



BYLAWS

APRIL 2004



That Others May Live

By-Laws
of the
Appalachian Search and Rescue Conference
Major Revision 2004

Appalachian Search and Rescue Conference, Inc.
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Article I. Organization

1. Certified Groups.

- 1.1 The Appalachian Search & Rescue Conference, Inc. (ASRC) shall be divided into organizations called "Certified Groups"
- 1.2 Each Certified Group shall provide for itself whatever name, organization, operating procedures, and training it deems appropriate, provided it adheres to the Articles of Incorporation, Bylaws, Administration, Operations and Training procedures specified by the ASRC.
- 1.3 Each Certified Group will have a leader elected who for the purposes of this document shall be called 'the Chair'.

2. Board of Directors

2.1 The Board

- 2.1.1 The administrative and executive authority of the ASRC shall be vested in a Board of Directors (hereinafter referred to as the "Board").
- 2.1.2 The responsibilities of the Board shall be:
 - 2.1.2.1 To coordinate the efforts of the various Groups and to provide liaison among them.
 - 2.1.2.2 To review and approve an annual budget.
 - 2.1.2.3 To delegate authority to pay expenses.
 - 2.1.2.4 To establish, publish, and enforce standards of procedure for search and rescue operations in the form of an ASRC Operations Manual.
 - 2.1.2.5 To establish, publish, and enforce standards of competence for ASRC members in the form of ASRC Training Standards.
 - 2.1.2.6 To intervene and to take the necessary action, including disciplinary procedures when there has been a violation of ASRC policies, procedures or directives by a group or by a member.
 - 2.1.2.7 To set out administration procedures in the form of an Administration Manual.
 - 2.1.2.8 To solicit monetary and material contributions for the support of the ASRC, and to draft and administer its budget.
 - 2.1.2.9 To inform the appropriate civil and military authorities of the activities and capabilities of its Groups, and to cooperate with those authorities in making the services of the ASRC available to the public.

2.1.2.10 To inform other search and rescue and related organizations of the ASRC and its Groups, and to cooperate with those organizations in the effort to provide an effective search and rescue capability to the public.

2.1.2.11 To fulfill other incidental duties specified in these Bylaws.

2.1.2.12 To fulfill the requirements of the Articles of Incorporation.

2.2 The Board and the Groups

2.2.1 The Board shall have no power over the conduct of Group business, except for enforcing the Articles of Incorporation, Bylaws, operational procedures specified in the ASRC Operations Manual, training requirements and standards specified in the ASRC Training Standards and administration procedures set out in the Administration Manual

2.3 The Chair

The Chair's responsibilities shall be:

2.3.1 To call and conduct meetings of the in accordance with the provisions of Article III of these by-laws.

2.3.2 To call and conduct meetings of the Membership in accordance with the provisions of Article III of these by-laws.

2.3.3 To oversee the administration of the ASRC and to ensure that the provisions of these Bylaws are met.

2.3.4 To serve as President of the ASRC and to serve as the Chief Executive Officer of the corporation when the Board is not in session.

2.4 The Vice Chair

The responsibilities of the Vice Chair shall be:

2.4.1 To serve as Chair in the absence or incapacitation of the Chair.

2.4.2 To serve as the point of contact between the ASRC and other groups, institutions and organizations.

2.4.3 To fulfill other duties as designated by the Chair.

2.5 The Secretary

The responsibilities of the Secretary shall be:

2.5.1 To publish agendas and a record the proceedings of the meetings of the Board and of any Membership Meetings and to ensure these agendas and minutes are published in accordance with Article III of these by-laws. The Chair may assign recording to a Recording Secretary; any Certified Member may serve as Recording Secretary.

2.5.2 To maintain the Conference Roster.

2.5.3 To maintain the records and correspondence of the ASRC.

2.5.4 To serve as Chairman in the absence or incapacitation of both the Chair and Vice Chair.

2.5.5 To ensure the accuracy, maintenance, configuration, control and publication of all ASRC Manuals.

- 2.5.6 To conduct periodic reviews of the manuals to ensure their relevance in the light of changes to the rules and standards.
- 2.5.7 To maintain the records and historical documents of the ASRC.

2.6 The Treasurer

The responsibilities of the Treasurer shall be:

- 2.6.1 To create and maintain the necessary checking, savings and other financial accounts.
- 2.6.2 To keep the financial records and accounts of the ASRC in a diligent manner.
- 2.6.3 To make proper payments on any account held by the ASRC obtaining where ever possible supporting documentation. Disbursements larger than \$1000.00 shall require the signature of two of the following officers; the Treasurer, Secretary, Chair or Vice-Chair, at least one of whom will be the Chair or Vice-Chair.
- 2.6.4 To have the discretion to pay up to \$50 for unbudgeted expenses without further approval and to make payments on all Board approved or budgeted expenditure.
- 2.6.5 To accept donations and other financial resources and property on behalf of the ASRC, issuing a properly constructed receipt as necessary.
- 2.6.6 To issue annual invoices to Certified Groups for the collection of dues and to supervise the collection from each Certified Group.
- 2.6.7 To prepare and submit any financial information that may be properly required by federal, state or local government.
- 2.6.8 To prepare an annual budget for the for the Board to approve.
- 2.6.9 To submit a financial status report at each meeting.
- 2.6.10 To submit a financial status report at the Annual General Membership meeting.
- 2.6.11 To make the ASRC financial records available to any ASRC Certified Member upon reasonable request.
- 2.6.12 To ensure that periodic financial reviews of the ASRC finances are undertaken by an external independent reviewer no less than once every three years.
- 2.6.13 To ensure that a financial review is undertaken of any group seeking Certified status and that financial reviews are undertaken of all Certified Groups as required for each group's 36 month review.

2.7 Board membership

- 2.7.1 The Board of Directors shall consist of Voting Members and, as may be deemed appropriate, Non-Voting Members.
- 2.7.2 All Voting Members of the Board will be elected either by Certified members at group level or by Certified members at a general meeting, as set out in the Articles of Incorporation.
- 2.7.3 Selection of Group members of the Board of Directors shall be as follows:
 - 2.7.3.1 Each Class A Certified Group, as defined in Article III of these by-laws, shall elect, for two-year terms, from its Certified Membership, two

delegates, one to be installed 1 April of each year. There shall be no term limit.

2.7.3.2 Each Class B Certified Group, as defined in Article III of these by-laws, shall elect one delegate to sit as a Board member of the Corporation for a term of two years. There shall be no term limit.

2.7.3.3 Probationary Groups, as defined in Article III of these by-laws, shall not elect delegates to sit as Board members. However, Certified Members of Probationary Groups may vote at General Membership meetings.

2.7.4 Immediately following the Annual General Membership meeting, as soon as is practical, the Board shall convene and elect the officers of the Board. The Chair and the Vice Chair shall be Certified Members and elected from among all the delegates. They shall be elected for a term not exceeding two years. The Secretary and Treasurer shall be Certified Members and elected from the general membership of the Conference.

2.7.5 In the event a Board Director's position becoming vacant, that Director's Group shall hold a special election to fill that vacancy from among its Certified Membership. If the case of retiring member being an electee of the General Membership, then a replacement shall be elected by the General Membership.

2.7.6 In the event of a Board officer's position becoming vacant, the Board shall elect a replacement from the Board membership. If the Secretary or Treasurer's position becomes vacant, a replacement shall be elected by the Board from the General Membership.

2.7.8 The Chair may submit the name (s) to the General Membership of proposed voting members of the Board who are not Certified Members but who may meet some exceptional need of the Corporation. Such elected board members are to serve for two years before requiring re-election by the membership. The retirement from the Board of such members will not create an automatic need for replacement.

2.8 Non-Voting Members

2.8.1 The Board may elect anyone to be a non-voting member of the Board.

2.8.2 In the event that the Registered Agent of the ASRC is not a voting member, then the Registered Agent is automatically appointed to be a non-voting member of the Board.

2.8.3 In the event that the Secretary and/or the Treasurer are not members of the Board, then they are automatically appointed to be non-voting members of the Board.

2.9 Officers supporting the Board

2.9.1 The individuals fulfilling the following positions: the ASRC Operations Officer, the ASRC Communications Officer, the ASRC Safety Officer, the ASRC Medical Officer, the ASRC Training Officer, and any other standing committee chair, liaison, or Conference officers (excluding the ASRC Vice-Chair, Secretary and Treasurer) shall be nominated by the ASRC Chair and approved by a simple majority vote of the ASRC Board.

2.10 Proxies

2.10.1 ASRC Board delegates may be represented by a proxy at Board meetings.

- 2.10.2 The 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.

Article II. ASRC Membership

1. Applications and Roster

- 1.1 Each Group may accept applications for, and grant memberships to, applicants for all types of ASRC membership, in accordance with procedures specified in the Articles of Incorporation and in these Bylaws and in accordance with the requirements and standards specified in the ASRC Training Standards.
- 1.2 The ASRC Membership or the Board may accept applications for, and grant memberships to, applicants for at-large membership in all types of ASRC membership, and may revoke such memberships.
- 1.3 Each Group shall maintain its own personnel records. Each Group shall supply the Secretary with a Roster of its members which shall include information required from time to time as set out in the Administration Manual.
- 1.4 Changes to the Conference Roster shall be reported to the Secretary within 40 days of the time changes are effective.

2. Group Training Officers

- 2.1 Each group shall appoint a Group Training Officer. For a Certified Group, or a Probationary Group with Field Team Leaders, the Group Training Officer must hold Field Team Leader certification, as set forth in the ASRC Training Standards. The Group Training Officer shall be charged with:
 - 2.1.1 Enforcing the procedures, standards, and requirements of the ASRC Training Standards, Operations Manual and Administration Manual.
 - 2.1.2 Evaluating member applicants for training certification for compliance with the ASRC Training Standards, in accordance with procedures specified therein; proposing to the Group for a vote all applicants for Active Membership.
 - 2.1.3 Informing the Secretary of the Board of all membership actions taken by the Group Training Officer, within 40 days of such action; and working closely with a Training Coordinator in any sponsored Probationary Groups
- 2.2 In the case of applicants for at-large Probationary or Certified Membership, the Board shall charge a Group Training Officer from one of the Certified Groups with examining the applicant and with reporting to the Board regarding the suitability of the applicant for that membership category. Further, this Group Training Officer or his successors shall be responsible for continued monitoring of this individual's compliance with the provisions of the ASRC Training Standards and these Bylaws once membership has been granted by the Board.

3. Probationary Members

- 3.1 Probationary Membership may be offered to applicants who wish to become Certified Members, but who have not yet met the requirements for Certified Membership.
- 3.2 Probationary Membership shall be granted to any applicant who secures a simple majority of the votes cast in a scheduled membership meeting of the Group to which he or she applies
- 3.3 Probationary Members shall have no rights of voting or of holding office in the Group or the Conference.

4. Certified Members

- 4.1. Certified Membership shall be conferred upon those applicants who are certified by the Group Training Officer (or the Board itself, for applicants for at-large memberships) to have satisfied the requirements for such membership and who have secured a simple majority of the votes cast in a scheduled membership meeting of the Group to which he or she applies.
- 4.2. All Certified Members shall have all rights of voting and of eligibility for office in the ASRC and in the Groups in which they hold membership.
- 4.3. Certified Members who are members of more than one Certified Group must state to the Conference Secretary, if requested, the Certified Group in which they wish to hold their primary membership.

5. Sustaining Members

- 5.1 Sustaining Membership may be offered by the ASRC and by each of its Groups to those organizations and individuals who wish to contribute monetary, material or moral support to the ASRC or to one of the Groups.
- 5.2 Sustaining members shall have no voting rights in the ASRC or in Certified Groups.

6. Termination Of Membership and Disciplinary Measures

- 6.1 Any member may resign his or her membership upon notice by him or her to the Group Training Officer of his Group or to the Secretary of the Board.
- 6.2 The Board shall publish in the Administration Manual disciplinary measures including procedures for investigations into:
 - 6.2.1 alleged activity that may have brought the ASRC or a Certified Group into disrepute.
 - 6.2.2. alleged violations of ASRC or Group rules, regulations and procedures.
- 6.3 The Group Training Officer (or of the Secretary of the Board for at-large members) may commence termination of membership procedures if a member has shown neither interest in the activities of the ASRC nor significant activity with the Group over a period of one year and has failed to maintain recertification standards as set out from time to time in ASRC manuals. The Group Training Officer or Secretary shall provide written notice at the address listed for him on the Conference Roster, that the Member's status is under review and that it will be revoked in six months unless the member demonstrates to the satisfaction of the Group Training Officer or to the Secretary a commitment to fulfill the obligations of membership. If, six months after the notice, the member has not satisfied the Training Officer or Secretary of his commitment to fulfilling the obligations of

membership, the Group or Board may revoke said member's membership by the vote of a simple majority of those present and entitled to vote.

7. Expulsion.

- 7.1 Expulsion should be reserved for confirmed serious breaches of ASRC or Group rules, regulations or procedures.
- 7.2 Pending an investigation and disciplinary procedure, a member may be suspended (and forbidden any ASRC operational activity) by the GTO, the Group Chair or the ASRC Chair.
- 7.3 A member may be expelled from a Group only after three-fourths of the members with the right to vote in elections of that Group vote for such expulsion.
- 7.4 Voting on questions of expulsion shall be by written ballot, with vote by proxy accepted.
- 7.5 A record of the number of votes shall be made at the request of any member with the right to vote in Group elections.
- 7.6 Any member expelled from a Group shall lose all Conference membership; any Member expelled from a Group may apply for at-large Membership as set forth in these by-laws.
- 7.7 Members at large may be expelled by the Board after three fourths of the members of the Board with a right to vote for such expulsion.

Article III. Board and Group Requirements

1. Board Meetings

- 1.1 Meetings of the Board shall be held at least twice per calendar year and shall be open to all Certified Members.
- 1.2 The Secretary shall publish the date, time, and place of Board Meetings in accordance with procedures set out in the Administration Manual.

2. Membership Meetings

- 2.1 General Membership meetings of the ASRC shall be at least once per calendar year or may be called when deemed appropriate by the Board or by petition of twenty-five percent of the Certified Membership.
- 2.2 Written notice stating the place, day, and hour of a meeting, and in case of a special meeting, the purpose or purposes for which it is called, shall be delivered, either personally, by postal mail or by email to each Certified Member. Notice shall be delivered not less than twenty-one nor more than fifty days before the meeting.
- 2.3 At least twenty-one days before each membership meeting the Secretary shall publish the agenda.
- 2.4 A report on the membership meeting, including reports of the Groups, Committees, and other pertinent information shall be prepared by the Secretary within forty days of the meeting.
- 2.5 Membership meetings shall be open to all Certified Members.
- 2.6 At the direction of the Board or by petition of ten percent of the Certified Membership, a motion may be distributed to the membership and voted upon in accordance with XI (B) of the Articles of Incorporation. In the event of a petition by the membership, the

Secretary shall distribute the notice within thirty days of receipt of the petition at the expense of the ASRC.

3. Groups

The ASRC shall be comprised of the following classification of Groups:

- i) Probationary
- ii) Class A Certified Groups
- iii) Class B Certified Groups

3.1 Probationary Groups

To become a Probationary Group, an organization must:

- 3.1.1 Obtain a vote of two-thirds of the Group Membership voting on the question in a membership meeting.
- 3.1.2 Obtain a letter of sponsorship from a Certified Group.
- 3.1.3 Agree to the meet and maintain the standards and requirements of an ASRC Group as specified in the Articles of Incorporation, Bylaws, Training Standards, Operations Manual and Administration Manual.
- 3.1.4 Have its members' qualifications endorsed by the sponsoring Certified Group's Group Training Officer.
- 3.1.5 Meet all Conference financial obligations as defined by the Board of Directors and in particular be financially solvent.
- 3.1.6 Meet the requirements of non profit status as defined by the IRS.
- 3.1.7 Submit a membership roster to the Conference Secretary, and a guide to Group call-out procedures to the ASRC Operations Officer.
- 3.1.8 Provide the Group's Bylaws to the Conference Secretary.
- 3.1.9 Select one Member to become a non-voting delegate to the ASRC Board.
- 3.1.10 Be voted in as such by the ASRC Board

3.2 Certified Group

To become a Certified Group an organization must:

- 3.2.1 Be voted in as such by the Board of the ASRC
- 3.2.2 Have at least 16 ASRC Certified Members
 - 3.2.2.1 A Class A Certified Group will have a GTO, at least 6 FTLs or higher and 10 FTMs or higher and will be entitled to two voting members on the Board of Directors elected in accordance with Article I, 2.7.3
 - 3.2.2.2 A Class B Certified Group will have a GTO, at least 10 FTMS and will be entitled to one voting member on the Board of Directors elected in accordance with Article I, 2.7.3.

Groups' status will be determined each January 1st by means of examination of the latest Group Rosters in the possession of the Secretary at that time.

- 3.2.3 Be of good standing in terms of meeting the ASRC Operational and Administrative requirements and in particular meeting the requirements of the 36 month review as defined in the Operations Manual.
- 3.2.4 Be financially solvent and be able to certify that the group meets the requirements of non-profit exempt status as defined by the IRS.
- 3.2.5 Maintain the minimum levels of operational equipment set out in the Operational Manual.

3.3 Probationary to Certified status:

- 3.3.1 Pass a comprehensive Certified Group review, as specified in the ASRC Operations Manual.
- 3.3.2 Present a written recommendation to move to full Certified Group status from the sponsoring Certified Group.
- 3.3.3 Select a Group Training Officer of FTL or higher status.
- 3.3.4 Play an active role in ASRC affairs and operations.
- 3.3.5 Be voted in as such by at least 75% of those entitled to vote on the ASRC Board.
- 3.3.6 Maintain an up to date version of the Group's Bylaws with the ASRC Secretary.
- 3.3.7 Obtain an affirmative vote of two-thirds of the Certified Members voting on the question in an ASRC Membership meeting.

3.4 Standing and Consequences of Violation

- 3.4.1 Each Group will keep the reputation of the ASRC in good standing.
- 3.4.2 Each Group will maintain at all times as a minimum the standards of certification, operational readiness and capability specified in the ASRC Training Standards and Operations Manual.
- 3.4.3 Violations of a Group's responsibilities as designated in the Articles of Incorporation, Bylaws, Training Standards, Operations Manual or Administration Manual may be cause for the Group's status to be suspended, lowered or revoked by the ASRC Board. A Group's status shall be altered by a vote of three-fourths of the Board, or by a vote of two-thirds of the conference wide Certified Membership. All members of a Group which has had its status revoked, except Probationary Members, shall be granted the opportunity of application for Conference member-at-large status, or equivalent membership in another Group.

4. Association With Other Organizations

- 4.1 The Board is empowered to enter into cooperative agreements, formal or informal, with other organizations and agencies, provided:
 - 4.1.1 Such agreements are in the best interest of providing enhanced search and rescue or rescue-related service to the public.
 - 4.1.2 Such agreements do not conflict with the Articles of Incorporation or Bylaws;
 - 4.1.3 Such agreements do not impair the effectiveness of the ASRC in providing services to the public.
 - 4.1.4 Such agreements do not make the ASRC, or its Groups or members, liable for prosecution.

- 4.1.5 Such agreements do not restrict ASRC officers or members in caring for the safety of victims or search and rescue personnel.
- 4.1.6 Such agreements do not place ASRC personnel involuntarily in situations such that the ASRC personnel cannot decline to follow directions they consider unnecessarily dangerous to victims or to search and rescue personnel, or deleterious to the goals of the mission.

5. Parliamentary Authority

- 5.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the ASRC and Groups in all cases to which they are applicable and in which they are not inconsistent with the ASRC Articles of Incorporation, Bylaws, or any special rules of order the ASRC may adopt.
- 5.2 Copies of the Articles of Incorporation, Bylaws, and any special rules of order of the ASRC shall be made available on request to every member of the ASRC and be posted on the ASRC web site.
- 5.3 Copies of any Group Constitution, Bylaws, special rules of order, or other governing rules shall be available to any Group member, and copies shall be made available on request to the Secretary of the ASRC.
- 5.4 Wherever the ASRC or a Group has a Group web site, copies of such constitutional documents shall be posted thereon and so made available to all Certified Members.

Article IV. Finances

1. Sources

- 1.1 ASRC funds may only be used to advance the purpose of the ASRC.
- 1.2 The Board shall provide for the financial needs of the ASRC by approving fund raising projects, soliciting donations of funds, equipment and services, charging membership dues and appropriate administrative fees.
- 1.3 Neither the ASRC, its Groups, nor its members shall permit use of any name, symbol, or other identification of the ASRC or its Groups for the purpose of commending or endorsing any commercial product or service, except when such commendation or endorsement will contribute directly to the purposes of the ASRC, as determined by the ASRC Board.
- 1.4 All donations shall be acknowledged in writing.

Article V. Amendments

Amendments to these By-laws shall be made in the following manner:

- 1.1 The Board 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 General Membership.
- 1.2 The proposed amendment shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by Certified Members present or represented by proxy at the meeting.

- 1.3 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-one 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.
- 1.4 Should a member be unable to attend such meeting, voting by email will be admissible according to arrangements the Secretary might reasonably make to ensure a safe, secure and timely vote.