BYLAWS

Snohomish County Volunteer Search and Rescue, Inc.

5506 Old Machias Rd.

Snohomish, WA 98290

**Article 1 – Name and Location**

Section 1: Name - The name of the Corporation shall be Snohomish County Volunteer Search and Rescue (SCVSAR).

Section 2: Location -The Principal Office of the Corporation is located in Snohomish County, Washington at 5506 Old Machias Rd. Snohomish, WA 98290.

**Article 2 – Mission**

Section 1: Mission - To search, rescue and / or recover those who become lost, missing, injured or killed while outdoors and to educate people on outdoor safety and wilderness recreation.

**Article 3 – Membership**

Section 1: Units - Units and Teams are subgroups within SCVSAR. The SCVSAR Board of Trustees has the authority to approve Units and Teams for inclusion in SCVSAR, and to remove them. All Units and Teams shall comply with SCVSAR standards, policies, and procedures. Each Unit or Team may adopt its own leadership structure and a process for admitting members to the Unit or Team, provided that no such structure or process shall conflict with any SCVSAR standard, policy, or procedure.

Section 2: Admission and Removal of Members - Prospective members must apply to a specific Unit of SCVSAR, and complete the Unit’s application process.

1. A Unit, and not the SCVSAR Board of Trustees, has the authority to admit an individual as member of the Unit.
2. Every member of a Unit is automatically a member of SCVSAR.
3. A Unit, and not the SCVSAR Board, has the authority to remove any member from that Unit, with or without cause, immediately upon notice to the member.
4. An individual who has been removed from one Unit, but who remains a member of another Unit, remains a member of SCVSAR, unless removed by the other Unit or removed from SCVSAR membership by the SCVSAR Board of Trustees.
5. The SCVSAR Board of Trustees, or the President, as its agent, shall have the authority to remove an individual as a member of SCVSAR, with or without cause, immediately upon notice to the member, and such removal results in automatic removal from all Units.

Section 3: Eligibility for Membership - All persons interested, who have talents, abilities, or will learn and train themselves to obtain the skills to further the purpose for which the corporation was founded are eligible for membership, subject to the policies of SCVSAR.

Section 4: Voting Rights - A Unit may accord voting rights to its members with respect to decisions of the Unit. Membership in a Unit shall not convey any organization-wide voting rights with respect to SCVSAR, and SCVSAR members shall not have voting rights as SCVSAR members.

Section 5: Resignation - Members may resign by contacting their Unit leadership and following Unit procedures.

**Article 4 – Board of Trustees**

Section 1: Management – A Board of Trustees consisting of individuals selected by each Unit shall manage the business and property of SCVSAR.

Section 2: Trustees - The Board of Trustees shall consist of three (3) members of each Unit, selected by such Unit according to its procedures. No one individual may serve as a Trustee for more than one Unit during any single term of office.

 Section 3: Term of Office - Two Trustees per Unit shall have a term of office of 2 years (biennially) to commence at the first meeting of the new year. A third Trustee per Unit shall have a one year term of office (annual), also to commence at the first meeting of the new year. The term ends for each Trustee at the beginning of the first meeting of the biennial year or the annual year as appropriate. With the exception of the Board officers as described in Section 8

Section 4: Removal - The Board of Trustees may remove a Trustee at any time, with or without cause, by a vote of a majority of the Trustees then in office, whenever in their judgment the best interests of the corporation will be served by such removal.

Section 5: Meetings - The Trustees shall hold regular Board meetings on the second (2nd) Tuesday of each month.

1. Trustees shall attend all scheduled board meetings. For any reason if a Trustee misses three meetings in the calendar year, their term of office will be put to a vote during that meeting. In all cases Trustees should give advance notice to the President and Secretary of absences.
2. Special meetings shall be called, by the Board President, as the Trustees deem necessary for the competent management of the affairs of the Corporation. At least three (3) days notice of special meetings shall be provided and may be provided by electronic means.

Section 6: Voting - Each Trustee shall possess one (1) vote in matters coming before the Board. One member over half of the Trustees in office shall constitute a quorum. The Board of Trustees is not permitted to vote by proxy. The vote of a majority of the Trustees at a meeting at which a quorum is present constitutes the action of the Board of Trustees.

Section 7: Vacancies - Any vacancy occurring on the Board of Trustees by reason of the resignation, death, removal or incapacity of a Trustee shall be filled by the Unit that selected such Trustee. The Trustee so selected shall serve the remaining unexpired term.

Section 8: Board Officers - Biennially at the first meeting of the year the Board of Trustees shall elect from their number a President, Vice President, and Secretary. At the same meeting, the Board of Trustees shall elect from the Membership a Treasurer. The Treasurer shall only have a vote if they are also a Trustee. All such officers shall be officers of the Corporation. No person shall hold more than one officer position at one time. The term of office shall commence biennially at the end of the first meeting of the year and continue until the end of the first meeting biennially. Officers shall only have a vote at the meeting that ends their term if they were selected by a Unit as a Trustee for the following year. The Board of Trustees may remove an officer at any time, with or without cause, by a vote of a majority of the Trustees then in office, whenever in their judgment the best interests of the corporation will be served by such removal.

Section 9: Vacancy of Officers – Any vacancy occurring among the Board Officers shall be filled by an interim election by the Board of Trustees. The Trustee elected to fill the vacancy shall serve the remainder of the un-expired term.

Section 10: Audit – The Board of Trustees may cause the books to be audited each year.

**Article 5 – Duties of the Officers of the Board**

Section 1: President - The Board President shall supervise all activities of the Corporation, execute all instruments on its behalf, preside at all meetings of the Board of Trustees and of the membership as shall be deemed necessary, and shall share the duties of the Treasurer. The President will perform such duties usually inherent in such office.

Section 2: Vice President - The Vice President of the Board shall act for the President in his/her absence and perform such other acts as the President may direct.

Section 3: Secretary - The Secretary of the Board shall keep all records of the Corporation.

Section 4: Treasurer - The Treasurer and the President shall share accountability for all funds belonging to the Corporation, pay all obligations incurred by the Corporation, and render monthly financial reports.

**Article 6 – Meetings**

Section 1: Annual Meeting - The annual meeting of the membership of SCVSAR shall be scheduled on the second (2nd) Tuesday of February every year, at 7pm at the Principal Office of the Corporation.

1. A quorum of the membership is 20% of the Members.

Section 2: Special Meetings - Special meetings of the membership may be called from time to time at the discretion of the Board of Trustees.

1. Any member of SCVSAR may appear before the Board of Trustees to request a special meeting of the membership.

Section 3: Notice of Membership Meetings - Notice of the time and place of the annual meeting, and in case of a special meeting, the time, place and purpose or purposes for which the meeting is called, shall be delivered to each member not less than three (3) nor more than fifty (50) days before the date of the meeting, by or at the direction of the President or the Secretary. Such notice may be delivered by electronic transmission. If notice is provided to members by electronic transmission, it is effective only with respect to members who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A member who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the Corporation. The consent of any member is revoked if the Corporation is unable to transmit by email two (2) consecutive notices given by the Corporation in accordance with the member’s consent, and this inability becomes known to the Secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

**Article 7 – Committees & Policies**

Section 1: Committees - The Board of Trustees may create committees, as they deem necessary, consistent with the Mission and Bylaws of SCVSAR.

1. At least two Trustees will serve on each committee.
2. No committee shall have the authority of the Board of Trustees to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any Trustee or officer of the Corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee.

Section 2: Policies - The Board of Trustees may adopt policies consistent with the Mission and Bylaws of SCVSAR.

1. All policies will be in writing and kept with the Corporate Records.
2. Policies will also be published on the SCVSAR website.

**Article 8 – Parliamentary Authority**

Section 1: Parliamentary Process - The rules of procedure at all meetings of the Corporation and committees of the Board shall be guided by Roberts' Rules of Order on Parliamentary Procedure, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**Article 9 – Amendment of Bylaws**

Section 1: Amendments - These Bylaws may be amended by approval of two-thirds of the Board of Trustees.

1. Notice of the proposed amendment(s) shall be given to the Board of Trusteesat least 30 days prior to the vote on said amendment(s).

**Article 10 – Books and Records**

Section 1: Fiscal Year - The last day of the Corporation’s fiscal year shall be December 31.

Section 2: Loans Prohibited - The Corporation shall make no loans to any officer or to any Trustee or member.

Section 3: Records - The Corporation shall keep at its registered office, its principal office in this state, or at its secretary’s office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; a list of members, including names, addresses and classes of membership, if any; correct and adequate statements of accounts and finances; a list of officers’ and Trustees’ names and addresses; minutes of the meetings of the members, if any, and of the Board of Trustees, and any minutes which may be maintained by committees of the Board of Trustees The corporate records shall be open at any reasonable time to inspection by any member of more than three (3) months’ standing or a representative of more than five percent (5%) of the membership. Costs of inspecting or copying shall be borne by such member except for copies of Articles of Incorporation or Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members’ lists by such member if obtained by inspection is prohibited.