MOUNTAIN RESCUE ASSOCIATION
ROCKY MOUNTAIN REGION

BYLAWS CHANGES TRACKING SHEET

Date: December 8, 2012 following the Regional Winter Meeting in Frisco, Colorado

ALL PREVIOUS BYLAWS ARE HEREBY VOID

Bylaws Changes

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<tr>
<th>Article/Sec</th>
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<td>Article VII, Sec 5e</td>
<td>12/08/12</td>
<td>Addition of “Section 5e” “For Regular Member Units, they shall have sent the Annual contribution of $100.00 to the MRA supporting the Rocky Mountain Region Fund or submitted a letter to the Region board listing their reason(s) for requesting a waiver of this annual contribution”</td>
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<td>Article VII, Sec 7</td>
<td>12/08/12</td>
<td>Addition of new Section 7 “Region Fund”</td>
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NOTES: The amended and restated Bylaws of the Rocky Mountain Region of the Mountain Rescue Association were approved unanimously by all Regular Member Teams in attendance at the May 21, 2011 Spring Meeting of the Rocky Mountain Region held in Eagle, Colorado. The Bylaws were then approved by a unanimous vote at the June 19, 2011 MRA Spring Business Meeting held in Eagle, Colorado.
Amended and restated Bylaws of the Rocky Mountain Region
of the Mountain Rescue Association

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DEFINITIONS

**Regular Member Unit (RMU):** are fully accredited teams that have successfully passed the A/R exercise in all three skill areas as defined by the MRA bylaws.

**Associate Member Unit (AMU):** can obtain partial accreditation by successfully passing the A/R exercise in any one or two skill areas as defined by the MRA bylaws.

**Ex-Officio Member Unit (EMU):** can be fully accredited teams that have successfully passed the A/R exercise in all three skill areas as defined by the MRA bylaws or can obtain partial accreditation by successfully passing the A/R exercise in any one or two skill areas as defined by the MRA bylaws.

**Active Member:** an active member is defined by each Team's own definition through their own Policies and/or bylaws.

**Delegate:** a delegate must appear on a Region Team’s roster and be duly authorized by the Region Team’s leadership to vote for that Region Team.

**Proxy:** a proxy must specify the effective date, duration of the proxy. The proxy need not state specific issues to be discussed at the meeting. Proxy forms can either be in written form and presented to the Secretary before the meeting commences or may be in email form, in which case the Secretary must have received such form at least 24 hours in advance of the meeting or such other reasonable period that the Secretary will promulgate.

**In Good Standing:** as defined in Article VII, Section 5 of these bylaws.

**Region Meetings:** these are meetings of the member Teams of the Rocky Mountain Region. The Region will hold a minimum of two Region Meetings per year. These meetings will be held prior to the winter and summer meetings of the MRA. The winter Region meeting shall be held prior to December 31st of each year.

**Region Board Meetings:** these are meetings of the Region Board of Directors. The Region Board may hold Region Board Meetings at their discretion. These meetings may be called by any Region Board member.
Article I. Name

Section 1. Name

The name of this organization shall be "Rocky Mountain Region of the Mountain Rescue Association", hereinafter referred to as "Rocky Mountain Region" or "Region".

Article II. Affiliation

Section 1. Legal Status

The Rocky Mountain Region is a geographical and administrative subdivision of the Mountain Rescue Association, hereinafter referred to as "MRA", a non-profit corporation organized under the laws of the State of Washington. The Rocky Mountain Region is a voluntary unincorporated association.

Section 2. MRA Bylaws and Policies

The Bylaws and Policies of the Rocky Mountain Region shall conform to the Bylaws and Policies of the MRA. If the MRA or the Region determines that any of the Region Bylaws conflict with current MRA Bylaws, that portion of the Region Bylaws shall be considered to be unenforceable. The Region Board, as defined below, will temporarily craft a solution to the unenforceable Region Bylaw(s) and promptly request that the Region put forth a proposal for a long-term solution.

Article III. Purposes & Expectations

Section 1. Purposes

The specific and primary purposes for which the Region is formed are:

1. To carry out the purposes of the MRA within the Region, and to communicate Regional issues and concerns to the MRA,
2. To provide a forum for the interchange of information and ideas on search and rescue by member units,
3. To coordinate intra-Region mountain rescue trainings for member units,
4. To facilitate the common and joint response by member units to emergency operations,
5. To review the competency of member units, or of applicants for membership in the MRA, and to recommend to the MRA such competency, and
6. To further public education in mountain and wilderness safety.

Section 2. Expectations

The Region expects all members of Region Teams (as defined below) to act in a reasonable, professional and constructive manner. The Region has a long tradition of holding Region Teams to a strong and consistent set of minimum standards. The honor and pride members of Region Teams have in the Region is based on the premise that the Region accredits Region Teams on the minimum standard but at the same time encourages teams to strive for higher levels of excellence. As professionals the Region recognizes that teamwork is the cornerstone of safe, effective, and efficient mountain rescue services. Just as each Region Team is a team of individuals, the Rocky Mountain Region requires cooperation from the Region Teams to fulfill the Purposes of the Region.
Article IV. Headquarters and Boundaries

Section 1. Headquarters

The headquarters of the Rocky Mountain Region will be the home address of the Chairperson, as defined below.

Section 2. Boundaries

The boundaries of the Rocky Mountain Region shall be the states of Wyoming, Colorado and New Mexico, or other boundaries as may be established by the MRA.

Article V. Region Board

Section 1. Number and Constitution

The entire management and government of the Region, except as otherwise expressly provided herein, shall be vested in a Board of Directors, hereinafter the "Region Board", consisting of the Chairperson, Vice-Chairperson, Secretary-Treasurer and two Directors at Large.

Section 2. Powers

The Region Board shall govern and manage the Region. It shall perform any and all duties imposed on it collectively or individually by law, by these Bylaws, or the Bylaws and policies of the MRA. It shall have the power to adopt Policies, Procedures and Guidelines, and act collectively as a Region in furthering the purposes of the MRA, pursuant the Bylaws and policies of the MRA.

Section 3. Election of Region Board and Terms of Office

Members of the Region Board shall be elected at the Region meeting immediately preceding the winter national MRA meeting (See Region Meetings below). The current Region Board will serve as the Nominating Committee unless they delegate otherwise. Any active member of a Region Team in good standing can nominate active members of Region Teams to Region Board positions. A slate of willing candidates for open positions shall be presented to the Region by the Nominating Committee thirty (30) days prior to the winter Region meeting. Up to fifteen (15) days prior to the winter Region meeting, additional nominations of willing candidates can be made by any active member of a Region Team in good standing. Active members of Region Teams in good standing may be nominated for more than one open position. If any open Region Board position does not have a willing nominee prior to the winter Region meeting, nominations for that open position may be made from the floor at the winter Region meeting.

Each open position will be voted on independently so that individuals elected into one position can be removed from the nominations for another position.

Each Region Team in good standing will have one vote for each open position. The accepted nominee receiving the most votes for each open position will be awarded that position. In the event of a tie the continuing board member will vote to break the tie as long as they have not voted as the delegate for their team. The continuing board member will be the Chairperson or Vice-Chairperson whose two-year term is not expiring at the end of the current year. If the continuing board member is not present, the chair of the meeting will vote to break the tie.

The Chairperson must be an active member of a Regular Member Unit of the Region in good standing when elected. During each odd calendar year, the Chairperson shall be elected for a two-year term commencing on January 1st of the subsequent even numbered year.
The Vice-Chairperson must be an active member of a Regular Member Unit of the Region in good standing when elected. During each even calendar year, the Vice-Chairperson shall be elected for a two-year term commencing on January 1st of the subsequent odd numbered year.

The Secretary-Treasurer must be an active member of a Regular Member Unit of the Region in good standing when elected. During each calendar year, the Secretary-Treasurer shall be elected for a one-year term commencing on each January 1st.

Directors at Large must be an active member of any Region Team in good standing when elected. During each calendar year, each Director at Large shall be elected for a one-year term commencing on each January 1st.

No person shall hold more than one elected or appointed office at the same time. No Region Team shall have members serving concurrently as the Chairperson, Vice-Chairperson, and Secretary-Treasurer. No position can be filled by the same person for more than two consecutive terms except the Secretary-Treasurer position which can be filled by the same person for four consecutive terms. If a Chairperson, Vice-Chairperson, or Secretary-Treasurer represents a Region Team that becomes an Associate Member Unit, that Region Board Member will not be allowed to serve for the remainder of his or her term.

Section 4. Resignation

Any Board Member may resign from office at any time by giving written notice to the Region Board. Such resignation shall take effect on the date of receipt of such notice, or at any other date specified therein. Unless otherwise specified in the notice, receipt shall constitute acceptance by the Region Board.

Section 5. Removal

Any Region Team may request the removal of any Board Member by submitting a request to all Region Teams. Any Board Member may be removed from office by a vote of at least two thirds (2/3) of the Region Teams in good standing present and voting at a Region meeting provided that notice of such a vote has been given to each Region Team and the Region Board at least thirty (30) days prior to the Region meeting.

A Board Member will automatically be removed from office if he or she is no longer an active member of a Region Team.

Section 6. Vacancies

Any vacancy shall be filled by appointment by the Region Board. If there is a vacancy during the first year of a two-year term of a Region Chairperson or Vice-Chairperson, the Region Board shall appoint a replacement to complete the first year of the two-year term. At the next winter Region meeting there shall be a regular election to fill the position for the second year of the two-year term.

Section 7. Duties of the Chairperson

The Chairperson shall be responsible for:

1. Presiding at Region Board meetings.
2. Appointing and removing all committee chairpersons, subject to approval of the Region Board, and except where otherwise specified in these Bylaws.
3. Assuming leadership for the Region in all Region matters.
4. Acting as or appointing another to act as liaison to the MRA.
5. Notifying the Region of Nominations for the Region Board positions.
6. Performing all duties incident to the office of Chairperson and such other duties as may be required by law, these Bylaws, or which the Region Board may assign.

Section 8. Duties of the Vice Chairperson

The Vice Chairperson shall be responsible for:

1. Performing all the duties of the Chairperson, in the absence of the Chairperson, or in the event of an inability or refusal to act by the Chairperson, and when so acting, have all the powers of the Chairperson.

2. Arranging for and keeping the records of the Accreditation and Reaccreditation of Region Teams.

3. Chairing the Accreditation Committee.

4. Coordinating and overseeing all Accreditations and Reaccreditations within the Region.

5. Performing all duties incident to the office of Vice-Chairperson and such other duties as may be required by law, these Bylaws, or which the Region Board may assign.

Section 9. Duties of the Secretary-Treasurer

The Secretary-Treasurer shall be responsible for:

1. Performing all the duties of the Chairperson or Vice-Chairperson, in the absence of the Chairperson or Vice-Chairperson, or in the event of an inability or refusal to act by the Chairperson or Vice-Chairperson, and when so acting, have all the powers of the Chairperson and/or Vice Chairperson as required.

2. Keeping the minutes of all Region meetings and Region Board meetings and publishing the minutes to Region Teams within thirty (30) days. All minutes will contain contact information for all members of the Region Board.

3. Tracking the status of Region Teams in relation to membership requirements to determine which teams are in good standing with the Region and reporting the results to the Region Board as required.

4. Having charge and custody of, and be responsible for, all funds securities of the Region, and deposit all such funds in the name of the Region in such banks, trust companies, or other depositories as shall be selected by the Region Board.

5. Receiving, and giving receipt for, monies due and payable to the Region from any source.

6. Disbursing, or causing to be disbursed, the funds of the Region as may be directed by the Region Board, taking vouchers for such disbursements.

7. Keeping and maintaining adequate and correct accounts of the Region properties and business transactions, including accounts of its assets, liabilities, disbursements, gains or losses.

8. With approval of the Region Board, exhibiting the books of account and financial records to any member team, or the team's attorney or agent, upon request.

9. Rendering to the Region Board, whenever requested, an account of any or all of his or her transactions as Secretary-Treasurer, and the financial condition of the Region.

10. Performing all duties incident to the office of Secretary-Treasurer and such other duties as may be required by law, these Bylaws, or which the Region Board may assign.

Section 10. Duties of the Directors at Large

1. The Directors at Large will be responsible for overseeing and coordination of regional trainings.

2. The Directors at Large are responsible for such other duties as may be required by law, these Bylaws, or which the Region Board may assign.

Article VI. Region Board Meetings
The Region Board may hold Region Board Meetings at their discretion. These meetings may be called by any Region Board member. Minutes from all Region Board Meetings will be published to all Region Board members and to all Region Teams within thirty (30) days.

Region Board Meetings may be conducted in any manner agreed upon by all Region Board members, i.e. phone, internet, in person or any combination thereof.

Section 1. Notification

The Chairperson or any Region Board member will make a reasonable effort to notify all Region Board members and Region Teams of Region Board Meetings at least three (3) days prior to such meetings. This notification may be by phone, mail, email or in person. Attendance at Region Board Meetings may be restricted to the Region Board. The Region Board is expected to keep the Region notified of the actions of the Region Board.

Section 2. Quorum

In order for the Region Board to conduct business a quorum of at least fifty percent (50%) of the Region Board is required.

Section 3. Voting

Region Board members may vote by proxy or absentee ballot. A majority vote of the Region Board is required to act.

Article VII. Members

Section 1. Membership

Membership in the Rocky Mountain Region shall be composed of those Regular Member Units, Associate Member Units, and Ex-Officio Member Units of the MRA having a primary geographical location within the geographical boundaries of the Rocky Mountain Region, as that region is defined by the MRA, herein referred collectively as Region Teams.

Section 2. Rights and Responsibilities

Region Teams shall have all the rights and responsibilities reserved to Region Teams by these Bylaws and by Region Policies.

Region Teams are expected to be represented at all semi-annual MRA membership meetings.

All Region Teams in good standing shall have one (1) vote for all matters that come before the Region at Region Meetings.

Region Teams may send members to Region Trainings, Accreditations, and Reaccreditations pursuant to the requirements stated in Region Policy.

Section 3. Classifications of Membership

The Classifications of membership, and requirements for admission to the classifications of membership, shall conform to the classifications established by the Bylaws and policies of the MRA.
Section 4. Membership Recommendations to the MRA

The Chairperson or his or her designee will make membership recommendations regarding Region Teams to the MRA. These recommendations will follow the outcome of Accreditations, Reaccreditations, and compliance with Region Bylaws and Policy. For Associate or Ex-Officio Teams these recommendations will be determined by a majority vote of teams present at the Region Meeting immediately preceding the MRA meeting.

Section 5. Region Team Membership Requirements for Good Standing

As determined by the Region Board on March 1st of each year each Regular Member Unit and Associate Member Unit shall be considered to be in good standing with the Region by fulfilling the following requirements. Ex-Officio Member units are encouraged to fulfill the requirements listed below.

a) Provide the Region Secretary-Treasurer with a current team roster and contact information for their Board of Directors.

b) Participate in intra-Region communications by enrolling a minimum of three (3) active members including at least one current Board Member on the Region’s email list server.

c) Provide annual mission statistics, using the MRA form, to the MRA and the Region for the previous year.

d) Timely payment of MRA dues.

e) For Regular Member Units, they shall have sent the annual contribution of $100.00 to the MRA supporting the Rocky Mountain Region Fund or submitted a letter to the Region Board listing their reason(s) for requesting a waiver of this annual contribution.

If the Region Board determines a Region Team is not in good standing it will contact that Region Team and give it thirty (30) days to become in good standing, if possible. After thirty (30) days the Region Board will notify the Region of any Region Team not in good standing.

Section 6. Reaccreditation Requirements

All Regular Member Units or Region Teams accredited in one or two disciplines are required to send an evaluator to a minimum of three (3) Accreditations or Reaccreditations every five (5) years. If a team does not meet this requirement they will be asked to go through a full Accreditation rather than a Reaccreditation at their next scheduled Reaccreditation.

Section 7. Region Fund

Purpose: The primary purpose of this fund will be to ensure that a Rocky Mountain Regional Representative is representing the region at both of the semi-annual MRA membership meetings each year. The Regional Representative will be able to be reimbursed, in whole or part, for expenses related to attending these meetings. The Rocky Mountain Region Representative is able to carry proxies from any Region Team unable to attend the MRA membership meetings.

The secondary purpose of this fund will be to provide funds for expenses related to the A/R exercises or other region expenses as determined by the Region Board.

Funding of the Region Fund: Regular Member units of the Rocky Mountain Region shall support this fund by making an annual contribution to the MRA in the amount of $100.00 by January 31st of each year. These funds shall be earmarked or allocated to a line item fund reserved for use by the Rocky Mountain Region and held by the MRA until funds are requested by the Rocky Mountain Region Board.

Any Regular Member Unit of the Rocky Mountain Region may submit a financial hardship letter to the region listing their reason(s) for asking the Region Board to waive this annual contribution. This letter must
be submitted annually at the Rocky Mountain Region winter meeting.

Administration of Region Fund: The Region Fund will be administered by the Region Board who shall establish policy regarding the distribution of these funds.

The Region Board shall request reimbursement from the MRA for these expenditures twice each year prior to the semi-annual MRA meetings.

All distributions of the Region Funds shall be reported annually to the Rocky Mountain Region membership as part of the minutes of the winter Region meeting.

Regional Representative: The Region Board shall appoint the Region Representative for each MRA membership meeting.

Priority for this position will be given to the Region Board members in the following order; Chairperson, Vice-Chairperson, Secretary-Treasurer, Director at Large.

If none of the current Region Board members can attend one of the MRA semi-annual meetings, the Region Board may appoint a Regional Representative to represent the Region and carry proxies. This person must be a delegate from one of the Regular Member Units of the Rocky Mountain Region.

**Article VIII. Region Meetings**

Section 1. Time and Place of Region Meetings

The Region will hold a minimum of two Region Meetings per year. These meetings will be held prior to the winter and summer meetings of the MRA. The winter Region meeting shall be held prior to December 31st of each year. The Chairperson or his or her designee will set the time and location of the meetings.

Any Region Team or Region Board Member may call other Region meetings pursuant to the requirements set forth herein.

Section 2. Notification of Region Meetings

The Chairperson or his or her designee will make a reasonable effort to notify all Region Teams of Region Meetings at least thirty (30) days prior to the Region Meeting. This notification may be by phone, mail, email, or in person. Notification requirements for amendments to Bylaws are discussed below.

Section 3. Quorum

In order to conduct business a quorum of at least fifty percent (50%) of the Regular Member Units of the Region in good standing is required.

Section 4. Region Meeting Agenda

The Chairperson or his or her designee is responsible for creating and attempting to timely notify all Region Teams of the agenda for Region Meetings including actions that will be voted on at any given meeting.

Section 5. Delegates

Each Region Team may appoint a delegate to vote for that team. Delegates must appear on a Region Team's roster and be duly authorized by the Region Team's leadership to vote for that Region Team. In the
case of a challenge to the status of a person acting as delegate, the Secretary/Treasurer shall rule on the
matter based on the evidence presented.

Section 6. Voting

Region Teams in good standing shall be able to vote on all matters that come before the region at a Region
meeting by delegate, absentee ballot, or proxy; provided that any Region Board Member who is present at
the Region Meeting receives the absentee ballot or notification of the proxy prior to the Region Meeting. A
vote of at least two thirds (2/3) of the votes cast is required to amend or adopt changes to these bylaws or
for the removal of a Region Director. All other matters will be decided by a simple majority of the votes
cast.

Article IX. Committees

Section 1. Establishment of Committees

The Region Board may establish committees to manage the affairs of the Region, as it may see fit. The
Chairperson may also establish committees, subject to approval of the Region Board. The Board shall have
the power to terminate committees, as it sees fit. The exception to this is the Accreditation Committee.

Section 2. Powers

The Region Board may not delegate its fundamental duties to a committee. Committees will not have the
power to spend any regional money unless authorized by the Region Board. Committees terminate one (1)
year from the date they are created unless re-affirmed by the Region Board or as provided specifically in
writing published to all Region Teams.

Section 3. Meetings and Actions of Committees

The time, place and agenda of all committee meetings shall be fixed by the chair of each committee and
shall not be subject to the notices and rules set forth herein. The Region Board may adopt rules and
regulations pertaining to the conduct of committee meetings to the extent that such rules and regulations are
not inconsistent with the provision of these Bylaws.

Section 4. Accreditation Committee

There shall be at all times an Accreditation Committee of at least three (3) individuals. The Vice-
Chairperson will chair this Committee and appoint at least one (1) currently qualified Lead Evaluator, as
defined in Region Policy, to the committee. It is the responsibility of this committee to coordinate and
oversee all Accreditations and Reaccreditations held within the Region.

Article X. Policies, Procedures and Guidelines

Section 1. Authorization

The Region Board may adopt Policies, Procedures and Guidelines as it deems appropriate, provided such
Policies, Procedures and Guidelines do not conflict with these Bylaws or with MRA Bylaws. The
Chairperson or his or her designee will make a reasonable effort to notify all Region Teams of the intent to
vote on the change of Region Policies, Procedures and Guidelines at least three (3) days prior to the Region
Board Meeting at which the proposed changes are considered. This notification may be by phone, mail, e-mail or in person.

Section 2. Adoption

Adoption of or changes to Region Policies, Procedures or Guidelines must be approved by a majority vote of the Region Board.

Section 3. Recordation and Dissemination

Following adoption by the Region Board, a copy of the approved Policy, Procedures or Guidelines shall be kept with the Region records and a copy furnished to all Region Teams within thirty (30) days.

Section 4. Enforcement and Conflict with Bylaws

The Region Board shall be the final arbiter of Region Policy, Procedures and Guidelines. Should a conflict arise between Region Policy, Procedures or Guidelines; and Region Bylaws, or MRA Bylaws the MRA Bylaws shall take precedence, followed by Region Bylaws.

Article XI. Amendments to Bylaws

Section 1. Amendments Provided For

These Bylaws may be altered, amended, or repealed according to the following provisions. An amendment to these Bylaws can be presented to the Region by any Region Team.

Section 2. Notice

All proposed amendments to these Bylaws must be sent to all Region Teams at least three months prior to the Region Meeting at which the amendment will be considered. Any subsequent modifications to a proposed amendment must be sent to all Region Teams at least two months prior to the Region Meeting at which the amendment will be considered. The Region Board shall coordinate the review and appropriate discourse for all such reasonable amendments.

Section 3. Vote Required

A proposed amendment must be ratified by a two-thirds vote of all Region Teams in good standing and present, via delegate, proxy or absentee ballot, at the Regional Meeting where the amendment is considered.

Article XII. Prohibition against Sharing Region Profits and Assets

No member of any Region Team, employee or other person connected with the Region, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Region, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Region in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the Bylaws and is fixed by resolution of the Region Board; and no such person or persons shall be entitled to share in the distribution, or shall not receive any of the Region assets on dissolution of this association. All Region Teams shall be deemed to have expressly consented and agreed that on such dissolution of the affairs this association, whether
voluntarily or involuntarily, the assets of the Region, after all debts have been satisfied, then remaining in
the hands of the Region Board, shall be distributed as required by the Bylaws of MRA.

Certification

These Bylaws have been ratified by at least two-thirds (2/3) of the Region Teams in good standing present
at a Region Meeting attended by at least fifty percent (50%) of the Regular Member Units of the Region
and for which proper notice was provided to all Region Teams.

As verified by Regional Chair: [Signature]

Printed Name: [Name] Team Affiliation: [Affiliation]

Date: 12/05/12

Witnessed by Secretary-Treasurer: [Signature]

Printed Name: [Name] Team Affiliation: [Affiliation]

Date: 8 Dec 12