

Bylaws of
Acceso PanAm

Adopted by Board of Directors, June 19, 2019

ARTICLE 1 MISSION

Section 1.1 Acceso PanAm includes Access PanAm, its name in English, and are hereafter referred to solely as Acceso PanAm.

Section 1.2 The mission of Acceso PanAm is to ensure that all appropriate climbing areas are open, free from unreasonable restrictions, and maintained as high quality climbing environments for current and future climbers. Acceso PanAm promotes and supports, and formally affiliates with, local grassroots organizations and climbing clubs and federations to keep open climbing areas and maintain a quality climbing environment.

Section 1.3 Appropriate climbing areas are those that provide opportunities to experience self-reliance, and personal challenge of climbing in a natural setting and are in South and Central America and the Caribbean.

Section 1.4. Unreasonable restrictions are limitations on climbing that are not based on sound scientific research that prove significant, unacceptable impacts to natural, social or cultural resource or don't address a clear and compelling conflict with other established uses nor consider climbing values and ethics.

Section 1.5. Acceso PanAm constituency is composed of all climbers who climb in South and Central America and the Caribbean, and includes bouldering, sport climbing, trad climbing, ice climbing, big wall climbing, alpine climbing, mountaineering, mountain hikers, and andinists.

ARTICLE II BOARD OF DIRECTORS

Section 2.1 Powers and Duties of Directors.

(a) General Powers. All corporate powers shall be exercised by or under the authority of its Board of Directors.

(b) Duties. The Board of Directors bears ultimate fiduciary responsibility for the organization, including any responsibilities it delegates to others in furtherance of the mission of the organization. The Board of Directors is to ensure that the organization (i) accomplishes its mission, (2) achieves appropriate results for the climbing community and climbing resources at an appropriate cost, and (3) avoids unacceptable actions and situations. The Board of Directors shall have in

place written governing policies which clearly articulate the Board of Directors own governance process, its delegation to staff, the constraints on Executive Director authority, and its expectations of outcomes and results to be achieved by the organization.

(c) Unity of Control. The Board of Directors connection to the operational management, its achievements, and conduct will be through a Chief Executive Officer titled Executive Director.

Section 2.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each Director must be a natural person who is a resident in North or South America.

(b) Number. The number of Directors shall be not less than three (3) nor more than fifteen (15), as determined by the Board of Directors. The Board shall be divided into three classes, as nearly equal in number as possible, with the term of one class expiring each year.

(c) Election and Tenure. Directors shall be elected by the Board of Directors at each annual meeting of the Board. Each Director's term shall be for three (3) years. A Director may not serve for more than three (3) consecutive three-year terms on the Board; however, a termed-out Director shall be eligible for re-nomination to the Board after a leave of absence from the Board of one (1) year. Each Director shall hold office until the Director's term expires and thereafter until such Director's successor shall have been elected and qualified, or until such Director's earlier death, resignation, or removal.

Section 2.3 Resignation; Removal; Vacancies. Any Director may resign at any time by giving written notice to the President or the Secretary. A Director's resignation shall take effect at the time specified in such notice, and acceptance of such resignation shall not be necessary to make it effective. Directors shall be removable by a vote of at least 75% of the Board of Directors, with or without cause. Any vacancy of an elected Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected, appointed or designated to fill a vacancy shall hold the office for the unexpired term of such Director's predecessor in office.

Section 2.4 Virtual Meetings or other non-physical means. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all Directors participating may hear each other during

the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2.5 Writing, Notice. Electronic Communication. For purposes of these bylaws, a notice, writing, written notice, vote or abstention, or any other requirement of an action “in writing” may include an action made via e-mail, website, web forums or other form of wire or wireless communication or other forms of electronic communication in common use and designated by the Board as an acceptable form of communication. Approved methods of communication may include Skype, What’s App, IMO, or other platforms designated by the Board for video conferencing.

Section 2.6 Attendance. Director who fails to attend a full Board and/or Executive Committee meeting three times in a row will be deemed to have resigned. A Director may be reinstated at his or her request, with Board approval.

Section 2.7 Regular Meetings. An annual meeting of the Board of Directors shall be held at the time, place, and manner determined by the Board, for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time, place, and manner (such as telephonic or online) for the holding of additional regular meetings.

Section 2.8 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board, the Executive Director, or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time, place, and manner (such as telephonic or online) for holding any special meeting of the Board called by them.

Section 2.9 Notice of Meetings.

(a) Requirements. Notice of each meeting of the Board of Directors stating the date, time, place, and manner of the meeting shall be given to each director at least 20 days prior thereto at such director's business or residential address, by personal delivery, or by telephone, e-mail, or any other form of wire or wireless communication. The method of notice need not be the same as to each Director. If transmitted by electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

(b) Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. The waiver shall be in

writing or other form defined in Section 2.5. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

Section 2.10 Quorum and Voting. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.11 Voting by Proxy. For purposes of determining a quorum and or purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote.

Section 2.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if each and every member of the Board or committee, in writing or via e-mail, electronically transmitted facsimile or other form of wire or wireless communication, either votes for or votes against or abstains from voting for such action.

Section 2.13 Compensation. Directors shall not receive compensation for their services as Directors. The reasonable expenses of Directors of attendance at Board meetings may be paid or reimbursed. Directors shall not be disqualified to receive reasonable compensation for services rendered to the organization in any other capacity, such as officers.

Section 2.14 Committees. The Board of Directors may designate (a) an executive committee, the members of which must be Officers or Directors and (b) one or more other committees, the members of which need not be Officers or Directors. Each such committee, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as provided in these bylaws. Other than the executive committee, Board committees shall not exercise authority over the Executive Director or other staff, unless given such authority by the Board of Directors; the

Executive Director works for the full Board of Directors, he or she will not be required to obtain approval of a Board committee before an executive action.

Section 2.15 Executive Committee.

(a) The Board of Directors may authorize an Executive Committee to act for the Board of Directors in between Board meetings. No committee, including the Executive Committee, however, shall have the authority of the Board of Directors to amend, alter or repeal the bylaws; elect, appoint, or remove any member of the Executive Committee, Board, or any officer or Director; restate the articles of incorporation; adopt a plan of merger or plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets; or amend, alter, or repeal any resolution passed at a properly called meeting of the Board of Directors; or hire or fire the Executive Director.

(b) Any Directors (whether a member of the Executive Committee or not) may participate in any Executive Committee meeting (whether at a physical meeting or by telephone conference), but only members of the Executive Committee shall count toward the quorum. Non-Executive Committee members may not vote at an Executive Committee meeting. Notices of Executive Committee meetings shall be given to all Directors

Section 2.16 Advisory Boards. The Board of Directors may from time to time form one or more advisory boards, committees, or other bodies having such members and chair, rules, and procedures for the conduct of its activities as the Board of Directors shall designate. The members need not be Directors. Any such committee or advisory board may not exercise any power or authority reserved to the Board of Directors. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the organization without the approval of the Board of Directors or Executive Director.

ARTICLE III

OFFICERS

Section 3.1 Designation and Qualifications. The elected officers of the corporation shall be a Chair of the Board, Executive Director, Secretary, and Treasurer. An officer need not be a Director or have previously served as a Director of the Board.

Section 3.2 Other Officers. To effectually carry on the business of the organization, the Board of Directors may also authorize and appoint such other officers, including one or more emeritus officers, vice-presidents, assistant officers and agents, a controller, assistant secretaries and assistant treasurers, and with such titles, authorities, and powers as may be granted.

Section 3.3 Election and Term of Office. The Board of Directors shall elect or appoint the officers at each annual meeting of the Board of Directors, or as soon as convenient thereafter. Other than the Executive Director, officers shall hold office for a term of one year, or until such officer's successor shall have been elected, or until such officer's death, resignation or removal in the manner herein provided.

Section 3.4 Removal. Officers may be removed by the Board of Directors at any time, with or without cause.

Section 3.5 Vacancies. Any officer may resign at any time by giving written notice to the Chair or to the Board of Directors. The resignation shall take effect at the time specified in such notice, and acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office may be filled by the Board of Directors, or by any committee to which such authority has been delegated by the Board of Directors. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date or may remove the officer at any time before the effective date and fill the resulting vacancy.

Section 3.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors.

(a) Chair of the Board. The Chair of the Board is the chief liaison of the Board in its dealings with the Executive Director, and represents the Board to outside parties. The Chair of the Board shall: (i) assure the integrity of the Board of Directors's process by following consistently with its own rules; (ii) preside over all meetings of Board of Directors and the executive committee with all the commonly accepted powers of that position; and (iii) perform all other duties incident to the office of the Chair of the Board and as from time to time may be assigned to such office by the Board of Directors.

(b) Executive Director. The Executive Director shall be selected by and accountable to the Board of Directors. The Executive Director shall be the chief

executive officer, general manager, and chief financial officer of the organization, or hire and supervise these positions. The Executive Director shall be responsible for the employment, payroll, and direction of staff to advance the objectives of the organization in accordance with the directions given by the Board, including responsibility for the care and custody of all the organization's funds, maintaining the methods and systems of accounting and an adequate system of internal audit to be followed, and for preparing statements of account showing the financial position of the organization and the results of its operations. The Executive Director shall report from time to time to the Board on the activities of the organization and its financial condition, and shall have such other duties as are prescribed from time to time by the Board. The Executive Director may be removed by the Board of Directors at any time, with or without cause, by a vote of at least two thirds of the Board of Directors.

(c) Secretary. The Secretary shall (i) keep the minutes of the proceedings of the Board of Directors and the Executive Committee. (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the Chair of the Board or by the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(d) Treasurer of the Board. The Treasurer is the Board member responsible for monitoring and reporting to the Board on the financial condition of the organization and the performance of the Executive Director as the chief financial officer. The Treasurer shall (i) be the chair of any finance committee, (ii) upon request of the Board of Directors, make such reports to it as may be required; and (iii) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or the Board of Directors.

(e) Multiple Positions. One person may hold more than one office at a time. The Executive Director or President may be also serve as the Treasurer of the Board.

Section 3.7 Compensation. The compensation of the Executive Director shall be as determined from time to time by the Board of Directors, or a committee to which such authority has been delegated by the Board of Directors. The compensation shall be based on an evaluation of the officer's performance and

experience as related to the requirements of the position. No elected officer shall be prevented from receiving a salary by reason of the fact that the officer is also a Director of the corporation, provided that an officer may not vote in any form on her or his own compensation.

ARTICLE IV

FIDUCIARY MATTERS

Section 4.1 Indemnification. The corporation shall indemnify each Director, officer, employee and volunteer of the organization to the extent financial practical and legally permissible.

Section 4.2 General Standards of Conduct for Directors and Officers. Discharge of Duties. Each Director shall discharge the Director's duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the organization. For such actions or omissions, the Director or officer shall not be liable to the organization.

Section 4.3 Conflicts of Interest. The Board of Directors shall adopt a conflict of interest policy that assures ethical conduct and un-conflicted loyalty to the organization, staff, and constituency. In carrying out their responsibilities, Directors should avoid any appearance of a conflict of interest.

Section 4.4 Loans to Directors and Officers Prohibited. No loans shall be made by the organization to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the organization for any unpaid amount of such loan.

ARTICLE V

MISCELLANEOUS

Section 5.1 Records in Written Form. The organization shall maintain its records in written form or digital, electronic, or other form capable of conversion into written form within a reasonable time.

Section 5.2 Fiscal Year. The fiscal year of the organization shall be as established by the Board of Directors.

Section 5.3 Designated Contributions. The organization may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited,

donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the organization shall reserve all rights and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use.

Section 5.4 Amendments. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors by a vote of two-thirds of the Directors entitled to vote at such meeting.

Section 5.5 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

ADOPTED BY THE BOARD OF DIRECTORS ON JUNE 19, 2019.