

BYLAWS  
OF  
INTERNATIONAL LIFE SAVING FEDERATION OF THE AMERICAS, INC.

ARTICLE 1  
OFFICES

SECTION 1. PRINCIPLE OFFICE

The principle office of the corporation is located at 201 N. Walnut Street in the City of Wilmington, in New Castle County, State of Delaware.

SECTION 2. OTHER OFFICES

The corporation may also have offices at such other places within or without the State of Delaware as the Board of Directors may from time to time determine or the activities of the corporation may require.

ARTICLE 2  
NONPROFIT PURPOSES

SECTION 1. IRS SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The International Life Saving Federation of the Americas, Inc. is an international, non-political, nonprofit, non-discriminatory, humanitarian organization established for the primary purpose of helping to reduce preventable injury and loss of life in and around the waters of the Americas and the entire world and to link together and support the national federations of the Americas which are concerned with safety and the preservation of human life in the aquatic environment. To advance and achieve these purposes, the objectives of the International Life Saving Federation of the Americas shall be to:

- a) Find the best methods and means of aquatic life saving, resuscitation of the apparently drowned and emergency care;
- b) Teach lifesaving and establish educational exchanges of aquatic life saving techniques and operations;

- c) Exchange practical, medical and scientific experiences in the field of aquatic life saving;
- d) Encourage the conduct of aquatic life saving training schools available to any qualified person;
- e) Extend the teachings and activities of the International Lifesaving Federation of the Americas to all places throughout the Americas and the world and to communicate and act in cooperation with other international humanitarian bodies;
- f) Promote uniformity concerning equipment, information, symbols and laws for control and regulation within the aquatic environment;
- g) Conduct and support the conduct of life saving competition in order to stimulate the interest of lifesavers and lifeguards to improve their ability and willingness to save people who are in danger in the aquatic environment;
- h) Organize and support international conferences to foster exchange of information on life saving and related issues and to help create links of friendship, solidarity and collaboration among lifesavers and lifeguards throughout the Americas and the world;
- i) Encourage measures to prevent pollution of the aquatic environment; and to
- j) Take such other actions as may be considered necessary to advance and achieve the aforementioned objectives of the International Life Saving Federation of the Americas.

### ARTICLE 3 DIRECTORS

#### SECTION 1. NUMBER

The number of directors shall be no less than one or no fewer than required by law.

#### SECTION 2. QUALIFICATIONS AND APPOINTMENTS

The directors shall be appointed by national life saving federations from within the countries of the Americas which are currently recognized as Full Members of the International Life Saving Federation. Each Full Member federation may appoint one director to the International Life Saving Federation of the Americas Board of Directors to represent the federation. A director must be a member of the federation so represented. The appointment process shall be within the sole discretion of the appointing federation.

#### SECTION 3. OBSERVERS

Each national federation from within the countries of the Americas which is currently recognized as an Associate or Corresponding Member of the International Life Saving Federation may designate a representative to attend meetings of the International Life Saving Federation of the Americas Board of Directors and may participate in deliberations to the degree permitted by the International Life Saving Federation of the Americas Board of Directors, but shall have no vote.

## SECTION 4. RESIGNATIONS

Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

## SECTION 5. VACANCIES

If the office of any director becomes vacant, the director shall be replaced by the national federation which the director represented. If a director is unable to attend a meeting of the Board of Directors, the national federation which the director represents may appoint a replacement, whether temporary or permanent, in the sole discretion of that federation.

## SECTION 6. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## SECTION 7. DUTIES

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws; and to
- e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

## SECTION 8. TERM OF OFFICE

Directors shall normally be appointed during the six month period prior to meetings of the International Life Saving Federation General Assembly and serve until the same period of time prior to the following General Assembly.

## SECTION 9. COMPENSATION

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## SECTION 10. MEETINGS

The Board of Directors shall meet in a General Assembly on such dates and at such places as may be designated by the Board of Directors, but in no case less than once each year. Each director shall have one vote in all matters before the Board of Directors.

## SECTION 11. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by agreement of a majority of the directors and elected officers of the corporation. Such meetings shall be held at the place designated by those calling the meeting.

## SECTION 12. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, at least one month notice shall be given by the Secretary of the corporation to each director of each meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or electronic means, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. The Secretary shall take reasonable steps to ensure that the notice is received, but failure to do so shall not constitute lack of proper notice.

## SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the current members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the presiding officer shall entertain at such meeting is a motion to adjourn.

## SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in the absence of the President, by the Vice President, if any, or in the absence of a Vice President, by the Secretary or, in the absence of the Secretary, by a person chosen by majority vote of the Board of Directors. The Secretary shall act as secretary of all meetings of the board, provided that, in the absence of the Secretary or in cases that the Secretary presides over the Board of Directors, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Board members who are not able to physically travel to a meeting of the Board of Directors may attend and participate in the meeting via electronic means, such as via telephone or internet. Between Board meetings, the President, with the agreement of the Secretary General, may propose items for consideration by the Board of Directors via email or other electronic means. Except in unusual circumstances, there will be no less than 15 days for discussion of the matter to be voted upon and no less than an additional 15 days for voting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with the provisions of law.

## SECTION 16. COMMITTEES

The Board of Directors may designate such committees or commissions as it deems appropriate to assist in conduct of the business of the corporation. Such committees and commissions shall have the rights, powers, and responsibilities specified by the Board of Directors. Minutes of the meetings of all committees and commissions shall be generated by the person in charge and shall be conveyed to the Secretary.

## SECTION 17. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS.

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

## ARTICLE 4 OFFICERS

### SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Secretary, who may also be known as the Secretary General, three Vice Presidents, and an Advisor, who will be the immediate past president unless otherwise decided by the Board of Directors. The Board of Directors may appoint additional officers in its discretion. Unless and until the Board of Directors chooses to appoint a Treasurer, the Secretary shall perform the duties of Treasurer.

### SECTION 2. QUALIFICATIONS

Any person currently a member of a national federation from a country which lies within the Americas, which national federation is a Full, Associate, or Corresponding Member federation of the International Life Saving Federation, may serve as an officer of this corporation.

### SECTION 3. ELECTION AND TERM OF OFFICE.

Officers shall be elected by the Board of Directors. Officers shall normally serve for a period of approximately four years, with elections timed to occur within a six month period prior to meetings of the International Life Saving Federation General Assembly. Each officer shall hold office until the officer resigns or is removed by a two-thirds vote of the Board of Directors or is otherwise disqualified to serve, or until a successor shall be elected and qualified, whichever occurs first. Elections shall take place electronically and shall be conducted by the Secretary General and one additional person appointed by the President. The nomination period shall be 30 days, but may be extended if no nominations are received. If more than two people are nominated, then a vote shall be conducted and the two candidates receiving the most votes will be considered during a second round of voting. If only one qualified candidate is nominated, then that person shall be declared the winner of the election with no need for voting. Each voting period shall be 30 days, except that if a majority of those with the right to vote have not voted within 30 days, the voting period will be extended until a majority of those with the right to vote have voted, at which point voting will close and the person with the majority of votes shall be declared the winner.

The Vice Presidents shall serve as the Americas Region's delegates to the ILS Board of Directors, except that in any case that the number of delegates allowed under ILS bye-laws is less than the number of Americas Region Vice Presidents, then the Vice Presidents who garnered the most votes in the most recent election shall be the delegates to the ILS Board of Directors and the others shall be alternates. In any case where the number of votes are equal in number, and where a decision must be made, the decision as to whom shall be the delegate shall be made by random draw.

#### SECTION 4. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. In case of a vacancy in the office of the President, the Secretary shall temporarily assume the office and duties of President until the Board of Directors can convene to fill the vacancy.

#### SECTION 5. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall be the presiding officer of meetings of the Board of Directors, but shall have no vote except to break a tie. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### SECTION 6. DUTIES OF THE VICE PRESIDENTS

The Vice Presidents shall assist in leadership of the Americas Region by overseeing and supporting the work of one of the three committees. The Vice Presidents shall have other powers and perform such other duties as may be assigned by the President, prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### SECTION 7. DUTIES OF SECRETARY

The Secretary (who may also be known as the Secretary General) shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

The Secretary shall certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date. The Secretary shall keep a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

The Secretary shall exhibit at all reasonable times to any director of the corporation, or to a director's agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation.

Until and unless the Board of Directors chooses to appoint a Treasurer, the Secretary shall be the Treasurer.

## SECTION 8. DUTIES OF TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

The Treasurer shall exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to the director's agent or attorney, on request therefor. The Treasurer shall render to the President and directors, whenever requested, an account of any or all transactions of the Treasurer and the financial condition of the corporation.

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or the corporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

## SECTION 9. DUTIES OF THE ADVISOR

The Advisor shall provide advice to the officers and the Board of Directors and assist in any other manner as may be requested by the President and the Board of Directors.

## SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.



ARTICLE 5  
INTERNATIONAL LIFE SAVING FEDERATION

SECTION 1. SUPPORT

The International Life Saving Federation of the Americas, Inc. is the Americas Region of the International Life Saving Federation. As such, part of its role is to support and promote the goals of the International Life Saving Federation and to follow guidance of the International Life Saving Federation. The International Life Saving Federation of the Americas, Inc. shall not implement rules or take actions that conflict with ILS legislation or policies.

SECTION 2. ILS BOARD OF DIRECTORS

The President and the Secretary General shall represent the Americas Region at and between meetings of the International Life Saving Federation Board of Directors. In addition, the Board of Directors of the International Life Saving Federation of the Americas, Inc. shall elect additional representatives to the International Life Saving Federation Board of Directors in a number consistent with the International Life Saving Federations Bye-Laws and in a manner identical to the election of officers. Each of the persons described in this section shall have all the rights and privileges as may be extended under the International Life Saving Federation Constitution and Bye-Laws.

SECTION 3. LIFESAVING SPORT

Any lifesaving sport competition conducted by the International Life Saving Federation of the Americas, Inc. shall follow ILS lifesaving sport rules.

ARTICLE 6  
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be

signed by the Secretary or Treasurer and countersigned by the President of the corporation.

### SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

### SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- a) Minutes of all meetings of directors and committees indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

### SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

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

## SECTION 5. PERIODIC REPORT

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

# ARTICLE 8 IRC 501(c)(3) TAX EXEMPTION PROVISIONS

## SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## SECTION. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### ARTICLE 9 AMENDMENT OF BYLAWS

#### SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

### ARTICLE 10 CONSTRUCTIONS AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

All references in these Bylaws to the Americas, shall mean the Western Hemisphere of the world, including the landmasses and islands of North America, South America, Mexico, and Central America including all countries and territories lying therein.

## ADOPTION OF BYLAWS

We, the undersigned, hereby attest that the foregoing Bylaws were adopted as amendments to the October 17, 2017 revision of the original Bylaws of the International Life Saving Federation of the Americas by a vote of the Board of Directors on March 20, 2024.



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B. Chris Brewster President



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Peter Davis, Secretary