



# BYLAWS of Summit to Sound Search and Rescue, Inc.

## 1. NAME AND PURPOSE

- 1.1. **Name.** The name of the Corporation shall be Summit to Sound Search and Rescue, hereinafter referred to as "The Corporation" or "StS SAR." It is a private, non-government, and nonprofit corporation incorporated under the laws of the State of Washington.
- 1.2. **Purpose.** StS SAR is dedicated to preparing, planning, responding, searching, evacuating, and recovering during situations of missing persons. StS SAR shall work in affiliation with state and local emergency management agencies utilizing the principles of the Incident Command System (ICS). StS SAR shall be comprised of a network of trained and certified individual volunteers.
- 1.3. **Objectives.**
  - Work with other counties, other states, and national organizations to address common goals of search and rescue (SAR) activities;
  - Work with the Whatcom County Sheriff's Office, the county Department of Emergency Management, the State Office of Emergency Management, and other appropriate governmental agencies in an effort to maintain and improve search and rescue;
  - Train search and rescue volunteers according to Chapter 118-04 WAC Emergency Worker Program and standards designated by the Whatcom County Sheriffs Office.
  - Be instrumental in developing and delivering training opportunities for agencies and individual volunteers to facilitate a safe, environmentally sound, and efficient response to SAR emergencies on local, county, tribal, state and federal levels;
  - Encourage collaborative partnerships in national, state, regional, and local SAR emergencies and decision making;
  - Actively participate in the projects and activities of other agencies and corporations to communicate and further StS SAR objectives;
  - Work to ensure that StS SAR acquires or has access to necessary equipment and resources. Funding sources such as fund raising events, grants, etc., or cooperative agreements between agencies for such acquisitions shall be explored;

- Fulfill a public education role for informed decision making by researching and publishing factual information and hosting public meetings with invited guest speakers to talk about current affairs and topics of interest in search and rescue;
- Organize projects, events, and activities for purposes such as fund-raising and education.

## **2. MEMBERS**

2.1. **Membership.** The initial Board of Directors of Summit to Sound Search and Rescue, Inc. (the Corporation) shall be the Members of the Corporation until the first meeting of the Members and until their successors shall have been duly elected and qualified, or until their earlier death, resignation or removal in accordance with the Bylaws. Beginning with the first meeting of the Members, the Members of the Corporation shall consist of any person who has been accepted for membership under the terms and conditions of the Corporation's Membership Policy Guide.

2.1.1. Membership shall be open to any person who is at least 18 years old, who has an interest in promoting the objectives of Search and Rescue, and who meets the requisite standards set forth in the Corporation's Membership Policy Guide. Applicants between the age of 14-18 will be considered by exception as outlined in the policies.

2.1.2. StS SAR shall not discriminate on the basis of sex, race, color, national origin, religious affiliation, age or sexual orientation.

2.1.3. All members are subject to the Corporation By-Laws, the Corporation's Membership Policy Guide, the Corporation's standards, and any other local, county, state or federal regulations deemed appropriate by the Board of Directors.

2.1.4. Application for and acceptance of membership is deemed acknowledgement of and agreement to the Corporation By-Laws, the Corporation's Membership Policy Guide, the Corporation's standards, and any other local, county, state or federal regulations.

2.1.5. Membership Categories.

2.1.5.1.1. All members are required to pass a criminal background check, provide verification of their driver's license and auto insurance coverage, complete the training requirements established by the Board of Directors, meet the requirements for continuing education as outlined in the Membership Policy Guide, and be current in their financial obligations to the corporation.

- 2.1.5.1.2. Active members are eligible for respond to missions based on their training level as outlined in the Membership Policy Guide (MPG).
- 2.1.5.1.3. Inactive members are on leave of absence as defined in the MPG.
- 2.1.5.1.4. Support members are those members who wish to be involved with the Corporation on a more limited basis and who do not respond to mission call outs. They are eligible to be on the Board of Directors in a specialty capacity, e.g. treasurer, and are eligible to be on committees. They may act as advisors to the Board of Directors, and, when requested, provide technical or administrative assistance to the Board of Directors or assist with information dissemination, etc. Support members are not required to participate in any training curriculum established by the Board of Directors.
- 2.1.6. The amount required for annual dues and for any other required services, such as Call Out services, shall be as determined by the Board of Directors. Continued membership is contingent upon being current on membership dues and fees and entitles each member to be a voting member of the corporation. Dues are payable no later than the February general meeting each year. A membership year is a calendar year beginning on January 1st of each year. Membership dues paid after November 1st will apply to the current and following year. Members whose dues not paid by the February general meeting deadline shall have their membership terminated.
- 2.1.7. A member can have his/her membership terminated by a majority vote by the Board of Directors. Membership dues and fees for a member whose membership is terminated shall not be refunded.
- 2.2. Rights and Duties of Members.
  - 2.2.1. Each Member of the Corporation shall have the right to cast one vote on all actions for which Members shall have a right to vote. The right of a member to vote and all of his or her rights, title and interest in or to the Corporation shall cease on the termination of his or her membership.
  - 2.2.2. Other rights and duties of each Member shall be as specified in the Corporation's Membership Policy Guide.
  - 2.2.3. Members shall outfit themselves with personally owned equipment and consumables as outlined in the Membership Policy Guide. This equipment shall be the sole responsibility of the member.

- 2.2.4. No Member shall be entitled to share in the distribution of the Corporation assets upon the dissolution of the Corporation.
- 2.3. Monthly Business, Training, and Special Meetings.
  - 2.3.1. Monthly Board of Directors business meeting will be held on the Monday prior to the 3<sup>rd</sup> Tuesday of every month and is open to all.
  - 2.3.2. Monthly membership meetings shall be held on the third Tuesday of every month. Membership meetings will include business meeting review, voting, training and information dissemination, etc.
  - 2.3.3. Special meetings of the Members shall be called at any time by the Secretary of the Corporation (or designee) upon request of the President or no less than one-quarter of the Active & Support Members or upon the resolution of the Board of Directors.
    - 2.3.3.1.1. **Notice of Meetings.** Notice of special meetings shall state the purpose or purposes for which the meeting is called, and the notice of any meeting shall state the time when and the place where it is to be held.
    - 2.3.3.1.2. **Agenda.** Special meetings shall be general meetings that are open for the transaction of any business within the powers of the Corporation without special notice of such business except in any case where special notice is required by law, by the Articles of Incorporation or by the Bylaws.
- 2.4. **Place of Meetings.** All meetings of the Members shall be held at such places within or out of the State of Washington as shall be specified in the respective notices of such meetings or waivers thereof.
- 2.5. **Quorum.** At all monthly or special meetings of the members, the presence in person of one-third of the active & support members (but not less than two) shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the members present shall be the act of the members.
- 2.6. **Voting.** At all meetings of the members, all matters shall be decided by the vote of a simple majority of the active & support members present.
- 2.7. Resignation and Removal of Members.
  - 2.7.1. Any Member may resign at any time. Resignations must be presented in writing to a Corporation Officer.

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- 2.7.2. Any member may be removed at any time under the procedures set forth in the Corporation's Membership Policy Guide.
- 2.7.3. Members are expected to be courteous, thoughtful, alert to danger and respectful of other persons and property. Members not acting in the best interests of the Corporation may be brought before the Board of Directors for a review of membership eligibility.
- 2.8. **Compensation.** The Board of Directors may authorize reimbursement for expenses incurred by Members in connection with the performance of their duties, provided, however, that nothing herein contained shall be construed to preclude any Member from serving the Corporation in any other capacity or receiving compensation for any such services.

### 3. BOARD OF DIRECTORS

- 3.1. Management.
  - 3.1.1. The Board of Directors (hereinafter sometimes referred to as the Board) shall manage the affairs and the property of the Corporation. The Directors shall act only as a Board, and individual Directors shall have no power as such.
  - 3.1.2. The Board of Directors is comprised of the elected officers and the individual specialty group leaders.
- 3.2. **Monthly Meeting.** The monthly meeting of the Board shall be held on the Monday prior to the third Tuesday of every month.
- 3.3. **Special Meetings.** The Secretary (or designee) upon the request of the President or any one of the Directors shall call special meetings of the Board at any time.
- 3.4. **Place of Meetings.** All meetings of the Board shall be held at such places within or out of the State of Washington as shall be specified in the respective notices of such meetings or waivers thereof.
- 3.5. **Quorum.** At all meetings of the Board, the presence of one-third of the Directors (but not less than two) shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the Directors present shall be the act of the Board.
- 3.6. **Voting.** At all meetings of the Board, or of any committee thereof, all matters shall be decided by the vote of a majority of a quorum of the Board cast in person. Any Director may participate in a meeting by means of a conference telephone or similar 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 the meeting.

- 3.7. **Number of Directors.** The Directors named by the Incorporators in the Articles of Incorporation shall be the Directors of the Corporation until the first meeting of the Members or until their successors shall have been duly elected and qualified, and until their earlier death, resignation or removal in accordance with the Bylaws. The Corporation shall have the same number of Directors as Officers.
- 3.8. **Compensation.** The Directors shall not receive compensation for their services as such but the Board may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties; provided, however, that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving compensation for any such services.
- 3.9. **Indemnification.** Any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of the Corporation, or of any corporation for which he served as a director or officer at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for willful misconduct or recklessness in the performance of his duties. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such director, officer or employee may be entitled as a matter of law.

#### **4. OFFICERS**

- 4.1. **Officers.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer a Training Officer and an Equipment Officer. One person may hold only one of the previously mentioned offices at any one time. Officers are also Directors of the Corporation. Officers shall attend a minimum of 75% of the scheduled StS Board of Directors meetings. Terms for office for officers are two years.
- 4.2. **Election of Officers.** The officers shall be elected at the regularly scheduled November meeting by a plurality of the votes cast by active and support members present. Officers may succeed themselves in office. Ballots will be written and secret. Absentee voting by written ballot is not permitted.
  - 4.2.1. Terms for the President, Treasurer, and Training Officer shall start in even numbered years; Terms for the Vice President, Equipment Officer and Secretary shall start in odd numbered years.

- 4.2.2. Nomination for officer positions may be made at any time prior to the vote.
- 4.2.3. The President shall appoint two individuals (excluding current officers or nominees for office) to count the ballots. The ballots shall be counted by each of these individuals, independently, in the presence of the members attending, immediately after being cast. The results shall be tabulated in writing, and the results reported to the Members.
- 4.2.4. Each person elected an officer shall be automatically deemed elected a Director and shall continue in office until his successor shall have been duly elected and qualified or until his death, resignation, or removal in accordance with the Bylaws.
- 4.2.5. Vacancies of officers caused by death, resignation, or removal may be filled by a plurality vote of the Members at a special meeting called for that purpose or at any regular meeting. The new officer will fill the position for the remainder of the term.
- 4.3. **Additional Officers.** The Members at any meeting may elect additional officers, agents, and employees and determine their duties and terms of office and may delegate such authority to any officer or committee. Any Officer so appointed shall be automatically appointed a Director.
- 4.4. **Resignation of Officers.** Any Officer may resign at any time.
- 4.5. **Removal of Officers.** Officers who become unable or unwilling to perform the duties of their office may be removed from office.
  - 4.5.1. The procedure for removal of officers is as follows.
    - 4.5.1.1.1. The President shall appoint a panel consisting of at least three active or support members, none of whom are officers. If the President is under consideration for removal, the Vice-President shall appoint the panel.
    - 4.5.1.1.2. The panel shall investigate any allegations and report to the other officers. The panel and officers must agree that the officer in question has failed to perform the duties of his or her office, and is unlikely to perform them in the future.
    - 4.5.1.1.3. The officer in question will hear the panel's findings and have an opportunity to respond.
    - 4.5.1.1.4. The panel's recommendations shall then be presented to the Members at any regular or special meeting of the Membership. A

majority vote of the active Members shall be required to remove the officer from his or her post.

4.5.1.1.5. The President (or Vice-President, in the event of the removal of the President) shall be responsible for the duties of the removed officer until a replacement is elected. A special election shall be held within two months to fill the position for the remainder of the term. The special election shall be conducted according to the procedures for the election of officers at the annual meeting.

4.5.1.1.6. Any officer removed from his or her position shall be automatically removed from his or her position as Director.

4.6. **President.** The President shall be the chief executive officer of the Corporation, shall have general supervision over the affairs and property of the Corporation and over its several officers, and shall generally do and perform all acts incident to the office of President. The President shall preside at all meetings of the members and of the Board and shall have such other powers and duties as may be assigned to him or her from time to time by the members or as prescribed by these Bylaws or by the Corporation's Membership Policy Guide. When authorized by the Board, the President may execute in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation.

4.7. **Vice-President.** The Vice President shall perform all the duties of the President at his/her request or in his/her absence or disability. When so acting, a Vice President shall have all the powers of and be subject to all the restrictions upon, the President. When authorized by the Board, the Vice President may also sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation. The Vice President shall perform such other duties as from time to time may be assigned to him by the Board, by the President, or by the members through the Corporation's Membership Policy Guide.

4.8. **Treasurer.** The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep, or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities and transactions of the Corporation. He or she shall deposit all moneys and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designated. He or she shall disburse the funds of the Corporation based upon proper vouchers for such disbursements. He or she shall perform all the



duties normally incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board, the President of the Members. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine. The Corporation shall pay the expense of such bond.

- 4.9. **Secretary.** The Secretary shall act as secretary of and keep the minutes of all meetings of the Board and of the members in one or more books provided for that purpose, and whenever required by the President, he or she shall perform like duties for any committee; provided that in the absence of the Secretary, the majority of the members or Directors present at any meeting thereof may designate any person to act as Secretary for such meeting. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law; he or she shall have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. He or she shall perform all the duties normally incident to the office of Secretary and such other duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board or by the President.
- 4.10. **Training Officer.** The Training Officer shall act under the supervision of the Board and shall have charge of and be responsible for, all the training of the Corporation members and shall keep, or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the training and qualifications of the Corporation members.
- 4.11. **Equipment Officer.** The Equipment Officer shall act under the supervision of the Board and will coordinate the maintenance, repairs, and use logs of unit equipment. The Equipment officer will report to the board on unit equipment status and needs.

## 5. SPECIALTY GROUP LEADERS

- 5.1. **Specialty Group Leaders.** The group leader is responsible for coordinating the training of a specialty group through the training officer and for keeping members in compliance with group requirements. Specialty Group Leaders are also Directors of the Corporation and shall attend a minimum of 75% of the scheduled StS Board of Directors meetings.

## 6. CONFLICT OF INTEREST

- 6.1. **General Principles.**
- i. Neither Board members nor their relatives shall be compensated in any manner, beyond the value of actual expenses incurred.

- ii. Primary responsibility for making all decisions related to a conflict of interest, or possible conflict of interest, shall rest with the Board of Directors of StS SAR. The Board may delegate decisions subject to this Article to a committee composed of individual Board members unrelated to, and not subject to the control of, the person or persons involved in the proposed transaction.
- iii. In matters of compensation, no Board member or officer may receive compensation from StS SAR for services rendered to the corporation. Member owned businesses may be hired with approval of the board.
- iv. In any other transaction, no Board member or officer may receive economic benefits from StS SAR that exceed the consideration provided for such transaction.
- v. Deliberation, decision-making, and written documentation of all arrangements subject to this Article shall take place before StS SAR makes payments of any kind.

6.2. **Basis for Decision-making.** In making decisions subject to this Article, the Board of Directors or decision-making committee, shall, to the best of its ability, obtain and rely upon appropriate data as to comparability, such as:

- information about compensation paid by similarly situated corporations for similar goods or services;
- current compensation surveys compiled by independent firms; or
- actual written offers from similarly situated corporations.

6.3. **Conflict of Interest.**

6.3.1. No Board member may vote upon a matter in which he or she has a direct financial interest. No Board member may vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest.

6.3.2. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members. If, by vote of the remaining Board members, a conflict of interest is found to exist, the Board member with the conflict shall withdraw from further deliberation and refrain from voting on the matter.

6.4. **Recordkeeping.** The basis for each decision subject to this Article shall be fully documented, including:

- the terms of the approved transaction and the date approved;
- the members of the decision-making body who were present during debate on the transaction and those who voted on it;

- the comparability data that was relied on by the decision-making body and how the data was obtained; and
- any actions by a member of the decision-making body having a conflict of interest.

## 7. COMMITTEES

- 7.1. **Miscellaneous Committees.** A majority of the members present at a meeting may constitute other committees of Directors, officers, employees, members or non-members, with such functions, powers and duties as the members shall determine. Unless the Corporation's Membership Guide shall provide otherwise, each such committee shall enact rules and regulations for its government.

## 8. MISCELLANEOUS PROVISIONS

- 8.1. **Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 in each year.
- 8.2. **Execution of Contracts.** The President, acting with the approval of the Board, may enter into any contract or execute any contract or other instrument in the name and on behalf of the Corporation. The Board may authorize any officer, member, or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board, no officer, member, or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.
- 8.3. **Commercial Paper.** All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or evidences of indebtedness of the Corporation, shall be executed on behalf of the Corporation by such officer or officers, or member or members, as the Board may, by resolution, from time to time determine.
- 8.4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time select or as may be selected by any officer or member of the Corporation to whom such power may from time to time be delegated by the Board; and for the purpose of such deposit, any officer, or any member to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.
- 8.5. **Notices.** Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be in writing and signed by the President or the Secretary; and

any notice so required shall be deemed to be sufficient if given by depositing the same in a post office address and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived by the person entitled thereto in writing, whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.

- 8.6. **Membership Policy Guide; Supremacy of Bylaws.** At a regular or special meeting of the Membership, the Members shall adopt a Corporate Membership Policy Guide to provide additional rules and regulations for the conduct of the business of the Corporation. The terms and provisions of the Membership Policy Guide shall be binding on the Directors, Officers and members of the Corporation. However, in the event of a conflict between these Bylaws and the Corporation's Membership Policy Guide, the provisions of these Bylaws shall prevail over the provisions of the Membership Policy Guide.

## **9. AMENDMENT OF BYLAWS**

- 9.1. The Board of Directors schedule a meeting in January of each year, to review and revise these By-Laws as needed. The Board shall ensure StS SAR members are advised at least seven (7) days prior to the meeting that a By-Laws revision is to be discussed. The meeting shall be open to all StS SAR members.
- 9.2. The Board of Directors shall review all proposed revisions and shall create a proposed revision approved by the Board. The Board shall present the approved, revised By-Laws to members at the next regularly scheduled General Membership Meeting.
- 9.3. The proposed, revised By-Laws may be approved by a simple majority of members present at the regularly scheduled meeting, provided Board members. Bylaws passed or amended by the members shall not be subject to amendment by the Board.
- 9.4. In the event the proposed, revised By-Laws are not approved by the members present, the President shall schedule another meeting for the following month to repeat the process. In the event a proposed revision again fails to be approved, By-Law revision shall be tabled until the next calendar year. The only exception is an amendment for legal reasons or for conformance with Whatcom County SAR Council or other government agency. In that case, the amendment shall be drafted by the Board and shall be presented to the members for approval at the next regularly scheduled meeting.

## **10. DISSOLUTION OF THE CORPORATION AND ASSETS**


In the event the corporation is dissolved, it shall be the responsibility of the Board of Directors at the time of dissolution to ensure that all of its assets remaining after the payment of its


outstanding debts shall be distributed to the Whatcom County SAR Council. In no event shall the remaining assets of the corporation be distributed to or for its members or used for any purpose other than exclusively for charitable and educational purposes as permitted by corporations which are exempt from federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986.

**11. ADOPTION OF BYLAWS**

The Board of Directors of the Corporation has duly adopted the foregoing Bylaws.

Date: 2/20/18

By:  \_\_\_\_\_ (President)  
Ed Miller

By:  \_\_\_\_\_ (Secretary)  
Audrey Alf

