

Georgia Search and Rescue Advisory Council, Inc.

BYLAWS

ARTICLE 1. MISSION

The purpose of this council is to improve search and rescue capabilities in the State of Georgia by assisting volunteer search and rescue resources to organize, prepare and to respond to search emergencies when requested by authorities having jurisdiction over search incidents.

ARTICLE 2. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Georgia, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 3. MEMBERSHIP

- A. There are three classes of membership in the Georgia Search and Rescue Advisory Council: Full Organizational Members, Members-at-Large, and Affiliated Members.
1. Full Organizational Members are those organizations that have been voted in as a member of the Council in accordance with the ByLaws of the Council and:
 - a. be able to demonstrate an affiliation with an authority having jurisdiction to the satisfaction of a majority of the GSARAC voting members; or
 - b. are an official city, county, state or federal agency which has requested membership and has legal jurisdiction for search or rescue.
 2. Members-at-Large are:
 - a. Those organizations which have been voted in as a member of the Council in accordance with the ByLaws of the Council but do not have a current, active affiliation for callout with any official agency or authority having jurisdiction.
 - b. No individual shall represent an organization that is both a Member-at-Large and a full organizational member on the Council unless specifically accepted by the Council. Exceptions to the dual membership limitations may be made by a two-thirds vote of a quorum at a meeting, if in the Council's view the service provided by

the individual is of such unique nature that it warrants dual representation on the Council.

3. Affiliated Members are those individuals or organizations which have been voted to that status in accordance with the ByLaws of the Council.
- B. Voting is restricted to Full Organizational Members who shall have two representatives and two votes, Members-at-Large who shall have one representative and one vote. Affiliated Members are non-voting.
- C. To attain membership in the Council, a current Member of the Council must sponsor the prospective unit, Member-at-Large, or Affiliated Member during a Council meeting, and a simple majority must vote in favor of admission.
- D. To purge a Full Organizational Member; Member-at-Large; or Affiliated Member from the Council, a vote must be taken during a Council meeting. At least 30 days prior to the vote, membership and the delinquent member must be informed, in writing, that such a vote will be taken. During the vote, at least three quarters of all possible votes must be cast in favor of removal.
- E. Membership Dues: Dues are due and payable on January 1 of each year for the ensuing year. Invoices for the ensuing year will be distributed to member organizations s at least 30 days prior to the end of each calendar year. Non-payment of dues may result in cancellation of Full Organizational Membership, if the member organization does not pay the dues, in full, after being notified three times in writing that they are in arrears.
- F. Membership Status:
 - a. If a member organization requests that they not be called for search missions for a period longer than six consecutive months or do not respond to search callouts for a period of two years; the membership status of the organization in the Council shall automatically be changed from that of a voting Member to an Affiliated Member.
 - b. If a voting member of the Council, either a Full Organizational Member or a Member-at-Large, has not been present at a Council meeting for a period of two years, the Secretary of the Council will send a notice to the last known address for the unit notifying them that, unless they are present at the next Council meeting, their status will automatically be changed to that of an Affiliated Member. This action shall not prejudice the organization against readmission to full voting status on the Council, provided they meet all other criteria for becoming a voting member of the council at the time of readmission.
- G. Impeachment: Any Officer or member organization may be removed for any violation of the provisions of the Bylaws or for any personal conduct that may bring discredit upon the Georgia Search and Rescue Advisory Council or any related Search and Rescue Program.

- a. Charges for the impeachment of any Officer or member may be initiated by any two (2) members in good standing or a Grievance Committee appointed by Council Chair/President and shall be presented in writing to the Grievance committee Chairperson. The accused Officer or member will be given a copy of the charges against him/her. If the Grievance committee ascertains that there is enough evidence to warrant a hearing, the accused member will be notified of the meeting and location at which the hearing will be held, not less than thirty (30) days prior to the hearing date. The accused shall be given the right to present evidence in his/her behalf at this hearing.
- b. The Grievance Committee will be chaired by no less than three individuals. One of which will be assigned "Chair" of the committee.
- c. The Grievance Committee will decide if the accused is innocent or guilty of the charges and present a recommendation to the Executive Committee. The Executive Committee consists of GA SAR Advisory Council Chairperson/President, Vice President, Secretary and two Council Representatives from different membership groups. Each Executive Committee member will have one vote. If the accused is found guilty, the Executive Committee will decide his/her penalty. If it is decided the charges warrant impeachment, through a majority vote of Executive Committee members present, the accused Officer shall be removed from Office and the accused Officer or member shall never hold any Office in the Association. No person serving on the Grievance Committee, including the Council Representatives should have any affiliation with the grievance being reviewed.

ARTICLE 4. COUNCIL REPRESENTATION

- A. In order to conduct business effectively, each member organization will be represented by Council Representative(s). These Council Representatives must be appointed by the governing bodies of the member units. The President or the Secretary of the Council must be told who the voting representative(s) is/are prior to Council meetings. In addition, when the appointed representative(s) cannot be in attendance, proxies should be identified, in writing to a board member, prior to Council meetings.

B. Manner of Acting

- a. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Georgia law. Council business will be conducted through board action except for:
 - i. Elections of board members
 - ii. Approval of member organizations
 - iii. Financial obligations incurred by council (including budget),

C. Presumption of Assent

- a. A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

D. Quorum

- a. A quorum shall consist of 50% of the board of directors and 51% of full membership (Full Members and Members-at-Large) present in person or by proxy.
- b. If a quorum is present, all decisions will be decided by a simple majority vote, with the exceptions of purging membership from the Council or passing an amendment.

ARTICLE 5. BOARD OF DIRECTORS

1. General Powers

- a. The affairs of the corporation shall be managed by a Board of Directors. The Board shall be subject to the orders of the Council membership and none of the Board's actions shall conflict with action taken by the membership. An Executive Committee shall also be formed to manage any grievances against Directors or Council Members. This Executive Committee will consist of the GA SAR Advisory Council Chairperson/President, Vice President, Secretary, Treasurer and two Council Representatives from separate membership groups.

2. Number

- a. The Board shall consist of not less than three nor more than seven Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to

these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3. Qualifications

- a. Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws and as approved by the voting Council membership.

4. Election of Directors

a. Initial Directors

- i. The initial Directors named in the Articles of Incorporation shall serve until the corporate formational meeting of the Board.

b. Successor Directors

- i. Successor Directors shall be elected at the annual meeting of the Board.

5. Term of Office

- a. Unless a Director dies, resigns or is removed, he or she shall hold office for a term of two years or until his or her successor is elected, whichever is later, after the first term has been completed for initial officers.
- b. The President and Treasurer will be elected on alternating years to preserve institutional memory.

6. Resignation

- a. Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. Removal of Committee Member

- a. The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

8. Compensation

- a. No Directors, Council Members nor any Committee member shall receive compensation for their service but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 6. OFFICERS

1. The Officers of the Board of Directors for the Georgia Search and Rescue Advisory Council shall consist of a minimum of: a President/Chairperson, a Vice-President, a Secretary, and a Treasurer. Any additional Directors will be designated "Members at Large".
2. These minimum board officer positions will be filled on a biennial basis. Elections will take place during the final Council meeting of every other calendar year. Elected officers will take office on January 1st of the ensuing year and serve in their respective offices for a period of two years. Special elections will be held for any officer who relinquishes their position prior to the expiration of their term of office. Their replacement will serve out the remaining term of office.
3. The initial board president and one board director position will be voted on and selected at the corporation formation meeting (July 11th 2010) and one additional existing board position.
 - a. President, Chief Executive Officer and Board Chairman:
 - i. This position will be chosen from the membership. Nominees must be Appointed Representatives on the Council and their organizations must be a Member in good standing,
 - ii. The President/Chairperson will call and conduct the Council Meetings and prepare the agenda,
 - iii. The President/Chairperson will also serve as the Chief Executive Officer (CEO) of the Corporation.
 - b. Vice-President:
 - i. This position will be chosen from the membership. Nominees must be Appointed Representatives on the Council and their organizations must be Members in good standing,
 - ii. The Vice-President will serve in the place of the President when the President is unable to chair Council Meetings or perform other official council business.
 - c. Secretary:
 - i. This position will be chosen from the membership. Nominees must be Appointed Representatives on the Council and their organizations must be Members in good standing,
 - ii. The Secretary should record the Council's minutes; make the minutes available to other members; maintain a roster of member organizations; and if necessary, send out letters informing delinquent members of pending votes for removal. The Secretary may also serve as the point of contact for maintenance of the Council website and file required corporate reports.
 - d. Treasurer

- i. This position will be chosen from the membership. Nominees must be Appointed Representatives on the Council and their organizations must be Members in good standing,
 - ii. The Treasurer shall record and maintain the Council's finances; send out annual invoices for dues, as required; make financial records available to Members; and make disbursements as required or approved and file required financial corporate reports.
4. In the event an office becomes vacant, the President/Chairperson will appoint an interim officer until a special election can be held. The vacancy will be announced at the first Council meeting following the vacancy and elections will be held at the following ensuing Council meeting.

ARTICLE 7. BOARD COMMITTEES

1. Standing or Temporary Committees
 - a. The Board, by resolution adopted by a majority of the Directors in office may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Members and at least one Director. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

ARTICLE 8. MEETINGS

1. Frequency of meetings
 - a. Meetings of the Council shall consist of the annual meeting plus quarterly meetings or at the call of the President/Chairperson. Members who wish to have items placed on the agenda for a Council meeting should submit

the item(s) to the President/Chairperson prior to the meeting for consideration. All meetings are open to the membership but only the designated Council Representatives of Full Organizational Members or Members-at-Large, or their proxies, may vote. Unless notice is waived, thirty days notice should be provided except for special meetings, which require not less than 10 days notice prior to the meeting.

b. Annual Meeting

- i. The annual meeting of the Board shall be held the 1st Saturday of February in each year for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

c. Regular Meetings

- i. By resolution, the Board may specify the date, time and place for the holding of regular meetings with 30 days notice.

d. Special Meetings

- i. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Georgia as the place for holding any special Board or committee meeting called by them, with reasonable notice to Council members of not less than ten days before the meeting.

2. Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Georgia designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

a. Meetings by Electronic Means

- i. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar online communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3. Waiver of Notice

- a. In Writing
 - i. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Georgia law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.
 - ii. Electronic signatures are allowed.
- b. By Attendance
 - i. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 9. RULES OF ORDER

Informal meetings and meeting processes are preferred. As the facilitator over any given board meeting determines greater formality is required, the current edition of "Robert's Rules of Order" shall govern the Council as applicable and in which they are not inconsistent with these ByLaws and any special rules of order the Council might adopt.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

A. Books and Records

- a. The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

B. Accounting Year

- a. The accounting year of the corporation shall be the twelve months ending December 31st.

ARTICLE 11. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office and a majority of the number of Members in good standing.

The foregoing Bylaws were adopted by the Board of Directors on:

_____, ____.

Secretary