
**AMENDED AND RESTATED
BYLAWS
OF
OUTWARD BOUND INTERNATIONAL, INC.**

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GLOSSARY

Associate Members are those schools holding provisional licenses

Associate Member in good standing means an Associate Member who has complied with all their obligations to the Corporation and who is not subject to any form of sanction, suspension or disciplinary censure

Board means the body comprising the directors of OBI

Corporation means **OUTWARD BOUND INTERNATIONAL, INC.** a not for profit tax exempt 501(c)(3) corporation organized and existing under the laws of New York state, United States of America Federal ID # 91-2111195

Council means the body formed by the authorized representatives of members of OBI

IRC means the Internal Revenue Code of 1986, as amended.

Members are organizations which hold charters or licenses from OB Global as delineated herein.

N-PCL means the New York Not-For-Profit Corporation Law.

Operations Committee means the committee comprising the Executive Director and the executive directors or chief executives of Ordinary Members appointed by the Board from time to time.

Ordinary Members means the members of OBI who hold charters or licenses.

Ordinary Member in good standing means an Ordinary Member who has complied with all their obligations to the Corporation and who is not subject to any form of sanction, suspension or disciplinary censure

Outward Bound Global (“OB Global”) is a private English company limited by guarantee and the owner of the OUTWARD BOUND trademark, name and symbol for which it has issued charters or licenses to certain organizations to use the OUTWARD BOUND trademark, name and symbol in certain territories.

ARTICLE I

General

Outward Bound International, Inc. (“OBI” or the “Corporation”) is an IRC section 501(c)(3) charitable and educational nonprofit organization formed pursuant to the New York N-PCL. In furtherance of its tax-exempt purposes, the Corporation provides guidance and administrative support for the goals, programs and activities of its Members, the organizations that conduct or seek to conduct Outward Bound programs throughout the world with a view of promoting and enhancing their operation of OUTWARD BOUND programs. In addition, the Corporation undertakes reporting and administrative activities on behalf of OB Global in regard to Member use of the OUTWARD BOUND trademark and name.

ARTICLE II

Membership

Section 1. Classes. The membership of the Corporation shall consist of two classes of Members, the first class to be designated “Ordinary,” and the second class to be designated “Associate.” Both classes of Members are subject to the eligibility requirements and restrictions defined in this Article II, Sections 4, 5 and 6.

Section 2. Ordinary Members. Ordinary Member status shall be limited to entities in receipt of either a charter or a subsisting license issued by Outward Bound Global, a company registered in England under company no. 405180 and having its registered office at Hackthorpe Hall, Penrith, Cumbria, CA10 2HX, or by the Corporation on behalf of Outward Bound Global, or a subsisting license issued by another entity which is in receipt of a charter issued by Outward Bound Global to use the OUTWARD BOUND trademark, name and symbol. Each Ordinary Member in good standing may appoint a Council Representative to the Council who shall have full voting rights. When a chartered member or subsisting license holder in a country issues sub-licenses to other entities in that country only the subsisting licensed or chartered member shall be entitled to vote. Subject to any nomination given under Section 5 of Article VII, the chair of the board or the most senior person in the governing body of an Ordinary Member, or in their absence the executive director, chief executive or most senior executive of an Ordinary Member, shall be the Council Representative for that Ordinary member.

Section 3. Associate Members. Associate Member status shall be limited to entities that are in receipt of a subsisting provisional license from Outward Bound Global to use the OUTWARD BOUND trademark, name and symbol. Each Associate Member in good standing may appoint an Associate Representative to the Council who may attend and speak at meetings, but shall have no voting rights. Subject to any nomination given under Section 5 of Article VII, the chair of the board or the most senior person in the governing body of an Associate Member, or in their absence the executive director, chief executive or most senior executive of an Associate Member, shall be the Associate Representative for that Associate Member.

Section 4. Eligibility and Qualifications. Membership in the Corporation shall be open to any body corporate, trust or similar entity that is recognized by the law of the country of a Member as being competent to hold a charter or license to use the OUTWARD BOUND trademark, name and symbol. Membership shall be further limited to those entities that: (1) support and have undertaken to further the purposes of the Corporation as defined in the Corporation's Certificate of Incorporation; (2) agree to uphold the privileges and responsibilities of membership as defined in Article II; (3) have fulfilled the minimum requirements for membership as prescribed from time to time by the Board of Directors; and (4) have a subsisting right by virtue of a charter, license or provisional license to use the OUTWARD BOUND trademark, name and symbol. Any entity wishing to become a Member of the Corporation shall submit an application for membership to the Board of Directors for approval. The Board of Directors may reject any such application or may present it for consideration to the Council at such time as the Board may determine. The Council, at the next Annual General Meeting or Special Meeting following presentation to it by the Board of Directors of any application for membership, may, following the recommendation of the Board passed by at least a three-fourths (3/4) majority of the Board present and voting and following a resolution passed by at least a three-fourths (3/4) majority of the Council Representatives present and voting, admit such Member on such terms and conditions as the Council may think fit. Members shall pay to the Corporation such annual dues as are established pursuant to Article XIII, Section 1.

Section 5. Rights and Obligations of the Corporation.

5.1 In furtherance of its tax-exempt purposes, the Corporation shall promote the charitable and educational activities of the Members of the Corporation nationally and internationally from time to time, insofar as such activities shall constitute the provision under and by reference to the OUTWARD BOUND name and trademark, of training and instruction to individuals for the purpose of improving or developing their capabilities, character, self-esteem and concern for others through activities involving adventure and service to outdoor or other environments which require risk management, self-discipline, team work, appreciation for the environment, compassion and the ability to face and endure physical and mental challenges.

5.2 The Corporation shall coordinate and assist in securing and expanding the protection internationally of the OUTWARD BOUND name and trademark.

5.3 The Corporation shall respect and preserve the independence of the Members of the Corporation whilst working to promote good governance, environmental, social and financial sustainability and risk management practices and performance at centers of operation designated by the OUTWARD BOUND name and trademark;

5.4 The Corporation shall respect and preserve the status of those Members of the Corporation who are registered owners of an OUTWARD BOUND name and trademark;

5.5 The Corporation shall advise on such matters as may be referred to it by any of the Members of the Corporation insofar as such matters relate to charitable activities carried on under and by reference to the OUTWARD BOUND name and trademark;

5.6 The Corporation shall inform its Members of the strategic plan adopted by the Board from time to time and shall submit that plan for consideration and comment at meetings of the Council held from time to time;

5.7 The Corporation shall carry out or coordinate fundraising activities for the purpose of financing its charitable activities or the charitable activities of its Members in consultation with all concerned Members;

5.8 The Corporation shall recommend to its Members acceptance or non-acceptance and the terms of the same of applications for or suspension of entitlement of entities to carry out activities under or by reference to the OUTWARD BOUND name and trademark;

5.9 The Corporation shall manage, on behalf of, and by way of delegation from, Outward Bound Global, activities associated with the licensing, monitoring and advising on the use and registration by Outward Bound Global, in all territories other than those territories in respect of which a charter issued by Outward Bound Global exists of the OUTWARD BOUND name and trademark and symbols associated with the same and the protection of such trademarks, names and symbols including by way of litigation on behalf of Outward Bound Global insofar as the same shall be consistent with the policy of the Members of the Corporation;

5.10 The Corporation shall promote communications between all Members of the Corporation and shall disseminate preferred governance, environmental, social and financial sustainability, risk management and program design practices; and

5.11 The Corporation shall act as a facilitating and coordinating link between the charitable activities of the Members of the Corporation.

Section 6. Termination of Membership. A Member shall cease to be a Member under the following circumstances: (a) upon the expiration of two (2) months' notice given by the Member to the Board of its intention to withdraw its membership; or (b) if it is adjudged bankrupt, makes a voluntary assignment for the benefit of its creditors, goes into liquidation or becomes wound-up as an association, organization or corporation; or (c) if it shall cease to be in receipt of a charter, license or provisional license from Outward Bound Global to use the OUTWARD BOUND trademark, name and symbol. Membership in the Corporation may also be terminated for any action by a Member that is detrimental to the best interests of the Corporation, or for failure to actively support corporate purposes, or for failure to actively participate in corporate activities. In such event, a recommendation for termination finding that such Member has ceased to be fit for membership must be passed by at least a three-fourths (3/4) majority of the members of the Board present and voting, and must be confirmed by the Council in the form of a resolution passed by at least a three-fourths (3/4) majority of the Council Representatives present and voting in a general meeting called for that purpose. Provided, however, that a terminated Member shall remain liable to pay any dues or other moneys that may have been payable by it to the Corporation before it ceased to be a Member.

Section 7. Restrictions. Subject to any protocols that may be agreed among the Members, neither the Corporation nor any Member may carry on any fundraising, promotional, marketing, recruitment or similar activities within the territory of any Member holding a charter

without first obtaining the express approval of that Member. In the case of such activities in the United States of America, such approval should be obtained from Outward Bound Inc., being the corporation that is the owner of the OUTWARD BOUND trademark, name and symbol in the United States.

Section 8. Current Members. The Corporation will maintain a listing of current Ordinary and Associate Members which shall be available for review by Members upon request. Current Ordinary Members are authorized to appoint Council Representatives, and through the Council, approve revisions to these Bylaws where those amendments would affect the rights of Members or Associate Members or affect the powers or functions of the Council.

ARTICLE III

Board of Directors

The power to manage the Corporation is vested in the Board which shall act only as a Board or as a duly authorized committee thereof; individual directors shall not have any power. The Board delegates authority to manage the business of the Corporation on a day to day basis to the Executive Director in accordance with the annual business plan and budget as well as to committees established by the Board from time to time. (See Article IV Section 1 below.

Section 1. Composition and Qualifications.

1.1 The members of the Board, each of whom shall be at least eighteen (18) years old, shall be not less than five (5) and shall not exceed fifteen (15) members excluding the Executive Director, who shall be an *ex officio*, nonvoting member of the Board. By a 75% vote at a general meeting, the Council may increase or decrease the number of Directors by resolution, provided that no decrease in number shall have the effect of shortening the term of any incumbent Director, provided further that the Council shall not have the power to reduce the Board of Directors to less than five (5) persons.

1.2 The composition of the Board shall represent the regions in which Outward Bound operates. While recognising that ultimately Members have the right to nominate persons as Directors and that the Council determines the election of Directors, the Board shall strive to identify potential candidates for nomination to the Board with the goal of the Board being comprised of at least: -

- Three (3) Members from Europe or Africa or Middle East
- Three (3) members from Asia (including India) or Australasia
- Three (3) members from the Americas
- The Chair of the Operations Committee shall also be a voting Director

Section 2. Terms of Office. Each such Director shall hold office for the term for which he or she is elected. The first term of office shall be one (1) year. Members of the Board shall be eligible for re-election for two further terms of three (3) years, provided that the Council at the Annual General Meeting may waive this restriction for members having Officer status, who may serve a further term of three (3) years. Any person who has ceased to be a member of the Board for five (5) years shall be eligible to stand again for election to the Board on the terms

stipulated in this clause. The Board may but only by unanimous vote, in exceptional circumstances, recommend the extension of the office of a Director for a further year subject to the approval of the Council pursuant to Article VII Section 1 (d).

Section 3. Powers and Duties.

3.1 The Board shall be responsible for formulating the strategic plan and policies and overseeing all activities of the Corporation and, in particular, for ensuring that the strategic plan is implemented and the policies and activities of the Corporation are in accordance with its purposes as set forth in its Certificate of Incorporation (as may be amended). The Board shall have full authority with respect to the distribution and payment of monies received by the Corporation from time to time; provided, however, that the Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any private individual or result in an excess benefit transaction under IRC §4958.

3.2 The Board may, following a resolution passed by at least three-fourths (3/4) of the Directors present and voting, recommend to the Council the acceptance or non-acceptance of applications for:

(a) the issue by Outward Bound Global or by the Corporation on behalf of Outward Bound Global of a license or a provisional license entitling an entity to carry out activities under or by reference to the OUTWARD BOUND name and trademark; and

(b) the suspension or termination by Outward Bound Global or by the Corporation on behalf of Outward Bound Global of a license or a provisional license, other than a charter, issued by Outward Bound Global, entitling a Member to carry out activities under or by reference to the OUTWARD BOUND name and trademark.

3.3 The Board shall be responsible for the appointment and evaluation of the Executive Director. The Executive Director and any other officer that may be appointed from time to time shall be subject to removal by resolution of the Board of Directors at any time. The Board shall receive quarterly reports from the Executive Director on all activities of the Corporation, including finances.

3.4 The members of the Board shall be entitled to attend and speak at any meeting of the Council.

3.5 In carrying out these functions, the Board may delegate its powers to the one or more committees as described in Article IV and delegate day to day management authority to the Executive Director.

Section 4. Nomination and Election. A majority of Council Representatives shall elect the Directors at each Annual General Meeting, to hold office until the expiration of their term of office. Any Member may submit nominations for Directors. Nominations shall be in writing and must be submitted to the Chair of the Board not less than one (1) month prior to the date fixed for the Annual General Meeting. The Board shall prepare and circulate a statement of procedures governing the consideration of nominations and the holding of elections.

Section 5. Removal; Resignation and Filling of Vacancies. A director may resign at any time by giving written notice to the Board Chair or Secretary, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later. The Board shall have the right to remove a Director for cause in the event he or she: ; (a) becomes bankrupt or is the representative of a member that becomes bankrupt; (b) is found to be of unsound mind; or (c) fails to attend three consecutive meetings of the Board without sufficient excuse, as determined by the Directors. A Board vote on such removal shall be made at a meeting where a majority of Directors then serving is present. In addition, the Council Representatives may, by a resolution passed by at least seventy-five percent (75%) of the votes cast at a Special General Meeting of which notice specifying the intention to pass such a resolution has been given, remove any member of the Board before expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her place for the remainder of his or her term. The notice specifying the intention to pass such a resolution must set out the grounds or reasons being relied upon to justify the removal of any member of the Board before expiration of his or her term of office.

Section 6. Vacancies. The Board of Directors shall have power to fill any vacancy occurring in the Board caused by death, resignation or removal of a Director and any directorship to be filled by reason of an increase in the number of Directors by amendment to these Bylaws. Any Director appointed by the Board by reason of any such vacancy or an increase in the size of the Board shall stand for election for such position at the next Annual General Meeting of the Council.

ARTICLE IV

Committees of the Board of Directors

Section 1. Committees of the Board.

(a) The Board of Directors, by resolution adopted by a majority of the entire Board, may designate and appoint such standing or special committees of the Board as it may deem appropriate from time to time. Such a committee shall consist of three (3) or more Directors who serve at the pleasure of the Chair of the Board of Directors. As the Board deems necessary in its discretion, individuals who are not Board members may be appointed as nonvoting advisors to committees of the Board. Each committee shall have and exercise such authority of the Board of Directors in the management of the Corporation as may be specified in said resolution, except as limited by the Board of Directors or by law. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it, him or her by law.

(b) Operations Committee. One of the committees to be established by the Board shall be the Operations Committee comprising the Executive Director as an *ex-officio* member and senior executives of Ordinary Members appointed by the Board from time to time. The terms of reference, procedures and functions of the Operations Committee may be determined by the Board from time to time.

(c) Audit Committee. The Board shall appoint an Audit Committee to be comprised of independent directors¹ responsible for overseeing the Corporation's accounting and reporting processes including:

(i) Annually retaining or renewing the retention of an independent auditor to conduct an annual audit of the Corporation and establishing the compensation of the auditor.

(ii) Reviewing with an independent auditor, the scope and planning of the annual audit prior to commencement which shall occur not later than four (4) months after the end of the Corporation's fiscal year with the goal of receiving a report on the results of such audit within six (6) months after the end of the Corporation's fiscal year, to the extent feasible, such report to be made available to the Board of Directors and the Members.

(iii) Upon completion of the audit, reviewing and discussing with the independent auditor (a) any material risks and weaknesses in internal controls identified by the auditor; (b) any restrictions on the scope of the auditor's activities or access to requested information; (c) any significant disagreements between an auditor and management; and (d) the adequacy of the Corporation's accounting and financial reporting processes.

(iv) Annually reviewing the performance and independence of the independent auditor.

(v) Prepare a report on its activities for the entire Board of Directors and the Council.

Section 2. Meetings, Notices and Records. Each committee may provide for the holding of regular meetings, with or without notice, and may fix the time and place at which such meetings shall be held. Special meetings of each committee shall be held upon call by or at the direction of its Chair or, if there be no Chair, by or at the direction of any of its members, at the time and place specified in the respective notices or waivers of notice thereof. Notice of each special meeting of a committee shall be given by mailing (electronic or regular), telefaxing, telegraphing, cabling or delivering the same to each member of such committee, at least twenty-four (24) hours before the meeting. Notice of any meeting of a committee need not be given to any member thereof who shall attend the meeting in person without objection or who shall waive notice thereof.

Section 3. Quorum and Manner of Acting. At each meeting of any committee the presence of a majority but not less than two (2) of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of such committee; in the absence of a quorum, a majority of the Directors present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present. Any

¹ Independent directors are Directors and relatives who currently or in the last three years have received no compensation from the Corporation or its affiliated entities and who have no relationship with third party entities that may engage in any type of transaction(s) with the Corporation or its affiliates.

determination made in writing and signed by all the members of such committee shall be as effective as if made by such committee at a meeting.

Section 4. Removal. Any member of any committee of the Board may be removed, with or without cause, at any time by the affirmative vote of a majority of the Board of Directors then in office. Any member of any committee of the Corporation may be removed, with or without cause, at any time by the Chair, subject to ratification by the Board of Directors at its next subsequent meeting by the affirmative vote of a majority of the Board of Directors then in office.

ARTICLE V

The Council

Section 1. Composition of the Council. There shall be a Council, which shall consist of a single representative of each Ordinary Member (the Council Representative) and Associate Member (the Associate Representative) of the Corporation. Each Member of the Corporation shall appoint its Council Representative or Associate Representative to serve on the Council for such term as it shall consider appropriate and may revoke that appointment at any time. A Member's representative may serve as both Council Representative or Associate Representative, as applicable, and Director at the same time. In the alternative, the Member may appoint a different individual as its representative to the Council if the Member's Council Representative or Associate Representative is elected or appointed to the Board. Each Member may also nominate an alternate representative. Every Member of the Corporation shall notify the Executive Director of the appointment of, or any change in the appointment of, its Council Representative or Associate Representative not less than seven (7) days before any general meeting. Upon a Member ceasing to be a Member of the Corporation, the Council Representative or Associate Representative of that Member shall cease to serve on the Council.

Section 2. Powers and Duties of the Council.

2.1 The Council shall:

- (i) elect the members of the Board by majority vote at the Annual General Meeting;
- (ii) act as the principal link between the Board and the Members;
- (iii) monitor the activities of the Board;
- (iv) determine such matters as are referred to it by the Board;
- (v) receive from the Board a report of the activities of the Corporation since the previous Annual General Meeting;
- (vi) consider and comment on the strategic plan for the Corporation;

(vii) consider and approve or reject applications for the issue by Outward Bound Global or by the Corporation on behalf of Outward Bound Global of a license or a provisional license pursuant to Section 2.3 below.

(viii) consider and approve or reject applications for or terminations of membership of the Corporation; and

(ix) consider and approve or reject resolutions to amend these Bylaws where those amendments would affect the rights of Members or Associate Members or affect the powers or functions of the Council.

2.2 The Council may also, upon a recommendation of the Board passed pursuant to the provisions of Article III, Section 3 and following a resolution passed by at least a three-fourths (3/4) majority of the Council Representatives present and voting, accept or not accept applications for:

(a) the issue by Outward Bound Global or by the Corporation on behalf of Outward Bound Global of a license or a provisional license entitling an entity to carry out activities under or by reference to the OUTWARD BOUND name and trademark; and

(b) the suspension or termination by Outward Bound Global or by the Corporation on behalf of Outward Bound Global of a license or a provisional license, other than a charter, issued by Outward Bound Global, entitling a Member to carry out activities under or by reference to the OUTWARD BOUND name and trademark.

Section 3. Compensation. The Corporation shall not pay any compensation to Council Representatives or Associate Representatives in connection with their attendance at Council meetings or reimburse them for their travel, accommodation or any other expenses related to their attendance at Council meetings. Notwithstanding the foregoing, the Board may authorize specifically delineated financial support for representatives of less privileged schools to attend Member meetings pursuant to guidelines that establish procedures for selection, determination of eligibility for such support, and oversight of expenditures to ensure that any such payments do not constitute impermissible private benefit, private inurement or an excess benefit transaction under IRC §4958.

ARTICLE VI

Meetings of Board of Directors

Section 1. Annual Meetings. Annual meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall designate. Provided, however, the Board shall meet not less than once every twelve (12) months.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held at any place and time, whenever called by the Chair or at the request of at least forty percent (40%) of the members of the Board. Upon such request, the Executive Director shall convene a meeting of the Board.

Section 3. Notice of Meetings. Notice of the time, place and purpose of any annual or special meeting of the Board of Directors shall be given by the Secretary, or by the Executive Director, by mail, electronic mail, telegram, facsimile, or by personal communication over the telephone or otherwise, at least seven (7) days (fourteen (14) days in the case of notice sent by regular mail) prior to the date on which the meeting is to be held. Notice of any meeting shall not be required to be given to any Director who attends such meeting without protesting prior thereto of the lack of notice to him or her, or who submits a signed waiver of notice, whether before or after the meeting.

Section 4. Quorum. Sixty percent (60%) of the Directors in office shall constitute a quorum of the Board for the transaction of business and, notwithstanding any vacancy, may exercise all the powers of the Board. Subject to the provisions of these Bylaws, a resolution of the Board shall be passed by a simple majority of the Directors present and voting at a meeting at which a quorum is present. A Director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Director's dissent or abstention is entered in the minutes of the meeting or the Director files his or her written dissent or abstention to such action with either the person acting as Secretary of the meeting before the adjournment of the meeting or by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting.

Section 5. Resolution Panel. In any case in which a resolution of the Board is opposed by at least four (4) members of the Board then: (a) the implementation of such resolution shall be suspended, and (b) the issue forming the subject matter of the resolution shall be automatically and immediately referred to the Resolution Panel.

(a) The Resolution Panel shall consist of: (a) a chairperson, (b) a representative of the members of the Board who voted in favor of the subject resolution, and (c) a representative of the members of the Board who voted against such resolution. The chairperson of the Resolution Panel shall be: (a) appointed by the Chair of the Board in consultation with the other proposed members of the Resolution Panel; (b) independent of both the Board and the Council; and (c) experienced in dispute resolution and, to the maximum extent possible, knowledgeable of the Outward Bound organizations.

(b) A meeting of the duly-constituted Resolution Panel shall be held within ninety (90) days of the date of the Board meeting at which the subject resolution was considered for the purpose of resolving the issue forming the subject matter of the resolution.

(c) A unanimous decision of the Resolution Panel shall:

Resolution Panel;

(i) (i) require an affirmative vote of all members of the

and

(ii) be final and accepted as such by all members of the Board;

(iii) become the decision of the Board on the issue of said

resolution.

(d) If the Resolution Panel is unable to reach a unanimous decision, the issue on which the resolution was proposed shall be referred back to the Board for further consideration at the next meeting. If, at the subsequent meeting, the resolution continues to be opposed by four (4) members of the Board, the resolution shall be regarded as having been defeated.

ARTICLE VII

Meetings of the Council

Section 1. Annual General Meetings. Each year the Corporation shall hold an Annual General Meeting of its members meeting as the Council and shall specify the meeting as such in the notice calling the meeting. The Corporation's Annual General Meetings shall be held within 12 months of the end of each calendar year. The Annual General Meeting shall be held at such time and place as the Board may appoint. The Annual General Meeting shall be held for the following purposes:

- (a) to receive from the Board a report of the activities of the Corporation since the previous Annual General Meeting;
- (b) to consider and comment on the strategic plan for the Corporation;
- (c) to allow members of the Board to resign from office in accordance with these Bylaws;
- (d) to elect members of the Board; and
- (e) to transact such other business as may properly come before the meeting.

Section 2. Special General Meetings. All meetings of the Council, other than Annual General Meetings, shall be called Special General Meetings. The Executive Director, in consultation with the Chair of the Board, shall convene a Special General Meeting whenever it is deemed necessary by the Board, or upon the request of a simple majority of the Board or upon the request of at least ten percent (10%) of all of the Council Representatives and Associate Representatives. Notice for a Special Meeting called by Members must be made in writing at least two months, but no more than three months, before the date of the meeting.

Section 3. Notice of Meetings; Waiver of Notice. Notices stating the date, place and hour of the Annual General Meeting shall be delivered to each Member or their Council Representative or Associate Representative entitled to attend such meeting not less than thirty (30) nor more than fifty (50) days before the date of the meeting. With respect to a Special General Meeting, the notices must also state the purpose or purposes for which the meeting is called and must be delivered not less than thirty (30) days before the date of the meeting. The notices for Special General Meetings shall contain enough information to allow the Members through their Council Representatives and Associate Representatives to make a reasoned decision. Each notice for Special General Meetings shall indicate that it is being issued by or at the direction of the Chair of the Board, the Executive Director, or the Council Representatives

calling the meeting. Notice of meetings may be delivered either personally, by mail, by facsimile telecommunications or by electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Council Representative or Associate Representative at his or her address as it appears in the records of the Corporation or other address specified in writing by said Representative, with postage prepaid. If sent by facsimile telecommunication or mailed electronically, such notice is given when directed to the Representative's fax number or electronic mail address as it appears on the records of the Corporation, or to such fax number or other electronic mail address as filed with the Executive Director of the Corporation. The notice shall also include a form of proxy or a reminder as to proxy voting rights for Council Representatives. The attendance of a Council Representative or Associate Representative at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting shall constitute waiver of the lack of notice of such meeting. Waiver of notice can be given by a Representative who signs a waiver or causes his or her signature to be affixed to said waiver by any reasonable means including facsimile signature or electronic transmission of waiver with information from which it can be reasonably determined that it was authorized by said Representative.

Section 4. Quorum and Voting Requirements. Each Ordinary Member in good standing shall have the right, through its Council Representative, to attend, speak and vote at general meetings. Each Associate Member in good standing shall have the right, through its Associate Representative, to attend and speak at general meetings, but shall not have any right to vote. The quorum for the Annual General Meeting and for any other general meeting shall be sixty percent (60%) of the total number of Council Representatives entitled to attend and vote. For the purposes of determining whether a quorum is present, a person attending as a proxy for a Council Representative shall be deemed to be a Council Representative. No business shall be transacted at any general meeting unless a quorum of Council Representatives is present at the time when the meeting proceeds with business. Unless otherwise provided for in these Bylaws or by law, any resolution shall be passed by at least a three-fourths (3/4) majority of the Council Representatives present and voting. The foregoing supermajority voting provision shall be conspicuously noted on the front or back of every certificate or card evidencing membership in the Corporation.

Section 5. Proxies. At any general meeting, any Council Representative entitled to vote at the meeting may vote by proxy executed or acknowledged in writing (or electronic communication) by him or her. A proxy shall be valid only if executed (or acknowledged) and dated within one (1) month of the date of the meeting at which the proxy vote is cast. The World Conference

Section 6. World Conference. A World Conference of the Members shall be held at intervals of not more than three (3) years at such time and place as the Board shall determine. The World Conference shall be advisory and consultative in nature and shall have no executive or legislative powers.

(a) Scope and Purposes. The purpose of the World Conference shall be to:

(i) exchange ideas on ways to promote and enhance the objects and activities for which the Corporation is established; and

(ii) promote communications between all Members of the Corporation and the development and dissemination of preferred governance, sustainability, risk management and program design practices.

(b) Participation.. The World Conference shall be open to Council Representatives, Associate Representatives, Directors, Members (their directors, staff and other officials), and such other individuals as the Board may determine. The Chair of the Board shall chair the World Conference.

ARTICLE VIII

Meetings by Telephone or Similar Equipment

Members of the Board of Directors, Council Representatives, Associate Representatives, and Members (“Participants”) may participate in meetings by means of a conference telephone conference, video screen or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participate in all matters before the meeting. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IX

Actions by Written Consent

Any corporate action required or permitted by the Certificate of Incorporation or Bylaws, or by the laws of the State of New York, to be taken at a meeting of the Board of Directors (or its committees), of the Council of the Corporation, or of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be acknowledged by all of the respective Participants [Ordinary Members, Council Representatives or Directors] entitled to vote with respect to the subject matter thereof. Such consent and acknowledgement can be given by email or other electronic communication and shall be filed with the minutes of the meeting. Such consent shall have the same force and effect as a unanimous vote and may be described as such and may be executed in several identical counterparts by all Participants with the same force and effect as if they had executed a single document. Participants can transmit their consent by electronic mail provided that such electronic mail includes or is submitted with information from which it can reasonably be determined that the consent was authorized by the Participant.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given to any Member, Council Representative, Associate Representative, or Director of the Corporation by the Certificate of Incorporation or these Bylaws, or by the laws of the State of New York, a waiver thereof in writing signed or acknowledged electronically by email or other electronic communication by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XI

Officers and Agents

Section 1. Officers Enumerated. The officers of the Corporation shall be a Chair, one or more Vice Chairs, a Secretary, a Treasurer, an Executive Director and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe.

Section 2. The Chair. The Chair must be a Director of the Corporation. The Chair shall exercise the usual powers pertaining to the office of Chair but will have no executive authority. He or she shall preside at meetings of the Board of Directors, at meetings of the Council, and at meetings of the World Conference.

Section 3. The Executive Director. The Board shall appoint an Executive Director on such terms and conditions as it may determine. The Executive Director shall be an *ex officio* nonvoting member of the Board. The Executive Director may also hold the office of Secretary. The Executive Director shall be responsible for the following duties of the Corporation:

(a) Support of Board, Council and Members. The Executive Director shall assist with planning and conducting Board meetings, Council meetings and World Conferences. The Executive Director shall also convene meetings of the Board and implement decisions of the Board and Council. In addition, the Executive Director shall: maintain an accessible database of information on Members and their activities; promote regular circulation of news, training, safety, employment, and other information; and promote linkages between Outward Bound schools and other like-minded organizations.

(b) Management of the Corporation. The Executive Director shall prepare an annual business plan, financial budget, and statement of income and expenditure to be approved by the Board, and shall report throughout the year on achievement of business and financial goals. The Executive Director shall engage such staff as may be approved by the Chair of the Board and shall coordinate fundraising activities of the Corporation in consultation with all concerned Members.

(c) Licensing. The Executive Director shall manage activities associated with the promotion, licensing, monitoring, and advising on the use and registration of the OUTWARD BOUND name and trademark and the associated symbols, according to the terms established by the Board and under the powers delegated by Outward Bound Global. The Executive Director shall recommend to the Board whether to issue or suspend licenses or provisional licenses to carry out activities using the OUTWARD BOUND name, according to terms and conditions established by the Board.

(d) Quality and Safety. Barring unforeseen circumstances or a force majeure, the Executive Director shall arrange for each Member to have an external, on-site a risk management review of governance, sustainability and programs at least once every two (2) years, and shall provide guidance for conducting such reviews. The Executive Director shall also conduct reviews of the mission, governance, sustainability, quality and risk management and business plan of provisionally licensed schools prior to granting a full license.

3.2 Performance Appraisal. Each year the Board, through the Chair, will establish performance goals for the Executive Director. The Executive Director's performance against those goals shall be assessed each year by the Chair after consultation with the Board. The Chair and Executive Director shall have regular performance discussions.

Section 4. The Vice Chair. In the absence or disability of the Chair, the Vice Chair shall act as Chair.

Section 5. The Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and Council and of the membership, to administer the membership register, to sign all certificates of membership when not signed by the Chair and when requested by the Chair to do so, to sign and execute with the Chair all deeds, bonds, contracts, and other obligations or instruments, in the name of the Corporation, to issue certificates of membership, if any, and other proper documents. The office of Secretary may be held by the Executive Director.

Section 6. The Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Directors, and in general, shall perform all of the duties incident to the office of Treasurer.

Section 7. Election, Term of Office and Removal. The officers of the Corporation shall be elected annually by the Board of Directors. Each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer of the Corporation may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 8. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any annual or special meeting or by unanimous written consent. Any officer so elected shall hold office until the next annual meeting of the Board of Directors.

Section 9. Employees, Other Agents, Etc. The Board may from time to time appoint such other employees and agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority and perform such duties as the Board of Directors may from time to time determine.

Section 10. Salaries. The Directors shall not receive compensation for their services. The reasonable compensation of all other officers and agents of the Corporation, if any, shall be fixed by the Board of Directors. The officers and Directors, other than the Executive Director, shall not be reimbursed by the Corporation for their travel, accommodation or any other

expenses related to their attendance at Board meetings. The remuneration of the Executive Director shall be determined by comparison with reasonable compensation paid to individuals with comparable expertise for similar services pursuant to procedures and determinations consistent and in accordance with IRC §4958.

ARTICLE XII

Indemnification

Section 1. Indemnification. The Corporation shall, to the fullest extent required and permitted by law, indemnify, any present or former officers, Directors or key employees of the Corporation, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she his or her testator or intestate, is or was a Director or officer of the Corporation, or served with any other Corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise (together, "Affiliates") in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein if such director or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any Affiliate, not opposed to the best interest of the Corporation, and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder and shall apply to key employees where applicable under the N-PCL.

Section 2. Advancement of Expenses. If the Board of Directors so determines, expenses (including attorneys fees and costs) incurred by a person covered hereunder in defending a threatened, pending or completed civil or criminal action, suit, proceeding, issue or matter may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation. Notwithstanding the foregoing, no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action or that he or she personally gained a financial profit or other advantage to which he was not legally entitled. The right of indemnification hereunder shall be in addition to and not exclusive of all other rights to which any person or his or her estate may be entitled..

Section 3. Insurance. The Corporation shall have the power to purchase liability insurance on behalf of any person who is or was serving as a director, officer, or key employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, other enterprise or employee benefit plan, whether or not the Corporation would have the power to indemnify such persons against liability under the N-PCL.

ARTICLE XIII

Administrative and Financial Provisions

Section 1. Annual Dues. The annual membership dues for Ordinary Members and Associate Members of the Corporation shall be determined by the Board of Directors by a resolution passed by at least a three-quarters (3/4) majority of the Board present and voting and as approved by the Council in a resolution passed by at least a three-quarters (3/4) majority of Council Representatives present and voting.

Section 2. Fiscal Year. The last day of the fiscal year of the Corporation shall be December 31.

Section 3. Loans Prohibited. No loans shall be made by the Corporation to any officer or to any Director.

Section 4. Corporate Seal. The Board of Directors may provide for a corporate seal which shall have inscribed thereon the name of the Corporation, indicating that it is a Not-For-Profit organization, the year and state of incorporation, and the words "corporate seal.

Section 5. Checks, Notes, Contracts, Etc. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Section 6. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors may deem advisable desirable, consistent with their fiduciary obligations and with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments.

Section 7. Books and Records. The Corporation shall keep at its registered office, its principal office in this state, or at its Secretary's office if in this state, the following: current Certificate of Incorporation and Bylaws; a record of Members, including names, addresses and classes of membership; correct and adequate records of accounts and finances; a record of officers' and Directors' names and addresses; a record of Council Representatives' and Associate Representatives' names and addresses; minutes of the proceedings of the Members, if any; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; and minutes of the proceedings of the Council. Records may be written or electronic if capable of being converted to writing. The records shall be open at any reasonable time to inspection by any Member of more than six (6) months' standing or a representative of more than five percent (5%) of the membership upon at least five (5) days written demand to the Secretary. Costs of inspecting or copying shall be borne by such Member except for copies of the Certificate of Incorporation or Bylaws. Any such Member must have a

purpose for inspection reasonably related to membership interests. Use or sale of Members' lists by such Member if obtained by inspection is prohibited.

Section 8. Amendment of Bylaws. (a) Subject to Article XIII Section 8 (b), these Bylaws may be altered, amended or repealed by the affirmative vote of three-quarters (3/4) of the entire Board of Directors in office at any annual or special meeting of the Board.

(b) Any amendment to these Bylaws which affects the rights of Members or Associate Members or which affects the powers or function of the Council must also be approved by an affirmative resolution of three-quarters (3/4) of the Council Representatives entitled to vote at an Annual General Meeting or a Special General Meeting called for the purpose of considering the same.

8.2 Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of Directors of the Corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Certificate of Incorporation or with any resolution of the Board of Directors, including the Standard Operating Procedures adopted by the Board from time to time.