

**INTERNATIONAL UNION FOR CONSERVATION  
OF NATURE AND NATURAL RESOURCES – UNITED STATES  
DBA: IUCN US FUND**

**AMENDED AND RESTATED BYLAWS AS OF SEPTEMBER 18, 2025**

**ARTICLE I. Directors**

Section 1. NUMBER. The business, property, and affairs of the International Union for Conservation of Nature and Natural Resources – United States (“IUCN US Fund”, or the “Corporation”), an organization incorporated under the laws of the District of Columbia and operating within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, shall be managed and controlled by a board of directors (the “Board”, and each member thereof a “Director”). The number of Directors of the Corporation shall be no fewer than seven (7) and no more than sixteen (16), inclusive of *ex officio* CEO, and may be increased or decreased by a resolution of the Board with the affirmative vote of a majority of the entire Board, but in no case shall the number of Directors elected by the Board be fewer than four (4).

Section 2. TERM OF OFFICE. Directors shall normally be elected at an annual meeting of the Board (the “Annual Meeting”) but may be elected at any regular meeting. Each Director shall be elected to a three-year term and shall serve until the close of the Annual Meeting of the year in which his or her term expires. The Board shall ensure the staggering of Directors’ terms (expiration dates) by electing Directors to shorter terms if necessary. No Director may serve more than two consecutive terms. After a one-year absence from the Board, a former Director may be re-elected to the Board. In the event that a meeting of the Board cannot be convened prior to the expiration of a Director’s term, that Director’s term will automatically extend until the next meeting of the Board.

Section 3. *EX OFFICIO* CEO. The North America Regional Director of IUCN shall also act as Chief Executive Officer (the “CEO”) of IUCN US Fund and shall not be subject to the term limitations described in Section 2 above.

Section 4. DUTIES. The Board shall control and oversee the affairs and business of IUCN US Fund. Directors shall in all cases act as a Board, regularly convened. They may adopt such rules and regulations for the conduct of their meetings and the management of IUCN US Fund as they may deem proper, consistent with these bylaws (the “Bylaws”) and the laws of the District of Columbia. The Board shall have the exclusive power to make grants and contributions, carry out projects, and otherwise render financial assistance in furtherance of and in accordance with the purposes of IUCN US Fund, and shall exercise oversight of any such grants or contributions to ensure adherence to applicable law.

Section 5. BOARD COMMITTEES. The Board may delegate such authority as it possesses and deems appropriate to a Finance Committee, a Grant Review Committee, and a Nominations Committee (each a “Committee”), each of which will be comprised of Directors, which shall exercise such powers subject to review by the Board at its meetings, and in accordance with Section 12 below. In addition, the Board may operate through such other standing Committees and *ad hoc* Committees as it may from time to time appoint and whose powers and functions shall be defined by resolution of the Board. The activities of each Committee shall be described, and procedures for decision-making and consultation with the Board shall be enumerated, in a document that shall include the terms of reference (a “Terms of Reference” or “TOR”) of such Committee. A Terms of Reference shall be elaborated for each such Committee and shall be subject to the approval of the Board. The Board may also make delegations of operating authority to the CEO and the officers of the Board (the “Officers”) as may be necessary to carry on the business of the Corporation.

Section 6. MEETINGS. The Board of IUCN US Fund shall conduct an Annual Meeting. Meetings of the Board other than the Annual Meeting shall be considered regular meetings and may be called by the Chair at any time or by the Secretary upon the written request of one-quarter of the Directors or more. Annual and regular meetings of the Board shall be held at such times and places as the Chair or a majority of the Board may determine.

Section 7. NOTICE OF MEETINGS. Written notice shall be transmitted to each Director at least (30) days before an Annual Meeting and ten (10) days before a regular meeting announcing the date, time, and place of such meeting. Each Director shall receive an agenda and pertinent materials relating to items on the agenda well ahead of the meeting. Any Director may waive notice of any meeting in writing or by appearance and participation in such meeting.

Section 8. QUORUM. At any meeting of the Board, a majority of the Board, represented in person or by general written proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, those present may adjourn the meeting to some future date and time.

Section 9. MEANS OF MEETING. Directors may participate in a meeting of the Board, or a Committee of the Board, by means of a conference call or other means of communication by which all persons participating in the meeting are able to hear one another. Any Director so participating shall be considered present at the meeting. In lieu of a meeting, the Board may also transact business by unanimous written consent of the Directors, or by any other method permitted under District of Columbia law.

Section 10. VOTING. Each Director (excluding, for the avoidance of doubt, the *ex officio* CEO) shall have one (1) vote. At any meeting of the Board at which a quorum is present, the affirmative vote of a majority of Directors represented in person or by general written proxy shall be necessary and sufficient to adopt a decision of the Board except as otherwise expressly required by these Bylaws or District of Columbia law, but in no case shall the number be fewer than four (4).

Section 11. VACANCIES. Vacancies on the Board shall be filled for the unexpired portion of the term by a majority decision of the remaining Directors. A vacancy in membership of a Committee may be filled by the Chair.

Section 12. CONFLICTS OF INTEREST. No Director of IUCN US Fund shall cast a vote, or take part in or be present for the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with a specific business project or specific business opportunity of IUCN US Fund. Any Director who believes that he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether said Director has a conflict of interest in such matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director. All Directors shall on a regular basis, and at least annually, report to the Board any potential conflicts of interest they may have in matters that come before the Board.

## **ARTICLE II. Officers**

Section 1. OFFICERS. The Officers of IUCN US Fund shall be:

1. Chair
2. Vice-Chair
3. Secretary
4. Treasurer

Section 2. ELECTION. Officers shall be elected by the Board at its Annual Meeting from among the Directors and shall remain in office until their successors are duly elected and qualified. Each Officer shall hold office for the term of three (3) years or for the remainder of such Officer's current term as Director, whichever is shorter. Officers may be re-elected for additional terms, subject to any limitations in Article I (Sections 2-3) above. Any two (2) or more offices may be held by the same person, except that the Chair shall not also hold the office of Treasurer or the office of Secretary.

Section 3. DUTIES OF OFFICERS. The duties and powers of the Officers shall be as follows:

- 3.a. Chair: The Chair shall prepare an agenda for and preside at all meetings of the Board and shall supervise, on behalf of the Board, implementation of Board decisions.
- 3.b. Vice-Chair: The Vice-Chair shall exercise the duties and responsibilities of the Chair when he or she is unable to exercise them. The Vice-Chair may also exercise such duties and responsibilities as the Board or the Chair may from time to time delegate to the Vice-Chair.

3.c. Secretary: The Secretary shall:

- (1) keep a full and accurate record of the meetings and decisions of the Board and ensure that these records are maintained in appropriate books in the office of IUCN US Fund.
- (2) call meetings of the Board in accordance with these Bylaws; and
- (3) present to the Board at their meetings all the communications addressed to him or her officially by any Director.

3.d. Treasurer: The Treasurer shall:

- (1) ensure the care and custody of all the funds and securities of IUCN US Fund and their deposit in the name of IUCN US Fund in such bank or banks, trust company or trust companies or safe deposit vaults as the Board may designate;
- (2) ensure a statement of the condition of the finances of IUCN US Fund at each meeting of the Board, and at such other times as shall be required of him or her by the Board, and a full financial report at the Annual Meeting of the Board; and
- (3) keep or cause to be kept at the office of IUCN US Fund correct books of account of all its business transactions and such other books of accounts as the Board may require, which shall be available at reasonable times to any Director of IUCN US Fund upon application at the office of IUCN US Fund during business hours.

Section 4. BOND. The Secretary and/or Treasurer shall, if required by the Board, give to IUCN US Fund such security for the faithful discharge of his or her duties as the Board may direct.

Section 5. VACANCIES. A vacancy in any office of the Corporation shall be filled by the Board without undue delay, at a regular meeting, or at a meeting specially called for that purpose.

Section 6. COMPENSATION. No elected Officer or Director shall receive compensation for providing services to IUCN US Fund in such capacity. However, the Board may authorize reimbursement of expenses, in full or in part, incurred by Officers and Directors in the course of such services.

Section 7. RESIGNATIONS. Any Director, Officer, or member of a Committee may resign at any time by giving written notice to the Board, to the Chair, or to the Secretary. Any such resignation shall take effect at the time specified therein. If no time is specified, the resignation shall be effective at the time of its receipt by the Chair or Secretary. Acceptance of a resignation shall not be necessary to make it effective.

Section 8. REMOVALS. Any Director, Officer, or member of a Committee may be removed with or without cause by a majority decision of the entire Board. Any such removal shall take immediate effect.

### **ARTICLE III. Indemnification and Insurance**

IUCN US Fund shall indemnify each Director for any liabilities or expenses reasonably incurred by or imposed upon such Director in connection with such Director's service to IUCN US Fund, in such manner, under such circumstances, and to such extent as permitted by District of Columbia law. The Board may authorize the purchase and maintenance of insurance and/or the execution of individual agreements for the purpose of such indemnification, and IUCN US Fund shall advance all reasonable costs and expenses (including attorneys' fees) incurred in defending any action, suit or proceeding to all persons entitled to indemnification under this Article III, all in the manner, under the circumstances, and to the extent permitted by District of Columbia law.

### **ARTICLE IV. Fiscal Year**

The fiscal year of IUCN US Fund shall be the calendar year or such other period as the Board may determine from time to time.

### **ARTICLE V. Audited Financial Statements**

IUCN US Fund shall have its annual financial statements audited by an independent certified public accountant appointed by the Board.

### **ARTICLE VI. Amendments**

HOW AMENDED. These Bylaws may be altered, amended, repealed, or added to by the affirmative vote of a majority of the Board, at any meeting of which written notice shall have been sent to each Director, which notice shall state the alterations, amendments or changes which are proposed to be made in such Bylaws. Only such changes as have been specified in the notice shall be made. If, however, all the Directors shall be present at any Annual or regular meeting, these Bylaws may be amended by unanimous vote, without any previous notice.