



# International Ranger Federation (IRF) Bylaws

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## 1. DEFINITIONS AND INTERPRETATION

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### 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 Full 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 this Bylaws.

**Dues & Fees** shall have the same meaning.

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

**General Meeting** means a general meeting with Full Members and includes the Annual General Meeting or AGM.

**IRF** mean the International Ranger Federation

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

**Ordinary Resolution** means a resolution or motion passed at a meeting of Full 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** means a person involved in the practical protection and preservation of all aspects of wild and natural areas, historical and cultural sites. Rangers provide recreational opportunities and interpretation of sites while providing links between local communities, protected areas and area administration.

**Regional Representative** means the Board member representative from the Full 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.

**Special Resolution** means a resolution or motion passed by a majority of at least 75% of votes cast by Full Members entitled to vote at a General Meeting in accordance with the Bylaws and/or the law.

**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.

## 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 throughout the world community, the Ranger profession and its critical role in the conservation of natural and cultural resources.

## 1.4 Objectives

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) further the professional standards of Rangers throughout the world, including by facilitating training for Rangers through a variety of forums for communication, sharing and learning;
- (b) promote and support Rangers throughout the world and create a global network of Rangers;
- (c) develop and disseminate examples of "best practices" and lessons learned' in Ranger work to all who will benefit;
- (d) encourage and assist with the establishment of Ranger associations in countries not currently associated with the organization both to increase the representational capacity of the organization but also to nurture the common bond of Rangers throughout the world;
- (e) advance the aims of Rangers through collaborative partnerships with appropriate organizations;
- (f) establish global communications among Ranger organizations and conservation organizations;
- (g) foster professional exchanges among Rangers and twinning agreements between member associations;

- (h) arrange and conduct Full international meetings to discuss, promote and support the work of Rangers;
- (i) undertake joint activities to directly support each other's operations where necessary and feasible;
- (j) collaborating with third parties to further the mission and vision of the organization;
- (k) promote world community awareness and understanding of the role, values and benefits of Rangers in the conservation of natural and cultural resources; and
- (l) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objectives.

### **1.5 Application of income and property**

The organization must use and apply its income and assets solely in promoting the objectives and 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 promotes the objectives.
- (b) The level of remuneration for any employee will be recommended by the President and approved by the Board.

## **2. MEMBERSHIP**

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### **2.1 Membership**

- (a) Membership to the organization is not transferrable.
- (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) Full Members (associations);
- (b) Provisional Members (associations);
- (c) Associate Members;
- (d) Honorary Members;
- (e) Supporting Members;
- (f) Benefactor Members; or
- (g) such other category of member as may be determined by the Board in the Regulations

### **2.3 Dues & Fees**

- (a) The membership fee for Full Members will be USD200, or any other amount determined by the Board.
- (b) The membership fee (if any) payable by Associate Members and Provisional Members shall be determined by the Board.

- (c) Honorary Members will not be liable for payment of any membership fee.
- (d) Any membership fee must be paid on or before the date of every year as determined by the Board, or in the case of a Full Members, within three months of the end of the Full Members own financial year.
- (e) The time for and manner of payment of membership fees shall be determined by the Board.
- (f) 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 Full Member in good standing, and to be eligible for voting rights, the Full Member must:

- (a) pay annual fees;
- (b) submit an annual report to the IRF Secretary; and
- (c) submit at least one article to the Newsletter or online each year.

## **2.5 Application for membership**

- (a) Any individual or group may apply for membership, under the correct membership category, to the organization. Such application, in writing, must be submitted in the form and manner specified by the IRF. Any application to be a Full Member must be accompanied by an endorsement by a Full Member from the same Region.
- (b) All Members, of whatever class of membership, agree to abide by these Bylaws and the Regulations at all times.

## **2.6 Eligibility for membership**

- (a) Full Members:
  - (i) any national, state, provincial, territorial, community, area ranger or similar association or organization, which is properly constituted and registered as a body in accordance with local requirements.
- (b) Associate Members:
  - (i) Groups or individuals with a direct relationship to rangers or protected areas.
- (c) Provisional Members:
  - (i) An individual ranger or group of rangers from a nation, State province, Territory, community or area where there is no established ranger association.
- (d) Honorary Members:
  - (i) Any individual or group who has made a significant contribution to the organization, to any Full Member of the organization or in the field of conservation, as recognised by the Board.
- (e) Supporting Members,
  - (i) A business of any kind, group or individual supporting the IRF, but not directly related to rangers or protected areas.

- (f) Benefactor Members,
  - (i) A group, business or individual who make a general donation to the IRF of an amount as specified in the Regulations.

## **2.7 Discretion to accept or reject application**

- (a) All applications for Full or Provisional membership shall be channelled through the appropriate Regional Representative, who shall submit such application, with regional comment to the IRF Secretary.
- (b) On receipt of an application for membership from a Regional Representative, the IRF Secretary shall distribute such application to the Board for comment.
- (c) The application, along with comments, must be taken up at the next meeting of the Board for approval or prior to that with an electronic vote by the Board. The decision should not be unduly delayed.
- (d) Where a Provisional Member, consisting of a group of rangers, believes it has met the requirements for a Full Member, it may submit such proof for membership to the Board for approval.

## **2.8 Fees**

The membership fee (if any) and fees payable to the organization by Members, the time for and the manner of payment shall be determined by the Board.

## **2.9 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 international 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. REGISTER OF MEMBERS**

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- (a) The organization must set up and maintain a Register of Members.
- (b) The Register must contain the following information:
  - (i) the name and address of each Member;
  - (ii) the date on which the entry of the Member's name in the Register is made;
  - (iii) the name and details of each person who ceased to be a Member within the last 7 years; and
  - (iv) the date on which the person ceased to be a Member.



## **4. TERMINATION AND REINSTATEMENT OF MEMBERSHIP**

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### **4.1 Cessation**

- (a) A person, organization, ranger association or other group ceases to be a Member on:
- (i) death of an individual.
  - (ii) dissolution of an organization.
  - (iii) resignation.
  - (iv) termination of membership or expulsion in accordance with this Bylaws.

### **4.2 Resigning as a Member**

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

### **4.3 Suspending or Expelling a Member**

- (a) The Board may, by a two-thirds vote, suspend or expel any Member association or organization officer 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 accredited individuals, each from a different Full Member association, to investigate any allegations proffered against any Member.
- (d) The special 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.
- (e) If the charges referred to above are against the President, then the three individuals appointed from Full Member associations will be appointed by the Vice President with the approval of the remainder of the Board.

### **4.4 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.

#### **4.5 Membership fees and return of property**

- (a) Membership fees or subscription/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 organization immediately.

#### **4.6 Reinstatement of Membership**

The organization 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 organization on the recommendation of the Board. A suspended Member may be reinstated by the Board upon settlement of sums owing to the organization.

### **5. MEETINGS OF MEMBERS**

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#### **5.1 Annual General Meeting (AGM)**

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

#### **5.2 World Ranger Congress**

- (a) The organization shall hold a 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 World Ranger Congress is the highest authority of the IRF and shall have the duties and responsibilities as provided in the Bylaws and Regulations. The WRC may by Resolution make recommendations to the Board of Directors or any appropriate working group or committee on any matter affecting the IRF.
- (c) The Board of Directors shall develop and approve the criteria, procedures, requirements, and the process for the hosting of a World Ranger Congress. The Board shall make the final decision on the location, dates and arrangements for the World Ranger Congress.

#### **5.3 Calling Annual General Meeting or a General Meetings of Members**

The Annual or General Meeting is a meeting of Full Members:

- (a) may be convened at any time by the Board; with the required notice.
- (b) may be convened at any time, with required notice, by the Secretary upon the request in writing of at least 20 Members; and
- (c) must be convened by the Board for the World Ranger Congress and when required by the law.

#### **5.4 Notice of meeting**

- (a) Not less than 45 days' notice must be given of an Annual General Meeting of Full Members.
- (b) Notice of an Annual General Meeting of Members must be given to all Members entitled to attend the General Meeting, the Directors and the auditor of the organization in accordance with the law.

- (c) The Secretary must provide the President with a register of all eligible Full 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.

## **5.5 Short notice**

Except when a resolution will be moved to remove a Director or appoints a Director in place of one removed shorter notice of a meeting may be given if:

- (a) an Annual General Meeting is to be called and all Full Members entitled to attend and vote agree beforehand; or
- (b) any other General Meeting is to be called and Full Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

## **5.6 Agenda**

- (a) A notice of an Annual General Meeting must contain:
  - (i) in the case of a proposed Special Resolution details of the Special Resolution;
  - (ii) where applicable any notice of 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.

## **5.7 Postponement or cancellation**

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

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

## **5.8 Notice of cancellation or postponement**

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

## **5.9 Notice postponing General Meeting**

- (a) A notice postponing a 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 a 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 General Meeting required to be given by law.

## **5.10 Business at postponed General Meeting**

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

## **5.11 Non-receipt of notice**

The non-receipt of a notice, convening, cancelling or adjourning a 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 General Meeting or at a postponed meeting or the cancellation or postponement of that meeting.

## **5.12 Technology**

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

# **6. PROCEEDINGS AT MEETINGS OF MEMBERS**

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## **6.1 Right to appoint representative**

- (a) Each Full Member is entitled to appoint an individual as its representative to attend and vote on behalf of that Full Member at General Meetings and to exercise the powers of the Full Member in relation to resolutions to be passed within meetings.
- (b) The individual appointed by the Full Member to be its representative at General Meetings must be an individual member of the appointing Full Member. A Director cannot be appointed as a Full Member's representative.
- (c) A Full Member may appoint more than one representative but only one representative may exercise the Full Member's powers at any General Meeting.
- (d) Full Members must notify the Secretary of their appointed authorised representatives no later than 48 hours prior to the General Meeting.

## **6.2 Member present at meeting**

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

## **6.3 Quorum**

The quorum for a General Meeting is 25% and must include 75% of the Regions of all Full Members.

## **6.4 Quorum not present**

If a quorum is not present within 30 minutes after the time for which a meeting of Members is called:

- (a) if called as a result of a request of Members the meeting is dissolved; and
- (b) in any other case the meeting stands adjourned to such other day, time and place as the Chair determines and if a quorum is not present at the adjourned meeting, the meeting is dissolved.

## **6.5 Chairing meetings of Members**

- (a) The President of the Board will also act as Chair at every 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 chair the meeting. If the President and Vice President are not present the Members present must elect a Director present to chair the meeting.

## **6.6 Adjournment**

The Chair of a general meeting of Full Members at which a quorum is present, must, if directed by an Ordinary Resolution of the meeting, adjourn it to another time and place.

## **6.7 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.

## **7. PROXIES**

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### **7.1 Appointment of proxies**

A Full Member may appoint a proxy to attend and act for the Full Member at a meeting of Members. An appointment of proxy must be made by written notice to the organization:

- (a) in any other form and mode that is, and is signed or acknowledged by the Full Member in a manner, satisfactory to the Board.

### **7.2 Deposit of proxy forms**

An appointment of a proxy is not effective unless the proxy form, or a facsimile of that signed form, is received by the organization at its registered office at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

### **7.3 Standing appointments**

A Full Member may appoint a proxy to act at a particular general meeting of Members or make a standing appointment and may revoke any appointment. A proxy must be a Full Member.

### **7.4 Suspension of proxy's powers if Member present**

A proxy has no power to act for a Full Member at a meeting at which the Member is present in the case of:

- (a) an individual, in person; or
- (b) a body corporate, by representative.

### **7.5 More than 1 current proxy appointments**

An appointment of proxy by a Full Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the organization receives a further appointment of proxy from that Full Member which would result in there being more than 1 proxy of that Full Member entitled to act at a meeting. The appointment of the proxy first received is the one revoked or suspended in these circumstances.

## **7.6 Continuing authority**

An act done at a meeting of Full Members by a proxy is valid even if, before the act is done, the appointing Member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or the authority under which the appointment was made by a third party,

unless the organization has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

## **8. ENTITLEMENT TO VOTE**

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### **8.1 Number of votes**

- (a) Each Full Member is entitled to 1 vote on a show of hands or a poll.
- (b) A Full Member who is present and entitled to vote and is also a proxy of another Full Member has one vote on a show of hands or by electronic vote.

### **8.2 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.

### **8.3 Decision on right to vote**

A Full 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 Full Members present, who by a majority vote, shall make a decision that is final.

## **9. HOW VOTING IS CARRIED OUT**

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### **9.1 Method of voting**

A resolution put to the vote at a meeting of Members must be decided on a show of hands, or by electronic votes tabled by the Secretary, unless a poll is demanded either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the Chair's declaration of a decision on a show of hands, or by electronic votes tabled by the Secretary, is final.

### **9.2 Demand for a poll**

A poll may be demanded on any resolution or motion (except a resolution concerning the election of the chair of a meeting) by:

- (a) a majority of the Full Members that are present at that meeting, either in person or by electronic means, or represented by proxy and are entitled to vote; or
- (b) the Chair.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

### **9.3 When and how polls must be taken**

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and in the manner that the Chair of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and in the manner that the Chair of the meeting directs;
- (c) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways;
- (d) the result of the poll is the resolution of the meeting at which the poll was demanded; and
- (e) if there is a dispute about the admission or rejection of a vote the Chair must decide it and the Chair's decision is final.

### **9.4 Decision by majority**

Subject to the requirements of law and except in the case of a Special Resolution, a resolution or motion is carried if a simple majority of the votes cast on in favour.

### **9.5 Written resolution**

If all the Full Members entitled to receive notice of a general meeting of Members and to vote on the resolution sign or assent to a document containing a statement that they are in favour of the resolution set out in the document, a Member resolution in those terms is passed at the time when the last Full Member signs.

### **9.6 Additional provisions concerning written resolutions**

- (a) all Full Members signing the resolution must be entitled to receive notice of a meeting of Members and to vote on the resolution;
- (b) two or more separate documents in identical terms, each of which is approved by one or more Full Members, are treated as one document; and
- (c) a document or electronic transmission containing the text of the document expressed to have been signed by a Full Member that is sent to the organization under the name of a Full Member with the Full Member's authority is taken to be a document signed by that Full Member, and is taken to be signed at the time of its receipt by the organization.

## **10. DIRECTORS**

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### **10.1 First Directors**

The first Directors and Officers appointed are the persons specified as such in the application for the organization's registration. The persons noted in the application for organization registration shall remain in office until a change in Directors in accordance with this section.

### **10.2 Composition of the Board of Directors**

- (a) The Board shall be comprised of the:
  - (i) President;
  - (ii) Vice President;

- (iii) Treasurer;
- (iv) Secretary, and
- (v) One Regional Representative from each of the Regions,

The corporation shall have at least seven (7) and no more than fifteen (15) Directors.

### **10.3 Regional Representatives**

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

### **10.4 Director and Officer eligibility**

- (a) A Director or Officer is required to be a member of a Full Member association.
- (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.

### **10.5 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;
- (c) fails to attend Board meetings for 3 consecutive meetings 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.

### **10.6 Removal from office**

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

### **10.7 Too few Directors**

If the number of Directors is reduced below the minimum required in the bylaws, 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.



## **11. TERM AND ELECTION OF OFFICERS AND DIRECTORS**

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### **11.1 Eligibility of officeholders**

- (a) Only individuals from Full 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 consecutive terms in the same position, however after one term absence from the office, a person will again be eligible for election.

### **11.2 Election of Officers and Directors**

- (a) Election of Officers and Directors shall take place at the World Ranger Congress, 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. Elections at an AGM shall follow the same procedures as an election at a WRC.
- (b) Directors and Officers shall be elected for a term between consecutive World Ranger Congresses, unless otherwise provide, and take office and be sworn in as the last order of business at the World Ranger Congress General Meeting of Members.
- (c) An election committee will be established in each election year. The President will appoint a chairperson, who will appoint at least four (4) members. Election committee appointments must be approved by the Board.
- (d) The Secretary will call on the Full Members for nominations for Board and Officer positions at least three (3) months prior to the WRC.
- (e) Nominations must reach the Secretary no later than two (2) months prior to the WRC.
- (f) The IRF Secretary will provide the nomination list to the election committee no later than 45 days before the WRC.
- (g) The election committee will ensure that the nomination list is sent to all Members at least 30 days before the WRC General Meeting.
- (h) Each Full Member and each Director is entitled to vote on the election of the President, Vice President, Treasurer, and Secretary.
- (i) Only Full Members from a Region may vote in any election of a Representative from that Region.
- (j) The election committee's duties will also include:
  - (i) ensuring all Members are aware of the nomination process;
  - (ii) establish a process to ensure that the good candidates are identified and nominated;
  - (iii) receive resumes and applications from interested Members; and
  - (iv) oversee the election process.
- (k) Other procedures for elections shall be established in the Regulations.

### **11.3 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,

The President shall nominate a replacement within 120 days, who shall take office after majority approval of the remaining Board members.

- (d) If the President and Vice President offices are both vacant the Board will by majority decision select a President from among their own ranks.
- (e) 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.
- (f) If there are more than one nomination to fill a vacant Regional Representative office, the Full Member associations of that Region will by majority decision elect one of the nominees.
- (g) Any Director appointed to a vacant office will serve for the remainder of the term of the office.

## **12. POWERS OF THE BOARD**

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### **12.1 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;
- (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 General Meeting.

### **12.2 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.

## **13. DELEGATION OF BOARD POWERS**

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### **13.1 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.

### **13.2 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.

### **13.3 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.

### **13.4 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

### **13.5 Managing Director**

A document of delegation may specify that a Director to whom one or more of the Board's powers have been delegated shall be referred to as a "Managing Director".

### **13.6 Powers delegated to the President**

- (a) Subject to the bylaws and approval by the Board, the President may appoint individuals to official positions within the organization, as he or she determines from time to time.

### **13.7 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.

## **14. DIRECTORS' DUTIES AND INTERESTS**

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### **14.1 Compliance with duties under the Law**

Each Director must comply with the law and these Bylaws.

### **14.2 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.

### **14.3 Director interested in a matter**

Each Director must comply with the Conflict of Interest provisions of the Bylaws and law in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal 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;

#### **14.4 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-Full 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.

#### **14.5 Specific 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 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 this 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 this Bylaws, the Regulations or the organization's policies and procedures.
- (b) If the President is unable to fulfil his/her functions, the Vice President shall carry out those duties.

#### **14.6 Specific 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, and in so lawing will have the authorities and duties of the President.
- (b) The Vice President will have such other duties and authorities, not inconsistent with this Bylaws and the Regulations, as may be prescribed from time to time by the Board.

#### **14.7 Specific Duties of the Treasurer**

The Treasurer will be the chief financial officer and will be responsible establishing and ensuring compliance with the fiscal policies of the organization and the law.

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

- (a) maintaining organization accounts;
- (b) disbursing organization funds with approval of the Board;
- (c) arranging the preparation of the annual financial statements, including independent review by relevant experts;
- (d) preparing and maintaining all tax records, budgets and fiscal reports; and
- (e) seeking potential funding and sponsorship opportunities, with the support of, and in agreement with, the President, Vice-President or a supporting working-group.

#### **14.8 Specific Duties of the Secretary**

- (a) The Secretary will have such duties and authorities, not inconsistent with this Bylaws or the Regulations, as may be prescribed by the Board.
- (b) The Secretary's duties will include:
  - (i) ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
  - (ii) the preparation, certification and distribution of minutes of the Board and General Meetings;
  - (iii) receiving and verifying all proxies submitted at a General Meeting;
  - (iv) verifying the eligible voters present at a General Meeting;
  - (v) maintaining records of proceedings, meetings, enrolment forms, correspondence, policies and any other official documents; and
  - (vi) providing for the official correspondence between the organization, Members and outside organizations.

#### **14.9 Specific Duties of Regional Representatives**

- (a) The Regional Representatives will have such duties and authorities, not inconsistent with this Bylaws and the Regulations, as may be prescribed from time to time by the Board.
- (b) The Regional Representatives' duties will include:
  - (i) representing Members in their respective Region on the Board;
  - (ii) processing membership applications from their Region;
  - (iii) promoting the organization in their Region;
  - (iv) disseminating information to Members in their Region;
  - (v) providing updates to the Board on activities and business within their Region;
  - (vi) communicating with and support Members from their Region;
  - (vii) providing the Board with an annual report each year; and
  - (viii) appointing persons from their Region to contribute in the following fields:
    - a. communications efforts;
    - b. membership support and recruitment;
    - c. funding; and
    - d. youth development.

## **15. DIRECTORS' REMUNERATION**

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### **15.1 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.

### **15.2 Payments to Officers and Directors with Board approval**

With the approval of the Board the organization may pay to an Officer or Director:

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

## **16. BOARD MEETINGS**

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### **16.1 Convening Board meetings**

- (a) The Board should meet quarterly and must meet at least twice per year.
- (b) 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.
- (c) Full meetings of the Board may be set by a majority vote of the Board.

### **16.2 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 orally (including by telephone) or in writing,

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

### **16.3 Use of technology**

A Board meeting, or general meeting of the Members, may be held using any means of audio or audio visual communication by which each Director or Full Members at the meeting of the Members, participating can hear and be heard by each other Director or Full Member, participating or in any other way permitted by law. 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 2 or more places, at the place where the Chair of the meeting is located.

#### **16.4 Chairing Board meetings**

The President shall chair Board meetings and in his 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.

#### **16.5 Quorum**

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

#### **16.6 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 vote.

#### **16.7 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.

#### **16.8 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.

#### **16.9 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.

#### **16.10 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.

## **17. MINUTES**

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### **17.1 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.

### **17.2 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.

### **17.3 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.

## **18. ORGANIZATION SEALS, EMBLEMS AND LOGOS**

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### **18.1 Common seal:**

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

### **18.2 Emblems and logos:**

- (a) 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.

## **19. EXECUTING NEGOTIABLE INSTRUMENTS**

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19.1 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.

19.2 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.

## **20. FINANCIAL REPORTS AND AUDIT**

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### **20.1 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.

### **20.2 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.

### **20.3 Fiscal Year**

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

### **20.4 Presentation to Members**

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

### **20.5 Financial plan**

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

### **20.6 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 organization 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.

## **21. NON-LIABILITY AND INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

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21.1 The officers and directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

21.2 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.

- 21.3 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.
- 21.4 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.
- 21.5 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.

#### **21.6 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.

### **22. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

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- 22.1 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.

#### **22.2 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.
- (c) Compensation
- (i) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial

## **23. Conflict of interest avoidance procedures**

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### 23.1 Duty to disclose.

- (a) 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.

### 23.2 Determining whether a conflict of interest exists.

- (a) 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.

### 23.3 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.

23.4 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.

**24. Records of board and board committee proceedings**

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- (a) The minutes of meetings of the governing board and all committees with board delegated powers shall contain:
- (b) 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.
- (c) 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.

**25. Compensation approval policies.**

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- 25.1 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.
- 25.2 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.
- 25.3 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.
- 25.4 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:
  - (a) 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.
  - (b) 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):

- (i) Is not the person who is the subject of compensation arrangement, or a family member of such person;
  - (ii) Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
  - (iii) Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
  - (iv) Has no material financial interest affected by the compensation arrangement; and
  - (v) 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.
- (c) 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.
  - (v) 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.
- (d) 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:
- (i) the terms of the compensation arrangement and the date it was approved.
  - (ii) 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.
  - (iii) the comparability data obtained and relied upon and how the data was obtained.
  - (iv) 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.

- (v) 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.
- (vi) 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).

25.5 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.

## **26. Restriction regarding interested directors**

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- 26.1 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.

## **27. Annual statements**

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- 27.1 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.

## **28. Periodic reviews**

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- 28.1 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.

## **29. Use of outside experts**

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29.1 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.

## **30. REGULATIONS**

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- (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.

## **31. ADDITION, ALTERATION OR AMENDMENT OF THE BYLAWS**

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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 or at the General Meeting at the World Ranger Congress; and
- (b) registered in accordance with the law.

## **32. DISSOLUTION**

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

# International Ranger Federation (IRF) – United States Regulations

Revised October 7, 2024

Text in [brackets] is for information only and not part of the Regulations.  
[Regulation Section numbers correspond to the related Bylaws sections.]

## Section #

### R. 1.1 Definitions [In addition to the definitions contained in the Bylaws.]

- (a) Committee and Working Group shall have the same meaning.
- (b) IUCN means the International Union for Conservation of Nature.
- (c) Language: The official language of the IRF shall be English. Where appropriate, and where possible and within the capacity and resources of the IRF, translation into any other language will be produced.
- (d) Protected Area is as defined by the IUCN (1994) as: “an area of land and/or sea especially dedicated to the protection and maintenance of biological diversity, and of natural and associated cultural resources, and managed through legal or other effective means.”
- (e) Resolution and Motion shall have the same meaning as concerning meetings of the IRF.
- (f) The terms Subscription, Fees, and Dues shall have the same meaning.
- (g) Thin Green Line means The Thin Green Line (Foundation Ltd) (ABN 22 126 573779).

### R. 1.2 Interpretation

- (a) Interpretation of Bylaws and Regulations. On all questions as to the interpretation, construction or meaning of the Bylaws and the Regulations of the IRF, the decision of the Board of Directors shall be final, unless overturned by the World Ranger Congress or at an Annual Membership Meeting, by a majority vote.

### R. 2.4 Objectives

- (a) The IRF is committed to the principles as set out in the Universal Declaration of Human Rights as adopted by the United Nations in 1948.
- (b) The IRF has adopted the Ranger Code of Conduct as part of the Regulations and the IRF shall operate consistent with the Ranger Code of Conduct.

### 2.7 Criteria for Full Membership

The criteria for evaluating and approving Full member applications should include the following:

- (a) The organization has a majority of its members being rangers (active or retired)
- (b) The organization is led by a ranger (active or retired)
- (c) The head of the organization is elected by its ranger members.
- (d) In regards to ranger unions, in addition to the above, the ranger union does more than just bargain for employers, but also facilitates other projects that professionally benefit rangers like supporting ranger training and standards and collaborates with the agency for the general benefit of the ranger workforce. [Added October 7, 2024.]

### R. 3.1 Categories of Members & Fees (Dues)

- (a) Full Members (association), as defined in the Bylaws – Fees of USD200 annually. May be waived by the Board.



- (b) Provisional Members (associations), as defined in the Bylaws - No fees (dues).
- (c) Associate Members as defined in the Bylaws - Fees (dues) of annually of USD50 for groups and USD20 for individuals. May be waived by the Board.
- (d) Honorary Members, as defined in the Bylaws – No Fee (dues).
- (e) Supporting Members, as defined in the Bylaws – Subscription fee (dues) annually of USD100 for businesses, USD50 for groups, and USD 20 for individuals.
- (f) Benefactor Members, A group, business or individual who make a general donation to the IRF of at least USD5,000. Benefactor members shall have no additional subscription fees (dues).

#### R. 3.3 Subscriptions and fees

- (a) The Board delegates to the Executive Committee the authority to develop, revise and approve the process for payment of membership subscriptions fees and dues.

#### R. 3.9 Restrictions on Members

- (a) Use of IRF Name and Symbol (logo). No person or organisation shall, without prior permission, use the name and/or any graphic representation (emblem or logo) of the IRF adopted by the Board of Directors. Permission to use the IRF name and emblem/logo on newsletters, stationery, and informational literature is hereby granted to IRF officers, Directors and Full Members.
- (b) No Officer, Director, Member, Associate, appointee, or employee may enter into lawsuits, or other legal actions or administrative proceedings on behalf of the IRF without the expressed approval of the Board or as permitted by the Bylaws and/or these Regulations.
- (c) Public commentary. No Director, Member, Associate, appointee or employee shall make a statement or take a public position in the name of the IRF that is contrary to or creates a misimpression of a policy or position established by the IRF or any IRF entity. When speaking or taking a public position on their own behalf, persons currently associated with the IRF shall avoid giving the impression that they are representing the IRF and endeavor to correct any misimpression which may arise in this regard.
- (d) Civil disobedience. The IRF will not encourage, request, or direct any person to violate the law. No Director, Member, Associate, appointee, or employee shall encourage, request, or direct any person to violate the law. The IRF recognizes that it cannot control the private actions of its members and cannot prevent its members from engaging in acts of civil disobedience. However, no member of the International Ranger Federation is authorized to use, display, or invoke the IRF's name or logo (including the name of any Member or Associate, or other entity of the IRF) in connection with committing, or encouraging, requesting, or directing any other person to commit any violation of the law.

#### R. 8. Proxies

- (a) The IRF Bylaws do not allow proxies by members of the Board of Directors, however, Regional Representative Board Members who are unable to attend a meeting may designate a non-voting temporary representative from their region to attend a board meeting.

#### R. 11.2 Electronic Elections Procedures.

(a) Electronic Elections. The election of officers (President, Vice President, Secretary and Treasurer) and Regional Representatives shall be done electronically using a system approved by the Board.

(b) Majority Vote Required. For electronic elections, a candidate must receive a majority of the votes cast to be elected. In the event where no candidate receives a majority of the votes cast (i.e. there are three or more candidates), the two candidates with the highest number of votes shall compete in a run-off electronic election. The run-off election shall be held no sooner than 30 days nor later than 60 days after the original vote was determined

(c) Tie Vote. If two candidates receive the same number of votes (tie vote) in an electronic election, a new electronic election shall be held for the position no sooner than 30 days nor later than 60 days after the tie vote was determined

(d) Nominations. If after the nomination deadline has passed and if no one has been nominated for a position, that position shall be considered vacant and filled as provided in Bylaws Section 11.3, Vacancies on the Board. [Added August 12, 2024.]

#### R. 11.3 Regional Representatives Boundaries [Adopted from the IUCN which has 11 regions.]

(a) The Region boundaries and countries in each region are as follows:

- (i) Africa. Algeria, Angola, Benin, Botswana, Burkina Faso, Burundi, Cameroon, Cabo Verde, Central African Republic, Chad, Congo, Comoros, Côte d'Ivoire, Democratic Republic of the Congo, Djibouti, Egypt, Equatorial Guinea, Eritrea, Ethiopia, Gabon, Gambia, Ghana, Guinea, Guinea Bissau, Kenya, Lesotho, Liberia, Libya, Madagascar, Malawi, Mali, Mauritania, Mauritius, Morocco, Mozambique, Namibia, Niger, Nigeria, Rwanda, Sao Tome and Principe, Senegal, Seychelles, Sierra Leone, Somalia, South Africa, South Sudan, Sudan, Togo, Uganda, United Republic of Tanzania, Tunisia, Zambia, and Zimbabwe.
- (ii) Asia. Afghanistan, Armenia, Azerbaijan, Bahrain, Bangladesh, Bhutan, Brunei Darussalam, Cambodia, China, Democratic People's Republic of Korea, India, Indonesia, Iran, Iraq, Japan, Kazakhstan, Korea, Kuwait, Kyrgyzstan, Lao People's Democratic Republic, Malaysia, Maldives, Mongolia, Myanmar, Nepal, Oman, Pakistan, Philippines, Qatar, Saudi Arabia, Singapore, Sri Lanka, Tajikistan, Thailand, Timor-Leste, Turkmenistan, United Arab Emirates, Uzbekistan, Viet Nam, Yemen.
- (iii) Central Latin America. The region consists of the following countries: Antigua and Barbuda, Bahamas, Barbados, Belize, Costa Rica, Cuba, Dominica, Dominican Republic, El Salvador, Grenada, Guatemala, Haiti, Honduras, Jamaica, Mexico, Nicaragua, Panama, Saint Kitts and Nevis, Saint Lucia, Saint Vincent and the Grenadines, Trinidad and Tobago.
- (iv) Europe. Albania, Andorra, Austria, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Holy See, Hungary, Iceland, Ireland, Israel, Italy, Kosovo, Jordan, Latvia, Lebanon, Liechtenstein, Lithuania, Luxembourg, Malta, Moldova, Monaco, Montenegro, Netherlands, North Macedonia, Norway, Palestine, Poland, Portugal, Romania, Russian Federation, San Marino, Serbia, Slovakia, Slovenia, Spain, Sweden, Switzerland, Syrian Arab Republic, Turkey, Ukraine, United Kingdom
- (v) North America. United States of America and Canada. It includes the Bahamas and US overseas territories of Puerto Rico, Guam, Northern Mariana Islands, United States Virgin Islands and American Samoa.

- (vi) Oceania. Australia, Cook Islands, Micronesia (Federated States of), Fiji, Kiribati, Marshall Islands, Nauru, New Zealand, Niue, Palau, Papua New Guinea, Samoa, Solomon Islands, Tonga, Tuvalu, Vanuatu.
- (vii) South America. Argentina, Bolivia, Brazil, Chile, Colombia, Ecuador, Guyana, Paraguay, Peru, Suriname, Uruguay, Venezuela. It includes the islands that are territories of the counties in the region.
- (b) Full Member associations, who are on the border between IRF Regions, may make a request to the Board to move to a neighboring Region.

#### R. 12.4 Election of Directors

- (a) Canvassing. Nominees for Directors may solicit votes, and canvas for nomination and election, providing that no funds or other resources of the IRF or of a Member shall be used to support or oppose any candidate.
- (b) The nominee's details, limited to one A4 (letter) page, may be displayed at the IRF World Ranger Congress if they so choose.

#### R. 13.1 Board Powers

- (a) An Executive Officer (EO) may be hired and appointed by the Board of Directors based on a formal written contract or agreement, as approved by the Board. The Executive Officer shall have duties and responsibilities as contained in a contract/agreement and responsibilities and authority as may be delegated to her/him from the President or Board. All duties and responsibilities must be consistent with the Bylaws and Regulations. The Executive Officer shall be subject to the supervision of the President and the Board.
- (b) A Federation Development Officer (FDO) may be hired and appointed by the Board of Directors, based on a formal written contract or agreement, as approved by the Board. The Resource Officer shall have duties and responsibilities as contained in a contract/agreement and responsibilities and authority as may be delegated to her/him from the President or Board. All duties and responsibilities must be consistent with the Bylaws and Regulations. The Executive Officer shall be subject to the supervision of the President and the Board.
- (c) Thin Green Line (Foundation). The IRF Board may enter into a MOU or other agreement for affiliation or cooperation with the Thin Green Line.
- (d) Honors and Awards. The Board may establish a system of awards and honors, and a policy for implementing such a system. The following awards have been established:
  - (i) Gordon Miller IRF Lifetime Achievement Award [amended August 14, 2023]
  - (ii) IRF President's Award.
  - (iii) The IRF/IUCN Young Conservationist Award
  - (iv) The Dr Jane Goodall Hope and Inspiration Ranger Award
- (e) Consistent with the Bylaws and Regulations, the IRF may petition governmental, non-governmental and private bodies and all similar institutions at the international, national, and regional levels in the furtherance of IRF objectives.

#### R. 14.7 Committees and Working Groups.

- (a) The Board of Directors has established the following Standing Committees and Working Groups. Except for the Board Executive Committee, all Committees and Working Groups

shall be made up of individuals nominated by the president or a board member and approved by the Board of Directors.

- (i) Executive Committee made up of the IRF President, Vice President, Treasurer and Secretary. The Executive Committee shall have such authority and responsibility as delegated or granted by the Board of Directors or as in the bylaws or regulations.
- (ii) Communications Working Group.
- (iii) Female Rangers Working Group.
- (iv) Governance Working Group
- (v) Membership Working Group.
- (vi) Universal Ranger Alliance Working Group
- (vii) World Ranger Congress (WRC) Committee, which shall have responsibility to assist in the planning and coordinating of WRCs.
- (viii) World Ranger Day (WRD) and Roll of Honor Working Group, which shall have responsibility for WRD planning, implementation, and for development and publishing of the Roll of Honour for Ranger Line of Duty Deaths (RLoDD).
- (ix) Awards and Honors Working Group
- (x) Financial Review Committee shall be made up of three members appointed by the President and approved by the Board. The Committee shall review and provide comments on the Annual Financial Report produced by the Treasurer for the Annual General Meeting.

#### R. 16.7 Procedural rules

[Still needs Bylaw required procedural rules for the conduct of meetings.]

#### R. 18.2 Use of IRF name and logo

- (a) No person or organization shall, without prior permission, use the name and/or any graphic representation (emblem or logo) of the IRF as adopted by the Board of Directors. The Board of Directors may rescind, due to misuse, any permission to utilize the IRF logo. Any use of the logo must utilize the current approved IRF logo design.
- (b) Permission to use the IRF logo is hereby extended to:
  - (i) IRF Officers, Directors and Full Members who may use the IRF name and emblem/logo on newsletters, stationery, informational literature, IRF promotional items, and for other similar purposes.
  - (ii) All approved IRF members may use the IRF name and logo on communications and information only to signify membership in the IRF.
- (c) At no time, may any Member, any other organization, or individual utilize the IRF name or logo on material/media designed to raise funds not related to the IRF, to endorse training, for commercial purposes, or for any other similar purpose, without gaining express prior approval from the IRF Board or Executive Committee.
- (d) No member may utilize the IRF name or logo related to any activity of, or interpreted to be of, a union nature.

#### R. 19.1 Restrictions on Members

- (a) No Officer, Director, Member, Associate, appointee, or employee may enter into lawsuits, or other legal actions or administrative proceedings on behalf of the IRF without

the expressed approval of the Board or as permitted by the Bylaws and/or these Regulations.

#### R. 22 Code of Ethics

(a) In conducting business and activities which are connected with the International Ranger Federation (Corporation), Officers, Directors, employees and members of a committee with governing board-delegated powers (Interested Persons) shall follow these guidelines:

- (i) Ethical Conduct. Be honest and ethical in his or her conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships. An Interested Person should not engage in activities which have or may have the appearance of impropriety or conflict of interest, or that may call into question the actions or integrity of the Corporation, or of the Interested Person as he or she relates to the Corporation.
- (ii) Legal Compliance. Comply with applicable laws and regulations, including the California Nonprofit Integrity Act of 2004, and report his or her concerns to the appropriate person if it appears that any other director, officer, employee or contractor of the Corporation is not complying with applicable laws or regulations with respect to the Corporation's business.
- (iii) Confidentiality. Maintain the confidentiality of all internal information about the Corporation, including its donors, clients and beneficiaries, except when authorized or otherwise legally obligated to disclose such information.
- (iv) Fair Dealing. Deal fairly with the Corporation's staff, donors, volunteers, beneficiaries and suppliers.
- (v) Protect Assets. Protect and ensure the proper use of the Corporation's assets, including, its name, goodwill, donor community and reputation.
- (vi) Personal Influence. Be mindful of the interaction between his or her relationships inside and outside of the Corporation, and not allow inappropriate personal influence over the affairs of the Corporation.
- (vii) Commitments. Do not "speak for" the Corporation or make or imply commitments by the Corporation without proper internal authorization and communication.
- (viii) Loans. The Corporation should not make loans to Interested Persons except to induce persons who have been offered a position to join the Corporation, as approved by the Board.