



INTERNATIONAL VA'A FEDERATION

BYLAWS

CONTENTS

1.	NAME.....	3
2.	OFFICES.....	3
3.	INTERPRETATION.....	3
4.	PURPOSE AND VALUES.....	4
5.	POWERS.....	5
6.	ORGANIZATION.....	6
7.	LANGUAGE.....	6
8.	MEMBERSHIP.....	6
	8.1 Eligibility.....	6
	8.2 Application for Membership.....	7
	8.3 Withdrawal of Membership.....	7
	8.4 Dues and Fees.....	7
	8.5 Suspension and Cancellation of Membership.....	8
9	MEETING OF MEMBERS.....	8
10.	MEMBER REPRESENTATION.....	10
11.	BOARD OF DIRECTORS.....	11
12.	MEETING OF THE BOARD.....	12
13.	FUNCTIONS AND PROCEEDINGS.....	13
14.	EXECUTIVE OFFICERS.....	13
	14.1 President.....	13
	14.2 Vice President.....	14
	14.3 Secretary General.....	14
	14.4 Treasurer.....	15
15.	COMMITTEES.....	15
16.	NOTICES.....	17
17.	MEMBERSHIP CERTIFICATES.....	17
18.	GENERAL PROVISIONS.....	18
	18.1 Annual Statements.....	18
	18.2 Checks.....	19
	18.3 Fiscal Year.....	19
	18.4 Seal.....	19
19.	AMENDMENTS.....	19
20.	DISSOLUTION.....	19

Bylaws of the International Va'a Federation

1. NAME

The name of the Organization is the International Va'a Federation (IVF) and it is established as a nonprofit organization.

2. OFFICES

- 2.1 The registered office shall be in the City of Wilmington, New Castle County, Delaware, United States.
- 2.2 The Organization may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may, from time to time, determine, or as the business of the Organization may require.

3. INTERPRETATION

- 3.1 In these bylaws, unless the context otherwise requires:

"AGM" means the Annual General Meeting of the IVF.

"Board" means the Board of Directors of the IVF elected under Section 11.

"Committee" means a Committee designated under Section 15.

"Condition" means a specific requirement or criterion that must be met for something to happen or be valid. A condition is like the "if-then" factors in an agreement, under Section 5.1(i).

"Country" means an independent state that is recognized by the international community.

"Director" means a Director of the Board elected under Section 11 and includes the Executive Officers.

"Executive Officers" means the President, Vice President, Secretary General and Treasurer.

"Fiscal year" means the Fiscal Year set out under Section 18.3.

"Good cause" means legally adequate or substantial grounds or reasons (dependent upon the circumstances of each case) to take the action of suspending or cancelling a Member's membership under Section 8.

"IVF" means the International Va'a Federation;

"Meeting" or "Meetings" means any regular or special meetings called in accordance with these bylaws.

"Member" means a governing body for va'a representing a country, territory or region as recognized by the IVF pursuant to these bylaws. A country, territory or region can only be represented by one IVF recognized governing body.

"Membership" means all the Members of the IVF.

"Governing Body" means the association or federation solely responsible for the sport of va'a in a country.

"Ordinary Resolution" means a resolution passed by a majority of votes cast.

"Organization" means the IVF, and the term "Corporation" shall have a corresponding meaning.

"Provisional" means a potential Member who is undergoing a trial period before being granted full membership.

"Proxy" means the written authority given by one Member to another to act or vote in place of that member in a meeting, which has been accepted by the Board.

"Restriction" means a limitation or rule that dictates what may not be done in a given situation. A restriction places boundaries on the agreement or activity, under Section 5.1(i).

"Special Resolution" means a resolution passed by a two-thirds majority of the votes cast by the Membership.

"Territory or Region" means a semi-autonomous political entity that is geographically separate from the country that has jurisdiction over it.

"Va'a" means the sport and culture of va'a, also known as, but not limited to, outrigger canoe, wa'a hoe, waka ama, oe vaka and wa'a.

4 PURPOSE AND VALUES

4.1 The purpose of the IVF shall be:

- (a) To govern the practice of the sport of va'a in the best interest of our Membership;
- (b) To develop, educate, promote and encourage the practice of the sport of va'a for competitive and recreational purposes throughout the world;
- (c) To create and foster friendship among the va'a community, being all

people who practice the sport of va'a;

- (d) To establish, deliver, and enforce regulations for IVF-sanctioned events;
- (e) To perpetuate the cultural identity and practices of the sport of va'a;
- (f) To establish pathways for va'a competition at the highest level.

4.2 The IVF will carry out its purposes:

- (a) With integrity, honor, and transparency;
- (b) By making decisions that are in the best interest of all Members of the IVF through the principles of good governance, including transparency and accountability for its actions;
- (c) By respecting all cultures and traditions of va'a;
- (d) In the spirit of friendship and understanding, respecting the past and providing vision for the future.

5. POWERS

5.1 Except as restricted by law and any provisions of these bylaws, the IVF has full power, jurisdiction, and authority to carry out its purposes. Such powers include, but are not limited to:

- (a) To incorporate and manage the funds and any assets and liabilities of the organization;
- (b) To make, alter, rescind and enforce bylaws, regulations, policies, and procedures of every type and subject matter for the governance, management, and operation of the affairs of the IVF;
- (c) To subscribe to, affiliate, amalgamate or become a Member of, and/or cooperate with any association, club or organization whose objectives are similar, in whole or in part, to those of the organization;
- (d) To promote and advance the sport of va'a, including printing and/or publishing in any newspapers, blogs, periodicals, books, newsletters or leaflets; utilizing radio, television or electronic media, the internet, or any other medium that the organization may think desirable for the promotion of its objectives or purposes;
- (e) From time to time, to fix the annual membership subscription and to collect and receive money or funds by way of subscription, contribution, donation, legacy, or grant, or any other lawful method, and to accept and receive

gifts of property of any description for or towards all or any of the purposes of the organization;

- (f) To contract, engage or otherwise make any arrangements with any person to fulfill the purposes or objectives of the organization;
- (g) To do all such things as are incidental or conducive to the attainment of the purpose or objectives of the organization;
- (h) To amend these bylaws in accordance with Section 19;
- (i) To determine IVF membership and member status and entitlements, including the addition, suspension and sanction of its members, and to restrict or condition members as needed;
- (j) To arbitrate disputes between or among members, and to adjudicate violations by members of the rules, policies, and values of IVF, in accordance with the spirit and practice of the sport of va'a;
- (k) To enforce any disciplinary actions, penalties, or sanctioning of members, and to conduct any appeals relating to the adjudication or enforcement of such actions.

6. THE ORGANIZATION

6.1 The IVF shall consist of:

- (a) The Board of Directors;
- (b) Membership; and
- (c) Committees designated by the Board under Section 15.

7. LANGUAGE

7.1 The official language of the IVF is English.

7.2 All official IVF documents shall be produced in English. Should a Member provide documents to the IVF that are not in English, they shall further provide an accompanying certified English translation of such documents.

7.3 At all meetings of the IVF, Members are entitled to speak in their own language provided that a competent interpreter translates their speech into English.

8. MEMBERSHIP

8.1 Eligibility

- (a) Membership may be granted to a country's governing body of va'a.

- (b) Notwithstanding paragraph (a) and the definition of "Member," the IVF recognizes Hawai'i as a Member.

8.2 Application for Membership

- (a) Application shall be made by the governing body to the Board through the Secretary General and shall include:
 - i. the name of the governing body;
 - ii. information regarding the applicant's legal status (including a copy of the Certificate of Incorporation or similar legal document under which it has been established), its organization structure, membership, and va'a race calendar;
 - iii. a copy of its constitution, charter or bylaws;
 - iv. a letter of support from a government or sports organization who can confirm or verify that the applicant is the sole governing body;
 - v. any other information that may be requested by the Secretary General or the Board.
- (b) The application shall be reviewed by the Board, which shall take into consideration the status of the applicant and the sport of va'a in the country, territory or region.
- (c) Approval of the application shall be by way of ordinary resolution of the Board. Membership shall be confirmed once the applicant has paid the required membership fees.

8.3 Withdrawal of Members

- (a) Any Member wishing to withdraw from the IVF may do so by giving the Board notice in writing, addressed to the Secretary General. There will be no reimbursement of membership fees upon withdrawal.
- (b) Should a former Member of IVF wish to reapply for membership, it shall do so in accordance with the provisions of Section 8 and shall be subject to the same process and fees as a new member application.

8.4 Dues and Fees

- (a) Dues are payable on the first day of the fiscal year. The Board shall set the dues of the Membership and penalties for late payment.
- (b) Members will be deemed in good standing if all dues, fees and any other amounts owed to the IVF are paid in full. Where a Member does not have good standing due to any outstanding payments, that Member shall not be entitled to any rights or privileges of Membership including the right to vote or be represented at any meeting of the IVF until all monies owed have been paid.

8.5 Sanction and Suspension of a Member by the Membership

- (a) The Membership, at any time, may discipline a Member for good cause by Special Resolution. The Member in question must be provided with the specifics of the allegations and given the opportunity to address them in accordance with paragraph (b).
- (b) When an allegation has been made or brought to the attention of the Board that a Member has breached any provision of these bylaws or has acted contrary to any requirement of the Board, the Board must first notify the Member and endeavor to address the issue with the Member, including all rights or privileges of Membership, while the Board further investigates the allegation. If the Board concludes the allegations are substantiated, it shall give written notice to the Member directing the Member to take actions to cease or remedy the situation. Should the Member fail to comply, the matter shall be brought before the Membership with a proposal to cancel its Membership.

9. MEETINGS OF MEMBERS

- 9.1 All meetings of the Members for election of Directors shall be held in Wilmington, Delaware, at such place as may be fixed from time to time by the Board, or at such other place, either within or without Delaware as shall be designated from time to time by the Board and stated in the notice of the meeting. Meetings of Members for any other purpose may be held at such time and place, within or without Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Annual meetings of the Members shall be held at a time and place as approved by the Board.
- 9.2 Written notice of the general meeting stating the place, date, and hour of the meeting, shall be given to each Member of the Organization not less than ten (10) nor more than ninety (90) days before the date of the meeting.
- 9.3 The officer who has charge of the Member ledger of the Organization shall prepare and make, at least ten (10) days before every meeting of Members, a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the details of each Member. Such list shall be open to examination by any Member for any purpose germane to the meeting. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any Member who is present.
- 9.4 Special meetings of the Membership, for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President and shall be called by the President or Secretary General at the request in writing of a majority of Members. Such request shall state the purpose or purposes of the proposed meeting.

- 9.5 Written notice of a special meeting stating the place, date, and hour of the meeting and the purpose or purposes for which the meeting is called shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting to each Member entitled to vote at such meeting.
- 9.6 Business transacted at any special meeting of Members shall be limited to the purpose stated in the notice.
- 9.7 A majority of the Members who are entitled to vote and are present in person or represented by proxy shall constitute a quorum at all meetings of Members for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member on record entitled to vote at the meeting.
- 9.8 When a quorum is present at any meeting, the vote of the holders of a majority of Members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes or of the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such questions.
- 9.9 Each Member who is in good standing:
- (a) shall have one (1) vote;
 - (b) is entitled to vote on all items of business at an AGM or meeting for which a vote is called;
 - (c) is entitled to vote in the election of Directors;
 - (d) may either vote in person through its representative or proxy. A member may carry only one (1) proxy.
- 9.10 Whenever the vote of Members at a meeting is required or permitted to be taken for or in connection with any corporate action by a provision of the statutes, the meeting and vote of Members may be dispensed with if all of the Members who would have been entitled to vote upon the action in such meeting consent in writing to such corporate action being taken; or, if the Certificate of Incorporation authorized the action to be taken with the written consent of less than all the Members who would have been entitled to vote upon the action if a meeting were held, then on the written consent of the Members having not less than such percentage of the Members as may be authorized in the Certificate of

Incorporation; provided that in no case shall the written consent be by the Members having less than the minimum percentage of the vote required by statute for the proposed corporate action; and provided further that prompt notice must be given to all Members of the taking of corporate action without a meeting and by less than unanimous written consent.

- 9.11 In the event of a tie vote at a meeting of the Members, the President may cast the deciding vote, except in elections or matters of member discipline.

In elections:

- (a) When an election results in a tie, a new election shall be held, and Members shall be required to cast another vote.
- (b) If a tie remains for a single-member office, the field of candidates shall be narrowed to those who are tied, and a new election shall be held among those candidates. If a tie still remains after the second ballot, the election shall be decided by a coin toss.
- (c) If a tie results in a multi-member office (e.g., Director), the following shall apply:
 - i. If any candidate receives the most votes (i.e., there is not a tie), he or she shall be declared the winner of that office.
 - ii. If the candidate with the next-highest vote count is not tied with another candidate, he or she shall be declared the winner of that office, and so on down the results until the tied candidates are encountered.
 - iii. The field of candidates, having been narrowed to those who are tied, shall face each other in a new election.
 - iv. If a tie still remains after the second ballot, the election shall be decided by a coin toss.

In matters of Member discipline:

- (a) In the event of a tie vote relating to the discipline of a member, the motion is lost.
- 9.12 Meetings of the International Va'a Federation shall be conducted in accordance with the International Va'a Federation Meeting Procedures (see Appendix 1 to these bylaws).

10. MEMBER REPRESENTATION

- 10.1 Each Member shall appoint one representative to attend the AGM or meetings and to exercise its vote.
- 10.2 Notification of any change of Member representative shall come from the Member's President or another empowered executive officer.

- 10.3 If a Member's representative is unable to attend an AGM or meeting, he or she shall notify the Secretary General in writing and shall further advise of the name of the representative attending in his or her absence.

11. BOARD OF DIRECTORS.

- 11.1 The number of Directors constituting the Board shall be seven (7) and shall include the Executive Officers, being the President, Vice President, Secretary General and the Treasurer.
- 11.2 Directors shall be elected by the Membership at an AGM by ordinary resolution of those Members present who are in good standing; and hold a term for four (4) years unless otherwise stated (see Appendix 2 to these bylaws). All Directors are eligible for re-election.
- 11.3 The election of Members of the Board of Directors shall be staggered in two (2)-year intervals. The President, Treasurer and two Director positions shall constitute one election cycle. The Vice President, Secretary General and one Director position shall constitute the other election cycle.
- 11.4 The outgoing office holders shall provide such assistance to the new office holders as may be reasonably required to affect an orderly handover of responsibilities, in accordance with IVF's handover policy.
- 11.5 At no time shall a Board position remain vacant. In the event of a vacancy, the Board shall appoint one of its Members to fill the position until the next AGM.
- 11.6 Nomination of candidates shall be received by the Chair of the Nominations and Elections Committee from Member representatives thirty (30) days prior to the election date. No nomination can be accepted from the floor during the meeting.
- 11.7 A Director is deemed to have vacated the Board upon:
- (a) Being adjudicated bankrupt;
 - (b) Being declared of unsound mind;
 - (c) Resigning under section 11.9 or retiring from the Board or their term of appointment expiring;
 - (d) Being convicted of a serious criminal offense or being sentenced to imprisonment;
 - (e) Dying;
 - (f) Failing to attend three (3) consecutive Board meetings;
 - (g) Being removed in accordance with section 11.10.
- 11.8 Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority vote of the Directors then in office, though less than a quorum, or by the sole remaining Director, and the Directors so chosen shall hold office until the next AGM. If there are no

Directors in office, then an election of Directors may be held in the manner provided by statute. If, at any time of filling any vacancy or any newly created directorship, the Directors then in office constitute less than the majority of the whole Board (as constituted immediately prior to any such increase), the Court of Chancery of the State of Delaware may, upon application of any Member or Members holding at least ten (10) percent of the total Members having the right to vote such Directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the Directors chosen by the Directors then in office.

- 11.9 The business of the Organization shall be managed by its Board, which exercises all such powers of the Organization and does all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these bylaws directed or requested to be exercised or done by the Members.
- 11.10 A Director of the Organization may resign at any time by giving notice to the Board, the President or the Secretary General of the Organization. Such resignation shall take effect on the date of receipt of such notice, or at any time later, specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 11.11 A Director or Executive Officer may be removed, with cause, from his or her office by the affirmative vote of the holders of a majority of all Members entitled to vote, at any annual meeting or at a special meeting of the Members called for such purposes.
- 11.12 Every member of the Board shall be indemnified by the IVF against reasonable liabilities incurred in connection with any proceedings of whatever nature in which the Director or Executive Officer is involved due to being a Director or Executive Officer, unless willful misconduct or willful negligence towards the IVF is adjudged in the proceeding.

12. MEETING OF THE BOARD

- 12.1 The Board may hold meetings, both regular and special, either within or outside of the State of Delaware.
- 12.2 Regular meetings of the Board may be held without notice at such time and at such place as shall, from time to time, be determined by the Board.
- 12.3 Special meetings of the Board may be called by the President upon thirty (30) days' written notice to each Director. Special meetings shall be called by the Secretary General on like notice, upon the written request of two Directors.
- 12.4 At all meetings of the Board, a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting shall be the act of the Board of Directors, except as may be otherwise specially provided by a statute, or by the Certificate of Incorporation. If a quorum shall not be present, the Directors present may adjourn the meeting

from time to time without notice, other than announcement at the meeting, until the quorum shall be present.

- 12.5 Unless otherwise restricted by the Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board or of any Committee, may be taken without a meeting if all members of the Board or Committee, as the case may be, consent thereto, in writing, such a written consent, to be filed with the minutes of proceedings of the Board or Committee.

13. FUNCTIONS AND PROCEEDINGS

- 13.1 Directors are required to represent a wider view than merely representing the interests of the country or jurisdiction they come from, and, in exercising their representative votes, they shall consider the interests of the sport of va'a throughout the entire world as a whole.
- 13.2 Each Director has one (1) vote on all items of business before the Board for which a vote is called, and the President shall have an additional casting vote in the event of an equality of votes, unless otherwise stated.
- 13.3 The Board shall make available its schedule of meetings to the IVF Membership and may allow non-voting observers and technical advisors to attend any meeting. The Board may determine, on a case-by-case basis, whether or not such persons will be permitted to take part in any discussion.
- 13.4 The Board shall establish the fiscal policies of the IVF and ensure that they are carried out.

14. EXECUTIVE OFFICERS

14.1 President

- (a) The President shall be the Chief Executive Officer of the Organization and shall:
- i. preside over all meetings of the Membership and the Board;
 - ii. have general and active management of the business of the Organization; and
 - iii. see that all orders, policies and resolutions of the Board are carried into effect.
- (b) The President shall, with the approval of the Board, execute bonds, mortgages, and other contracts, except as required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Organization.
- (c) The President shall have such powers and duties as are given in these bylaws and as may be assigned by the Board or the Membership.

- (d) Where the President:
 - i. is unable to attend or chair a meeting; or
 - ii. is unable or refuses to act on any decision of the Board, the Vice President will chair the meeting or carry out the duties of the office until such time as the President is able to take up his or her duties. The Vice President acting in the place of the President under this section shall have all the powers of the President and be subject to all the same restrictions imposed on the President by or under these bylaws.

14.2 Vice President

- (a) The Vice President shall:
 - i. assist the President and Board of Directors in designing the Organization's overall mission, values, and strategic goals;
 - ii. attend all meetings of the Board of Directors and Membership;
 - iii. assume the duties of the President as set forth in 14.1(d), and
 - iv. carry out other duties as may be assigned by the Board of Directors.

14.3 Secretary General

- (a) the Secretary General shall be the administrative Director of the IVF and shall be responsible for carrying out such duties as set out by these bylaws and as may be requested from time to time by the Board in furthering the purposes of the IVF.
- (b) The Secretary General shall:
 - i. attend all meetings of the Board and the Membership; and
 - ii. record all proceedings of the meetings;
 - iii. perform like duties for the Committees when required;
 - iv. give, or cause to be given, notice of all meetings of the Membership and of the Board; and
 - v. performs such other duties as may be prescribed by the Board and/or the President, under whose supervision he or she shall serve.
- (c) The Secretary General shall hold and make available to the Members, and to any other person as directed by the Board:
 - i. these bylaws;
 - ii. the IVF Race Rules;
 - iii. the race results for IVF-sanctioned events; and
 - iv. all reports and other correspondence of the IVF, including but not limited to minutes of Board meetings and Membership rosters.

14.4 Treasurer

- (a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization. The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board.
- (b) The Treasurer shall disburse the funds of the Organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings or when the Board so requires, an account of all transactions as Treasurer and of the financial condition of the Organization.
- (c) The Treasurer shall oversee the lodging of U.S. tax filings and returns.

15. COMMITTEES

15.1 There shall be the following standing Committees:

- (a) Bylaws Committee
- (b) Events & Technical Committee
- (c) Finance Committee
- (d) Nominations and Elections Committee
- (e) Medical Committee
- (f) Para Va'a Committee
- (g) Race Rules Committee
- (h) Sport Development Committee

15.2 The Board may, by ordinary resolution, designate one or more committees and determine or approve a committee's terms of reference. For the avoidance of doubt, committees are consultative bodies directed by the Board.

15.3 Committees shall report back to the Board and/or the Membership on any matters referred to them, including any recommendations to be considered by the Board for ratification.

15.4 Each Committee shall keep regular minutes of its meetings and report the same to the Board.

15.5 Composition of Committees

- (a) Each Committee shall be composed of a minimum of three (3) voting members, with the maximum number of members necessary to effectively carry out the unique functions and responsibilities of the Committee, as determined by the Board of Directors.

Committee membership may include:

- i. The President, who may be an ex-officio, non-voting member;
 - ii. One (1) or two (2) Directors;
 - iii. Committee members proposed by a Member as having expertise in the activities of the Committee;
 - iv. Committee members as proposed by current members of the Committee.
- (b) Committee members including Chairs, shall serve four (4)-year terms, and may be reappointed.
 - (c) The Chair of a Committee shall be nominated by a vote of the Committee members and referred to the Board of Directors for approval or confirmation. Should the Board of Directors not approve the nomination, the Committee shall elect a new nominee.
 - (d) The members of a Committee may, but need not, hold other IVF positions.

15.6 Proceedings of Committees

- (a) Committees shall meet at least once a year, in conjunction with a Board meeting or at another time.
- (b) Committees are encouraged to conduct work throughout the year.
- (c) At any meeting of a Committee, any Director, member of another Committee or Member representative may attend the meeting as a non-voting participant, the extent of such participation being at the Chair's discretion.
- (d) The Committee Chairs shall lead and control the Committee and are responsible for keeping the Secretary General informed.

15.7 Removal of a Committee Member

- (a) A Committee member is deemed to have vacated their position under the same rationale outlined in Bylaw 11.7.
- (b) A Committee member may be removed by a majority vote of its Committee members. That vote must then be presented to the IVF Board. The Committee and the Committee member in question must have the opportunity to state their position to the IVF Board, before the

IVF Board makes a final decision on their possible removal from the Committee.

16. NOTICES

- 16.1 Whenever, under the provisions of the statutes or the Certificate of Incorporation or of these bylaws, notice is required to be given to any Director or Member, it shall not be construed to mean personal notice, but such notice may be given in writing, addressed to such Director or Member, at their address as it appears on the records of the Organization. Notice to Directors may also be given by way of electronic transmission.
- 16.2 Whenever any notice is required to be given under the provisions of the statutes or the Certificate of Incorporation or of these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

17. MEMBERSHIP CERTIFICATES

- 17.1 Every member in the Organization shall be issued a Membership Certificate, signed by, or in the name of, the Organization, by the President, or the Treasurer, or the Secretary General.
- 17.2 Where a certificate is countersigned:
- (a) by transfer agent other than the Organization or its employee, or
 - (b) by a registrar, other than the Organization or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Organization with the same effect as if he or she were such officer, transfer agent or registrar at the date of issue.
- 17.3 Lost Certificates

The Board may direct a new certificate to be issued in place of any certificate or certificates theretofore issued by the Organization alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the Membership Certificate to be lost, stolen, or destroyed. When authorizing such issuance of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or their legal representative, to advertise the same in such manner as it shall require and/or to give the Organization a bond in such sum as it may direct as indemnity against any claim that may be made against the Organization with respect to the certificate alleged to have been lost, stolen, or destroyed.

17.4 Transfer of Membership Certificate

Upon surrender to the Organization or transfer agent of the Organization of a Membership Certificate duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the Organization to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books.

17.5 Transfer Agent and Registrar

The Organization may, if and whenever the Board shall so determine, maintain one or more transfer offices or agencies, within or without the State of Delaware, each in charge of a transfer agent or agents designated by the Board, where Membership Certificate of Organization shall be directly transferable, and also one or more registry offices, each in charge of a registrar or registrars designated by the Board, where such Membership Certificates shall be so registered. No Membership Certificate of the Organization in respect of which a transfer agent or registrar shall have been designated shall be valid unless countersigned by such transfer agent and registered by such registrar.

17.6 Transfer Agent and Registrar Notice

In order that the Organization may determine the Members entitled to notice of, or to vote at, any meeting of the Members, or any adjournment thereof, or to express consent to corporate action in writing without a meeting, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days prior to such action. A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting, provided, however, that the Board may fix a new record date for the adjourned meeting.

17.7 Registered Members

The Organization shall be entitled to recognize the exclusive right of a person registered on its books as the Member to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of a Membership Certificate. The Organization shall not be bound to recognize any equitable or other claim to or in interest in such Membership Certificate on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

18. GENERAL PROVISIONS

18.1 Annual Statements

The Board of Directors shall present at each AGM, and at any special meeting of the Members when called for by vote of the Members, a full and clear statement of the business and condition of the Organization.

18.2 Checks

All checks or demands for money and notes of the Organization shall be signed by such officers or such other person or persons as the Board of Directors may from time to time designate.

18.3 Fiscal Year

The fiscal year of the Organization shall be fixed by resolution of the Board of Directors and is currently set for the calendar year, January 1 to December 31.

18.4 Seal

A corporate seal is not required, but if the Organization desires to use a corporate seal it shall have inscribed thereon the name of the Organization, the year of its organization, and the words "Corporate Seal, Delaware." The seal may be used by causing a facsimile thereof to be impressed, or affixed or otherwise reproduced.

19. AMENDMENTS

19.1 These bylaws may be altered, amended, or repealed or new bylaws may be adopted by the Members in accordance with this clause.

19.2 Amendments to these bylaws may be offered by any Member of the Organization in good standing, the Board, or the Bylaws Committee, who shall prepare the amendments in proper form and submit them to the IVF by the process outlined. The current membership in good standing shall receive the proposed amendments at least thirty (30) days prior to the date of the annual meeting. This notice shall show the present text, proposed amendments, and rationale.

19.3 These bylaws may be amended by two-thirds (2/3) vote of the entire Membership present and represented by proxy at the AGM.

19.4 These bylaws may only be amended at the AGM of the Membership.

20. DISSOLUTION

Upon dissolution of this Organization, assets shall be distributed for one or more exempt purposes, with the meaning of section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code, or shall be distributed to the federal government or to the state or local government for public purposes.

APPENDIX 1

International Va'a Federation Meeting Procedures

Guiding Principles:

- Everyone has the right to participate in discussion if they wish, before anyone may speak a second time.
- Everyone has the right to know what is going on at all times. Only urgent matters may interrupt a speaker.
- Only one thing (motion) can be discussed at a time.
- Our actions should reflect the values of the organization.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the President of the Board or Meeting Chair, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. If there is no second, the matter is not considered. Each motion must be disposed of (passed, defeated, tabled/parked, referred to committee, or postponed indefinitely).

How to do things:

You want to bring up a new idea before the group.

After recognition by the President of the Board or Meeting Chair, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

You want to change some of the wording in a motion under discussion.

After recognition by the President of the Board or Meeting Chair, move to amend by

- adding words,
- striking words or
- striking and inserting words.

You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.

Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

You want more study and/or investigation given to the idea being discussed. Move to refer to a committee. Try to be specific as to the charge to the committee.

You want more time personally to study the proposal being discussed.

Move to postpone to a definite time or date.

You are tired of the current discussion.

Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3^{rds} vote.

You have heard enough discussion.

Move to close the debate. Also referred to as calling the question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3^{rds} vote.

You want to postpone a motion until some later time. Length of time

Move to table/park the motion. The motion will delay any further discussion or voting on the motion until a later, specified length of time or a future event takes place.

You believe the discussion has drifted away from the agenda and want to bring it back.
 “Simply request that the meeting return to the current agenda topic.

You want to take a short break.
 Move to recess for a set period of time.

You want to end the meeting.
 Move to adjourn.

You are unsure the President of the Board or Meeting Chair announced the results of a vote correctly. Without being recognized, call for a “roll call” of the vote to be taken.

You are confused about a procedure being used and want clarification.
 Without recognition, call for "Point of Information" or “request clarification” The President of the Board or Meeting Chair will ask you to state your question and will attempt to clarify the situation.

You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.
 Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

You want to change an action voted on at an earlier meeting.
 Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3^{rds} vote is required.

Unanimous Consent:

If a matter is considered relatively minor or opposition is not expected, a call for unanimous consent may be requested. If the request is made by others, the President of the Board or Meeting Chair will repeat the request and then pause for objections. If none are heard, the motion passes.

- **You may INTERRUPT a speaker for these reasons only:**
 - to get information about business –point of information to get information about rules - “inquiry”
 - if you can’t hear, safety reasons, comfort, etc. – “question of privilege”
 - if you see a breach of these rules – “point of order”
 - if you disagree with the ruling of the President of the Board’s or Meeting Chair – “appeal”
 - if you disagree with a call for Unanimous Consent – “object”

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Main Motion	X	X	X	Majority	X
Amend Motion	X	X		Majority	X
Kill a Motion	X			Majority	X
Limit Debate	X		X	2/3 ^{rds}	X
Close Discussion	X			2/3 ^{rds}	X
Recess	X		X	Majority	
Adjourn (End meeting)	X			Majority	
Refer to Committee	X	X	X	Majority	X
Postpone to a later time	X	X	X	Majority	X
Table/Park	X			Majority	
Postpone Indefinitely	X	X	X	Majority	X

Appendix 2

IVF Table of Elections for Directors and Officers

This table shows the Board and the status of all positions for the 2024 election
 All regular (4 year) elected positions are shown in **green**.
 All irregular (2 year) elected positions are shown in **red**.

Office	2024 AGM	2026 AGM	2028 AGM	2030 AGM
President	Elected (for 4 years)	Stays	Elected (for 4 years)	Stays
Vice President	Elected (for 2 years)	Elected (for 4 years)	Stays	Elected (for 4 years)
Secretary	Elected (for 2 years)	Elected (for 4 years)	Stays	Elected (for 4 years)
Treasurer	Elected (for 4 years)	Stays	Elected (for 4 years)	Stays
Director	Elected (for 4 years)	Stays	Elected (for 4 years)	Stays
Director	Elected (for 4 years)	Stays	Elected (for 4 years)	Stays
Director	Elected (for 2 years)	Elected (for 4 years)	Stays	Elected (for 4 years)
Total #	7	7	7	7
Positions up for Election	7 3 for 2 years	3	4	3