

BY-LAWS  
Of  
SANDERS COUNTY SEARCH AND RESCUE ASSOCIATION Inc.

ARTICLE I - OFFICES

Section 1. The registered office of the corporation in the State of Montana shall be at 111 Golf Street, Thompson Falls, Montana 59873.

The registered agent in charge there of shall be the Sanders County SAR President, PO Box 217, Thompson Falls, Montana, 59873.

Section 2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II - SEAL

Section 1. When authorized by the Board of Directors, the Secretary's signature shall be used as the corporate seal.

ARTICLE III – PURPOSE

Section 1. Nature of Corporation. The Sanders County Search and Rescue Association, Inc. is a nonprofit corporation formed under the laws of the State of Montana, and is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Service Code and the regulations issued thereunder.

Section 2. The primary purpose of this corporation shall be to aid and assist in the saving of lives and preservation or recovery of property in Sanders County, Montana and elsewhere as directed by the laws of the State of Montana and the Sanders County Sheriff's Office; to train and equip Search and Rescue teams; and to assist the Sheriff of Sanders County in emergencies.

Section 3. In order to effectively carry out the primary purpose, it is also the purpose of this corporation to purchase, own, lease, acquire, mortgage, pledge, sell, assign, transfer or otherwise dispose of personal or real property; to execute and issue promissory notes and other negotiable instruments, and to do any and all things necessary, convenient or proper for the carrying out of the primary purpose of the corporation.

Section 4. No part of the net earnings of the corporation shall insure the benefit of, or be distributable to its members, directors, 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 herein set forth.

Section 5. Dissolution- Upon dissolution of this corporation the Board of Directors shall, after paying or making provision for payment of all corporate debts, dispose of all the assets of the corporation exclusively to the benefit of organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Service Code. Any assets not so disposed shall be disposed of to the benefit of the Sanders County Sheriff's Department.

#### ARTICLE IV - MEMBERS' MEETINGS

Section 1. Meetings of members shall be held at the registered office of the corporation in this state or at such place and time as may be selected from time to time by the Board of Directors.

Section 2. Annual Meetings: The annual meeting of the members shall be held on the first Thursday of January each year at 1900hrs. Designated therefore, the officers shall cause the meeting to be held as soon thereafter as convenient. When they shall elect Directors and Officers and transact such other business as may properly be brought before the meeting. If the annual meeting for election of directors is not held on the date listed, then it must be held at the next earliest time possible.

Section 3. Election of Directors and Officers: Elections of directors and officers of the corporation shall be by verbal or paper ballot and simple majority of the members present at the annual meeting.

Section 4. Monthly Meetings: Monthly meetings of the members shall be held on the first Thursday of each month at 1900hrs. When they shall transact such business as may properly be brought before the meeting. The President or his/her designee shall act as chairperson of the meeting, and the Secretary or an assistant to the Secretary of the corporation shall keep record of the minutes of each meeting. Training meetings shall be held the 3<sup>rd</sup> Thursday of the month at 1900hrs. At the registered office of the corporation, or at the place determined by the membership or training team.

Section 5. Quorum: 1/3 of the bodies' membership shall constitute a quorum.

Section 6. Notice of Special Meetings: Whenever members are required or permitted to take any action at a meeting other than a regular monthly meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. Unless otherwise provided by law, written notice of any special meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each member entitled to vote at such meeting.

Section 7. List of Members: The Secretary of the corporation shall prepare and make, at least seven days before the end of each quarter, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member. No member listed as inactive or on leave shall be entitled to vote at any meeting. The list shall be open to the examination of any member at any time, and shall be posted in the office of the corporation.

## ARTICLE V -BOARD OF DIRECTORS

Section 1. The business and affairs of this corporation shall be managed by its Board of Directors, seven in number, the three Directors and four Officers, President, Vice President, Secretary and Treasurer. The President shall only have a vote in case of a tie. All Officers of the corporation may attend Board meetings, however, only the above listed may vote on decisions.

Section 2. The directors shall be members of the corporation. One shall be selected from the West and East ends of Sanders County and one from the Thompson Falls area. They shall be elected by the members at the annual meeting of members of the corporation. Each director shall be elected for the term of one year, and until his successor shall be elected and shall qualify or until his earlier resignation or removal.

Section 3. Meetings: meetings of Board shall be held without notice every first Thursday of the month at 1830hrs. At the registered office of the corporation, or at such other time and place as shall be determined by the Board. Training meetings shall be held the third Thursday of the month at 1900hrs. At the registered office of the corporation, or at the place determined by the membership or training team.

Section 4. Special Meetings: Special Meetings of the Board may be called by the President at any time in an emergency, or with at least 2 days' notice all other times, either personally or by mail, electronically or by telephone; special meetings shall be called by the President or Secretary in like manner and on like notice by the written request of a majority of the directors in office.

Section 5. Quorum: 1/3 of the bodies' membership shall constitute a quorum.

Section 6. Consent in Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 7. Conference Telephone: One or more directors may participate in a meeting of the Board, of a committee of the Board or of the members, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

Section 8. Compensation: Directors as such, shall not receive any stated salary for their services, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. There will be issued a stipend of \$200.00 annually for both the secretary and treasurer to fulfill the needs of said positions. These monies are to only be used for the necessities required and any remaining monies at the end of the year will roll into the following year for said position, at any time the monies exceed \$500.00 the remainder will be placed back into the checking account.

Section 9. Removal: Any director or the entire Board of Directors may be removed, with due cause, by majority of the active members then entitled to vote.

## ARTICLE VI - OFFICERS

Section 1. The officers of the corporation shall be elected by the members at the annual meeting, and shall be a President, Vice President, Secretary, Treasurer, The Board of Directors may also choose such other officers as it shall deem necessary. The Sanders County Sheriff shall be a non-elected, automatic officer of the corporation.

Section 2. Salaries: Officers as such, shall not receive any stated salary for their services, provided that nothing herein contained shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation therefore.

Section 3. Term of Office: The officers of the corporation shall hold office for one year and until their successors are chosen and have qualified. They may be nominated again when brought up for a vote by the general assembly. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

Section 4. President: The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, subject, however to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall be the executor of any bonds, mortgages and other contracts for the corporation. He will have executive power to make important decisions without waiting in emergency situations or when the operations of SAR will be affected. He shall be an EX-OFFICIO member of all committees, and shall have the general power and duties of supervision and management usually vested in the office of President of a corporation. He will be the liaison officer between SAR and all other entities.

Section 5. Vice-President: The Vice-President shall assist the President when called upon to do so, and in the absence of the active President shall be vested with all the powers and duties of the President.

Section 6. Secretary: The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision he shall be. When authorized by the Board, his signature shall be the corporate seal of the corporation, and shall affix the same to any instrument requiring it.

Section 7. Treasurer: The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

Section 8. Sargent at Arms: The Sargent at Arms shall keep order and distribute ballots at meetings. He shall have responsibility to keep order and control at emergency scenes.

## ARTICLE VII - VACANCIES

Section 1. Any vacancy occurring in any office of the corporation by death, resignation, removal, or otherwise, shall be filled by the Board of Directors. Vacancies occurring in the Board of Directors shall be filled by a majority of the members then entitled to vote, at the next monthly meeting. If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, any officer or any member may call a special meeting of members in accordance with the provisions of these Bylaws.

## ARTICLE VIII - CORPORATE RECORDS

Section 1. Any member of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's list of its members, and its other books and records, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office.

## ARTICLE IX – MEMBERSHIP IN THE CORPORATION

Section 1. **Obtaining Membership:** Membership in the corporation shall be obtained by applying for membership and being accepted as a member by the membership. The applicant must:

- A. Pass a background check by the Sanders County Sheriff's Dept.
- B. Attend three monthly meetings during his six month probationary period after being approved for membership.
- C. Attend and pass a NASAR certified exam within 1 year of membership.
- D. Obtain ICS required courses within 1 year of membership.
- E. Have no prior felonies or dishonorable discharge from any military service branch
- F. Have a valid driver's license, unless a junior member.
- G. Gain approval of members at a meeting; Applicants have the duties of members, but do not have motion or voting power at meetings. At the meeting after the requirements have been met, applicant's names shall be submitted to the general membership for approval. A secret ballot with a simple majority of the membership at said meeting shall approve or disapprove the applicant. The applicant must not be present at the vote and the Secretary shall notify the applicant of his approval or disapproval.

Section 2. **Technical Team Members** shall be on a designated team, and shall attend all trainings and meeting hosted by the respective team leader, unless excused by said leader. Leaders of teams and committees shall keep training logs and training authorization forms that will be available upon request.

Section 3. **Member Duties:** To remain in good standing, and to be entitled to vote, a member must attend one training session per month and at least one third of the monthly meetings per year. The Board of Directors may excuse a member from these requirements for good cause, on a case-by-case basis.

Section 4. **Terminating Membership:** A person shall lose their membership in the corporation by resignation or removal from the corporation by a majority vote of the members at a regular meeting. Or for circumstances deemed unacceptable by the majority of board officers this includes but is not limited to any unprofessional behavior that could reflect badly on the organization as a whole. Member will be put on temporary suspension pending a review of the infraction, and the board will make a final decision to be presented to the member either by a closed board meeting, or by mail. The member has 30 days to ask for a hearing before the board at which time if they have not filed for a hearing the member will be released permanently from Sanders County Search and Rescue and stripped of all equipment, rank, etc. The member then has 30 days to return all gear or all necessary and legal courses of obtaining the SAR property will be enforced.

Section 5. **Deputies of the Sanders County Sheriff** will be given full membership upon application and will be considered members until resignation or six months elapse without attending a Search and Rescue training or meeting.

Section 6. **Inactive Members:** A member may be considered an inactive member by written request of the member, by being on active Military Duty, or by having four consecutive unexcused absences from training sessions and meetings. Inactive members are not allowed to make motions or vote at meetings. An inactive member shall be reinstated to full membership by a majority vote of the members at a monthly meeting. Inactive members must return all SAR gear that was issued to them within 30 days.

Section 7. **Junior Membership:** Junior members are any member age 15-18, these members are held to the same laws of senior membership as well as being required to hold a GPA of 2.0 in school. Junior members are not allowed to drive any SAR vehicle until the age of 21 and with a valid driver's license. Junior members are to be accompanied by a senior member at all times while on callouts of any kind, and cannot respond while school is in session, unless authorized by the IC and guardian. Junior members are required to have a parent or legal guardian's signature on the junior member approval to join form, before being allowed to join. Any callouts past the curfew hours will require authorization by parent or guardian to attend.

#### ARTICLE X- TEAMS AND COMMITTEES

Section 1. The following will be the standing committees: 1. **Communications**, 2. **Medical**, 3. **Water Rescue** (Dive, Swiftwater), 4. **Mountain Rescue**, 5. **Winter Rescue** 6. **NASAR**

#### ARTICLE XI - MISCELLANEOUS PROVISIONS

Section 1. Checks: All checks or demands for money notes of the corporation shall be signed by an officer of the Board of Directors. These accounts will be audited by the treasurer and another officer of the board bi-annually.

Section 2. Fiscal Year: The fiscal year shall begin on the first day of June or as the county designates.

Section 3. Waiver of Notice: Whenever any written notice is required by statute or the Bylaws of this corporation 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 the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Membership Required: A person must be a member of the corporation to hold any position as an officer or director of the corporation. If an officer's or director's membership lapses for any reason whatsoever, their position is considered vacant and will be filled in accordance with these By-Laws.

Section 5. Resignations: Any director or other officer may resign at any time, such resignation to be in writing, and to take effect from the time of its receipt by the corporation, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

Section 6. Alcohol and Drug Policy: Members shall not consume alcohol or mind altering drugs at meetings, trainings or emergencies, or while wearing clothing or gear that identifies them as Search & Rescue personnel. Members suspected of being under the influence of alcohol or drugs at such times will be asked to leave and may face disciplinary action, up to and including termination of membership. A period of 8 hours after consuming an alcoholic beverage must be observed before responding to any callout. A period of 24 hours upon taking prescription narcotics must be observed before responding to any callout.

## ARTICLE XII - ANNUAL STATEMENT

Section 1. The President and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant.

## ARTICLE XIII - AMENDMENTS

Section 1. These Bylaws may be amended or repealed by the vote of a majority of the members entitled to vote, which all members are entitled to cast thereon, at any regular or special meeting of the members, duly convened after notice to the members of that purpose.

## ARTICLE XIV - SAVING CLAUSE

Section 1. Any and all previous By-Laws or parts of By-Laws in conflict with these By-Laws are hereby repealed to the extent of such conflict and no further.

ARTICLE XV – ADOPTION

The foregoing By-Laws were introduced before a regular monthly membership meeting of the Sanders County Search and Rescue Association, Inc. on the 4<sup>th</sup> of December, and adopted by majority vote of the members on this 4<sup>th</sup> of December, 2014

*Michael Bedick*

Michael Bedick, President

*12-4-14*

Date

*Jerry Johnson*

Jerry Johnson, Vice President

*12-4-14*

Date