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APPALACHIAN SEARCH & RESCUE

CONFERENCE, INC.

P. O. Box 440 Newcomb Station Charlottesville, VA 22903

20 March 1982

Reply to:

Keith Conover
Tax-Exempt Status Project
1417 Key Blvd. #308
Arlington, VA 22209
(703) 522-2844

To: Group Chairmen

From: Keith Conover

1. Enclosed are the notices which must be sent to* or given personally to each member with the right to vote at the upcoming Membership Meeting, consisting of:

- a cover letter
- a copy of the agenda for the Membership Meeting
- a copy of the proposed amendment and restatement of the ASRC Articles of Incorporation
- a blank Writ of Proxy.

You must copy these and ensure that a copy gets to each member by midnight Wednesday the 24th.* I am also enclosing a copy of the original Articles of Incorporation, should you have any members who were not issued copies of them.

* The law states that the notice is considered delivered if it is deposited in the US Mail, with proper postage affixed, addressed to the member at his address of record as shown on the Conference Roster.

2. Please point out to your membership that the Bylaws are being thrown open to total revision at the Membership Meeting, with the starting point the changes sent to you on 1 Feb. 1982 and 15 Feb. 1982. If your Group has a consensus on which changes it wishes, perhaps the revision will go more quickly.

3. I still need financial records from your group for 1980 and 1981, as well as a current inventory.

Please contact me if there will be any problems with any of this.
Thanks.

--KC

copies:
BRMRG
PVSARG
SMRG
ASRC File

enclosures:
letter to Certified Members
proposed amendment and restatement of the ASRC Articles of Incorporation
original Articles
blank Writ of Proxy



APPALACHIAN SEARCH & RESCUE CONFERENCE, INC.

P. O. Box 440 Newcomb Sta. Charlottesville, VA 22903
20 March 1982

Reply to:

Garth Kirkpatrick, Secretary
P. O. Box 243
Stafford, VA 22554
(703) 659-6526 (H)

To All ASRC Members Certified as of
18 April 1982:

1. This is official notification of the following meetings:

ASRC Board of Directors Meeting
0930, Sunday, 18 April 1982
Newcomb Hall, Charlottesville, Virginia

ASRC Annual General Membership Meeting
1300, Sunday, 18 April 1982
Newcomb Hall, Charlottesville, Virginia

As usual, both meetings are open to the public; an agenda for the Membership Meeting is enclosed. There is a possibility that the meeting will be moved to a better location if one can be found; all members will be notified of any change in location.

2. The Code of Virginia, Title 13.1, Chapter 2 provides that, unless expressly forbidden by a corporation's Articles of Incorporation or Bylaws, proxy votes are legal. Since neither our Articles nor Bylaws prohibit proxy voting, proxies are legal. If you wish to assign your right to vote at the Membership Meeting to some other person (your "proxy"), you may do so. However, you must give that person a writ of proxy in writing; you may use the enclosed form, or simply write out an equivalent statement on a piece of paper and sign it. Your proxy must submit the writ of proxy to the Secretary at the beginning of the meeting, or as soon as he arrives at the meeting, if he is late.

3. At its last meeting, the Board endorsed the enclosed amendment and restatement of the Articles of Incorporation, thus putting it on the agenda for a vote at the Membership Meeting. As it turns out, the legal requirements for changing corporate Articles of Incorporation are sort of complicated: the Board must endorse them (which it has done), the proposed amendments must be given, in writing, along with notice of the Membership Meeting at which they are to be considered, to each and every member with the right to vote on them. This notice must be given between 25 and 50 days before the Membership Meeting, and this letter and its enclosures constitutes that legal notification. Thus, the Membership may only accept or reject the new Articles at the meeting; if some change is necessary, the whole procedure must be done over. You should also know that it is the opinion of the Board that these changes are necessary for the ASRC to become tax-exempt.

-Keith Conover



APPALACHIAN SEARCH & RESCUE CONFERENCE, INC.

P. O. Box 440 Newcomb Station Charlottesville, VA 22903

GENERAL MEMBERSHIP MEETING
April 18, 1982

AGENDA

1. Minutes of the last Membership Meeting
2. Conference Board of Directors Annual Report
 - 2.1 Chairman's Report
 - 2.2 Treasurer's Report
 - 2.3 Secretary's Report
3. Reports of Standing Committees and Subcommittees
 - 3.1 Operations Committee
 - 3.1.1 Communications Subcommittee
4. Reports of Ad Hoc Committees and Projects
 - 4.1 Tax Exempt Status Project
 - 4.2 Mountain Rescue Association Membership Project
 - 4.3 Training Guide Revision Project
 - 4.4 Motrac Radio Project
 - 4.5 ASRC Patch Project
 - 4.6 ASRC Uniform Vest Project
 - 4.7 SAROP Revision Project
 - 4.8 Operations Manual Project
 - 4.9 Wilderness EMS Standards Project (SMRG)
 - 4.10 Mountain Rescue Manual Project
5. Reports of the Groups
 - 5.1 Blue Ridge Mountain Rescue Group
 - 5.2 Potomac Valley Search and Rescue Group
 - 5.3 Shenandoah Mountain Rescue Group
6. Special Orders of the Day
 - 6.1 Proposed Amendment and Restatement of the Articles of Incorporation
 - 6.2 Proposed Revision of the Bylaws
7. Unfinished Business
8. New Business

APPALACHIAN SEARCH AND RESCUE CONFERENCE, INC.
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ARTICLES OF INCORPORATION

with proposed amendments, 1982

We hereby associate to form a non-stock corporation under the provisions of Chapter Two, Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I - NAME

The name of this corporation is the Appalachian Search and Rescue Conference, Inc., hereinafter referred to as the Corporation.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. The specific purposes of the Corporation are:

- A. To provide wilderness search and rescue capability, and special technical rescue capability, within the Commonwealth of Virginia and in other regions as necessary;
- B. To conduct training programs in subjects related to wilderness search and rescue and special technical rescue;
- C. To conduct training programs in subjects related to wilderness safety and survival;
- D. To serve as a coordinating agency for related rescue and survival information, equipment, and resources; and
- E. To conduct and carry out the work of the Corporation, not for profit, but exclusively for humanitarian, educational, and public service purposes.

ARTICLE III - NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV - MEMBERSHIP

The classes of membership shall be as follows:

- A. Certified Members - those persons who actively participate in the search and rescue and technical rescue activities of the Corporation. They shall be selected by the Board of Directors and shall have full voting rights.
- B. Associate Members - those persons who actively support the search and rescue, technical rescue, or other activities of the Corporation. They shall be selected by the Board of Directors and shall have no Corporation voting rights.
- C. Trainee Members - those persons who actively participate in the search and rescue and technical rescue activities of the Corporation in a supervised context. They shall be selected by the Board of Directors and shall have no Corporation voting rights.
- D. Auxiliary Members - those persons who actively participate in the search activities of the Corporation. They shall be selected by the Board of Directors and shall have no voting rights.
- E. Sustaining Members - those persons and organizations who desire to support the purposes of the Corporation. They shall be selected by the Board of Directors and shall have no voting rights.

ARTICLE V - BOARD OF DIRECTORS

- A. Directors must be Certified members, and shall be elected by the Certified Membership, in accordance with procedures specified in the Bylaws.
- B. The Board of Directors shall have power and authority over the business of the Corporation between meetings of the Membership, but the Board shall be subject to the orders of the Membership, and none of the Board's acts shall conflict with action taken by the Membership.
- C. At each membership meeting, the Chairman of the Board shall report to the membership all actions taken by the Board since the last membership meeting. This report may be in written form.
- D. The Board shall perform additional duties as specified in the Bylaws.
- E. The number of Directors shall be at least four, and shall be further specified in the Bylaws; their terms shall be specified in the Bylaws.

ARTICLE VI - MEMBERSHIP MEETINGS

- A. General Meetings - General Membership Meetings shall be held at least once per calendar year at such time and place as shall be determined by the Board of Directors.
- B. Special Meetings - Special Membership Meetings shall be held in accordance with procedures set forth in the Bylaws.
- C. Any action required to be taken at a meeting of the Members or Directors of the Corporation, or which may be taken at a meeting of Members or Directors, may be taken without a meeting if a consent

in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or all of the Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VII - DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization or organizations under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - MUTUAL AID AND PROTECTION

Due to the inherent hazards and special requirements of search and rescue activities, the Board of Directors is authorized and empowered to establish agreements with appropriate Federal, State, and local authorities, and other organizations as necessary, to assure mutual aid, benefit, and protection in pursuance of the purposes of the Corporation. Furthermore, the Board of Directors shall establish appropriate arrangements to minimize or prevent undue personal loss or hardship by the Members, Officers, and Directors of the Corporation during, or resulting from, the proper performance of their duties.

ARTICLE IX - AMENDMENTS

A. Amendments to these Articles shall be made in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment, finding it to be in the best interests of the Corporation and directing that it be submitted to a vote at a meeting of the Membership.
2. The proposed amendment shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by members present or represented by proxy at the meeting.

B. Written notice stating the place, day, and hour of the meeting where the proposed amendments shall be considered shall be delivered, either personally or by mail, to each Certified Member, not less than twenty-five nor more than fifty days before the date of the meeting, and this notice shall be accompanied by a copy of the proposed amendment, or a summary thereof.

C. The Articles of Amendment shall be executed by the Chairman and Secretary of the Board, and shall set forth: the name of the Corporation, the amendment so adopted, and a statement setting forth the date of the meeting of the Board at which the amendment was found

to be in the best interests of the Corporation and directed to a vote at a Membership Meeting, the date or dates when notice was given to each member entitled to vote and how that notice was given, that a quorum was present at that meeting, and that such amendment received more than two-thirds of the votes entitled to be cast by members present or represented by proxy at such Membership Meeting.



**APPALACHIAN
SEARCH & RESCUE
CONFERENCE, INC.**

W R I T O F P R O X Y

I, _____, a Certified Member of the
Appalachian Search and Rescue Conference, Inc., hereby confer on
_____ my right to a vote
at the General or Special Membership Meeting of the ASRC to be
held on _____.

(date)

(signature)

ARTICLES OF INCORPORATION

of the

APPALACHIAN SEARCH & RESCUE CONFERENCE, INC.

We hereby associate to form a non-stock corporation under the provisions of Chapter Two, Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I - NAME

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ARTICLE II - PURPOSES

This Corporation is organized for the following purposes:

- A. To provide wilderness search and rescue capability, and special technical rescue capability, within the State of Virginia and in other regions as necessary;
- B. To conduct training programs in subjects related to wilderness search and rescue and special technical rescue;
- C. To conduct training programs in subjects related to wilderness safety and survival;
- D. To serve as a coordinating agency for related rescue and survival information, equipment and resources; and
- E. To conduct and carry out the work of the Corporation, not for profit, but exclusively for humanitarian, educational and public service purposes.

ARTICLE III - NON-PROFIT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers, Members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE IV - MEMBERSHIP

The classes of membership in the Corporation shall be as follows:

- CERTIFIED
- A. ^{CERTIFIED} Active Members -
Those persons who actively participate in the search and rescue, and technical rescue, activities of the Corporation. They shall be selected by the Board of Directors and shall have full voting rights.
 - B. ~~Associate Members~~ - ^{ASSOCIATE SUPPORTING}
Those persons and organizations who actively support the search and rescue, and technical rescue, activities of the Corporation. They shall be selected by the Board of Directors and shall have no voting rights ^{IN THE CORPORATION}
 - C. Sustaining Members -
Those persons and organizations who desire to support the purposes of the Corporation. They shall be selected by the Board of Directors and shall have no voting rights.

CONFIDENTIAL

ARTICLE V - BOARD OF DIRECTORS

- A. Directors must be ~~Voting~~ ^{CONFIDENTIAL} Members, shall be elected by the ~~Voting~~ Membership, and shall conduct the business of the Corporation.
- B. The number and terms of office of Directors shall be as set forth in the Bylaws.

ARTICLE VI - MEMBERSHIP MEETINGS

- A. General Meetings:
General Membership Meetings shall be held at least once per calendar year at such time and place as shall be determined by the Board of Directors.
- B. Special Meetings:
Special Membership Meetings shall be held in accordance with procedures set forth in the Bylaws.

ARTICLE VII - DISSOLUTION

In the event of the dissolution of the Corporation, and after paying or making provision for the payment of all the liabilities of the Corporation, all real and personal property then owned by it shall be conveyed, transferred and paid over to or for the use of such non-profit corporation as the membership shall select and determine, as having most nearly the general objectives contemplated in the incorporation of the APPALACHIAN SEARCH & RESCUE CONFERENCE, INC., subject, however, to Federal and State limitations which may result from the tax-exempt status of the Corporation, and the provisions of Article III.

ARTICLE VIII - AGENT

The initial registered Agent of the Corporation is Raymond Cole, Jr., a resident of Fairfax County, whose business address is 2617 Jefferson Drive, Alexandria, Virginia 22303.

ARTICLE IX - OFFICE

The initial registered Office of the Corporation, in Fairfax County, shall be 2617 Jefferson Drive, Alexandria, Virginia 22303.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall number four, and the names and addresses of the initial Directors are as follows:

Rita G. Cloutier
4600 Connecticut Ave. NW
Washington, D.C. 20008

Raymond Cole, Jr.
2617 Jefferson Drive
Alexandria, Virginia 22303

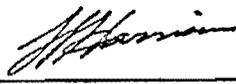
Keith Conover
5605 Bouffant Boulevard
Alexandria, Virginia 22311

Gene Harrison
8802 Portner Avenue
Manassas, Virginia 22110

ARTICLE XI - MUTUAL AID AND PROTECTION

Due to the inherent hazards and special requirements of search and rescue activities, the Board of Directors is authorized and empowered to establish agreements with appropriate Federal, State and local authorities, and other organizations as necessary, to assure mutual aid, benefit and protection in pursuance of the purposes of the Corporation. Furthermore, the Board of Directors shall establish appropriate arrangements to minimize or prevent undue personal loss or hardship by the Members, Officers and Directors of the Corporation during, or resulting from, the proper performance of their duties.

WITNESS OUR HANDS AND SEALS THIS 3rd DAY OF OCTOBER 1975,
IN MANASSAS, VIRGINIA.



Gene Harrison