

Virginia Search & Rescue Council Inc.

ByLaws

I. Purpose

The purpose of this Council is to improve Search and Rescue in the Commonwealth of Virginia.

II. Membership

- A. There are three classes of membership in the Virginia Search and Rescue Council: Full Organizational Members, Members-at-Large, and Affiliated Members.
1. Full Organizational Members are:
 - a) Those organizations which have an active Memorandum of Understanding with the Virginia Department of Emergency Management (VDEM); or
 - b) Official state or federal agencies which have been voted in as a member of the Council in accordance with the ByLaws of the council.
 2. Members-at-Large are those individuals which have an active Memorandum of Understanding with VDEM and have been voted in as a member of the Council in accordance with the ByLaws of the Council. No individual shall be both a Member-at-Large and a member of an organization represented as a full organizational member on the Council unless specifically excepted by the Council. Exceptions to the dual membership limitations may be made by a two-thirds vote of a quorum at a meeting, if in the Council's view; the service provided by the individual is of such unique nature that it warrants separate representation on the Council.
 3. Affiliated Members are those individuals or organizations which have been voted to that status in accordance with the ByLaws of the Council.
- B. Voting is restricted to Full Organizational Members who shall have two representatives and two votes, Members-at-Large who shall have one representative and one vote. Affiliated Members are non-voting.
- C. To attain membership in the Council, a current Member of the Council must sponsor the prospective unit, Member-at-Large, or Affiliated Member during a Council meeting, and a simple majority must vote in favor of admission.
- D. To purge a Full Organizational Member; Member-at-Large; or Affiliated Member from the Council, a vote must be taken during a Council meeting. At least 30 days prior to the vote, membership and the delinquent member must be informed, in writing, that such a vote will be taken. During the vote, at least three quarters of all possible votes must be cast in favor of removal.
- E. Membership Dues: Dues are due and payable on January 1 of each year for the ensuing year. Invoices for the ensuing year will be distributed to member organizations or individuals at least 30 days prior to the end of each calendar year. Non-payment of dues may result in cancellation of Full Organizational Membership, if the member organization does not pay the dues, in full, after being notified three times in writing that they are in arrears.

- F. For the purpose of the ByLaws, active Memorandum of Understanding shall mean:
The organization or individual has a signed Memorandum of Understanding with VDEM and the organization or individual is currently available for search missions.
- G. Membership Status:
1. If a member organization or individual requests that they not be called for search missions for a period longer than six consecutive months or do not respond to search callouts from VDEM for a period of two years; the membership status of the organization or individual in the Council shall automatically be changed from that of a voting Member to an Affiliated Member.
 2. If a voting member of the Council, either a Full Organizational Member or a Member-at-Large, has not been present at a Council meeting for a period of two years, the Secretary of the Council will send a notice to the last known address for the unit or individual 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 or individual against readmission to full voting status on the Council, provided they meet all other criteria for becoming a voting member of the council at the time of readmission. Revised Monday, July 17 2006

Note: All current members of the Council will retain their Full Organizational Member status; provided they continue to meet all other requirements for retaining membership in the Council (amended October 27, 1990).

- H. Impeachment: Any Officer or member may be removed for any violation of the provisions of the Bylaws, for any personal conduct that may bring discredit upon the Virginia Search and Rescue Council or the VA Search and Rescue Program.
1. Charges for the impeachment of any Officer or member may be initiated by any two (2) members in good standing or a Grievance Committee appointed by Council Chair/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.
 2. The Grievance Committee will be chaired by no less than three individuals. One of which will be assigned "Chair" of the committee.
 3. The Grievance Committee will decide if the accused is innocent or guilty of the charges and present a recommendation to the Executive Committee. The Executive Committee consists of VA SAR Council Chairperson/President, Vice President, Secretary and two Council Representatives from membership groups. Each Executive Committee member will have one vote. If the accused is found guilty, the Executive Committee will decide his/her penalty. If it is decided the charges warrant impeachment, through a majority vote of Executive Committee members present, the accused Officer shall be removed from Office and the accused Officer or member shall never hold any Office in the Association. No person serving on the Grievance Committee, including the Council Representatives should have any affiliation with the grievance being reviewed.

III. Council Representation

- A. In order to conduct business effectively, each member organization will be represented by Council Representative(s). These Council Representatives must be appointed by the governing bodies of the member units. The President or the Secretary of the Council must be told who the voting representative(s) is/are prior to Council meetings. In addition, when the appointed representative(s) cannot be in attendance, proxies should be identified, in writing to a board member, prior to Council meetings.
- B. A quorum shall consist of one half the Voting Members (Full Members and Members-at-Large) plus one additional Representative attending a Council meeting.
- C. If a quorum is present, all decisions will be decided by a simple majority vote, with the exceptions of purging membership from the Council or passing an amendment.

IV. Meetings

Meetings of the Council shall be held at least quarterly or at the call of the President/Chairperson. Members who wish to have items placed on the agenda for a Council meeting should submit the item(s) to the President/Chairperson prior to the meeting for consideration. All meetings are open to the membership but only the designated Council Representatives of Full Organizational Members or Members-at-Large, or their proxies, may vote.

V. Board of Directors

The Board of Directors shall have power and authority over the business of the Council between meetings of the membership. The Board shall be subject to the orders of the Council membership and none of the Board's actions shall conflict with action taken by the membership.

The Board of Directors for the Virginia Search and Rescue Council shall consist of: the President/Chairperson, Vice-President, the Secretary, and the Treasurer.

- A. Four Board positions will be filled on a biennial basis. Elections will take place during the final Council meeting of every other calendar 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. Special elections will be held for any officer who relinquishes their position prior to the expiration of their term of office. Their replacement will serve out the remaining term of office
 - 1. President/Chairperson:
 - a) This position will be chosen from the membership. Nominees must be Appointed Representatives on the Council and their organizations must be Members in good standing.
 - b) The President/Chairperson will call and conduct the Council Meetings and prepare the agenda.
 - 2. Vice-President:
 - a) This position will be chosen from the membership. Nominees must be Appointed Representatives on the Council and their organizations must be Members in good standing.

- 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. Nominees must be Appointed Representatives on the Council and their organizations must be Members in good standing.
 - 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. The Secretary may also serve as the point of contact for maintenance of the Council website.
- 4. Treasurer
 - a) This position will be chosen from the membership. Nominees must be Appointed Representatives on the Council and their organizations must be Members in good standing.
 - 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.
- B. The officers will work together to inform all member organizations of Council meeting dates at least 30 days prior to the meetings. These officers will also receive written notice of voting representative (s) for each member group.
- C. In the event an office becomes vacant, the President/Chairperson will appoint an interim officer until a special election can be held. The vacancy will be announced at the first Council meeting following the vacancy and elections will be held at the following ensuing Council meeting.

VI. Rules of Order

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 these ByLaws and any special rules of order the Council might adopt.

VII. Dissolution

The Council may be dissolved at any time by recommendation of the Board of Directors and approved by more than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Council, whether voluntary or involuntary, or by operation of law, none of the assets of the corporation shall be distributed to any member, but after payment of all lawful debts of the corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 of the Internal Revenue Code of 1957, with such organization or organizations to be selected by the Board of Directors.

VIII. Amendments

Amendments to these ByLaws will be accepted only if two thirds of a quorum at a Council meeting vote in favor of the amendment. The amendment will take effect immediately upon receiving a passing vote.

Revised 6/23/09

Adopted: July 26, 1986

Amendments/Revisions: October 27, 1990; all amendments receiving unanimous approval and a quorum being present.
Draft Revision Proposed July 2008
Draft Revision Proposed April 2009 – posted for comments
Final Draft Proposed June 2009 – posted for comments.
Revisions approved July 2009.