



**BYLAWS OF THE
4X4 RESCUE COUNCIL
INCORPORATED**

AS REVISED AND AMENDED

AUGUST 2015

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ARTICLE I

NAME AND LOCATION

The name of the corporation shall be: “4x4 RESCUE COUNCIL, Incorporated” (hereafter referred to as “the corporation”) and its location and chief place of business shall be in King County, Washington. The corporation may, by direction of its Board of Trustees, or by two-thirds vote of its members present at a meeting where prior written notice was provided all members of such a vote, establish one or more additional names for “doing business as” (“dba”), provided such dba’s are properly filed with the Secretary of State, and notice is provided to all members. Any and all, current or former, dba’s shall be documented in the Administrative Policies and Procedures, a separate document.

The business address and registered agent shall be properly recorded with the State of Washington in accordance with state laws, and shall be as stated in the Administrative Policies and Procedures.

ARTICLE II

CORPORATE SEAL AND LOGO

The corporate seal shall consist of a tire-mounted wheel with the words “Rescue” inscribed on the upper tire circumference; “Council” on the lower tire circumference, and “4x4” on the wheel hub. In addition, the corporation may adopt, modify, or discontinue one or more Logos. Any such Logo currently in use shall be identified in the Administrative Policies and Procedures.

ARTICLE III

PURPOSES

The purposes for which the intended corporation is formed are solely educational and charitable, without the inclusion of any purpose or intention of carrying on any business, trade, avocation or profession for profit. Without limitation as to the generality of the foregoing, the following purposes are specifically stated:

1. To provide a public service by engaging in Search and Rescue activities in support of civil agencies and other authorized Search and Rescue organizations; thereby aiding in the relief of the distressed and the lessening of the burdens of government.
2. To provide a group of citizens possessing knowledge of the state topography who are trained and equipped to assist other organizations in time of emergency or catastrophe.
3. To promote safety, good fellowship and good sportsmanship through education, training and example.
4. To disseminate information, and to conduct a training program for members and the public concerning outdoor safety and rescue operations.
5. To cooperate with civil authorities and with other non-profit organizations in furthering the objectives of this corporation; and to do and perform generally all acts and things incidental, expedient or necessary to accomplish the purposes above enumerated, provided that no part of the activities of the corporation shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation, nor for the gain of any private individual, trustee, officer or member of the corporation.

ARTICLE IV

NON-STOCK

The corporation shall have no capital stock, and no shares of stock in the corporation shall be issued.

ARTICLE V

POWERS

The corporation shall have all the powers, not contrary to law or the statutes of the State of Washington, incident to, expedient or necessary to carry out the purposes for which it is formed.

As a corporation legally organized and established, it shall have all the powers, rights and privileges of an existing corporation, subject only to the limitations, duties and restrictions which by law pertain to a corporation created under Washington Laws governing non profit and/or charitable organizations, including R.C.W. Title 24, provided, the powers of the corporation shall expressly be limited to the furtherance of exempt purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not be exercised in any manner for the carrying on of actions which are not permitted to be carried on by a Corporation exempt from Federal Income Tax said Section 501(c)(3).

ARTICLE VI

DURATION

The duration of this corporation shall be perpetual.

ARTICLE VII

BYLAWS

SECTION A - ORIGINATION AND PURPOSE

The Bylaws originally adopted in September 1964, with subsequent revisions, shall establish and define the policies and govern the activities of the corporation and all officers and members thereof while engaged in corporation related activities.

SECTION B - ARTICLES OF INCORPORATION

The Articles of Incorporation, as amended and restated on September 29, 1966, are on file with the Washington State Secretary of State's office, and maintained with our corporate records.

ARTICLE VIII **MEMBERSHIP**

SECTION A - CLASSIFICATION

There shall be three classifications of membership:

1. Member in Good Standing.
2. Probationary Member. Those members who have restrictions placed on their participation and/or privileges.
3. Honorary Member. Those recognized individuals who are members for life, and are exempt from paying dues.

SECTION B – ELIGIBILITY

All persons 18 years of age or over, who have an interest in the purposes of the corporation as stated in Article III, and who satisfy the requirements of the Administrative Policies, shall be eligible for membership regardless of sex, race, color or creed.

The process for obtaining membership is as stated in the Administrative Policies and Procedures.

SECTION C – INTEREST AND OBLIGATIONS OF MEMBERS

No member of the corporation shall have any right, title or interest in, or to the whole, or any part of the property or assets of the corporation, and no member shall be entitled to either the whole or any part thereof in the event of the termination of their membership in the corporation.

The obligations of membership are to abide by the Bylaws, rules, policies and procedures and further the purposes of the corporation.

Members will at all times act and conduct their activities in such a manner as not to reflect unfavorably on the corporation.

SECTION D - DUES

The annual dues of the corporation shall be set by the Board Annual dues for the next year shall be paid on or before the general membership meeting in October. A signed renewal form shall be required whether or not dues are imposed, and is also due at the October general membership meeting.

SECTION E - TERMINATION

Members who violate these Bylaws, or any rules, policies or procedures, or who fail to support the activities and purposes of the corporation, may be suspended or expelled by favorable vote of not less than 5 members of the Board. Members who are terminated under this provision shall be notified in writing of the reasons, and a copy of this notification shall be maintained in the corporation's records.

SECTION F - RIGHTS

1. Every member shall have the right to question and receive from the Board answers relative to any decision of the Board or the activity of any member performing business under direction of the Board.

2. Members in good standing who have met all renewal requirements before the November general meeting shall have one vote in corporate elections.
3. Application for reinstatement of membership shall be in accordance with the Administrative Policies and Procedures.

ARTICLE IX

BOARD OF TRUSTEES

The Board shall have all the power and authority granted by the statutes of the State of Washington, under which the corporation is formed, and shall have the power and authority vested in it by the Bylaws of the corporation.

SECTION A - STRUCTURE

A Board elected by the membership shall control the corporation. The Board will consist of the President, Vice President – Administration, Vice President – Operations, Secretary, Treasurer, Trustee One, and Trustee Two.

The terms of office commence with the first Board meeting following their election and last until the respective successors are elected as per the Administrative Policies. Length of terms, and serving of terms shall be in accordance with the provisions of the Administrative Policies and Procedures.

Vacancies in the Board shall be filled by a temporary appointment by the President, with the advice and consent of the Board. A majority vote of those members at the next regular General Membership meeting shall be required to ratify this appointment. Prior notice of such a ratification vote must be provided to all members at least one week prior to the meeting at which the vote will take place. Should a temporary appointee not receive ratification of the membership, nominations and election for a replacement shall be held at the same meeting. A Board member elected to fill any vacancy shall hold office for the unexpired term of their predecessor.

SECTION B - AUTHORITY

In addition to powers and authority vested elsewhere in these Bylaws, the Board has the specific authority to: (1) amend, revise, modify or otherwise change these Bylaws, providing that such changes shall be consistent with the Articles of Incorporation, (2) appoint and remove, at its discretion, all agents and employees of the corporation, (3) accept on behalf of the corporation any contributions, gifts or devices, (4) manage and conduct the affairs of the corporation

SECTION C - COUNCIL FINANCES

The Board shall be responsible for developing and approving an annual operating budget for the coming year no later than the last Board Meeting of the current year. This budget shall contain a requirement for a minimum bank balance of \$200. The budget shall be announced at the January General Membership meeting, and copies provided to the membership on request. Changes can be made during the budget year by simple majority vote of the Board. If such change is made, notice of the change shall be provided to the membership.

In the absence of an approved expenditure forecast, the Board may disburse the minimum funds necessary to continue normal monthly operations not to exceed amounts on the prior years expenditure forecast.

ARTICLE X

OFFICERS

The officers of the corporation shall be the seven trustees identified in Article IX, Section A, above.

SECTION A - SELECTION

Selection shall be in the manner prescribed in the Administrative Policies and Procedures.

SECTION B - REMOVAL

Any officer may be removed by the Board when, in its judgment, the best interest of the corporation will be served, subject to ratification (majority vote) by the general membership during the next regular membership meeting. An officer removed by the Board may not function in an official capacity between the time of the Board vote and the membership ratification. Any officer may be removed by two-thirds of the votes cast at a meeting of members. In either case, prior notice must be provided all members at least one week in advance of the meeting.

In addition, a Board member may be removed under the provisions of the Member Conduct and Behavior section of the Administrative Policies (Section 6, Membership, Paragraph F, Member Conduct and Behavior, Sub paragraph 1, Leadership Roles), or as a result of an adverse finding under the Equal Opportunity policy. Removal under these conditions does not require a ratification vote of the membership in accordance with Article X, Section B of these By Laws.

SECTION C - DUTIES

The Board collectively holds and retains all powers except as delegated in this Section C below. Individual Officers of the Corporation shall perform their individual responsibilities identified herein, and bring recommendations to the Board for approval prior to taking action beyond that. Appointments made by any officer shall be with the advice and consent of the full Board (appointments shall be effective immediately and remain until Board ratification). The appointing authority also has the right to remove any appointed position. Each Officer may create positions and appoint individuals to that position within the scope of their defined duties.

1. President. The President is the principal executive officer of the corporation, Chairman of the Board, and shall in general, supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of both the membership and of the Board and is responsible for programs at the general meetings. The President shall appoint all committee chairs. The President is the public representative of the unit, and may delegate specific aspects of that duty as appropriate.
2. Vice President-Administration. The Vice President–Administration (VPA), will arrange for meeting places, and will be responsible for new member processing and orientation. The VPA will be responsible for maintenance of the membership database, publication of the corporate newsletter, the unit web page, and corporate communications.
3. Vice President-Operations. The Vice President-Operations (VPO) shall be mission experienced, and shall conduct all business relating to Search and Rescue. Under the direction of the President, the VPO shall be responsible for coordination with civil and governmental agencies in connection with Search and Rescue operations. The VPO shall be responsible for the compilation and maintenance of all mission data and will be responsible for training programs and field training exercises. The VPO shall enforce mission policies of the corporation and report enforcement concerns to the Board, be responsible for an active leadership training program, be responsible for all search and rescue related equipment under his/her control, maintain an inventory list of all such equipment noting its condition and location, and provide a copy of that inventory to the Treasurer annually.

4. Secretary. The Secretary shall keep complete minutes of all meetings, retain custody of the original and official Bylaws and maintain such Bylaws complete with all amendments. The Secretary shall attend to the giving and servings of all notices, maintain historical files of all correspondence, be custodian of all corporate documents and records, and file a yearly roster of the officers and/or members with the responsible agencies. All records are to remain the property of the corporation and shall be surrendered to their successor.

5. Treasurer. The Treasurer shall collect all dues, have in their custody all monies, and deposit same in the name of the corporation in such depository as shall be selected by the Board, pay all bills, claims or rewards in accordance with these Bylaws, and/or as directed by the Board. The Treasurer shall keep an accurate account of all receipts and disbursements, and shall exhibit a statement of the financial affairs of the corporation at each Board meeting. The Treasurer shall hand over to their successor a complete and accurate financial statement together with all funds, records and supplies. The Board may at its discretion require the Treasurer to furnish a bond of security for the performance of duties, the expense of such bond to be paid by the corporation. The Treasurer shall be responsible for all member supplies under his/her control, and maintain an inventory list.

The Treasurer will prepare all required Internal Revenue Service reports and forms in time for presentation to the Board not later than the applicable Board Meeting. The Treasurer will file the required reports with the Internal Revenue Service as specified by law.

The Treasurer is responsible for preparation of the annual budget, which is presented, to the Board for approval.

6. Trustees. Trustee One and Trustee Two shall have been members of the corporation for not less than five years and shall have served as past members of the Board. These two trustees shall serve as consultants and advisors to the other members of the Board, and perform other duties as may be directed by the Board.

SECTION D – ORDER OF SUCCESSION

The order of succession shall be President, VPA, VPO, Secretary, Treasurer, Trustee One, and Trustee Two. The Board may alter the order of succession and thus designate any Board member to act in the President's behalf for a specific event or series of events, or for a specific period of time. Any Board Member acting as the President, shall have all the powers of, and be subject to all the restrictions upon the President.

ARTICLE XI **DISSOLUTION**

In the event the corporation is dissolved, it shall be the responsibility of the Senior Officer on record at the time of disbandment, to assure that all of its assets remaining after the payment of its outstanding debts shall be distributed to the King County Search and Rescue Association (KCSARA) to be divided equally among the member organizations of the Association for the purpose of furthering Search and Rescue Operations, provided further that in the event of the prior dissolution of the KCSARA, the funds shall be distributed to any nonprofit organization bearing objects similar to the corporation selected by the Board, and in no event shall the remaining assets of the corporation be distributed to or for its members or used for any purpose other than exclusively for charitable and educational purposes as permitted by corporations which are exempt from Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE XII

MEETINGS GENERAL MEMBERSHIP

General membership meetings shall be open to the public.

SECTION A - ANNUAL MEETING

The annual meeting shall be held during November at which time election of officers will be held. At least 2 weeks notice shall be provided to all members of the time and place of the meeting.

SECTION B - REGULAR MEETINGS

Regular meetings shall normally be held on the second Tuesday of each month.

SECTION C - SPECIAL MEETINGS

The Board may call special meetings. Notice of special meetings shall be mailed to the membership at least one week before any such meeting, stating the time and the place of the meeting, and a brief statement of the matter(s) to be considered. No business shall be transacted at a special meeting except that business stated in the notice.

SECTION D - QUORUM

A quorum at any meeting of the membership shall consist of fifteen percent of the total membership. If a meeting has to be adjourned because of a lack of a quorum, the members present at the next meeting shall constitute a quorum.

SECTION E - BALLOTS

Ballots will normally be cast by open display of hands or by a “yea” or “nay” voice vote; however, a written secret ballot can be called for on any subject.

SECTION F - ORDER OF BUSINESS

The order of business shall be as stated in the Administrative Policies and Procedures. Meetings shall be conducted in accordance with the rules of order included in the Administrative Policies and Procedures, except as may have been otherwise indicated within these Bylaws.

ARTICLE XIII

BOARD OF TRUSTEES MEETINGS

Board of Trustee Meetings shall be open to the General Membership, except as noted in Section C below. Minutes of Board meetings shall be provided to any member upon request. It is the expectation that the Board shall operate in a fully open manner, conducting the business of the corporation in a manner consistent with the desires and expectations of the membership so long as that is consistent with the Articles of Incorporation, Bylaws and Policies of the corporation.

SECTION A - REGULAR MEETINGS

The Board shall meet at least quarterly beginning in January. The Board shall set the place of the meeting. Members of the Board may, if necessary, participate in meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. It is the expectation that Board members will normally attend in person.

SECTION B - SPECIAL MEETINGS

Special meetings may be subject to call by any Board member upon reasonable notice to the other members of the Board. The date of this meeting shall not be more than ten days after the request. Participation by teleconference, as noted above, is acceptable. Notification of a Special Meeting shall be made to the general membership not later than 24 hours prior to the Special Meeting. Such notification may be made by any combination of page, email, or telephone so long as reasonable measures are taken to provide such notification.

SECTION C – CLOSED MEETINGS

When necessary for personnel or legal reasons, the Board may choose to hold a closed session in which only Board members shall be present. Minutes of any such closed session shall be treated in a confidential manner, and shall be retained only in the official Secretary's files. Only that specific business for which the meeting is closed shall be conducted in closed session.

SECTION D - QUORUM

Four members of the Board shall constitute a Quorum. That quorum may transact any and all business except as otherwise specifically stated within these Bylaws. A number less than a quorum may adjourn the meeting until a quorum is present, or in the event of a mandatory requirement, three members present may appoint, for one meeting only, an ex-officio advisory board member to the Board and these four members may transact any required business, provided that all decisions must be unanimous.

SECTION E - ELECTRONIC MEETINGS

The Board may discuss business by email in between regular or special meetings as desired. Any such correspondence or discussion that bears weight on a motion at a Regular or Special Board meeting shall be attached to the minutes of such meeting. In an urgent situation where it is not practical to meet in person, the Board may conduct business (pass a motion) by email correspondence. Any such action shall be made part of the minutes of the next Regular or Special Board Meeting, and shall be announced at the Regular or Special general membership meeting. Any email discussion or conduct must include all Board members.

SECTION F – EX-OFFICIO RESPONSIBILITY

All retiring board members shall become Ex-officio Advisory Members of the Board unless removed by Board or general membership vote prior to their normal term of office.

ARTICLE XIV

AMENDMENTS BY MEMBERS

In addition to the provisions of Section B of Article IX, the members may amend the Bylaws. Proposed Amendments of the Bylaws must be presented to the President in written form at a regular meeting. The proposal shall be received and submitted for discussion and a vote at the next succeeding regular meeting. The Secretary shall notify all the members of the full-proposed Amendment(s), which will include a discussion statement and recommendation from the Board at least one week prior to the meeting. Approval of the amendment(s) requires two-thirds majority vote of the members present and voting.

ARTICLE XV

INDEMNIFICATION

Each Officer now or hereafter serving the corporation, and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a Trustee, Director, Agent or Officer, whether for profit or not for profit, and the respective heirs, executors and administrators of each of them shall be indemnified by the corporation to the fullest extent provided by law against all costs, expenses, judgments, and liabilities, including attorneys fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit, or proceeding, civil or criminal in which he or she may be made a party by reason of his or her being or having been such Officer at the time of such costs, expenses, judgments, and liabilities, provided that in his or her official capacity with the corporation he or she acted in good faith and in a manner reasonably believed not opposed to the interests of the corporation and in the case of criminal proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation or had reasonable cause to believe his or her conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which such Officer may be entitled as a matter of law.

Member Responsibility to Corporation: Each member agrees to hold the Corporation harmless from liability from any action or inaction, or the result of any action or inaction on his or her part at any time and under any circumstances including action or inaction resulting from direction of any officer, or other member of the corporation.

The Corporation may obtain insurance on behalf on any person who is an Officer or agent against any liability arising out of his or her status as such, whether or not they would have power to indemnify him or her against such liability. Such indemnification shall be governed by and consistent with RCW 24.03.03 5 (14) and RCW 23 A.08.025, as amended.

Date	Change
August 24, 2015	Renewals now due in October. Election Timeline Changes