



CIOFF® USA

Internal Governance Regulations Manual

Part I – Organizational Identity

Article 1. Name, Mission, Purpose, Vision, and Core Values

1.1 Name of Organization

The name of the organization shall be CIOFF® USA, Inc. and represents the United States of America within the International Council of Organizations of Folklore Festivals and Folk Arts (CIOFF©). It advances the preservation, promotion, and celebration of traditional arts, culture, and diverse ethnic folklore across the United States of America, its possessions, and territories.

1.2 Mission Statement

CIOFF® USA is dedicated to preserving, promoting, and celebrating the traditional arts, culture, and folklore of the United States of America, with deep respect for First Nations and all ethnic communities. Through support of festivals, cultural exchanges, and educational initiatives, CIOFF® USA fosters understanding, appreciation, and continuity of diverse cultural heritages within the global community.

1.3 Purpose Statement

The purpose of CIOFF® USA is to safeguard and promote the intangible cultural heritage of the United States of America by encouraging the organization, coordination, and participation in national and international folklore festivals. The Corporation supports cultural exchange programs and fosters collaboration among artists, performers, and cultural organizations. CIOFF® USA is committed to maintaining intangible cultural heritage, honoring First Nations and all ethnic communities, encouraging intercultural dialogue, and ensuring the transmission of traditional arts and heritage to future generations.

1.4 Vision Statement

CIOFF® USA envisions a vibrant cultural landscape where traditional arts and folklore thrive throughout all generations, enriching communities nationwide by respecting and honoring the heritage of First Nations and all ethnic peoples living within the United States of America. Through shared heritage and artistic expression, CIOFF® USA builds bridges across cultures locally, nationally, and globally, fostering understanding, respect, and unity.

1.5 Core Values

The Corporation affirms the following core values:

- Cultural Preservation: Commitment to safeguarding intangible cultural heritages and traditional arts and folklore.
- Inclusivity: Embracing all peoples, cultures, and beliefs; honoring diversity; and supporting equal opportunities for cultural expression, participation, and representation.
- Collaboration: Fostering partnerships among artists, festivals, and organizations locally and internationally.



National Section
USA

- Education: Promoting knowledge and appreciation of cultural heritage through outreach, engagement, and lifelong learning, with a special focus on empowering the youth of the United States of America within the global community.
- Integrity: Maintaining ethical standards, cultural sensitivity, and superior quality in all aspects of our work.

Part II – Membership

Article 2. Membership Structure and Eligibility

2.1 Eligibility

Membership in CIOFF® USA, Inc. (“the Corporation”) is open to qualified festivals, organizations, folklore groups, and individuals with substantial experience in the folk arts.

Eligibility extends to all residents of the United States of America, including its possessions and territories, whose goals and objectives align with those of CIOFF® USA.

2.2 Membership Classes and Qualifications

The Board of Directors (“the Board”) shall establish and maintain membership tiers within the Corporation, defining qualifications for each tier to ensure alignment with the mission and objectives of CIOFF® USA.

Membership tiers may include, but are not limited to:

1. Festival Member – Accredited folk and music festivals based in the United States of America, including those organizing national or international folk events, demonstrating commitment to cultural preservation and integrity.
2. Touring Group Member – Performing folk arts groups or ensembles actively engaged in national and/or international tours that reflect the cultural heritage of the United States of America.
3. Non-Touring Group Member – Folk arts groups or ensembles focused primarily on local or regional cultural presentations without regular touring activity.
4. Organizational Member – Cultural institutions, nonprofit organizations, educational entities, foundations, or other groups with demonstrated interest and experience in folk arts and intangible cultural heritage of the United States of America.
5. Individual Member – Individuals with significant experience, expertise, or interest in folk arts, culture, or festival activities who support the goals of CIOFF® USA.

The Board shall determine the dues and benefits for each membership tier, ensuring that they reflect both the needs of members and the sustainability of the Corporation. Membership dues and categories shall be reviewed periodically by the Board and may be adjusted accordingly.

2.3 Voting Rights

Each member in good standing shall be entitled to one vote at meetings of the Corporation.

2.4 Code of Conduct



All members shall adhere to a Code of Conduct established by the Board. The Code of Conduct sets forth expectations for behavior, ethics, and cultural sensitivity in alignment with the mission and values of CIOFF® USA.

Violations of the Code of Conduct may result in suspension or termination of membership, subject to review and a majority vote of the Board.

Article 3. Membership Meetings

3.1 Annual Meeting

The Annual Meeting of members of the Corporation shall be held during the second quarter of each calendar year at a time and place determined by the Board of Directors.

The purposes of the Annual Meeting shall include, but not be limited to:

1. Election of Directors.
2. Transaction of business properly brought before the membership.

3.2 Special Meetings

Special Meetings of the members may be called by the President or shall be called upon written request of either:

1. Ten percent (10%) or more of the current members of the Corporation; or
2. A majority of the members of the Board of Directors.

The date, time, and location of such meetings shall be designated by the President.

3.3 Notice of Meetings

Notice of the time, place, and purpose of all meetings shall be provided to each member by mail or electronically by the Secretary, or by a designated meeting facilitator.

Attendance and participation shall be limited to members of the Corporation in good standing.

3.4 Voting and Quorum

1. Members may vote in person or by proxy.
2. No proxy shall be permitted unless the appointment is submitted in writing and filed with the Secretary prior to the meeting.
3. A quorum shall consist of ten percent (10%) of the current membership, either present in person or represented by proxy.
4. Actions shall be determined by the vote of a simple majority of members present or represented by proxy at a meeting where a quorum is present.



Article 4. Board of Directors

4.1 Composition and Authority

The property, affairs, and business of CIOFF® USA, Inc. (“the Corporation”) shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than eleven (11) individuals.

The Board shall include:

1. Nine (9) elected Directors, one of whom shall serve as the Youth Representative, elected by the general membership at the Annual Meeting; and
2. The Immediate Past President serves as an ex officio, non-voting member of the Board.

All Directors shall:

- Serve in good faith without compensation.
- Take office at the close of the Annual Meeting at which they are elected.
- Act consistently with the mission and objectives of CIOFF® USA.

The Immediate Past President shall assume office upon completion of their last term as President and shall serve so long as the current President remains in office.

4.2 Terms of Office and Term Limits

1. Each elected Director shall serve a term of four (4) years.
2. No Director may serve more than two (2) consecutive full terms.
3. After completing two consecutive terms, a Director must take a one (1) year break from Board service before being eligible for re-election.
4. A Director elected to fill an unexpired term of less than four (4) years shall not have that service counted toward the two-term limit.

4.3 Election Rotation Plan and Schedule

To ensure continuity of leadership and prevent complete turnover of the Board, Directors shall be elected in biennial cycles, with approximately one-half (½) of the Board elected in each cycle.

1. Initial Assignment
 - Group A (5 or 6 Directors): Serve an initial two (2) year term.
 - Group B (4 or 5 Directors): Serve an initial four (4) year term.
 - After the initial cycle, all Directors shall serve four (4) year terms, with elections alternating every two years.
2. Election Cycle Timing
 - Even-numbered years: Election of Group A seats.
 - Odd-numbered years: Election of Group B seats, including the Youth Representative.
3. Assignment to Groups

The Nominating Election Committee shall assign Directors to groups based on:

 - Original date of election or appointment.
 - Voluntary agreement among Directors.



- Random selection if necessary.
- 4. Vacancy Adjustments
 - If a Director is elected to fill an unexpired term, the Election Committee shall determine the appropriate group for the seat.
 - Temporary appointments last until the next Annual Meeting, when the membership shall elect a successor for the remainder of the term.
- 5. Tracking and Reporting

The Nominating Election Committee shall:

 - Maintain an official Board Term and Rotation Schedule.
 - Publish positions open for election at least ninety (90) days before the Annual Meeting.
 - Certify compliance with the rotation schedule.
- 6. Resignation and Removal
 - A Director may resign by written notice to the President or Secretary.
 - A Director may be removed for cause by a majority vote of the full Board.
- 7. Vacancies

Vacancies caused by resignation, removal, or death may be filled by a majority vote of the remaining Board members, even if fewer than a quorum remain. Appointed Directors shall serve until the next Annual Meeting, when the membership shall elect a successor to complete the term.
- 8. Compensation

Directors shall not receive compensation for service. Reimbursement for reasonable documented expenses may be authorized under the Corporation's financial policies.

4.4 Meetings of the Board

1. Regular meetings shall be held at least twice per calendar year, with no more than eight (8) months between meetings.
2. Special meetings may be called by the President or upon written request of a majority of Board members.
3. Meetings shall be held at times and locations designated by the Board, or by the President if the Board has not established such designation.

4.5 Notice of Meetings

1. Notice of all Board meetings shall be provided at least ten (10) days prior to the meeting date.
2. Notices for special meetings shall state the purpose of the meeting.
3. Any Director may waive notice by written consent before or after the meeting.

4.6 Quorum and Voting

1. A quorum shall consist of a majority of Directors then in office.
2. Actions require a majority vote of Directors present at a meeting where a quorum is established.



Article 5. Officers

5.1 Officers

The officers of the Corporation shall consist of:

1. President
2. Vice President
3. Secretary
4. Treasurer

Officers shall be elected by and from among current Board members at the first Board meeting following the Annual Meeting.

Each officer shall serve a term of four (4) years and remain in office until a successor is elected. No officer may serve more than two (2) consecutive terms in the same office, except with special approval of the Board.

5.2 President

The President shall:

- Preside at all meetings of the Corporation, the Board, and the Executive Committee.
- Serve as National Delegate to CIOFF®.
- Appoint committee Chairs with Board approval.
- Serve as an ex officio member of all committees.

5.3 Vice President

The Vice President shall:

- Perform the duties of the President in the event of absence, incapacity, or resignation.
- Carry out other responsibilities assigned by the President or the Board.

5.4 Secretary

The Secretary shall:

- Keep records of meetings and membership.
- Serve as custodian of the corporate seal, documents, and archival materials.
- Maintain official records of Board meetings.

5.5 Treasurer

The Treasurer shall:

- Have custody of all funds of the Corporation.
- Deposit funds in approved depositories.



- Collect and disburse funds as authorized.
- Report the Corporation's financial condition to the Board and membership.
- Ensure an annual audit of the Corporation's accounts by an independent certified public accountant.

5.6 Combined Office

The offices of Secretary and Treasurer may be combined into one position, Secretary/Treasurer.

5.7 Vacancies

Vacancies in any office may be filled until the next annual election by a majority vote of the Directors present at a Board meeting, even if fewer than a quorum are present.

If the office of the President becomes vacant, the Vice President shall perform the duties of the President for the remainder of the term.

Article 6. Executive Committee

The Corporation shall maintain an Executive Committee composed of the:

1. President
2. Vice President
3. Secretary
4. Immediate Past President,

The Executive Committee shall:

- Exercise all powers of the Board between meetings.
- Review and present the annual budget for approval by the Board.
- Submit the approved budget to funding sources.

A majority of Executive Committee members shall constitute a quorum.

Article 7. Committees and Representatives

7.1 General Rules for Committees

1. The Corporation shall establish representatives and standing administrative committees to support its mission.
2. Committees shall consist of voting members of the Corporation appointed by the President, subject to approval of the Executive Committee.
3. Each committee shall have a Chair appointed by the President with Executive Committee approval.
4. Committee Chairs shall:
 - Report regularly to the Board.



- Propose governance policies, procedures, or initiatives for adoption.
- Ensure compliance with bylaws, the Code of Conduct, and applicable laws.

7.2 Finance Committee

Responsible for safeguarding and strategically managing the Corporation's financial resources. Duties include:

- Developing annual operating budgets with the Treasurer.
- Monitoring financial performance.
- Leading financial planning and resource allocation.
- Overseeing internal controls and risk management.
- Supporting the annual audit and ensuring transparent reporting.

7.3 Festival Committee

Responsible for oversight of U.S.-based CIOFF® USA-affiliated festivals. Duties include:

- Facilitating collaboration among U.S. festivals and performing groups.
- Coordinating leadership for hosting international ensembles and U.S. group participation abroad.
- Serving as a liaison and resource hub for festival guidance.
- Promoting best practices in festival development and programming.
- Supporting the creation of new CIOFF©-affiliated festivals.
- Ensuring cultural authenticity and respectful presentation of folk traditions.

7.4 Election Committee

Responsible for managing and overseeing all election processes of the Corporation. Duties include:

- Appointment of members (minimum of three voting members, impartial, not candidates).
- Vetting and certification of candidates.
- Administration of ballots, voting, and tabulation.
- Certification of results.
- Oversight of online voting systems (secure, verifiable, confidential).
- Managing disputes, complaints, and irregularities in elections.
- Reporting certified election results and procedures to the Secretary.

Includes a Nomination Subcommittee for candidate vetting.

7.5 Membership Committee

Responsible for growth, engagement, and retention of membership. Duties include:

- Recruiting new members with geographic and cultural diversity.
- Implementing engagement and retention strategies.
- Reviewing and approving applications.



- Evaluating membership status and recommending disciplinary action.
- Recommending changes to categories, criteria, dues, or benefits.

7.6 Advancement Committee

Responsible for fundraising and development. Duties include:

- Cultivating donations, sponsorships, grants, and endowments.
- Developing long-term fundraising strategies with the Finance Committee.
- Building partnerships with mission-aligned organizations.
- Promoting public awareness of CIOFF® USA.
- Recommending fundraising campaigns or policies for Board approval.

7.7 Other Administrative Committees

Additional administrative committees may be created by the President with Board approval, as needed.

Part IV – Legal and Financial Provisions

Article 8. Directors and Officers; Liability, Indemnity, and Transactions

8.1 Liability of Directors and Officers

To the fullest extent permitted under Wisconsin Statutes, including but not limited to Sections 181.287, 181.297, and successor provisions, the Corporation shall limit the personal liability of its directors and officers for monetary damages as follows:

No director or officer shall be liable to the Corporation, its members, or any person for damages, monetary or otherwise, for breach of or failure to perform any duty resulting solely from their position, unless the individual asserting liability proves that the breach or failure to perform constitutes:

1. A willful failure to deal fairly with the Corporation or its members where the director or officer has a material conflict of interest.
2. A violation of criminal law, unless the director or officer reasonably believed the conduct was lawful.
3. A transaction from which the director or officer derived an improper personal profit.
4. Willful misconduct.

This limitation of liability shall be construed in accordance with Wisconsin law.

8.2 Volunteer Status

For purposes of Section 181.297 of the Wisconsin Statutes, all directors and officers of the Corporation shall be deemed volunteers and immune from civil liability to the fullest extent permitted by law, except as provided in Section 8.1 of this Article.



8.3 Indemnification

To the fullest extent permitted by Wisconsin Nonstock Corporation Law, including but not limited to Sections 181.042, 181.043, and 181.0871–181.0889, the Corporation shall indemnify any person who is or was a director, officer, employee, agent, or volunteer of the Corporation (“Indemnitee”) who is a party or threatened to be a party in any proceeding, civil, criminal, administrative, or investigative, by reason of serving in such capacity.

Indemnification covers all liabilities, claims, judgments, settlements, fines, penalties, and expenses (including attorney’s fees) reasonably incurred in connection with such proceedings.

8.4 Conditions for Indemnification

Indemnification shall be granted only if the Indemnitee:

1. Acted in good faith.
2. Acted in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation.
3. Had no reasonable cause to believe the conduct was unlawful in the case of a criminal proceeding.

Indemnification shall not extend to matters where the Indemnitee:

- Engaged in willful misconduct, gross negligence, or knowing violation of law.
- Derived an improper personal benefit.
- Acted outside the scope of authority in a manner not indemnifiable under Wisconsin law.

8.5 Discretionary Indemnification of Other Persons

The Board may, at its discretion, indemnify employees, agents, or former employees in like manner with such limitations as deemed appropriate. This right extends to heirs and personal representatives.

8.6 Determination of Right to Indemnification

Upon written request by an Indemnitee, the right to indemnification shall be determined by:

1. Majority vote of a quorum of disinterested directors.
2. If a quorum cannot be obtained, a committee of at least two disinterested directors appointed by the Board.
3. If such a committee cannot be formed, independent legal counsel shall be selected by the Board.

The Indemnitee seeking indemnification shall not participate in the decision.



8.7 Advancement of Expenses

The Corporation may advance expenses, including attorney's fees, prior to final disposition of proceedings, upon receipt of a written affirmation of good faith belief that the Indemnitee meets the standard of conduct, and a written undertaking to repay if indemnification is later denied.

8.8 Non-Exclusivity

Indemnification rights are not exclusive and extend to rights under law, the Articles of Incorporation, these Regulations, Board resolutions, contracts, insurance, or other agreements.

8.9 Insurance

The Corporation may purchase and maintain insurance on behalf of any director, officer, employee, agent, or volunteer against liability incurred in such capacity, regardless of whether the Corporation could indemnify under this Article.

8.10 Continuation of Rights

Indemnification rights continue for any person who has ceased service and extend to heirs, executors, administrators, and legal representatives.

8.11 Severability

If any provision of this Article is held invalid, the remainder shall remain enforceable.

8.12 Validity of Transactions with Interested Parties

Transactions between the Corporation and:

1. A director or officer.
2. An entity in which a director or officer has a financial or personal interest.
3. An organization in which a director or officer is employed or holds membership.

shall not be void solely because of such interest, provided that material facts are disclosed, and the transaction is approved in good faith by a majority of disinterested directors.

8.13 Quorum and Voting on Interested Transactions.

Interested directors may be counted for quorum purposes but shall not vote on the transaction.

8.14 Applicability of Law

This Article shall be construed consistent with Wis. Stat. § 181.0831 and applicable statutory and common law.



Article 9. Conflict of Interest Policy

9.1 Statement of Policy

All directors, officers, staff, volunteers, and employees must act in the best interests of the Corporation and avoid actual or potential conflicts of interest.

Conflicts must be disclosed:

1. Upon assumption of duties.
2. Annually thereafter.
3. As soon as they arise, before consummation of the transaction.

The Board may adopt procedures to manage disclosures.

9.2 Disclosure, Voting, and Records

Any director with a conflict of interest regarding a proposed transaction shall:

- Promptly disclose the nature of the interest.
- Abstain from voting or influencing the decision.
- Be counted for quorum but excluded from the vote count.

Meeting minutes shall reflect:

1. The disclosure.
2. The name of the interested individual.
3. The Board's deliberation and vote.
4. Presence of a quorum.
5. A determination that the transaction was fair, reasonable, and in the Corporation's best interests.

The interested individual may briefly state a position and answer questions, but may not influence the outcome.

9.3 Standard of Conduct

All affiliated individuals shall:

- Act solely in the interest of the Corporation.
- Avoid accepting gifts or favors that could influence decisions.
- Do not use positions for personal gain or the benefit of affiliated organizations.

9.4 Orientation

New directors, officers, staff, and volunteers shall be informed of this policy upon commencing service and may be required to acknowledge receipt.

9.5 Annual Disclosure Form



All directors, officers, and committee members shall annually complete and sign a disclosure form affirming compliance with the policy.

Article 10. Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each year.

Article 11. Parliamentary Authority

Procedures shall be governed by Robert's Rules of Order, Revised, unless inconsistent with these Regulations or applicable law.

Article 12. Execution of Instruments

12.1 Authority to Sell, Assign, or Pledge Securities

With recommendation of the Finance and Executive Committees, and Board approval, the President (or another designated officer) may, on behalf of the Corporation:

- Sell, assign, pledge, or transfer shares, bonds, securities, or other interests.
- Execute instruments of transfer.
- Exercise rights related to securities.

12.2 Checks, Drafts, and Payments

All checks and orders for payment shall be signed by the President or other designated officer. The Board may require dual signatures for amounts exceeding a set threshold.

12.3 Contracts and Other Instruments

When authorized by the Board, contracts and instruments may be executed by the President and another designated officer.

12.4 Electronic Signatures

Electronic signatures may be used where permitted by law, carrying the same legal validity as handwritten signatures.

Article 13. Contributions and Gift Acceptance

13.1 Funding and Contributions

The Corporation may solicit, accept, and manage contributions in the form of cash, securities, property, sponsorships, grants, bequests, endowments, or in-kind support, provided such contributions align with the mission and preserve tax-exempt status under IRC Section 501(c)(3).



13.2 Restricted Funds and Reporting

Restricted funds shall be:

- Used according to donor intent.
- Tracked under GAAP.
- Reported annually in audited financial statements and IRS Form 990.

Designated funds may include:

- Scholarships for students, youth participants, or emerging artists.
- Monetary Awards recognizing contributions to intangible cultural heritage.
- Grants and Program Funding supporting festivals, cultural projects, and education initiatives.

The Board shall approve eligibility criteria, processes, and donor agreements to ensure fairness, transparency, and compliance.

Part V – Equity and Accountability Policies

Article 14. Anti-Discrimination Policy

14.1 Statement of Policy

The Corporation shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status in any of its operations.

14.2 Scope of Policy

This policy applies to:

1. Membership eligibility and participation.
2. Hiring and employment practices.
3. Selection of volunteers and vendors.
4. Delivery of programs and services.

The Board of Directors shall ensure consistent application of this policy and address violations promptly.

Article 15. Board Diversity and Inclusion Policy

15.1 Commitment to Representation

CIOFF® USA affirms the value of a diverse and inclusive Board of Directors that reflects the cultural, geographic, generational, and professional diversity of the communities it serves.

15.2 Recruitment Considerations



The Nominating Committee shall take into account the following factors when identifying and nominating candidates for Board service:

1. Geographic diversity within the United States and territories.
2. Representation of varied ethnic and cultural communities engaged in folk arts.
3. Professional skills, competencies, and leadership experience.
4. Age diversity, with particular emphasis on youth participation.

15.3 Qualifications and Mission Commitment

While diversity is prioritized, commitment to the Corporation's mission, ethical integrity, and demonstrated capacity for service shall remain the primary criteria for Board membership.

Article 16. Virtual Meetings and Electronic Participation

16.1 Authorization

Meetings of members, the Board of Directors, and committees may be conducted in whole or in part by telephone, video conference, or other communication technologies that allow all participants to hear and communicate simultaneously.

16.2 Notice and Quorum

Notice and quorum requirements for virtual meetings shall follow the same rules as in-person meetings set forth in these Regulations.

16.3 Electronic Voting

Voting may be conducted by electronic means, including secure web-based platforms, provided:

1. Security measures ensure confidentiality and authenticity of ballots.
2. Voting records are verifiable and tamper-resistant.
3. All members or directors entitled to vote have equal access to the platform.

Article 17. Whistleblower Policy

17.1 Protection Against Retaliation

No director, officer, employee, volunteer, or member who in good faith reports a violation of law, regulation, or organizational policy shall suffer harassment, retaliation, or adverse action.

17.2 Reporting Procedure

Reports may be submitted confidentially to the President, the Executive Committee, or a designated Ethics Officer. All reports shall be promptly investigated and results presented to the Board of Directors.

17.3 Confidentiality



The Corporation shall protect the identity of the whistleblower to the maximum extent possible, consistent with due process and applicable law. Anonymous reports will be investigated to the extent feasible.

Article 18. Records Retention and Public Access

18.1 Maintenance of Records

The Corporation shall maintain accurate and complete records, including but not limited to:

1. Minutes of Board, membership, and committee meetings.
2. Financial statements, audits, and tax filings.
3. Conflict of interest disclosures.
4. Governance and compliance documents.

Records shall be retained for at least seven years, or longer if required by law, contract, or funding agreements.

18.2 Member Access

Members in good standing may request in writing, to inspect meeting minutes and annual financial reports. Access may be restricted if disclosure would compromise confidentiality, privacy, or legal obligations.

Part VI – Administration and Dispute Resolution

Article 19. Executive Director and Staff Roles

19.1 Appointment of Executive Director

The Board of Directors may appoint an Executive Director to serve as the chief administrative officer of the Corporation.

19.2 Authority and Responsibilities

The Executive Director shall report directly to the Board and shall have authority to:

1. Hire, supervise, and evaluate staff.
2. Manage financial resources in accordance with the approved budget.
3. Execute contracts and agreements within the authority delegated by the Board.
4. Represent the Corporation in external relations, in coordination with the President or designated officers.

19.3 Staff Roles

The Corporation may employ additional staff to support operations. All staff shall report to the Executive Director and shall comply with established policies and procedures.



Article 20. Internal Grievance and Dispute Resolution

20.1 Member and Volunteer Grievances

Members, volunteers, and participants may submit written grievances regarding conduct, policy violations, or treatment to the President or Secretary.

20.2 Review and Resolution

The Board of Directors or a designated committee shall review grievances within thirty (30) days of submission. Resolution may include corrective action, mediation, or dismissal of the complaint. Written decisions shall be provided to the complainant.

20.3 Appeal

A complainant may submit a written appeal to the full Board of Directors. The decision of the Board on the appeal shall be final and binding.

Article 21. Amendments to the Regulations

21.1 Authority to Amend

These Internal Governance Regulations may be amended by a majority vote of the voting members present at any regular or special meeting of the Corporation.

21.2 Notice Requirement

Written notice of proposed amendments, including the text of the amendment, shall be distributed to all members at least ten (10) days prior to the meeting.

21.3 Consistency with Law

Amendments shall not conflict with the Articles of Incorporation, applicable state law, or federal tax-exempt requirements.



Annex A – Conflict of Interest Disclosure Form

CIOFF® USA

Conflict of Interest Annual Disclosure Statement

I, _____, serving as a [Director / Officer / Committee Member / Staff / Volunteer] of CIOFF® USA, Inc., hereby affirm the following:

1. I have received a copy of the CIOFF® USA Conflict of Interest Policy.
2. I have read and understood the policy.
3. I agree to comply with the policy.
4. I hereby disclose the following actual or potential conflicts of interest (attach additional pages if necessary):

I have no conflicts of interest to disclose.

Signature: _____ Date: _____

Printed Name: _____



Annex B – Proxy Form

CIOFF® USA
Official Proxy Form

I, _____, a voting member in good standing of CIOFF® USA, Inc., hereby appoint:

_____ (Name of Proxy Holder)

as my lawful proxy to attend and vote on my behalf at the meeting of members to be held on:

Date: _____ Location: _____

This proxy shall be valid for all matters properly brought before the meeting unless otherwise specified below:

- This proxy is limited to the following matters: _____
- This proxy is general and applies to all matters.

Signature: _____ Date: _____

Printed Name: _____



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Annex C – Committee Report Template

CIOFF® USA
Committee Report Template

Committee Name: _____

Chairperson: _____

Meeting Date(s): _____

Summary of Activities:

Recommendations for Board Action:

Issues Requiring Attention or Resources:

Next Steps / Future Plans:

Submitted by: _____ Date: _____



Annex D – Willingness to Serve Agreement

CIOFF® USA

Willingness to Serve Agreement

I, _____, having been nominated and/or elected to serve as a [Director / Officer] of CIOFF® USA, Inc., hereby agree to the following:

1. Commitment to Mission: I affirm my support for the mission, purpose, and values of CIOFF® USA, Inc.
2. Active Participation: I will attend Board meetings, committee meetings, and membership meetings, and actively participate in the governance and work of the Corporation.
3. Fiduciary Duty: I accept the legal and ethical responsibility to act in the best interests of CIOFF® USA, Inc. and to comply with applicable laws, these Internal Governance Regulations, and the Articles of Incorporation.
4. Financial Stewardship: I will ensure the responsible use of assets and support the Corporation's financial stability.
5. Conflict of Interest: I will disclose any conflicts of interest and comply with the Corporation's Conflict of Interest Policy.
6. Confidentiality: I will maintain confidentiality regarding sensitive information and deliberations of the Board.
7. Length of Service: I agree to serve the full term of my position as defined in the Internal Governance Regulations, unless unforeseen circumstances require earlier resignation.

I hereby affirm my willingness to serve as a member of the Board of Directors or Officer of CIOFF® USA, Inc.

Signature: _____ Date: _____

Printed Name: _____



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Preface and Adoption Clause

These Internal Governance Regulations of CIOFF® USA, Inc. (the “Corporation”) have been adopted by the Board of Directors in accordance with the Articles of Incorporation and Wisconsin Nonstock Corporation Law.

This Manual consolidates the Corporation’s bylaws, governance policies, and operational standards into a single comprehensive document. It serves as the primary reference for the management, operations, and governance of CIOFF® USA, Inc., ensuring compliance with state and federal law, adherence to nonprofit best practices, and fidelity to the mission of CIOFF®.

These Internal Governance Regulations were formally adopted on the 20th day of February, 2026, by resolution of the Board of Directors and approved by the voting members of the Corporation.

Signed on behalf of the Board of Directors:

President, CIOFF® USA, Inc.