

ARTICLE I

Corporation

Section 1 NAME

The name of the corporation is the SEARCH AND RESCUE COUNCIL OF NEW JERSEY, INC. (“Council”) 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.

Section 2 PURPOSE

See Search and Rescue Council of New Jersey Mission Statement

Section 3 LOCATION

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

ARTICLE II

Membership

Section 1 COMPOSITION

- a) The corporation shall be a membership organization pursuant to the New Jersey not-for-profit corporation law.
- b) Membership shall be divided into the classifications defined below.
 - i. Active Membership – Shall be an active organization 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 active member 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 organization shall be eligible to serve on committees.
 - ii. Associate Membership – Shall be an organization 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.

- iii. Probationary Membership – shall be an organization that provides search and rescue services as one of their primary functions. Probationary members shall not have voting privileges and shall not have delegates or alternatives elected to the Board during their probationary period. Probationary members must be mentored by an Active Member in good standing who has been an active member of the Council for at least two (2) years. Probationary members must attend a minimum of fifty percent (50%) of all Council meetings and must comply with the training guidelines, rules, and regulations set forth by the Council.
- c) Active Members, Associate Members, and Probationary Members are individually known as a Member Organization and collectively as the Member Organizations.

Section 2 DUES

Each Active and Probationary 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.

Section 3 MISCONDUCT

- a) The Council has the right to take Action against a Member Organization if the organization, or any of its members, engages in misconduct or otherwise acts in a manner unbecoming the Council. Actions may include warnings, sanctions, suspension, and expulsion, depending on the severity of the circumstances.
- b) Any Action taken must be provided to the Member Organization in writing, include a description of the misconduct, establish any repercussions of the action (warning only, sanction(s), suspension, or expulsion), explain any required remediation, and state that a failure to address/resolve the misconduct, or any recurrence of the same or similar misconduct, will result in further action.
- c) If the circumstances pertaining to an instance of misconduct, in the judgement of the Board of Directors, merits immediate Action, the Board of Directors is permitted to determine and implement such Action. The Board is required to present the facts and circumstances of the situation and the Action(s) taken by the Board at the next regular Council meeting. The membership may revise or revoke the Board Action(s) by a two-thirds supermajority vote.
- d) If the circumstances pertaining to an instance of misconduct, in the judgement of the Board of Directors, does not merit immediate action, the misconduct will be addressed at the next regular Council meeting where the membership will vote on the Action(s) to be taken by the Council. If the vote on the Action is determined by less than a two-thirds supermajority, the Board of Directors may overrule the decision, which can in turn be revised or revoked by a two-thirds supermajority vote by the membership.

e) Examples of Misconduct:

- i) **Good Standing Violation:** Failure of a Member Organization to stay in good standing with the Council.
- ii) **SOP/Policy Violation:** Failure of a Member Organization or any of its members to follow the Council's standard operating procedures/policies.
- iii) **Violation of Directive:** Failure of a Member Organization or any of its members to follow directives validly issued through the chain of command.
- iv) **Violation of Lawful Order:** Failure of a Member Organization or any of its members to follow any lawful order issued by any law enforcement officer.
- v) **Unprofessional Conduct:** Failure of a Member Organization or any of its members to operate in a professional manner.
- vi) **Harassment/Discrimination:** Harassment or discrimination, sexual or otherwise, by a Member Organization or its members.
- vii) **Safety Violation:** Any act, or failure-to-act, that results in injury or unreasonable risk of harm and is due to gross negligence or willful, wanton, or reckless misconduct by a Member Organization or any of its members.
- viii) **Confidentiality Violation:** The dissemination of confidential information by a Member Organization or any of its members due to negligence or willful, wanton, or reckless conduct.
- ix) **Insurrection/Sabotage/Subversion/Defamation:** Any act of insurrection, sabotage, subversion, defamation or similar with regards to the Council or its operations, any Member Organization or their operations, or any agency having jurisdiction or their operations by a Member Organization or any of its members. Issues addressed through the proper channels in a professional manner are not violations.
- x) **Other Violation:** Any other action, or failure-to-act, by a Member Organization or any its members that is deemed to be misconduct based on the facts and circumstances involved.

f) Actions of the Council:

- i) **Warnings:** A warning establishes notice of the misconduct, but does not include any repercussions beyond any correlating remediation.

- ii) **Sanctions:** Sanctions may include, but are not limited to, the Member Organization losing voting privileges for a period of time, having members removed from a position or committee for a period of time, being placed on probation (losing voting privileges and having all members removed from any positions or committees) for a period of time, and/or being fined.
- iii) **Suspension:** Suspension of a Member Organization will result in their no longer have voting privileges, the removal of any members from Council positions and committees, and no longer being authorized to respond to incidents through the Council until the Suspension is lifted based on a time-frame, required remediation, or both.
- iv) **Expulsion:** Expulsion of a Member Organization will result in their removal from the Council and no longer being authorized to respond to incidents through the Council. Member Organizations that have been expelled may reapply for membership after a period of time determined by the Council and only if all required remediation has been completed.
- v) **Remediation:** The remediation required of a Member Organization should directly correlate to the misconduct and be a reasonable resolution or mitigation. Examples are the issuance of an apology to an AHJ, the issuance of an apology to the Council, the retraction of public statements, confirmation that disciplinary action was taken against a member who engaged in misconduct, or confirmation that remedial training or education has been performed by the Member Organization or specific members.

ARTICLE III

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 Organization 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 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/or place. Notice of the adjournment shall be given to any 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 IV**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 two (2) years 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 three (3) 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

- a) The President shall be the Chief Executive Officer of the corporation and shall preside at all meetings of the Board of Directors.
- b) The President shall, with the advice and consent of the Board of Directors, appoint chairpersons of all standing committees.
- c) The President may be an ex-officio member of all standing committees, except the Nominating Committee, with the right of one vote.
- d) 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

- a) The Treasurer shall have custody and control of all funds of the corporation.
- b) The Treasurer (or designee) will present a Treasurer's Report at every meeting.
- c) The Treasurer will send out invoices for dues to all Member Organizations by November 1 for the upcoming year.
- d) The Treasurer will resend the invoice to the address of record either by ordinary and certified mail, return receipt requested or by phone call and by electronic transmission, if not paid by March 1 of the current year.

Section 7 DUTIES OF SECRETARY

- a) The Secretary shall keep minutes of all meetings of the Board of Directors.
- b) 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.
- c) 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 V

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 a different Member Organization. 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 a different Member Organization. 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 VI

Contracts, Checks, Bank Accounts, etc.

Section 1 SIGNATOIRES

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 OBLIGATIONS

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 VII

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 VIII

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 IX

Fiscal Year

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

ARTICLE X

Proxies

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

ARTICLE XI

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 XII

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 Member Organizations 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 Active Member 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

- a) The following are guidelines for the conduct of meetings and distribution of associated materials:
 - i) Meetings shall be run according to parliamentary procedures.
 - ii) Each meeting shall follow the agenda as closely as time and circumstances permit.
 - iii) Business accomplished early in the meeting shall include approval of the minutes from the previous meeting.
 - iv) The Members have final authority in all matters except those in which they have specifically delegated final authority to the Committee.

Section 3 VOTING

- a) 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:
 - i) Its application has been approved by the general membership
 - ii) Member's annual dues are current, paid in full before March 1 of current year.
 - iii) Has filed their resource report during the prior year.
 - iv) 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 whose dues remain unpaid past May 1 of the current year will forfeit their membership provided a second invoice has been sent either by certified mail, return receipt requested and ordinary mail or by phone call and by electronic transmission on or about March 1 of the current year.