and Working Groups

- a) The Board may appoint standing committees and working groups to assist the Board conduct organization business.
- b) The Board, at its discretion, may disband any committee or working group at any time, with or without giving notice.

16. DIRECTORS DUTIES AND INTERESTS

16.1 Compliance with duties under the Law

Each Director must comply with the laws, Bylaws, Regulations, Policies and Code of Conduct of the IRF.

16.2 Director or Officer disqualified from holding other offices

A Director or Officer is not allowed to hold, at the same time, another Officer or another Director position.

16.3 Director interested in a matter

Each Director must comply with the Conflict of Interest provisions of the Bylaws and Regulations and law in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a personal and financial interest. Subject to the law:

- a) a Director may be counted in a quorum at a Board meeting that considers, but cannot vote on, any matter in which that Director has an interest;
- b) the organization may proceed with any transaction that relates to the interest but the Director cannot participate in the execution of any relevant document by or on behalf of the organization;

16.4 Obligation of confidentiality

- a) Every Officer, Director and employee must keep the translations and affairs of the organization and the state of its financial reports confidential to non-Regular Members unless required to disclose them:
 - i) in the course of duties as an officer of the organization;
 - ii) by the Board or the organization in General Meeting; or
 - iii) by law.
- b) The organization may require an Officer, Director, Secretary, auditor, trustee, committee or working group member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. An Officer or Director must do so if required by the organization.

17. DUTIES OF OFFICERS

17.1 Duties of the President

- a) The President is the Chief Executive Officer and has the obligation to handle the general operations of the organization. The President will normally chair all meetings of the Board and all Annual General Meetings and its duties will include:
 - i) engaging legal counsel or appearing in court on behalf of the organization when necessary for the continuing operations of the organization;
 - ii) administering the organization within the boundaries of these Bylaws, the Regulations, and the organization's policies and procedures, as amended from time to time, including issuing emergency rules in areas not covered these Bylaws, the Regulation or any organization policies;

- iii) making decisions of an emergency nature, which may not be covered by these Bylaws, the Regulations or the organization's policies and procedures.
- b) If the President is unable to fulfil their functions, the Vice President shall carry out those duties.

17.2 Duties of the Vice President

- a) In the absence or disability of the President, the Vice President will perform all the authorities and duties of the President. The Vice President will have such other duties and authorities, not inconsistent with these Bylaws and the Regulations, as may be prescribed from time to time by the Board.
- b) seeking funding and sponsorship opportunities, with the support of, and in agreement with, the President, Treasurer or a supporting working group.
- c) serve on at least two working groups.

17.3 Duties of the Treasurer

The Treasurer will be the Chief Financial Officer (CFO) and will be responsible for establishing and ensuring compliance with the fiscal policies of the organization and the law.

Further, the Treasurer's authorities and duties will include:

- a) overseeing the maintenance of organization financial accounts.
- b) ensuring disbursing organization funds with approval of the Board.
- c) arranging the preparation of the annual financial statements, including independent review by relevant experts.
- d) ensuring the preparation and maintaining all tax records, budgets and fiscal reports.

17.4 Duties of the Secretary

The Secretary will have such duties and authorities, not inconsistent with these Bylaws or the Regulations, as may be prescribed by the Board.

The Secretary's duties will include:

- a) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- b) ensure the preparation, certification and distribution of minutes of the Board and General Meetings;
- c) receiving and verifying all proxies submitted at a Annual General Meeting.
- d) verifying the eligible voters present at a Annual General Meeting.
- e) ensuring maintenance of records of proceedings, meetings, enrolment forms, correspondence, policies and any other official documents; and
- f) ensuring the provision of official correspondence between the IRF, IRF Members and outside organizations.

17.5 Duties of Regional Representatives

The Regional Representatives will have such duties and authorities, not inconsistent with these Bylaws and the Regulations, as may be prescribed from time to time by the Board.

The Regional Representatives' duties will include:

- a) representing Members in their respective Region on the Board.

- b) supporting the processing membership applications from their Region.
- c) promoting the organization in their Region.
- d) disseminating information to Members in their Region.
- e) providing updates to the Board on activities and business within their Region.
- f) communicating with and support Members from their Region.
- g) participating in Board meetings, including Working Group meetings.
- h) providing the Board with a report for each Board meeting; and
- i) appointing persons from their Region to contribute in the following fields:
 - i) communications efforts.
 - ii) membership support and recruitment.
 - iii) funding; and
 - iv) youth development.

18. DIRECTORS' REMUNERATION

18.1 Restrictions on payments to Officer and Directors

Officers and Directors shall serve without compensation, unless otherwise authorized, but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Any payments to an officer or director shall be in accordance with these Bylaws and consistent with the law.

18.2 Payments to Officers, Directors, contractors and employees with Board approval

With the approval of the Board the IRF may pay:

- a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties.
- b) reasonable remuneration where the terms of employment have been approved by the Board.
- c) reasonable payment for goods supplied to the organization in the course of business; and
- d) reasonable rent for premises leased by the organization.

19. BOARD MEETINGS

19.1 Convening Board meetings

- a) The Board should meet quarterly and must meet at least twice per year.
- b) Meetings of the Board may be set by a majority vote of the Board.
- c) Any three (3) voting Directors acting jointly, may at any time, and a Secretary must on receipt of a request from such Directors, convene a Board meeting.

19.2 Notice of Board meeting

The convenor of each Board meeting:

- a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director; and
- b) may give that notice verbally (including by telephone) or in writing or electronic means,

Failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

19.3 Use of technology

A Board meeting, Annual General Meeting, and meetings of committees or working groups may be held using any means of audio-visual communication by which each participant can hear and be heard by each other.

A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two (2) or more places, at the place where the Chair of the meeting is located.

19.4 Chairing Board meetings

The President shall chair Board meetings and in their absence the Vice President shall chair the meeting. If the President and Vice President are absent, the Board may elect a Chair for its meetings.

If no such Chair is elected or if the Chair is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

19.5 Quorum for Board Meeting

The quorum for a Board meeting is 50% of the total Directors. The quorum must be present for the whole meeting. A Director is treated as present at a meeting held by audio visual communication if the Director is able to hear and be heard by all others attending.

19.6 Majority decisions

A resolution or motions of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. In the case of an equality of votes, the Chair may cast a deciding vote.

19.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides. The Board shall establish or adopt procedural rules for the conduct of meetings in the Regulations.

19.8 Written resolution or motion

- a) Subject to all Directors first receiving a copy of the proposed resolution or motion, if at least 50% of the Directors, including the President, entitled to receive notice of a Board meeting and to vote on the resolution sign a document, or assent to the document via electronic means, containing a statement that they are in favour of the resolution or motion set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.
- b) If a Director fails to sign a document containing a statement that they are in favour of the proposed resolution or motion within the period specified by the Board when circulating the proposed resolution, they will be taken to have abstained from voting on that proposed resolution.

19.9 Additional provisions concerning written resolutions and motions

For the purpose of this clause:

- a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document; and

- b) a facsimile or electronic message containing the text of the document expressed to have been signed, or approved via email notification, by a Director that is sent to the organization is a document signed by that Director at the time of its receipt by the organization.

19.10 Valid proceedings

Each resolution or motion passed or thing done by, or with the participation of, a person acting as a Director or Member of a committee or working group is valid even if it is later discovered that:

- a) there was a defect in the appointment of the person; or
- b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

20. MINUTES

20.1 Minutes must be kept

The Board must cause minutes to be made of:

- a) proceedings and resolutions of meetings of the Members;
- b) proceedings and resolutions of Board meetings (including meetings of a committee or working group to which Board powers are delegated) including the name of persons present at each Board meeting or committee or working group meeting;
- c) resolutions passed by Directors without a meeting; and
- d) disclosures and notices of Directors' interests, to be kept in accordance with the law.

20.2 Minutes as evidence

A minute recorded and signed by the chair or secretary of that meeting is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

20.3 Inspection of minutes.

The organization must allow members to inspect, and provide copies of, the minutes for the meetings of members in accordance with these bylaws or the law.

21. ORGANIZATION SEALS, EMBLEMS AND LOGOS

21.1 Common seal

The Board may decide whether or not the organization has a common seal and how it is used.

21.2 Emblems and logos

The Board may adopt and approve official emblems and logos for the organization. The use and restrictions for use of emblems and logos shall be established in the Regulations by the Board.

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22. EXECUTING NEGOTIABLE INSTRUMENTS

- a) The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer, director, or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, director, agent, or employee shall

have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

- b) The Board must decide the manner (including the use of facsimile or digital signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the organization. The organization may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

23. FINANCIAL REPORTS AND AUDIT

23.1 Organization must keep financial records

The Board must cause the organization to keep written financial records in accordance with the law that:

- a) correctly record and explain its transactions and financial position and performance; and
- b) would enable true and fair financial statements to be prepared and audited, and must allow a Director to inspect those records at all reasonable times.

23.2 Auditor

As required by law or as the Board shall determine, a properly qualified auditor or auditors may be appointed and the remuneration of such auditor or auditors fixed and its duties regulated, as approved by the Board.

23.3 Fiscal Year

The organization's fiscal year shall be the calendar year (January 1 to December 31).

23.4 Presentation to Members

The organization's statement of accounts must be presented to the Regular Members in accordance with the law or these Bylaws.

23.5 Financial plan

The Board must approve an annual financial plan for each forthcoming year, which will give reasonable estimates of likely income and expenditure.

23.6 Funds

- a) As a nonprofit organization, the organization may collect, raise, or disperse funds or obtain grants for the accomplishment of its objectives.
- b) Any member who is offered a grant or contribution towards the IRF shall immediately notify the President of such an offer. Such an offer will only be accepted on approval of the President, and on any terms and conditions to such offer being reduced to writing and signed by both parties, either by hand or by electronic signature.

24. NON-LIABILITY AND INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

- a) The Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.
- b) The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a

director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

- c) Subject to law, the organization may enter into, and pay premiums on, insurance covering the organization, directors and officers, or of any person, or for any official function of the organization.
- d) To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defence of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defence of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.
- e) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

24.1 Former officers and directors

The indemnity in favour of former officers and directors is a continuing indemnity. It applies to all acts done by a person while an officer or director of the organization even though the person is not an officer or director at the time the claim is made.

25. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

The purpose of this conflict of interest policy is to protect the International Ranger Federation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in section 4958(f)(1) of the internal revenue code and as amplified by section 53.4958-3 of the Internal Revenue Service (IRS) regulations and which might result in a possible "excess benefit transaction" as defined in section 4958(c)(1)(a) of the internal revenue code and as amplified by section 53.4958 of the IRS regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

25.1 Definitions

- a) Interested person.
 - i) Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in section 4958(f)(1) of the internal revenue code and as amplified by section 53.4958-3 of the IRS regulations, who has a direct or indirect financial interest, as defined below, is an interested person
- b) Financial interest.

- i) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- ii) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- iii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- iv) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- v) A financial interest is not necessarily a conflict of interest. Under section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the organization board, or a committee with delegated powers from the board, decides that a conflict of interest exists.
- vi) Compensation
- vii) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial

26. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

26.1 Duty to disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

26.2 Determining whether a conflict of interest exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

26.3 Procedures for addressing the conflict of interest.

- a) An interested person may make a presentation to the board, or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The president of the board shall, if appropriate, appoint a disinterested person, or committee, to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the organization board, or committee, if appointed by the board, shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the organization board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

26.4 Violations of the conflicts of interest policy.

- a) If the organization board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the organization board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

27. RECORDS OF THE BOARD AND BOARD COMMITTEE PROCEEDINGS

- b) The minutes of meetings of the governing board and all committees with board delegated powers shall contain.
- c) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the organization board's or designated committee's decision as to whether a conflict of interest in fact existed.
- d) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

28. COMPENSATION APPROVAL POLICIES

- a) A voting member of the organization board of directors who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the organization board, or any committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d) When approving compensation for officers, employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article, as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board, shall also comply with the following additional requirements and procedures:
 - i) The terms of compensation shall be approved by the board, or a committee with board delegated powers, compensation committee prior to the first payment of compensation.
 - ii) All members of the organization board, or the board's delegated compensation committee who approves has board authority for compensation arrangements, must not have a conflict of interest with respect to the compensation arrangement as specified in IRS regulation section 53.4958-6(c)(iii), which generally requires that each board member or committee

member approving a compensation arrangement between this organization and a “disqualified person” (as defined in section 4958(f)(1) of the internal revenue code and as amplified by section 53.4958-3 of the IRS regulations):

- a) Is not the person who is the subject of compensation arrangement, or a family member of such person;
 - b) Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - c) Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - d) Has no material financial interest affected by the compensation arrangement; and
 - e) Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- e) The Board, or compensation committee, shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
- i) Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. “similarly situated” organizations are those of a similar size and purpose and with similar resources
 - ii) The availability of similar services in the geographic area of this organization
 - iii) Current compensation surveys compiled by independent firms
 - iv) Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.
 - a. As allowed by IRS regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board, or compensation committee, will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
 - v) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the organization board, or compensation committee, that approved the compensation. Such documentation shall include:
 - vi) the terms of the compensation arrangement and the date it was approved.
 - vii) the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member.
 - viii) the comparability data obtained and relied upon and how the data was obtained.
 - ix) the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or

committee shall record in the minutes of the meeting the basis for its determination.

- x) the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
- xi) any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- xii) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

29. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons (ccc §5227). For purposes of this section, "interested persons" means either:

- a) Any person currently being compensated by the organization for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

30. ANNUAL STATEMENTS

Each director, principal officer, and member of a committee with organization board delegated powers, shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

31. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews

shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

32. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

33. REGULATIONS

- a) The Board shall formulate and adopt Regulations for the proper advancement, management and administration of the organization and the advancement of the objectives. The Board may amend, alter, and interpret the Regulations as it determines is necessary or desirable.
- b) Any regulations must be in conformity with these Bylaws.
- c) The regulations bind all Members and Directors.
- d) The Chair will bring to the notice of the Members all regulations and any formulation, interpretation, amendment, alteration and repeal of them.

34. ADDITION, ALTERATION OR AMENDMENT OF THE BYLAWS

No addition, alteration or amendment will be made to these Bylaws nor have any effect unless it has been:

- a) approved by Resolution at an Annual General Meeting; and
- b) registered in accordance with the law.

35. DISSOLUTION

If the organization decides to cease operations, the dissolving and winding up of the corporation shall be done according to California nonprofit corporation law