

Bylaws of Whatcom County Search and Rescue Council

Revised April 22 2017

ARTICLE 1 – NAME AND PURPOSE

Section 1.1 Name

The name of the Corporation shall be Whatcom County Search and Rescue Council, hereinafter referred to as “The Corporation ” or “WCSAR Council ” or “WCSARC.” WCSAR Council is a private, non-government, and nonprofit corporation incorporated under the laws of the State of Washington.

Section 1.2 Purpose

The purposes of the Whatcom County Search and Rescue Council are to provide oversight and control of the Whatcom County SAR building and WCSAR Council equipment; to develop and incorporate policies that apply to all Whatcom County SAR units; to provide technical consulting and assistance in the field of search and rescue to the Whatcom County Sheriff and other responsible agencies; to promote the free exchange of rescue techniques and procedures; to disseminate advances in equipment; and to promote the interchange of information regarding the resources available for rescue operations within Whatcom County.

Section 1.3 Objectives

The objectives of the Council are:

- To promote cooperation between units of the Council
- To represent and be a spokesperson for member units in the formulation of ways and means of better accomplishing search and rescue operations
- To develop and incorporate policies that apply to all Whatcom County SAR units
- To promote the assembly of leaders who are knowledgeable in search and rescue techniques and operations
- To assist responsible agencies in search and rescue operations
- To promote the best possible utilization of personnel and equipment in the conduct of training exercises and search and rescue operations
- To promote cooperation with other agencies involved in SAR operations
- To promote the education of the public in wilderness safety
- To conduct a continuing, effective public information and relations program

ARTICLE 2 – MEMBERS

Section 2.1 Members

Members of the WCSARC have an interest in WCSAR, promote the objectives of the Council, and meet the requisite standards set forth herein. 1

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Section 2.2 Classifications of Members

- **Full Member:** Private, nonprofit WCSAR organization deemed effective by the Whatcom County Sheriff ’s Office. Full members have a voice and one unit vote in WCSARC meetings.
- **Associate Member:** Any organization or agency, including governmental entities, which provides support services to search and rescue operations. Associate members have a voice in WASARC meetings but do not have a vote.
- **Support Member:** Any person, organization, or agency that provides specific support services to search and rescue operations. A Support Member is designated a WCSARC Assistant for the specified type of support. Support Members have a voice in WCSARC meetings but do not have a vote.

Section 2.3 Qualifications to be a Member

The following are requirements to be a WCSARC member:

- A prospective member must submit a formal letter of application to the Council.
- Applying organizations shall require all of their members to have a Whatcom County Department of Emergency Services card and meet the requirements of Washington Administrative Code 118-04-120.
- Applying persons shall have a Whatcom County Department of Emergency Services card and meet the Support Personnel requirements of Washington Administrative Code 118-04-120.
- Becoming a member is at the discretion of the WCSARC voting units who may test the candidate's or organization's abilities and effectiveness.
- Any member or unit not meeting 75% attendance or participating via electronically to be an active or effective search and rescue organization or failing to meet the qualifications to be a member of the Council is required to appear before the WCSARC and show cause why the member should not be dropped from the WCSARC.
- A member may be removed by a vote of three-fourths of those representatives present and voting at a regularly scheduled meeting of the WCSARC. Notice of an upcoming vote for a member's dismissal shall to be made at a previously regularly scheduled meeting and all Council voting members will be notified in writing by email or USPS at least two weeks prior to a vote being taken.

ARTICLE 3 – ORGANIZATION

Section 3.1 Council Makeup

The WCSARC shall consist of an Executive Board, representatives from each Full Member organization, Associate Members, and Support Members for specific WCSARC functions.

Section 3.1a

Each unit of the Council shall be represented by the Organization's President or one appointed alternate.

Section 3.1b

The Executive Board (hereinafter sometimes referred to as the Board) shall manage the affairs and the property of the Corporation. The Board officers shall act only as a Board, and individual officers shall have no power as such.

Section 3.1,d

This corporation will conduct its activity following the organizational chart known as appendix page A and page B.

Section 3.1d

WCSARC assistants will be designated for any WCSARC functions that are necessary but outside the purview of other members, e.g. the SAR Council Key Assistant who controls all keys to the WCSAR Council building and the SAR Council Food Trailer Assistant who stocks, organizes, and controls the WCSARC food trailer.

Section 3.2 Meetings

Section 3.2a Monthly Meetings

Meetings shall be held monthly on the first Wednesday of each month at 7:30 p.m., at the Whatcom County Search and Rescue Building, or such other time or location as may be mutually agreed upon.

Section 3.2b Cancelled Meetings

Meetings cancelled due to operational requirements and legal holidays can be held on the following Wednesday, or such other agreed upon date.

Section 3.2c Special Meetings

Special meetings may be called by the Chairman to resolve urgent problems.

Section 3.2d Quorum

A quorum shall consist of two-thirds of the member units, and at least two of which shall be officers of the Council. Regular or special meetings shall not be called to order unless a quorum is in attendance.

Section 3.2e Attendance Requirements

Section 3.2e.1 A minimum of one appointed representative, or alternate, of each unit of the Council shall be in attendance to each meeting of the WCSAR Council.

Section 3.2e.2 A representative in attendance may represent only one unit.

Section 3.2e.3 The Council will send a letter to any unit that has not participated in person or electronically for three consecutive months.

More than three letters in a calendar year will result in an organization being removed from the Council.

Section 3.2f Meeting Conduct

Meetings will be conducted according to Roberts Rules of Order, unless changed at the discretion of the person conducting the meeting.

Section 3.2g Voting

3.2g.1 Voting on issues shall be by secret ballot or open ballot at the discretion of the Chairman.

3.2g.2 Simple majority shall rule, unless otherwise provided in these bylaws..4

Section 3.2h Organization Reports

Reports of mission activity by member organizations of the Council shall be presented at the regularly scheduled meetings of the Council.

Section 3.2i Agenda Issues

Units desiring to add to the agenda issues affecting search and rescue activities or Council members should contact the Secretary and Chairman prior to the monthly meeting.

Section 3.2j Organization Roster Reporting

Current organization rosters should be turned in to the Council Secretary on every even month with field qualifications and call out person in charge and will be forwarded to the WCSO deputies by the WCSARC.

ARTICLE 4 – EXECUTIVE BOARD

Section 4.1 General

The Executive Board (hereinafter sometimes referred to as the Board) shall manage the affairs and the property of the Corporation. The Board officers shall act only as a Board, and individual officers shall have no power as such. The Executive Board shall be comprised of the Chairman, Vice Chairman, Secretary, Treasurer, and the Immediate Past Chairman.

Section 4.2

Board members shall not receive compensation for their services as such but the Board may authorize reimbursement for expenses incurred by Board members in connection with the performance of their duties; provided, however, that nothing herein contained shall be construed to preclude any Board member from serving the Corporation in any other capacity or receiving compensation for any such services.

Section 4.3 Indemnification

Any person made a party to any action, suit or proceeding by reason of the fact that he is or was an officer or employee of the Corporation, or of any corporation for which he served as a director or officer at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for willful misconduct or recklessness in the performance of his duties. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such director, officer or employee may be entitled as a matter of law.

ARTICLE 5 – OFFICERS

Section 5.1 Officers

The officers of the Corporation shall be the Chairman, Vice Chairman, Secretary, and Treasurer. One person may hold only one of the previously mentioned offices at any one time..5 Officers are also Directors of the Corporation. Officers shall attend a minimum of 75% of the scheduled WCSAR Council meetings.

Section 5.2 Qualifications of Officers

To serve as an officer of the Whatcom County Search and Rescue Council an individual must be a member in good standing of a unit in good standing.

Election 5.3 Election of Officers

Section 5.3a Elections of officers shall be at the regularly scheduled December meeting. The Chairman shall appoint qualified individuals to serve out unexpired terms, subject to confirmation by the WCSAR Council.

Section 5.3b An Elections Committee of not fewer than three persons shall be appointed by the Chairman by the September meeting. They shall present a slate of candidates at the October meeting. Additional nominations will be accepted from the floor at the November meeting.

Section 5.3c The election of officers will be conducted by the Chairman of the Elections Committee. Voting shall be by secret ballot and in accordance with these bylaws. Voting will be decided by a simple majority of WCSAR Council members present.

Section 5.4 Terms of Office

- Officers shall serve for a term of one year.
- The Immediate Past Chairman shall serve on the Executive Board until replaced by a new Immediate Past Chairman.

Section 5.5 Duties of Officers

Section 5.5a Chairman The Chairman shall be the chief executive officer of the Corporation, shall have general supervision over the affairs and property of the Corporation and over its several officers, and shall generally do and perform all acts incident to the office of Chairman. The Chairman shall preside at all meetings of the WCSAR Council and shall have such other powers and duties as may be assigned to him or her from time to time by the members or as prescribed by the Council Bylaws or Council Membership Policy Guide. When authorized by the Council members, the Chairman may execute in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the WCSAR Council, except in cases where the execution thereof shall be expressly delegated by the Council or by these Bylaws to some other officer or agent of the Corporation. The Chairman shall appoint, subject to confirmation by the WCSAR Council, the Head of any committees formed. All other appointments shall be at his discretion.

Section 5.5b Vice Chairman The Vice-Chairman shall perform all duties normally associated with the office, shall perform duties of the Chairman at his/her request, and, during the Chairman 's absence shall have all his power and duties. When so acting, a Vice Chairman shall have all the powers of, and shall be subject to all the restrictions upon, the Chairman. When authorized by the Council members, the Vice Chairman may also sign and execute, in.6 the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the WCSAR Council, except in cases where the signing and execution thereof shall be expressly delegated by the Council or by these Bylaws to some other officer or agent of the Corporation. The Vice Chairman shall perform other duties as from time to time as assigned to him by the Chairman or WCSAR Council members.

Section 5.5c Secretary The Secretary shall act as a secretary of and keep the minutes of all meetings of the WCSAR Council. Whenever required by the President, the Secretary shall perform like duties for any committee. In the absence of the Secretary, the majority of the members present at any meeting may designate any person to act as Secretary for that meeting. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law. The Secretary shall have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. The Secretary shall perform all the duties

normally incident to the office of Secretary and other duties as may from time to time be assigned by the WCSAR Council or by the Chairman.

Section 5.5d Treasurer The Treasurer shall act under the supervision of the WCSAR Council and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep, or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities and transactions of the Corporation. The Treasurer shall deposit all moneys and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designated. The Treasurer shall disburse the funds of the Corporation based upon proper vouchers for such disbursements. The Treasurer shall perform all the duties normally incident to the office of Treasurer and other duties as may from time to time be assigned to him by the Council or the Chairman. If required by the WCSAR Council, the Treasurer shall give a bond forth faithful discharge of his duties in such sum and with such surety or sureties as the Council shall determine. The Corporation shall pay the expense of such bond

Section 5.6 Vacant Officer Positions

Section 5.6a If an elected officer does not serve an entire term, the Chairman will appoint a replacement for the remainder of that term.

Section 5.6b If the elected officer leaving is the Chairman, the elected Vice-Chairman will become the Chairman for the remainder of that term. The new Chairman will appoint a new Vice-Chairman for the remainder of that term.

Section 5.7 Removal of Officers

Section 5.7a Any officer may be removed from office at a regular or special meeting provided all delegates and Chairman are notified five days in advance in writing. There must be at least a two-thirds majority vote by members present at such a meeting..7

Section 5.7b The Chairman (or Vice-Chairman, in the event of the removal of the President) shall be responsible for the duties of the removed officer until a replacement is appointed or elected. A special election shall be held within two months to fill the position for the remainder of the term. The special election shall be conducted according to the procedures for the election of officers at the annual meeting.

ARTICLE 6 – COMMITTEES

Section 6.1 Committees

The Chairman and the Whatcom County Search and Rescue Council may delegate the management of any properties of the Council and the performance of Council activities to committees or organizations as necessary and appropriate.

ARTICLE 7 - FINANCES

Section 7.1 Monies

Section 7.1a Monies for operations of the Whatcom County Search and Rescue Council shall be from voluntary contributions of member organizations, public donations, grants and fundraising activities and **or** sources as they become available.

Section 7.1b Matters will be brought directly before the Council if over the sum of 500 dollars.

Section 7.1c The Chairman will appoint a board to review all complex money matters as the need arises. All complex money matters will be discussed at one meeting, placed in the minutes to inform all the organizations, and then a vote will be taken at the following Council meeting. There must be at least a two-thirds majority vote by members present at such meeting. A matter becomes complex by a majority vote at the time the issue arises.

Section 7.1d Fiscal Year

The fiscal year of the Corporation shall begin on January 1 of each year and shall end on December 31 in each year.

Section 7.2 Accounts

Section 7.2a Savings Account

- Some of the savings account money may be put into a Certificate of Deposit.
- All donations will go directly to the Savings Account.
- The Council may transfer money accounts to keep the balance of the Checking Account under \$2000.00
- All Savings Account money must be transferred only to the Checking Account.

Section 7.2b General Operating Checking Account

- All checks must be signed by the Chairman, Treasurer, or Board appointed and approved SAR member.
- Expenditures from the checking account are used for Council operations, such as bookkeeping, mission supplies, etc., and also for equipment expenditures authorized by the Council.
- No cash withdrawals will be made.

ARTICLE 8 – FUNDRAISING

Section 8.1 WCSAR Council Logo

WCSARC logos will not be used for any fundraising purposes without prior written permission from the Search and Rescue Council. If permission is granted, it can be revoked at any time.

Section 8.2 Telephone Soliciting

Whatcom County Search and Rescue Council does not permit telephone soliciting.

ARTICLE 9 – CONFLICT OF INTEREST

Section 9.1 General Principles.

- (i) Neither Council members nor their relatives shall be compensated in any manner, beyond the value of actual expenses incurred.
- (ii) Primary responsibility for making all decisions related to a conflict of interest, or possible conflict of interest, shall rest with the members of the WCSAR Council. The Council may delegate decisions subject to this Article to a committee composed of individual Council members unrelated to, and not subject to the control of, the person or persons involved in the proposed transaction.
- (iii) No Council member may receive compensation from the WCSAR Council for services rendered to the corporation.
- (iv) In any other transaction, no Council member may receive economic benefits from WCSAR Council that exceed the consideration provided for such transaction.
- (v) Deliberation, decision-making, and written documentation of all arrangements subject to this Article shall take place before WCSAR Council makes payments of any kind.

Section 9.2 Basis for Decision-making

In making decisions subject to this Article, the Council members or decision-making committee, shall, to the best of its ability, obtain and rely upon appropriate data as to comparability, such as:

- information about compensation paid by similarly situated corporations for similar goods or services
- current compensation surveys compiled by independent firms
- actual written offers from similarly situated corporations.

Section 9.3 Conflict of Interest.

Section 9.3.a No Council member may vote upon a matter in which he or she has a direct financial interest. No Council member may vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest.

Section 9.3.b Immediately upon becoming aware that such a conflict may exist, a Council member must disclose the existence of the potential conflict to the remaining Council members. If, by vote of the remaining Council members, a conflict of interest is found to exist, the Council member with the conflict shall withdraw from further deliberation and refrain from voting on the matter.

Section 9.4 Recordkeeping The basis for each decision subject to this Article shall be fully documented, including:

- the terms of the approved transaction and the date approved;
- the members of the decision-making body who were present during debate on the transaction and those who voted on it;

- the comparability data that was relied on by the decision-making body and how the data was obtained; and
- any actions by a member of the decision-making body having a conflict of interest

ARTICLE 10 – AMENDMENT OF BYLAWS

Section 10.1

Section 10.1a There will be a bylaw review every January, or at another scheduled meeting determined by the Chairman.

Section 10.1b The proposed bylaws will be presented at the following scheduled meeting.

Section 10.1c The proposed bylaws will be voted on at the next scheduled meeting after presentation, so that each unit can inform their membership.

Section 10.2 A notice of intent for Bylaw review and/or change shall be given prior to a regularly scheduled meeting, and a written notice of the intended changes shall be sent to the member units prior to voting on the amendments at a regularly scheduled meeting.

Section 10.3

Bylaws of the Council shall be amended by a two-thirds majority vote at a regularly scheduled meeting of the Whatcom County Search and Rescue Council.

ARTICLE 11 – DISSOLUTION OF WCSAR COUNCIL

In the event of dissolution of the Council, the net assets are to be distributed as follows: After all debts and obligations are paid or adequately provided for, the remaining assets shall be divided amongst the member organizations which, at the time of disbandment, are actively participating in search and rescue and have established a tax-exempt status as required in Section 501 (c) (3) of the Internal Revenue Code.

ADOPTION OF BYLAWS

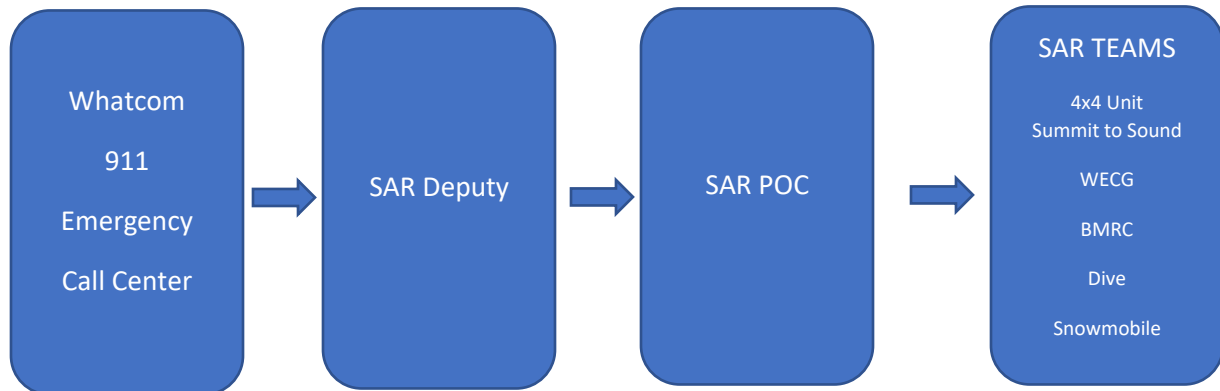
The members of the WCSAR Council have adopted the foregoing Bylaws.

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Whatcom County Council Chairman
Jesse A Curry

APPENDEX Page A

FLOW CHART FOR 911 CALLS NEEDING SAR TEAMS



Title: SAR Council Point of Contact (POC)

Job Description and Value

- Primary point of contact for SAR Deputies allowing them to make only one phone call to reach any and all SAR Council resources. A SAR POC would be available 24 hrs./day-365days/year.
- The SAR Council POC is fully cross trained individual in obtaining relevant information from SAR deputy and or reporting party (RP) to facilitate a seamless and efficient transfer of information needed by SAR Teams.
- Assisting teams with resources and support needed during a SAR mission.

Appendix Page B

SAR Council Organization Chart

Administration includes record keeping for the council, team's day to day operations and representation at WASARVAC.

