

ARTICLE I

The name of the corporation is the SEARCH AND RESCUE COUNCIL OF NEW JERSEY, INC. which corporation is a not-for-profit corporation under the laws of New Jersey and is a qualified tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

Purpose

Section 1 PURPOSE OF THE CORPORATION

- a) Promote excellence in search and rescue among New Jersey Search and Rescue Organizations/Teams;
- b) Educate the police, fire and emergency medical services of New Jersey concerning search and rescue in outdoor settings;
- c) Assist local governments to reduce instances of unsuccessful searches;
- d) Cooperate with New Jersey State Police and County Offices of Emergency Management in dissemination of education and information to search and rescue teams in New Jersey;
- e) Cooperate with government agencies and other interested organizations in identifying the needs of search and rescue organizations and planning to meet them;
- f) Foster and promote mutual aid agreements and assistance between search and rescue organizations;
- g) Publicize the existence of search and rescue teams so appropriate resources may be best deployed when a search occurs; and
- h) Promote and conduct public education concerning outdoor recreation safety with a view to reducing the incidence and severity of searches.

ARTICLE III

Location

The principal office of the corporation shall be located in the State of New Jersey.

ARTICLE IV

Membership

Section 1 COMPOSITION

The corporation shall be a membership organization pursuant to the New Jersey not-for-profit corporation law. Membership shall be divided into two classifications defined below.

- a) Active Membership – Shall be an active agency that provides search and rescue services as one of their primary functions. Active members shall have voting privileges. Shall have the ability to have their delegate or alternates elected to the board. Active members shall designate a delegate and two alternates annually that shall be able to vote and hold office. An agency may change its delegates and alternates by notifying the President or other Board member either by written letter or electronically. An individual member of a member team shall be eligible to serve on committees.

- b) Associate Membership – Shall be an agency that is involved in search and rescue. Associate Members shall not have a vote or the ability to be elected to the board. Associate members shall have the ability to serve on committees but not hold the chair. Governmental agencies who provide ancillary search and rescue services are included in this category.

Section 2 DUES

Each Active Member shall be assessed annual dues, in an amount to be determined annually at the previous annual meeting by the Board of Directors. Associate Members may be assessed dues at the discretion of the Board of Directors.

ARTICLE V

Board of Directors

Section 1 COMPOSITION

The Board of Directors shall consist of seven (7) members. The board composition shall be the President, Vice-President, Secretary, Treasurer, and (3) Directors-At-Large.

Section 2 ELECTION AND TENURE

One-third (1/3) of the Directors-At-Large shall be elected at the Annual Meeting and shall serve for a term of three (3) years. Directors-At-Large shall be elected by majority vote of the Delegates. No one member may have more than one (1) officer and one (1) at large board member elected to the Board of Directors.

Section 3 REMOVAL

A Director-At-Large may be removed from the Board as provided by the laws of New Jersey for a not-for-profit corporation.

Section 4 RESIGNATION

The resignation of any Board Member, in the form of a written letter, shall be in effect upon its receipt by the President or Secretary of the Board.

Section 5 VACANCY

In the event of a vacancy on the Board of Directors for any reason, a special meeting may be called to fill such vacancy, and the voting Delegates shall elect a successor to hold said position for the unexpired term.

Section 6 COMPENSATION

The Board Members shall serve without compensation. Subject to approval by resolution of the Delegates, a Board Member may be reimbursed for reasonable and verifiable expenses necessarily incurred in furtherance of the purposes of the corporation.

Section 7 MEETINGS

(a) Call of Meetings. Meetings of the Board of Directors may be called by the President or by the Vice President or by any other member of the Board of Directors.

(b) Place of Meetings.

All meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors.

(c) Quorum.

The presence of 50% of the Board members shall be necessary for the transaction of business at any board meeting. Except as hereinafter provided. Each Board Member shall have one (1) vote.

(d) Transactions of the Board of Directors.

Except as otherwise provided in these by-laws or by law, every act or decision done or made by a majority of Directors present at a meeting duly held at which a quorum is present is the act of the Board. Each Director shall have one vote. However, the presiding officer shall not vote except that he may exercise his vote in the event of a tie vote or in order to complete a quorum.

(e) Conduct of Meetings. At all meetings of the Board, the President, or in his absence, the Vice President or in their absence the Treasurer shall preside.

(f) Adjournment.

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given Directors who were absent at the time of adjournment and, unless such time and place are announced at the meeting, to the other Directors.

Section 8 ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board or by any committee may be taken without a meeting, if all members of the Board or of a committee individually or collectively consent in writing, or electronically, to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors or unanimous vote of the committee.

ARTICLE VI

Officers and Duties

Section 1 OFFICERS

The Officers of the corporation shall include a President, Vice President, Treasurer, and Secretary. Treasurer and Secretary may have assistants appointed by the President.

Section 2 ELECTION OF OFFICERS

- a) Nomination for elections shall be held at the regular meeting prior to the elections at the annual meeting, starting with the nomination committee report, and then from the membership.
- b) The Officers shall be elected from the membership by a majority vote of the voting Delegates present at the annual Meeting.

Section 3 TERM OF OFFICE

- (a) Officers shall serve for a term of one (1) year and until their successors are duly elected, unless removed prior to such time. The President and Vice President shall not hold the same office for more than six (6) consecutive terms. There shall be no limitation on consecutive terms of other officers.
- (b) Any officer of the corporation may resign at any time by giving written notice to the Board of Directors or to any other officer. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or officer and the acceptance of the resignation shall not be necessary to make it effective.
- (c) A vacancy in the office of Vice President, Treasurer, and Secretary because of

death, resignation, removal, disqualification or otherwise, shall be filled by a majority vote of the Board of Directors. If office of President becomes vacant, the Vice President shall become President for balance of term.

Section 4 DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the organization and shall preside at all meetings of the Board of Directors. The President shall, with the advice and consent of the Board of Directors, appoint chairpersons of all standing committees. The President may be an ex-officio member of all standing committees, except the Nominating Committee, with the right of one vote. The president shall sign contracts and checks authorized by the Board of Directors, and have the principal responsibility of seeing that policies of the corporation are carried out, as determined by the Board of Directors or the membership.

Section 5 DUTIES OF VICE PRESIDENT

The Vice President shall assist the President in the fulfillment of the President's duties as required by the President and shall perform all the duties of the President in the event of the President's absence, the inability to act or a vacancy in that office.

Section 6 DUTIES OF TREASURER

The Treasurer shall have custody and control of all funds of the organization.

The Treasurer (or designee) will present a Treasurer's Report at every meeting.

The Treasurer will send out invoices for dues to all members by November 1 for the upcoming year.

The Treasurer will resend the invoice to the address of record by ordinary and certified mail, return receipt requested, if not paid by March 1 of the current year.

Section 7 DUTIES OF SECRETARY

The Secretary shall keep minutes of all meetings of the Board of Directors. He/she shall send notice of the next meeting, along with its agenda and minutes of the preceding meeting to all directors and members at least ten (10) days in advance.

The Secretary shall serve as the official record keeper of the corporation and be responsible to maintain copies of all corporate documentation, meeting minutes, etc. He/she shall also be responsible to forward these records to his/her successor.

ARTICLE VII

Committees

Section 1 CLASSIFICATION

There shall be two classifications of committees within the corporation--standing committees and ad hoc committees. Unless otherwise specified herein, the President will appoint the committee chair, and the chair of the committee will appoint committee members subject to the approval of the President.

Section 2 STANDING COMMITTEES

a) Membership Committee - The Membership Committee shall consist of three (3) Delegates (or Alternates) or more, each from different members. The President shall appoint the chairperson(s) and the committee members. It shall review and recommend applications for membership to the council, assuring that all appropriate paperwork is in order, and present the application to the membership for approval

b) Nominating Committee - The Nominating Committee shall consist of three (3) Delegates or more each from different Members. The President shall appoint the chairperson(s) and the committee members. Members of the Nominating Committee shall serve for one (1) year and may not serve more than two (2) consecutive years. It shall recommend persons for any election to office.

ARTICLE VIII

Contracts, Checks, Bank Accounts, etc.

Section 1

All contracts of the corporation, all checks and drafts and other orders for the payment of money out of the funds of the corporation, and all promissory notes and other evidence of indebtedness of the corporation shall be signed on behalf of the corporation by such Officer or Officers, Agent or Administrative Director, and in such manner as shall be determined by resolution of the Board of Directors.

Section 2

No Officer shall obligate the corporation beyond the limits of items in the approved budget without specific authorization from the Board of Directors.

Section 3

All checks shall require two signatures; authorized signatures are President, Vice President, and Treasurer.

ARTICLE IX

Amendments

These by-laws may be amended by two-thirds (2/3) vote of the general membership present at a meeting, provided that a copy of the proposed amendment has been presented and read at the prior regular meeting.

ARTICLE X

Parliamentary Authority

Roberts Rules of Order (Revised) shall constitute the ruling authority in all cases wherein they do not conflict with these by-laws or any statute of the state.

ARTICLE XI

Fiscal Year

The fiscal year of the organization shall be January 1st to December 31st .

ARTICLE XII

Proxies

In any case requiring voting to take place in connection with this organization, no proxy voting shall be permitted.

ARTICLE XIII

Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the New Jersey Not-For-Profit Corporation Law shall govern the construction of these By-Laws. Without Limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV

Standing Rules

Section 1 MEETINGS

- a) The membership shall meet at least four (4) times a year with meetings generally scheduled every two months. A yearly schedule of all regular meetings shall be distributed to Members at the beginning of each fiscal year.
- b) Special meetings of the membership may be called by the President or by the Vice President upon seventy-two (72) hours notice.
- c) Quorum: The presence of one third (1/3) of the active members in good standing shall be necessary for the transaction of business at any meeting. Each member team will have one (1) vote.
- d) Conduct of meetings: At all meetings, the President, or in his/her absence, the Vice President shall preside. In their absence, Robert's Rules of Order apply.

Section 2 PROCEDURES

The following are guidelines for the conduct of meetings and distribution of associated materials:

Meetings shall be run according to parliamentary procedures. Each meeting shall follow the agenda as closely as time and circumstances permit. Business accomplished early in the meeting shall include approval of the minutes from the previous meeting. The Members have final authority in all matters except those in which they have specifically delegated final authority to the Committee.

Section 3 VOTING

It is the responsibility of the President to give consideration to all issues in the matter with sufficient documentation for thorough review. The President shall state the motion prior to the taking of the vote, ensuring that the Secretary has accurately recorded said motion. Voting generally shall be via voice except by show of hands or by ballot if required by statute or upon demand of any member present. Only one vote per member may be cast by its Delegate or Alternate, and no Delegate or Alternate may represent more than one member during voting. The voting process shall allow for "yea," "nay," and abstentions. The President shall not vote except that he may exercise his vote in the event of a tie vote or in order to complete a quorum. When requested, the actual vote shall be reported in the minutes.

Section 4 STANDING

- a) A member team shall be in good standing only when:
 - 1) Its application has been approved by the general membership
 - 2) Member's annual dues are current, paid in full before March 1 of current year.
 - 3) Has filed their resource report during the prior year.

- 4) Members delegate or alternates have attended no less than 50% of the regular meetings in a calendar year.

- b) No member shall vote on any issue nor may its individual members serve in any office or chair any committee, when not in good standing.

- c) A member who's dues remain unpaid past May 1 of the current year will forfeit their membership provided a second invoice has been sent by certified mail, return receipt requested and ordinary mail on or about March 1 of the current year.