

Allegheny Mountain Rescue Group

B Y L A W S

November 1985

(Revised 2 November 2004, 7 March 2006, September 2014, 23 February 2016, 21 June 2016)

ARTICLE I: Name

The name of this organization shall be the Allegheny Mountain Rescue Group, Inc, hereinafter referred to as the Group.

ARTICLE II: Purposes

The purposes of the Group shall be:

To provide a wilderness search and rescue capability and special technical rescue capability to the southwest part of the Commonwealth of Pennsylvania, contiguous areas, and other regions as necessary;

To conduct training programs in subjects related to wilderness search and rescue and special technical rescue;

To conduct and sponsor training programs in subjects related to wilderness safety and survival; and

To support public safety agencies, outdoors organizations, and educational institutions with the Group's special capabilities.

The Group is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE III: Membership

Section 1: General

1.1 Membership in the Group shall be open to the public without discrimination by sex, race, age, religion, or nationality.

1.2 The classes of membership shall be as follows:

a. Probationary Members

Probationary Membership may be offered to applicants who wish to become Certified Members, but who have not yet met the requirements for Certified Membership. 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. Probationary Members may not respond to a group mission. Probationary Members will not be included on the roster sent to any organization of which the Group is a member that charges a fee or dues based on the number of Group members. A Probationary Member shall not be younger than 18 years of age. Limits on the time an individual may remain a Probationary Member may be set by the Group.

b. Certified Members

Certified Membership may be conferred upon those applicants who are certified by the Group Training Officer to have satisfied the Group's *Callout Qualified* requirements, to have no history of a felony or significant misdemeanor conviction, as determined by a criminal background check process as defined by the organization and who have secured a simple majority of the votes cast in a scheduled membership meeting of the Group. Certified Membership is required in order to be able to respond to a Group mission. A Certified Member shall not be younger than 18 years of age. The Group may set ongoing participation, continuing education, performance, health, or other requirements for maintaining and renewing Certified Member status.

c. Sustaining Members

Sustaining Membership may be offered to those individuals who wish to contribute financial, material, or moral support to the Group. Sustaining Members may not respond to a group mission. Sustaining Members will not be included on the roster sent to any organization of which the Group is a member that charges a fee or dues based on the number of Group members.

1.3 Certified Members shall have voting privileges to participate in Group elections and on Group business. Probationary Members and Sustaining Members shall have no voting privileges to participate in Group elections nor on Group business.

1.4 Any member may resign by filing a written resignation with the Executive Director or Commander. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their

membership terminated by a majority vote of the membership or the Board of Directors

Section 2: Application for Membership

- 2.1 Those wishing to become members of the Group shall secure applications and guidance from the Executive Director or his designate.
- 2.2 Applicants must be proposed for a vote at a regular Group meeting by the Executive Director or his designate, after the Training Officer or designate has explained the rights, duties, and responsibilities of membership, and must secure a simple majority of the votes cast in a scheduled membership meeting of the Group.
- 2.3 The Training Officer shall monitor the progress of Probationary Members toward Certified membership, and the progress of Certified Members toward more advanced training certification levels. When members have met the requirements for Certified membership, the member shall be proposed to the Group by the Training Officer, for a vote of the Group, and must secure a simple majority of the votes cast in a scheduled membership meeting of the Group. The Training Officer shall be responsible for offering testing, on a regular basis, for the various training certification levels recognized by the Group.

Section 3: Dues and Fees

- 3.1 The Group shall assess annual dues, the amount to be fixed by an Act of the Board of Directors. Dues may vary based on membership class. Continued membership is contingent upon being up-to-date on membership dues.
- 3.2 The Group may assess a one time fee, in addition to the annual dues, to cover initiation, materials, and other specific expenses, the amount to be fixed by an Act of the Board of Directors.
- 3.3 Any individual applying for Certified Membership shall be assessed the necessary fee for the requisite criminal background check process.

ARTICLE IV: Officers

Section 1: Board of Directors

- 1.1 The Group shall have a Board of Directors consisting of not less than five (5) and not more than seven (7) members. The specific number of members of the Board of Directors shall be set by act of the Board of Directors, so long as it conforms to this range. At least one half of all Board Members shall be Certified Members of the Group. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of

consanguinity or affinity may serve on the Board of Directors at the same time.

- 1.2 Directors shall be elected by a simple majority of the voting members at the annual meeting. The Board of Directors shall be responsible for nominating a slate of prospective Board Members for all open Board seats prior to the Annual Meeting of the Group. In addition, any voting member can nominate one (1) candidate to the slate of nominees. Each Director shall be elected to serve for a three (3) year term.
- 1.3 The Board shall meet at least annually to appoint officers and approve the budget. Special meetings will be held as needed at the request of the Board President, or by one-third of the Board. For all meetings, each Board member must be given written notice, via U.S. mail or via e-mail, at least two weeks in advance stating the time and location of the meeting. A quorum of at least fifty one percent of the Board must be present for the Board to hold a meeting. The Executive Director and Team Commander shall be permitted to attend all Board meetings.
- 1.4 The Board shall elect annually from its members the following officers:
 - a. President -- Shall convene Board meetings, preside or arrange for another member to preside at each meeting, and shall be authorized or shall authorize any Director to examine the records of the secretary and/or treasurer.
 - b. Vice President -- Shall serve the duties of the President in the President's absence and chair committees on special subjects as designated by the Board.
 - c. Secretary – Shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board Members, and assuring that corporate records are maintained.
- 1.5 Board members are expected to remain active and contributing members of both the Board and the Group. Requirements of Board membership include:
 - a. A Board member will not miss more than two regularly scheduled Board meetings in any 12 month period.
 - b. Each Board member shall be a member of the Group whose membership dues are paid in full.
 - c. Each Board member elected or appointed to the Board as a Certified Member must maintain their Certified Membership status.
 - d. Each Board member will attend and participate in at least one Group function, to include a Group meeting, field or classroom training,

public relations/outreach event, fundraising event, or mission, between each Board meeting.

1.6 Any Board member who fails to fulfill any of the requirements as set forth in Section 1.5 of this Article shall automatically forfeit his or her seat on the Board. The President or Executive Director shall notify the Director that his or her seat has been declared vacant and the Board of Directors may forthwith immediately proceed to fill the vacancy. Board members who forfeit their position due to failure to meet any or all of the requirements of Section 1.5 of this Article are not entitled to vote at any Board meeting and are not entitled to the removal procedure or vote outlined in Section 1.7 of this Article.

1.7 A Board member may be removed with or without cause by a three-fourths majority vote of the remaining Directors at any regular or special meeting of the Board of Directors if in their judgement the best interest of the Group would be served thereby. A Board member may be removed with or without cause by a two-thirds majority vote of the voting members of the Group at a special meeting of the Group called for this purpose.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 1.5 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 1.6 of this Article and are not entitled to the removal procedure or vote outlined in Section 1.7 of this Article.

1.8 When a vacancy on the Board exists mid-term, Board members may make nominations for a replacement to complete the remainder of the departing member's term. The vacancy shall be filled by a two-thirds majority vote of Board members at a normal or special meeting of the Board. The Board need not replace a mid-term vacancy so long as the number of remaining Board members is greater than the minimum specified in section 1.1 of this Article. Should the number of remaining Board member fall below this minimum, the Board may continue to function while attempting to fill the vacancy. The vacancy must be filled within a reasonable amount of time.

1.9 The Board may increase its size mid-term by adding new members, up to the maximum specified in section 1.1 of this Article. Board members may make nominations for a new member to join the Board. The new member shall be confirmed by a two-thirds majority vote of Board members at a normal or special meeting of the Board. This member shall serve on the Board of Directors until the next Annual Meeting of the Group, at which point the newly created position will be considered an open seat and the member must stand for election in order to retain the Board seat and serve a normal three (3) year term, as specified in section 1.2 of this Article.

1.10 The Board may take any action which it could take at a meeting of directors without a meeting if a consent in writing, including by email, setting forth the action so taken, is made by all the directors entitled to vote on the subject thereof.

1.11 The Board shall be authorized to transact formal business at a meeting that is face-to-face, electronic or a combination of the two. Electronic meeting participation shall include, but not be limited to, use of the following technologies: teleconference, videoconference and/or interactive internet application. In order for a meeting to be conducted electronically, conditions must provide for the opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area. If a poor connection quality or failure to arrange proper teleconference facilities does not provide for these conditions, the meeting cannot be held electronically, though it may continue as a face-to-face meeting, if a quorum is present in person.

A Board member may not participate in more than 2 regularly scheduled Board meetings in a 12 month period by electronic means.

The Board may, by majority vote, specify individual meetings as being face-to-face, provided that this done at least 2 weeks before the scheduled meeting date.

Section 2: Civil Officers

The Board of Directors shall appoint on an annual basis the following officers to run the day-to-day business of the Group:

- a. Executive Director – The Executive Director has day-to-day responsibilities for the Group, including carrying out the Group’s goals and policies and controlling all Group correspondence and public relations efforts. The Executive Director shall be the Chief Executive Officer of the Group in all civil matters and shall enforce the Articles of Incorporation and Bylaws of the Group. The Executive Director shall be the civil spokesman of the Group, shall attend all Board meetings, and report on the progress of the organization from time to time to the membership. The Executive Director will call and conduct meetings of the Membership in accordance with the provisions of Article V. The Executive Director may appoint staff and assistants as necessary to ensure the success of the Group and may from time to time establish rules or policies as part of the Group’s Administrative Policies and Standard Operational Policies document, Sections 1 and 2. In order to avoid conflicts of interests, an individual serving as Executive Director may not also serve as Treasurer or President of the Board.

- b. Treasurer – The Treasurer shall be the Financial Officer of the Group and shall receive all moneys and pay all bills as authorized by the Board. The treasurer shall keep an accurate accounting of all Group funds. The Board by majority vote shall select recognized banking institutions to be used as depositories. The Treasurer shall serve as a financial advisor to the Board and shall report the state of finances to the membership at each regular meeting of the Department. The Treasurer shall submit all accounts and records to the Board when called upon to do so. He/she shall present all records, books and materials pertaining to his/her office to his/her successor or to the President of the Board at the end of his/her term or upon resignation or expulsion. In order to avoid conflicts of interests, an individual serving as Treasurer may not also server as Executive Director or President of the Board.

The Executive Director may delegate specific duties for which s/he are responsible to other members, who will report to the Executive Director. The following officers are appointed by the Executive Director:

- a. Group Secretary.

The responsibilities of the Recording Secretary shall be:

- i. to record the proceedings of general Membership Meetings; and
- ii. to maintain the meeting records and correspondence of the Group.

- b. Webmaster.

The responsibilities of the Webmaster shall be:

- i. maintenance of the Group's website;
- ii. maintenance of the Group's e-mail distribution lists; and
- iii. to provide technical support to the Group, as necessary.

The Certified Membership shall elect at the annual meeting the following officers who will report to the Executive Director:

- a. Appalachian Search and Rescue Conference (ASRC) Delegates (two).

The responsibilities of the two Appalachian Search and Rescue Conference delegates shall be:

- i. to represent the Group's interests at Appalachian Search and Rescue Conference meetings; and
- ii. to report to the Group the activities and issues of concern to the ASRC.

- b. Pennsylvania Search and Rescue Council Representative.

The responsibilities of the Pennsylvania Search and Rescue Conference delegate shall be:

- i. to represent the Group's interests at Pennsylvania Search and Rescue Conference meetings; and
- ii. to report to the Group the activities and issues of concern to PSARC.

The Executive Director may appoint a temporary replacement for an Elected Civil Officer to ensure that the Group is represented at ASRC and PSARC meetings, should the Elected Civil Officer be unable or unwilling to participate. Elected Civil Officers may be removed from office by a majority vote of the Board of Directors. The Executive Director will appoint a replacement to serve the remainder of the term for any Elected Civil Officer position that is vacant due to resignation or removal.

Section 3: Line Officers, Elected

The Certified Membership shall elect at the annual meeting the following officers to oversee the operational activities of the Group. No member may hold more than one of the follow positions at the same time:

- a. Commander – The Team Commander shall take full, total, and exclusive command of Group equipment and personnel during search or emergency operations, during drills trainings, simulations, and evaluations, and at inspections, public functions, or other events within the context of ICS/NIMS. The Commander shall designate the duties of, and oversee, all line officers and may from time to time establish rules or policies as part of the Group's Administrative Policies and Standard Operational Policies document, Sections 3, 4, and 5. The Commander may suspend any member for just cause in accord with section 2.9 of the Group's Administrative Policies and Standard Operational Policies document. The Commander shall serve as sole spokesman of the Group during emergency operations, or appoint an individual to serve in this role. To be eligible to serve as Commander an individual must be certified to minimum of Rescue Member and must have served at least one full elected term as either Operations Officer or Training Officer. Should this position become vacant mid-term, the Certified Membership will elect a replacement to serve the remainder of the term at the next regularly scheduled business meeting.
- b. 1st Assistant Commander, Operations Officer – The responsibilities of the Operations Officer shall be to maintain and evaluate the Group's operational readiness, supervise the maintenance and storage of Group equipment and equipment polices, maintain the Group's mission records, and maintain the Group's alerting systems. The Operations Officer shall maintain Group personnel records, with, at minimum, the following information for each

member: name, kind of membership, date membership was conferred, mailing address, e-mail address, telephone numbers, and additional pertinent operational information. The Operations Officer will server as the Group’s representative on the Appalachian Search and Rescue Conference’s Operations Committee. Should this position become vacant mid-term, the Commander will appoint a replacement to serve the remainder of the term.

- c. 2nd Assistant Commander, Training Officer – It is the responsibility of the Training Officer to enforce the procedures, standards, and requirements of the Group, MRA, and ASRC Training Standards and to evaluate applicants and members for compliance with those standards. The Training Officer shall propose to the Group for a vote all applicants for Certified Membership, maintain individual and group training records, schedule and advertise regular group trainings. To be eligible to serve as Training Officer an individual must be certified to minimum of Rescue Member and ASRC Field Team Leader. Should this position become vacant mid-term, the Commander will appoint a replacement to serve the remainder of the term.

Elected Line Officers may be removed from office for cause by a majority vote of the Board of Directors.

The Commander may delegate specific duties for which s/he are responsible to other members, who will report to the Commander.

Section 3: Elections

During March of each year, nominations for the elected officers shall be accepted from the membership. At the annual meeting in April, the membership shall elect new officers. The new officers shall take office immediately upon being elected.

Section 4: Term of Office

All officers shall serve until their successors are elected or appointed.

ARTICLE V: Group Meetings

Section 1: Meeting Dates

The Group shall meet at least once in each quarter of the year, as fixed by an Act of the Group.

Section 2: Annual Meeting

The Group meeting in April shall be known as the annual meeting.

Section 3: Special Meetings

- 3.1 A Special Meeting of the Group may be called by the Executive Director, Commander, a majority of the Board of Directors, or by one-third of the members with Group voting privileges.
- 3.2 Notice of a special meeting shall be made in writing, via U.S. mail or via e-mail, to all members with Group voting privileges at least two weeks in advance stating the time and location of the meeting.
- 3.3 Notice of a special meeting shall include the business to be transacted, which is the only business that may be transacted at that meeting.

Section 4: Quorum

A quorum for all Group meetings shall consist of one-half of the total Certified Membership.

ARTICLE VII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Group in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Bylaws of the Appalachian Search and Rescue Conference, and any special rules of order the Group shall adopt.

ARTICLE VIII: Amendments

These Bylaws may be amended at any regular or special meeting of the Board of directors by a majority vote, provided that the amendment has been submitted in writing at least 14 days prior to the meeting. Proposed amendments may be present by any Board member or Certified Member of the Group

ARTICLE IX: Dissolution of the Group

The Group may be dissolved by the vote of three-quarters of the Certified Membership at a regularly scheduled Group meeting in response to a motion of dissolution made by a Certified Member. The Certified Membership must be notified in writing at least two weeks prior to the scheduled meeting that a Certified Member intends to make a motion to dissolve the group. In the event that the Group is dissolved, all of the equipment and funds belonging to the Group shall be donated to another 501(c)(3) organization that provides wilderness search and rescue services. Under no circumstances will group funds be used for the private inurement of any individual.