

## *Bylaws*

### **The International Remote Viewing Association (Amended 2012) A Nevada Non-profit Corporation**

#### **Board of Directors:**

1. Board: The Corporation shall be governed by a Board of Directors, numbering nine(9) individuals.
2. Elections, Additions, and Vacancies: The number of directors active on the board shall be under change authority by a two-thirds majority vote of the board membership. New directors, either to fill vacancies in the board or to add to the total number of board members, may be added by two-thirds majority vote of currently serving board members in good standing. In an effort to infuse fresh ideas and new perspectives, and to maintain a diverse board, at each annual meeting a maximum of one (1) board position will be vacated if there are currently no vacancies. Directors will be asked to offer voluntarily resignations to allow for the addition of new members. If enough voluntary resignations are not forthcoming, then resignations will be chosen by lottery.
3. Director Terms: Founding Directors will serve a minimum of two calendar years. Succeeding directors will serve a minimum term of one calendar year term. There is no limitation on the number of successive terms a given director may serve.
4. Meetings: For the sake of efficiency, finances, and time, much of IRVA's administrative and governing functions are intended to take place via cyberspace. Hence, the board is to use the internet for the majority of its coordinated meeting work. An annual meeting for elections, presentation of Secretary and Treasurer reports, and the next year's planning will be as a group physically present at a common location, if feasible. During this meeting, the president shall present an annual report of the year's accomplishment of goals. The annual meeting may or may not be in conjunction with RemoteViewing Conferences, per majority vote of the directors. Whenever an annual meeting at a physical location is not possible due to logistical or resource constraints, a virtual, 'electronic' meeting over the Internet or by teleconferencing, etc., may substitute.
5. Voting: A quorum being present (or included via internet or telephone conference), decisions shall be carried by affirmative vote of the majority of the quorum responders, except where otherwise specified by the by-laws. A quorum for all decision-making purposes other than organizational changes shall consist of five (5) members of the Board. For organizational changes, a quorum shall consist of all nine(9) members of the Board (or in event of a vacancy on the board, all currently serving Board members).
6. Informal Action: Action taken by the Board without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is so taken. Electronic submissions count as 'written.'
7. Records: Outgoing Directors are responsible for turning over to their successors, or to the Secretary until the election of their successors, all records, money, and other items associated with their office which are the property of the Corporation in proper condition and within a week of the termination of their office. Week-long extensions may be granted by the President under exceptional circumstances.
8. Removal: A member of the Board may be removed from office if s/he fails to fulfill his/her assigned / committed duties, or in the case of proven significant legal or ethical infractions, or actions that otherwise seriously undermine the Association, its good public reputation, or its activities. After any Director so charged has had notice and an opportunity to be heard, a unanimous vote by all current Directors, except the Director charged, shall be necessary to remove the errant Director.

9. Directors and officers may not be held personally liable or responsible for any debts or defaults on the part of the Association or its corporation that are attributable to its legal and proper operations. This provision in no way limits or absolves a Director's responsibility or liability for any financial malfeasance or gross negligence attributable to him/her concerning the organization's finances.

**General Considerations:**

Executive Committee: a majority of the Board of Directors may delegate authority to two or more directors as an executive committee, which may exercise full powers of the Board to the extent of the resolution authorizing the committee, except that it may not approve any action that requires approval by the full Board, fill vacancies on the Board or other committees, fix directors' compensation, alter Bylaws, appoint committees, or use corporate funds to support a nominee to the Board after more people have already been nominated than can be elected.

**Advising Directors (Advisors):**

Advisors are chosen for visionary and/or operational guidance to the Board of Directors. The advisors are elected with a Board majority vote and may serve for an indefinite term. However, a simple majority vote may remove them at any time. This is a non-voting, non-operational role, but selected advisors may be invited to attend and participate in annual group meetings of the Board.

**Officers:**

Required Officers: President, Secretary, and Treasurer. One person may hold any two positions, except that neither the Secretary nor the Treasurer may serve concurrently as the President. A Vice President may also be elected.

Special Officer Requirements: Officer selection choices are made by the Directors who then hold officers accountable for achievement of the goals of the Mission Statement of the Association. There is no age or residency requirement. The length of each officer's term is one (1) year, for a total tenure not to exceed four consecutive years, unless an extension is granted by a simple majority vote of the Board. The Secretary shall maintain records of lengths of terms of service.

1. President: The president shall serve as the Chief Executive Officer of the Corporation. S/he shall perform duties required to achieve objectives outlined in the Articles of Incorporation, Bylaws, and Mission Statement of the Association. If the President is absent, the Board may choose an interim or full-term replacement via election.

2. Vice President: Performs executive functions for the Association. His/her duties serving in the absence or incapacity of the President until such time as a new President is installed. Performs such other duties as determined by the President and/or the Board.

3. Treasurer: (Chief Financial Officer) Selected by the Board, the Treasurer shall be responsible for the financial accounts of the Corporation and shall keep a complete record of all monies received and all monies paid out; to sign or authorize signature of such checks upon the funds of the Association as may be necessary; and to collect dues and other debts on behalf of the Association. The Treasurer shall prepare and submit to the Board a report at the annual meeting each year; and shall exhibit the Association's books and accounts to the Board via hardcopy and/or website password protected view only files. The Treasurer shall submit any necessary state and federal tax exempt accounting requirements annually. In the Treasurer's absence, the Board shall select a replacement for whatever tenure is appropriate in the circumstances. As soon as feasible after monies start to accrue to the Association, and with due regard to available resources, the actual Association accounting shall be performed by a Board-selected professional public accountant or firm.

4. Secretary; The Secretary shall keep a current register of the names and addresses of the Board members, make and keep records of all meetings of the Association, copy the registered agent with all pertinent records of the Association, monitor matters relevant to the Articles, Bylaws, and Mission Statement as may be required by Board members; conduct the official correspondence of the Board; issue notices of meetings and decision topics; and ensure all required IRS and state corporate and tax forms and documents are properly and timely filed. In the absence of the Secretary, the President shall appoint an Assistant Secretary.

#### **Committees:**

Committees may be formed from the Directors or from the Associate membership. Topics such as fund sourcing, elections, membership, research leadership, etc shall be considered by committees consisting exclusively of Board members. Associate members may be included on other committees, but only after the Board has sponsored a topic committee and then majority approval given by the Board. A committee quorum is the majority of the committee's members and is the required minimum for decision making. A majority vote of the quorum is required for motion passage. All such committee decisions are subject to review and approval by the Board, at the Board's discretion.

#### **Annual Elections:**

Elections to make changes, additions, and/or deletions for Directors, Advisors, and Officers shall occur at the annual meeting and shall be coordinated by the members of the election committee. With the Secretary's assistance, this committee shall track time in position, present nominations, and make other motions relative to positions for the Board's vote. In the absence of an election committee, its duties are assumed by the entire Board, with the Secretary being responsible for monitoring and scheduling the voting.

#### **Memberships:**

Board Membership ('Directors' or 'Board Members'): Restricted to the elected Directors, it gives privileged access to most special areas of the website, if any. Board members are entitled to attend Association-sponsored conferences, to include reasonable reimbursement of lodging expenses incurred for said attendance; receive a gratis subscription to Association publications for the length of their tenure; access to the IRVA members e-mail list, and IRVA Directors e-mail list. Board members are expected to make themselves reasonably available to participate in conferences and other events supported by the Association. To fulfill their role in fundraising, Directors pledge to raise donations for the Association in an annual amount set by a simple majority of the Board.

Advisory Membership ('Advisors'): Such membership does not include financial review access and gives no voting rights. No annual fee is assessed. Advisors are entitled to attend Association-sponsored conferences; receive a gratis subscription to Association publications for the length of their tenure; access to IRVA members e-mail list, and IRVA Directors e-mail list.

Associate Membership ('Members'): Such membership is non-voting and confers no special rights of access to proprietary Association information, documents, membership lists, or financial accounts beyond what is legally authorized by IRS and State regulation. It authorizes access to testing and evaluation sites, if any, specific education sites, and is annual fee based with an additional testing fee assessable per test when appropriate. In exchange for annual dues, members receive a subscription to Association publications, a discount for Association-sponsored conferences, and enrollment in the IRVA members e-mail list at the members option. Membership options may be offered including lifetime and other additional fee based tiers.

Honorary Membership ('Honorary Members'): Such membership is non-voting and confers no special rights of access to proprietary Association information, documents, membership lists, or financial accounts

beyond what is legally authorized by IRS and State regulation. Honorary Members are nominated at the annual meeting by directors and approved by a simple majority. No annual fee is assessed. Honorary Members receive a subscription to Association publications, a discount for Association-sponsored conferences, and enrollment in the IRVA members e-mail list at the members option.

### **Rules of Procedure:**

The annual, committee, and Internet meetings, and any other such Association based meeting activities shall be conducted in accordance with Roberts Rules of Order, Revised, as applicable in the circumstances.

### **Dues:**

Annual dues are to be paid by Associate members only. Non payment is grounds for removal from website and e-mail group access and the revocation of other membership benefits and privileges.

### **Amendments:**

Changes to the Articles, Bylaws, and Mission Statement of the Association may be proposed by any Board member and submitted to the Secretary. The latter shall distribute copies to all Directors. A two-thirds majority vote of all current Board members shall be required for passage.

### **Association Activities:**

Activities include annual conferences; publication of a newsletter; maintenance of two websites ([www.irva.org](http://www.irva.org) and [www.irvaconference.org](http://www.irvaconference.org)); and maintenance of the IRVA members e-mail list. Other activities may be added, or some activities removed at the discretion of the Board and in accordance with Association commitments.

### **Local Chapters:**

Local chapters of the Association are not required, but may be formed from time to time in various places to help support the Association's goals and Mission Statement.

Purpose: Local chapters of the international Association provide the following benefits (not in any order of importance): 1) Serve as a source for new members; 2) Serve as a resource for developing future organizational leadership; 3) Serve as a fund-raising avenue, as appropriate; 4) Fulfill a constituency-building role; 5) Provide a source of volunteers in support of IRVA programs; 6) Provide networking opportunities for members; 7) Offer local members a place to meet others with similar interests in remote viewing; 8) Provide opportunities to enhance members' connections with and involvement in remote viewing, engaging in such activities as the sharing of practice targets, how-to tips, comparisons and contrasts of different methodologies and research developments in the field, discussions of RV community news, encouragement of conference participation, etc.

### **Governing statutes:**

1) No local chapter shall have the authority to encumber the International Remote Viewing Association (IRVA) financially or by executing contracts or obligations of any nature. IRVA shall not be liable for any financial liabilities incurred or transactions negotiated by any of its local chapters. IRVA bears no fiduciary responsibility for the functioning or financial soundness of the local chapters.

2) Each local chapter shall be headed by a minimum of two officers: a president and a secretary / treasurer. Additional officers, such as vice-president, secretary, and such committees as are deemed locally appropriate may be added as required. Officers shall be elected by a majority vote of the membership of the local Chapter, though an interim Chapter president and treasurer can be appointed by the international Association's President in the absence of a chapter vote. Local chapter officers serve at the pleasure of the parent Association, and may be removed for justified cause by the Association's President without any chapter membership vote.

3) To maintain status as an Active Chapter, a chapter must meet a minimum of twice a yearly, but is encouraged to meet quarterly, bimonthly, or even monthly, if desired or possible given sufficient resources.

4) A local chapter may assess reasonable dues of its members for the purpose of covering the operating and meeting/program expenses of the chapter (e.g., for refreshments, meeting space, speaker expenses, materials, etc.). However, costs shall be kept to a minimum as much as possible. For special events additional contributions may be requested, but if necessary funding is not obtained the event may have to be reconsidered. All chapter monies shall be accounted for according to standard book keeping and legal practices. IRVA directors shall have the authority individually or collectively to examine any chapter's books or require an independent audit of same upon approval by a simple majority of the IRVA Board.

5) Members of local chapters are not required to be members of the international Association, but should be encouraged to join.

6) Attendance at local chapter meetings may be restricted to local chapter members in good standing, with the following provisos: a) Local chapters are encouraged to hold at least one meeting a year that is open to the public, b) Interested persons who are considering becoming members of the local chapter are welcome to visit. If they wish to participate in local chapters, all members of the international Association must abide by all rules of the local chapter (including, if required, the payment of reasonable chapter dues) to be considered members of the local chapter.

7) Current Directors or Officers of the international Association may not serve concurrently as officers of a local chapter of IRVA. However, they may, and are encouraged to, serve as informal advisors to any such chapter.

8) Since the focus of the International Remote Viewing Association is remote viewing *per se*, local chapters shall exercise care not to allow other topics of discussion/interest to intrude and eclipse the remote viewing emphasis. There are other venues for discussing a broad range of "paranormal" or "parapsychological" phenomena such as UFOs and extraterrestrials, channeling, shamanism, dowsing, etc. Discussion of these topics is allowed, but should be conducted sparingly, and reasonably within a remote viewing context. Any local chapter that loses its remote viewing emphasis may be put on probation by the Board, and may even lose its status as an accredited chapter of IRVA if such diversions are carried too far too long.

9) At the discretion of the IRVA Board, local chapter presidents may be granted the status of Advisors at Large to provide counsel and advice to the Board regarding local chapter affairs and other Association concerns.

**Corporate Report Requirements:**

Annual:

Nevada certification of Directors

Federal tax exemption reporting (including 990s, etc., as required)

Initial:

1. Articles of Incorporation, Mission Statement, Bylaws, and corporate seal.

2. IRS Form 1023 - Application for Recognition of Exemption (Exemption granted, 16 March 2006).

.....End of Bylaws.....

NOTE: These by-laws were accepted as binding by unanimous vote of the Board of Directors on June 17, 2012.