

**CORPORATE BYLAWS
OF THE
NATIONAL ASSOCIATION FOR SEARCH AND RESCUE, INC.**

ARTICLE I - LEGAL FORM

Section 1. Corporate Entity

The National Association for Search and Rescue (NASAR) is a non-profit corporation existing and organized under the Virginia Non-stock Corporation Act and the laws of the Commonwealth of Virginia. NASAR is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Purpose

The Corporation is organized as a charitable and educational organization, which supports, coordinates, develops, informs, promotes, implements and evaluates search, rescue and all risk emergency response resources with the underlying principle of saving lives. It provides media for liaison and the exchange of information among international, federal, state, local and volunteer search, rescue and all risk emergency response agencies and organizations. The corporation is dedicated to the advancement of preparedness and skills; the development of improved equipment; the standardization of equipment, skills and procedures; the continued improvement of coordination between international, federal, state, and local and volunteer search, rescue and all risk emergency organizations and to the general support of volunteer search, rescue, and all emergency response organizations. The underlying purpose of all NASAR activities is to improve the quality and responsiveness of all search, rescue and other all risk emergency organizations during emergency operations.

ARTICLE II - INSTRUMENTS OF CONTROL

Section 1. Written Instruments

The Association shall be controlled through written instruments each defining authority and responsibility of appropriate groups. These shall be in order of precedence: Articles of Incorporation, Bylaws, Resolutions of the Board of Directors, Board of Directors' Policies, Administrative Policies and Procedures.

Section 2. Governing Bodies

The governing bodies of the Association shall be the following, in order of precedence:

1. Board of Directors
2. Executive Committee
3. Elected Officers (in order of succession)

ARTICLE III-- MEMBERSHIP

Section 1. General

Membership shall be open to all individuals and organizations involved in search and rescue operations, emergency response, disaster response, or emergency preparedness education activities or those supporting those operations or activities, subject to the standards of membership set forth in this Article.

Section 2. Membership Designations

The Board of Directors shall identify membership categories, as they deem appropriate.

Section 3. Voting Membership

The voting membership of the Association shall consist of any category designated by the Board of Directors. Voting members have the privilege of attending meetings, speaking at meetings, voting, nominating, resigning, having a hearing before expulsion or other punitive actions, presenting motions, resolutions or other business, inspecting official records of the Association in accordance with Va. Code 13.1-933, and insisting upon enforcement of the rules of the Association. Voting members will receive all official Association publications, at the voting rate may attend official functions of the Association at the voting member rate, will be eligible for member discounts on NASAR goods and services, and may receive such other benefits of membership as may be established by the Board of Directors.

Section 4. Non-Voting Membership

The non-voting membership of the Association shall consist of any category designated by the Board of Directors. Non-voting members will receive certain non-voting official Association publications, may attend official functions of the Association at the member rate, will be eligible for non-voting member discounts on NASAR goods and services, and may receive such other benefits of membership as may be established by the Board of Directors.

Section 5. Membership Approval

- A. Designated memberships will be approved on the basis of a completed application and the payment of required dues, as set by the Board of Directors.
- B. Membership applications by non-United States citizens will be approved only to the extent that the total voting membership of the Association held by non-United States citizens does not exceed 49 percent of the total voting membership of the Association.

- C. The Executive Director may, on behalf of the Association, reject an application for membership if he or she is in possession of information that indicates:
1. That the applicant does not meet the requirements of the membership being sought, or
 2. That the applicant has conducted him or herself in a manner contrary to the purposes and objectives of NASAR, as specified in the Articles of Incorporation, or
 3. That the applicant has made false or misleading statements in applying for membership.

Section 6. Membership Forfeiture

- A. All memberships automatically expire at the conclusion of the term for which dues were paid and must be reapplied for through either a new application or completion of an authorized renewal application.
- B. Any member who causes discredit upon this Association may be expelled by the Board of Directors, provided that no voting member shall be so expelled without a hearing, if so requested. A requested hearing shall be added to the agenda of the duly called meeting of the Board of Directors, which most closely follows the date of the request and conforms to notice requirements in Article XIV, Section 2, Item C.

ARTICLE IV - DUES

Section 1. Establishment

Dues for the various classes of membership will be set by the Board of Directors and announced to the membership. The dues rate may be changed by two-thirds vote of a quorum of the Board at any duly called meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Composition

No later than the January 2016 meeting, the governing body of the Association shall be comprised of seven (7) members elected at large by the voting membership of the Association.

Section 2. Term of Office

- A. One-third of the Board shall be elected annually for a term of three years each, or until a successor is elected or appointed. The term of office shall begin on January 1, following the election, with the member being seated at the first board meeting of the

calendar year.

- B. Elected members of the Board of Directors may not serve more than three consecutive terms of three (3) years each.
- C. Any member duly appointed by the President to fill a vacancy on the Board may complete the term of office of the vacated position. If elected, that individual may serve not more than two additional consecutive terms of three (3) years each.

Section 3. Authority

The Board of Directors shall have the same rights, powers, privileges and duties which are generally conferred upon Boards of Directors, and in addition thereto, as enumerated in the Articles of Incorporation.

Section 4. Officers

- A. The following positions, in order of succession, will comprise the Officers of the Association:
 - 1. President
 - 2. Secretary
 - 3. Treasurer
- B. The Executive Committee of the Association will be comprised of the elected officers stated above. The President shall serve as the Chair of the Executive Committee. The Executive Director shall be an invitee at all Executive Committee meetings and shall have the right to participate in such meetings without a vote and may be excluded from Executive Sessions.

Section 5. Election of Officers

- A. Officers shall be members of the Board of Directors.
- B. Officers shall be elected by a majority vote of the Board of Directors.
- C. Officer elections shall be held at the first Board meeting of the calendar year. Elections shall be conducted only after the incoming board members have been officially seated at the meeting.

Section 6. Terms of Office

- A. Terms of office shall be one year or until a successor is elected.
- B. No Board Member shall seek election to an office unless the unexpired term of his or her election to the Board is equal to or greater than the term of the office he or she is

seeking.

Section 7. Vacancy

- A. In the event that a member of the Board of Directors is unable to complete a full three-year term of office, a voting member may be selected to serve out the term.
- B. The full Board must be notified within two weeks of receipt of any vacancy.
- C. The President shall fill by appointment vacancies on the Board. If the unexpired term is longer than one year, the President shall select and the Board shall confirm, by a majority vote, a candidate for replacement.

Section 8. Removal

- A. By seeking and accepting election, individuals serving as members of the Board of Directors, acknowledge a responsibility to the membership of the Association to attend duly-called meetings and conduct the business of the Association. An individual shall forfeit his or her position as director, and be deemed to have resigned from the Board of Directors, if he or she has failed to attend four duly-called meetings, without excuse, at any time during his or her term of office.
- B. In addition, individuals may be removed with or without cause from the Board of Directors if a majority of the voting membership voting in-person or by written proxy ballot at a special meeting, shall determine that the individual shall be removed. The question of removal shall be so placed before the voting membership if, at any time, not less than ten (10) percent of the voting membership, as of the first day of the petition period, should petition the Board of Directors in writing, for an election on the question of removal All such petitions must, at a minimum, contain the information required under Article VI, Section 2C and D.

Section 9. Advisors

- A. The voting members of the Board of Directors may approve by simple majority vote the addition or removal of advisors as non-voting members of the Board at any time. Such advisory seats shall be designated by organization, rather than individual.
- B. There is a limit of one advisor per organization and the representative shall be named by the organization to which the Advisory seat is assigned.
- C. Advisors shall not be eligible to hold Officer Positions nor may they chair Standing Committees on the Board of Directors.

ARTICLE VI - ELECTIONS

Section 1. Nominating Committee

- A. The Nominating Committee shall be chaired by the Secretary. The Chair will appoint a committee including, at a minimum, a past president and two voting members. No member of the nominating committee may be up for election. If the Secretary is running for the Board, the President shall appoint the Nominating Committee chair from the Board.
- B. The Nominating Committee shall seek qualified voting members to run for election to the Board of Directors.

Section 2. Nomination by Petition

- A. Any voting member in good standing desiring to have his/her name placed on the ballot may do so by way of petition.
- B. At the same time the Nominating Committee's finalized candidates are announced to the membership the petition process will be open. This date will be established at the close of business of the first scheduled day of the annual conference.
- C. To be eligible for the ballot a voting member in good standing must obtain the signatures or electronic endorsements of not less the one (1) percent of the current voting membership, as of the first day of the petition period. The petition process will end on the 30th day of June each year.
- D. At a minimum, all valid petitions must be postmarked or received by the Executive Director by the 30th day of June and must contain:
 - 1. The name of the candidate
 - 2. A clear statement that the petitioner is seeking to run for the Board of Directors of NASAR.
 - 3. The legible name, signature / electronic endorsement, address, and member number of the candidate's endorsers so that the endorser's current membership status can be verified against the official membership roles of the Association.
 - 4. The date of each signature.

Section 3. Ballot Announcement

- A. The entire slate of candidates will be announced to the membership in a publication immediately prior to the election.
- B. If at the conclusion of the petition period, one or more positions for Board member remain without a qualified candidate, the position(s) will be removed from the ballot

and filled for a period of one (1) year by appointment, made by the incoming President under the authority for appointments contained in Article VII. The remainder of the term shall be filled through election in the subsequent year.

Section 4. Election Procedures

- A. All candidates seeking election either through nomination via the nominations committee or through petition must be qualified.
 1. A qualified candidate must:
 - a. Be a voting member in good standing
Is not the subject of an ongoing membership forfeiture action as described in Article III, section 6, paragraph C
 2. Former employees or contractors of the corporation are eligible to seek office if their separation from the corporation is not the result of termination for cause
 3. Employees and Contractors are ineligible to seek office with the exception of those Contractors who hold the title of Instructors, Evaluator and Lead Evaluator.
- B. All candidates for election must provide a photograph and a two hundred and fifty-- (250) word biographical summary and candidate statement. This information must be provided to the Executive Director and/or the Association office no later than the close of business on the 30th day of June each year.
- C. Ballots for the election of Board members shall be prepared and provided to the voting members of the Association by the 30th day of July each year. Ballots shall provide space for write-in candidates.
- D. All ballots will be returned to the Association office no later than the 30th day of August each year.
- E. Election to the Board of Directors positions will be by a plurality of votes cast, with each voting member having the right to one vote for each position to be filled.
- F. Votes will be tabulated and results announced by the President within 14 days of the close of the election. Votes will be tabulated by an objective third party (accounting/election firm) contracted by NASAR and the results announced by the President within 14 days of the close of the election. Ballots will remain the property of NASAR until a Board motion (usually at the first in-person meeting) is made for the destruction of the ballots.
- G. In the event of a tie, the two candidates with equal votes will be submitted to the membership in a run-off election to be held at the earliest practical date. The timing and structure of the run-off will be consistent with Section 4, Election Procedures

- H. The newly elected Board members shall assume their seats at the first board meeting of the calendar year immediately following the election.
- I. Elections for the Candidates may be performed via electronic ballot performed through email, the corporations website, or a third party (accounting/election firm) website or online application.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. General

The duties of the officers shall be such as are implied by their respective titles and which usually pertain to their respective offices, those which are specifically set forth in these Bylaws, and those which may be delegated to them by the Board of Directors.

Section 2. President

- A. The President shall be Chair of the Board of Directors and shall preside at all meetings of the Board, Special and Membership meetings.
- B. The President shall serve as the Chief Executive Officer (CEO) of the Corporation.

Section 3. Secretary

- A. The Secretary shall assist the President and shall act in the place of the President in his or her absence; and during the President's absence shall have all of his or her powers and duties.
- B. The Secretary will serve as the:
 - 1. Director of the Corporate Affairs Section
 - 2. Chair of the Bylaws Committee.
 - 3. Chair of the Nominations Committee
- C. The Secretary shall assume the office of the President in the event of death or incapacitation of the President.
- D. In the event that the position of the Secretary is vacant for any reason, the President shall immediately appoint a Secretary from among the members of the Board and the Secretary shall be confirmed at the next duly-called meeting of the Board of Directors.

Section 4. Treasurer

- A. The Treasurer shall serve as the Chief Financial Officer of the Corporation and assist the President and shall perform the usual duties devolving upon the office of Treasurer of the Corporation, except as otherwise provided by the Board of Directors.
- B. The Treasurer shall serve as the:
 - 1. Director of the Finance and Strategic Planning Section
 - 2. Chair of the Finance Committee.
 - 3. Chair of the Fundraising Committee
- C. The Treasurer shall assume the office of the President in the event of the death or incapacitation of the President and the Secretary or in the event that those offices are concurrently vacated for any reason.
- D. In the event that the position of the Treasurer is vacant for any reason, the President shall immediately appoint a Treasurer from among the members of the Board and the Treasurer shall be confirmed at the next duly-called meeting of the Board of Directors.

ARTICLE VIII – EXECUTIVE DIRECTOR

Section 1. Employment Procedure

- A. The Executive Director shall be employed upon a recommendation by the Executive Committee and approval by a two-thirds confirmation vote of the Board of Directors.
- B. The Executive Director shall be the highest ranking, highest paid employee in the corporation.
- C. The salary of the Executive Director shall be determined by the Executive Committee and approved by a majority vote of the Board. Employment shall be established by means of an employment agreement.

Section 2. Supervision

The supervision of the Executive Director shall be the responsibility of the President, as he or she may deem appropriate, and in the best interests of the Association.

Section 4. Duties

- A. The Executive Director shall serve as the Chief Operating Officer of the Association.
- B. The Executive Director shall be responsible for the daily operation of the corporation

including supervision, discipline, hiring and firing of staff.

- C. The Executive Director shall perform such other duties as may be delegated by the President.
- D. The Executive Director shall be a non-voting Officer for the duration of his or her employment and shall be an invited participant at all Board meetings. The Executive Director may be excluded from Board meetings.

ARTICLE IX- BUSINESS OFFICE

Section 1. Location and Function

- A. The Association shall maintain business offices as necessary to handle the day-to-day business of the Association. The business offices shall be located at the places best suited to the national interests of the Association.
- B. The business offices, its employees, and contractors shall function under the direction of the Executive Director.

Section 2. National Headquarters

The National Headquarters of NASAR may be located either at the business office, or at a location other than the primary business address of the Association, as determined by the President and approved by the Board of Directors.

ARTICLE X – FINANCIAL

Section 1. Fiscal Year

The fiscal year of the association shall be designated as January 1 – December 31.

Section 2. Operating Funds

As a non-profit corporation, the Association is authorized to raise operating funds by such means as are consistent with the purposes of the corporation and are approved by the Board of Directors.

Section 3. Acceptance of Grants or Contributions

Any member who may be offered a grant or contribution for this Association shall immediately notify the President, but no grant or contribution shall be finally accepted by the Association except upon the approval of the Executive Committee or the Board of Directors. The terms of any such grant or contribution shall be set forth in writing and signed both on behalf of the Association and the donor.

**ARTICLE XI - INDEMNIFICATION OF BOARD MEMBERS,
OFFICERS AND AGENTS**

Section 1. Conditions

- A. Indemnification of Board members, officers and agents of the Association is intended to be covered by the full extent of Virginia law.

- B. Article XIII and Article XIV of the Articles of Incorporation of the National Association for Search and Rescue, Inc. shall serve as the stated indemnification of Board Members, Officers and Agents.

ARTICLE XII - RULES OF ORDER

Section 1. Parliamentary Procedure

Robert's Rules of Order shall govern all parliamentary matters.

ARTICLE XIII - AMENDMENTS

Section 1. Bylaws

The Bylaws of NASAR may be amended by a two-thirds vote of the Board of Directors present at a duly called meeting or by electronic means.

Section 2. Board of Directors' Policy

Board Policy may be amended by a majority vote of a quorum of board members at a duly called meeting.

Section 3. Notice of Amendments

The sponsors, other than the Board of Directors or Bylaws Committee, of any amendment to the Bylaws must give written notice of the proposed amendment at least sixty (60) days prior to the meeting at which it is to be considered, recognizing that germane amendments may be made to such proposals at the meeting.

ARTICLE XIV - MEETINGS

Section 1. Membership Meetings

- A. An Annual meeting of the membership shall be held each year on such date and at a place as shall be determined by the Board of Directors.

- B. Special membership meetings shall be held if called for by a majority vote of the entire Board of Directors or by a majority vote of at least 1/10th of the voting members of the Association.
- C. In order to ensure adequate notice to the membership of the date, time and place of membership meetings and to ensure the ability of members to vote by proxy on any item of member business, the President shall provide a published notice of the date, time, place and agenda for all membership meetings. Notice for annual or special membership meetings shall be 60 days prior to the date of the meeting. Announcements may be made electronically.
- D. A quorum for all annual or special membership meetings shall be 1/10th of the voting membership of the Association, present or voting by proxy.

Section 2. Board of Directors' Meetings

- A. Duly called Board of Directors' meetings may be conducted telephonically, electronically, or in-person.
- B. Board of Directors' Meetings shall be held at such times and places as the Board of Directors may direct, but must include an annual minimum of two in-person meetings. In person shall be defined as the board member being physically present at the board meeting.
- C. In order to assure the presence of a quorum at all duly called meetings of the Board of Directors, the President shall provide written notice of the time and place at least 30 days prior to any proposed meeting, and the Secretary shall provide a proposed agenda to all Board members, no later than 14 days prior to the date of that proposed meeting.
- D. A quorum of the Board of Directors for any duly called meeting shall be defined as the presence of a majority of the then entire Board. Official business may not be conducted in the absence of a quorum.
- E. Board members, once elected, may not further delegate their responsibility of representation to alternates or other members.
- F. The Executive Director shall cause to be published and made available to the general membership a record of attendance of all Board members for duly called meetings of the Board of Directors.

Revisions:

September 16, 1995

February 11, 1996

October 1, 1999

February 4, 2000

June 30, 2000

February 26, 2003

September 14, 2003

January 25, 2004

March 17, 2004

January 20, 2007

December 3, 2008

November 18, 2009

January 14, 2012

November 17, 2012

June 4, 2014

July 16, 2014