

**ByLaws of the
West Virginia Search and Rescue Council, Inc.**

I. Purpose

A. The West Virginia Search and Rescue Council, Inc., also known as “WVSARCO”, herein referred to as the Council, is formed for the purposes outlined in the Articles of Incorporation and adopted herein.

II. Memorandum of Understanding

A. For the purpose of the ByLaws, active Memorandum of Understanding shall mean: The organization has a signed Memorandum of Understanding with the West Virginia Division of Homeland Security and Emergency Management (herein referred to as WVDHSEM) and the organization is currently available for search missions.

III. Rules of Order

A. The rules contained in the most current edition of Robert's Rules of Order shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, ByLaws and any special rules of order the Council might adopt.

IV. Financial Administration

A. The fiscal year of the Council shall be January 1 - December 31.

B. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such Officer or Officers or agents of the Council and in such manner as shall from time to time be determined by resolution of the Council or any committee to which such authority has been designated by the Council.

C. Deposits and Accounts. All funds of the Council, not otherwise employed or obligated, shall be deposited from time to time in a general or special account in such banks, trust companies, or other depositories as the Council or committee to which such authority has been delegated by the Council may select, or as may be selected by the President or by any Officer or Officers or agents of the Council, to whom such power may from time to time be delegated by the Council. For the purpose of deposit and for the purpose of collection for that account of the Council, checks, drafts and other orders of the Council may be endorsed, assigned and delivered on behalf of the Council by any Officer or agent of the Council.

D. The funds of the Council may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Council in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may here-after be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501©(3) of the Internal Revenue Code.

V. Membership

A. There are two classes of membership in the West Virginia Search and Rescue Council: Member and Affiliated Member.

1. Member

a) Organizational. An organization that provides operational search and rescue resources, and has entered into Memorandums of Agreement with the West Virginia Department of Homeland Security and Emergency Management and other agencies, as appropriate. **The MOA clause above is suspended until the agreement is established and becomes available.** The member shall pay dues and meet all qualification requirements as prescribed in the Bylaws and other Council documents in accordance with Member status. The rights of membership shall include meeting attendance, voting, holding office and other rights as prescribed in the Bylaws. The member will officially designate two council representatives and two alternate representatives to exercise the rights of membership. The membership automatically expires at the

end of the corporate year, December 31st, and renewal must be made as required in the Bylaws.

2. Affiliated Member

a) Individual, Organization or Agency. An individual, organization or agency that supports the purposes of the Council but is not eligible or does not wish to be a Member. The member shall pay dues and meet all qualification requirements as prescribed in the Bylaws and other Council documents in accordance with Affiliated Member Individual, Organization or Agency status. The Affiliated Member does not have voting rights nor have the right to hold office within the Council. The membership rights include meeting attendance and other rights as prescribed in the Bylaws. The membership automatically expires at the end of the corporate year, December 31st, and renewal must be made as required in the Bylaws.

b) Government Agency. An official local, county, state, tribal or federal agency that supports the purposes of the Council. The member shall meet all qualification requirements as prescribed in the Bylaws and other Council documents in accordance with Affiliated Member Government Agency status. The Affiliated Member does not have voting rights nor have the right to hold office within the Council. The membership rights include meeting attendance and other rights as prescribed in the Bylaws. The membership automatically expires at the end of the corporate year, December 31st, and renewal must be made as required in the Bylaws.

B. Voting Rights

1. Voting is restricted to Members who shall have two council representatives and two votes. Affiliated Members are non-voting.

C. Membership Application / Dues / Status

1. Application for membership in the Council shall be in writing. Applications shall be submitted to the Council for its review and approval shall be subject to the affirmative vote of the Council at any regular or special meeting. A majority of the council representatives at any regular or special meeting, at which a quorum (as defined in Article V, Section B) is present, shall be necessary for approval. Any potential member's application so approved shall become a member upon payment of dues as provided in Article IV, Section C.2 and C.3 of these Bylaws.

2. Dues for members shall be established by a two-thirds affirmative vote of the member representatives at any regular or special meeting, at which a quorum is present.

3. Dues are payable to WVSARCO no later than January 31st of each year. Invoices for the ensuing year will be distributed to the membership at least 30 days prior to the end of each calendar year. Non-payment of dues shall result in termination of Membership if the dues are not paid in full before April 1st of that year. Dues for new members joining after July 1st shall be prorated at 50% of the established amount.

4. If a Member requests that they not be called for search missions for a period longer than six (6) consecutive months or do not respond to search callouts from WVDHSEM for a period of two (2) years; the membership status of the organization shall automatically be changed from that of a voting Member to an Affiliated Member for the remainder of the fiscal year. The organization must re-apply through the application process to regain Member status.

5. If a Member has not been present at a Council meeting for a period of nine (9) months, the Secretary of the Council will send a notice to the last known address for the organization 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 Member status, provided they meet all other requirements for becoming a Member of the Council at the time of readmission. The organization must re-apply through the application process to regain Member status.

D. Termination of Membership

1. Resignation. Any member may resign from the Council upon written request to the Secretary of the Council. Any member that petitions to resign from the Council after dues payment has been made to the Council forfeits these dues to the Council.

2. Removal. Any Officer or member may be removed for any violation of the provisions of the Articles of Incorporation, Bylaws, or for any personal conduct that may bring discredit upon the West Virginia Search and Rescue Council, Inc. or the WV Search and Rescue Program. The removal shall follow the Impeachment process as defined in Article VIII of these ByLaws.

3. Termination. Any member may have their membership terminated upon failure to meet the requirements of their member status as defined by the Articles of Incorporation, ByLaws, standards and all other Council documents. Termination requests shall be submitted to the Council in writing for its review and approval shall be subject to the affirmative vote of the Council at any regular or special meeting. A majority of the council representatives at any regular or special meeting, at which a quorum (as defined in Article V, Section B) is present, shall be necessary for approval.

VI. Council Representation

A. In order to conduct business effectively, each Member organization will be represented by two voting Council Representatives. These Council Representatives must be designated by the governing bodies of the member organizations. In addition, two alternate representatives shall be designated by the member organizations for occasions when the council representatives cannot be in attendance. The President or the Secretary of the Council must be notified in writing who the council representatives and alternate representatives are prior to Council meetings.

B. A quorum shall consist of at least 50% of the Members of the Council.

C. If a quorum is present, all decisions will be decided by a simple majority vote, unless stated elsewhere in Council documents.

VII. Meetings

A. Regular Meetings. Membership Meetings shall be held at least quarterly at such time and place as shall be determined by the President. One Meeting shall be designated as the Council's Annual Meeting. Members who wish to have items placed on the agenda for a Council meeting should submit the item(s) to the President prior to the meeting for consideration. All meetings are open to the membership but only the designated Council Representatives of Member organizations or their designated Alternate Council Representatives may vote.

B. Special Meetings. At the request of the President, Vice President, or upon a petition of one fourth of the council representatives of the Members, shall call a special meeting to review the affairs of the Council and take such action as it may deem appropriate with respect thereto.

C. Notice of Meetings. Notice of all regular meetings of the membership shall be given by mailing, e-mailing or telephoning the same at least thirty (30) days before the meeting to the usual business or residence address of each Member and Affiliated Member. Special Meetings may be called with forty-eight (48) hours notice.

D. Actions by Members. Any business may be transacted at any meeting of the Members at which a quorum (as defined by Article V Section B) is present.

E. Attendance. The two council representatives or their alternates from each Member organization are required to attend a minimum of two regular meetings per year. Failure to meet this requirement shall be grounds for suspension, expulsion or termination of the Member.

F. Participation by Remote Media. Members may participate in meetings through the use of conference telephone or similar communications equipment, so long as the member can hear and be heard by others in attendance.

VIII. Council Officers

A. General Powers. The affairs of the Council shall be managed by the Officers of the Council. The officers shall have power and authority over the business of the Council between meetings of the Membership, but the officers shall be subject to the orders, properly construed in accordance with the Bylaws, of the Membership, and none of the officers' acts shall conflict with decisions properly taken by the Membership.

B. Officers. The officers of the Council shall be President, Vice President, Secretary, and Treasurer.

1. President:

a) This position will be chosen from the Members. Nominees must be Council Representatives of a Member.

b) The President will call and conduct the Council Meetings and prepare the agenda.

2. Vice-President:

a) This position will be chosen from the Members. Nominees must be Council Representatives of a Member.

b) The Vice-President will serve in the place of the President when the President is unable to chair Council Meetings.

3. Secretary:

a) This position will be chosen from the membership of Member organizations. Nominees may or may not be Council Representatives of a Member. The officer in this position shall have voting rights only if the officer is also a Council Representative.

b) 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.

4. Treasurer

a) This position will be chosen from the membership of Member organizations . Nominees may or may not be Council Representatives of a Member. The officer in this position shall have voting rights only if the officer is also a Council Representative.

b) 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.

c) The Treasurer shall report to the Council at each regular meeting on the status of the Council finances.

C. Election and Term of Office. All officers shall be elected by the voting membership at its annual meeting. Elections will occur at the fourth quarter Council meeting and must occur before the end of November of the respective year. Elected officers will take office on January 1 of the ensuing year and serve in their respective offices for a period of two years. A majority of votes by the council representatives present at a meeting with a quorum shall determine the election. In the event of a tie vote for any office, a second vote shall be taken for said office. If a tie occurs a second time, the President (or Vice President in the President's absence) shall have the deciding vote. All Officers may serve for only two consecutive terms in their respective offices. Officers shall hold office until a successor is duly elected and qualified.

D. Removal and Resignations. Any officer elected by the membership may be removed through the Impeachment process as defined in Article VIII. Any officer may resign at any time by giving written notice to the President and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

E. Vacancies. A vacancy in the office of the President will be filled by the Vice President for the unexpired portion of the term. A vacancy in any other office may be filled by the President for the unexpired portion of the term, subject to the approval of a majority of the council representatives at any regular or special meeting, at which a quorum is present.

IX. Impeachment:

A. Any Officer or member may be removed for any violation of the provisions of the Articles of Incorporation, Bylaws, or for any personal conduct that may bring discredit upon the West Virginia Search and Rescue Council or the WV Search and Rescue Program.

B. Charges for the impeachment of any Officer or member may be initiated by any two (2) council representatives or a Grievance Committee appointed by the Council 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.

C. The Grievance Committee will be chaired by no less than three individuals. One of which will be assigned "Chair" of the committee and one of which must be a representative of WVDHSEM.

D. The Grievance Committee will decide if the accused is innocent or guilty of the charges and present a recommendation to the Council. If the accused is found guilty, the Council will decide his/her penalty. If it is decided the charges warrant impeachment, through a majority vote of Council members present at a meeting with a quorum, the accused Officer shall be removed from Office and the accused Officer or member shall never hold any Office in the Council. No person serving on the Grievance Committee, including the Council Representatives should have any affiliation with the grievance being reviewed.

X. Committees:

A. Establishment of Committees. The Council may establish various Committees, or Special Committees, which shall have such duties, responsibilities and authority as defined by the Council. Committees shall continue in existence for such period of time, as may be determined by the Council.

B. Appointment to Committees. Unless the Council shall otherwise determine, the President shall appoint the members of committees, and shall designate a chairman, and may designate a vice chairman and secretary for each committee subject to the approval of the council representatives. At least one member of each committee shall be a council representative, but other committee members need not be council representatives. Committee membership is open to non council representatives from Member organizations.

XI. Dissolution

A. The Council may be dissolved at any time by recommendation of the Officers of the Council and an affirmative vote by more than two-thirds of all council representatives.

B. Upon dissolution of this Council, the assets of the Council shall be distributed in accordance with applicable state and federal law and in the following manner:

1. Assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c) (3) of the Code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

2. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county or city in which the principal office of the Council is then located, exclusively for such purposes or to such organization or organization as said Court shall determine which are organized and operated exclusively for such purposes.

XII. Amendments

A. Proposed amendments must be presented to the Council in writing a minimum of thirty (30) days prior to a vote. All Members must be notified in writing of the meeting at which the amendments will be voted upon. Amendments to these ByLaws will be approved upon receiving more than two thirds vote of all Members in favor of the amendment. The amendment will take effect immediately upon receiving a passing vote unless stated otherwise.

Approved By An Affirmative Vote on October 14, 2010.