

**CORPORATE BYLAWS and Articles of INCORPORATION
OF
S.C. SEARCH AND RESCUE, INC.
Incorporated March 16, 2023**

ARTICLE I - LEGAL FORM

Section 1. Corporate Entity

The S. C. Search and Rescue, further referred to in this document as SCSAR, is a non-profit corporation existing and organized under the Arkansas Corporation Act and the laws of the of Arkansas. SCSAR is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Purpose

The Corporation is organized as a charitable, educational and functioning Search and Rescue organization, which supports, coordinates, develops, informs, promotes, implements performs and evaluates search, rescue and all risk emergency response resources with the underlying principle of saving lives and training. The corporation is dedicated to the advancement of preparedness and skills; skills and procedures; the continued improvement of coordination between state, and local and volunteer search, rescue and all risk emergency organizations and to the general support of volunteer search, rescue, and all emergency response organizations. The underlying purpose of all SCSAR activities is to improve the quality, responsiveness and success of all search, rescue and other all risk emergency organizations during emergency operations and searches.

ARTICLE II - INSTRUMENTS OF CONTROL

Section 1. Written Instruments

The Corporation shall be controlled through written instruments each defining authority and responsibility of appropriate groups. These shall be in order of precedence: Articles of Incorporation, Bylaws, and Resolutions of the Board of Directors, Board of Directors' Policies, Administrative Policies and Procedures.

Section 2. Governing Bodies

The governing bodies of the Corporation shall be the following, in order of precedence:

1. Board of Directors.
2. CEO/ President
3. Vice President
4. Secretary/Treasurer

ARTICLE III-- MEMBERSHIP

Section 1. General

Membership of Search and Rescue team shall be through interview process and accepted under the President or Directors discretions, subject to the standards of membership set forth in this Article.

Section 2. Organizational Membership Roles

The Board of Directors shall identify membership categories or roles provided by the Director or President known as position titles, and as they deem appropriate, confirmed by the Board of Directors.

Section 3. Membership Designations

Voting for Corporation business, policies, training, and other items not limited to those stated herein shall be determined and voted or approved by the Board of Directors.

Section 5. Membership Approval

A. Designated memberships will be approved on the basis of a completed application and completing required training and probation, as set by the Board of Directors.

The President/CEO/Director may, on behalf of the Corporation, reject an application for membership if he or she is in possession of information that indicates:

1. That the applicant does not meet the requirements of the membership being sought, or
2. That the applicant has conducted him or herself in a manner contrary to the purposes and objectives of SCSAR, as specified in the Articles of Incorporation, or
3. That the applicant has made false or misleading statements in applying for membership.

Section 6. Membership Forfeiture

A. Any member who causes discredit upon this Corporation may be expelled by the Board of Directors or the President/CEO/Director.

ARTICLE IV—BOARD OF DIRECTORS

Section 1. Composition

The governing body of the Corporation shall be comprised of Four (4) members as listed below. Secretary and Treasurer shall be non-voting board members.

1. **Position 1. Founding Member, President/CEO**
David L Gruger
2. **Position 2.**
Donnie Clayton Jr.
3. **Position 3. Corporate Founding Member**
Pamela Rowland
4. **Position 4. Corporate Founding Member**
Sally Scioneaux
5. **Position 5. Corporate Founding non-voting member as Secretary/Treasurer**
Deborah A. Gruger
6. **Position 6. Non-voting member as Treasurer** (should secretary/treasurer be split)
Vacant

Section 2. Term of Office

- A. The Board shall be Self Appointed, Life Members. Vacancies are filled by the majority vote of the remaining members, or until a successor is elected or appointed. Newly added members shall be seated at the following scheduled Board Meeting.

Section 3. Authority

The Board of Directors shall have the same rights, powers, privileges and duties which are generally conferred upon Boards of Directors, and in addition thereto, as enumerated in the Articles of Incorporation.

Section 4. Officers

- A. The following positions, in order of succession, will comprise the Officers of the Association:
 1. CEO of which can also hold the office of President
 2. President which can also be held by the CEO
 3. Vice President
 4. Secretary which can hold the office of Treasurer
 5. Treasurer

Section 5. Election of Officers

- A. Secretary and Treasurer shall be elected by the Board of Directors. These may be combined into one position.
- B. Officers shall be elected by a majority vote of the Board of Directors other than the founding CEO/President of this incorporation as described in Section 5, C. Upon vacation both or one of these positions, the Board shall then elect vacant position.
- C. Officer elections shall be held at the first Board meeting of the calendar year. Elections shall be conducted only after the incoming board members have been officially seated at the meeting.

Section 6. Terms of Office

- A. Terms of office shall be life time.
- B. No Board Member shall seek election to the office of Secretary/Treasurer unless the Resignation of his or her membership on the Board has been formalized.

Section 7. Vacancy

- A. In the event that a member of the Board of Directors is vacated, the remaining board members shall appoint a new member for a life time term.
- B. The full Board must be notified within two weeks of receipt of any vacancy.

Section 8. Removal

- A. By seeking, accepting appointment, individuals serving as members of the Board of Directors, acknowledge a responsibility to the Corporation to attend duly-called meetings and conduct the business of the Corporation. An individual shall forfeit his or her position, and be deemed to have resigned from the Board of Directors, if he or she has failed to attend four duly-called meetings, without excuse, at any time during his or her term of office.
- B. In addition, individuals may be removed with or without cause from the Board of Directors if a majority of the voting membership voting in-person or by written proxy ballot at a special meeting, shall determine that the individual shall be removed. The question of removal shall be so placed before the voting membership if, at any time, not less than ten (10) percent of the voting membership, as of the first day of the petition period, should petition the Board of Directors in writing, for an election on

the question of removal All such petitions must, at a minimum, contain the information required under Article VI, Section 2C and D.

ARTICLE V - ELECTIONS

- B. All candidates for election must provide:
1. A photograph and;
 2. A two hundred and fifty (250) word maximum biographical summary;
 3. A candidate statement in the format provided by the Board of Directors. This information must be provided to the Secretary, the President/CEO and/or the Corporate office no later than the close of business on the 30th day of June each year.
 4. Employment History and Experience.
 5. Complete the standard SCSAR background verification.
- C. The newly elected Board members shall assume their seats at the first board meeting of the calendar year immediately following the election.
- D. Vacancies on the Board of Directors shall be filled as soon as possible or the next scheduled Board Meeting.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. General

The duties of the officers shall be such as are implied by their respective titles and which usually pertain to their respective offices, those which are specifically set forth in these Bylaws, and those which may be delegated to them by the Board of Directors.

Section 2. President

- A. The President shall be Chair of the Board of Directors and shall preside at all meetings of the Board, Special and Membership meetings.
- B. The President shall serve as the Chief Executive Officer (CEO) of the Corporation.
- C. The President may also serve as the Director of the Search and Rescue Program and the SCSAR Youth Program.

Section 3. Vice President

- A. The Vice President shall, with direction of the President/CEO and the Board of Directors, develop and enforce policies and objectives for the organization to ensure it maintains its values and meets established goals.
- B. When the President is unavailable, the Vice President will assume those duties of the President until such time the President is available.

Section 4. Secretary

- A. The Secretary shall assist the President and Vice President; and during the President and Vice President absence shall have all of his or her powers and duties.
- B. The Secretary shall assume the office of the President in the event of death or incapacitation of the President and Vice President.
- C. In the event that the position of the Secretary is vacant for any reason, the President shall immediately appoint a Secretary from among the members of the Board and the Secretary shall be confirmed by Board vote at the next duly-called meeting of the Board of Directors until such time a permanent Secretary is appointed by the Board of Directors.
- D. Secretary is a non-voting board member and may also be Treasurer.

Section 5. Treasurer

- A. The Treasurer shall serve as the Chief Financial Officer of the Corporation and assist the President and shall perform the usual duties devolving upon the office of Treasurer of the Corporation, except as otherwise provided by the Board of Directors.
- B. The Treasurer shall assume the office of the President in the event of the death or incapacitation of the President and Vice President and the Secretary or in the event that those offices are concurrently vacated for any reason.
- C. In the event that the position of the Treasurer is vacant for any reason, the President shall immediately appoint a Treasurer from among the members of the Board and the Treasurer shall be confirmed by Board vote at the next duly-called meeting of the Board of Directors until such time a permanent Treasurer is appointed by the Board of Directors. Treasurer position and function may be held by the Secretary.
- D. The Treasurer shall provide to the Board of Directors, Financial Reports at Each Scheduled Meeting and the Year End Financials at the designated Board Meeting to include State and Federal Tax filings/reports with required documents to Secretary of State and IRS.
- E. Treasurer is a non-voting Board Member.

ARTICLE VII- BUSINESS OFFICE

Section 1. Location and Function

- A. The Corporation shall maintain business offices as necessary to handle the day-to-day business of the Association or as deemed by the Board of Directors. The business office shall be the address of the President/CEO (Founder) of the corporation until the time deemed necessary by the Presidents/CEO's request.
- B. The business offices, its employees, and contractors shall function under the direction of the CEO/President.

Section 2. Headquarters

The Headquarters of SCSAR may be located either at the business office of the Founder/President/CEO's address, or at a location other than the primary business address of the Corporation formed at the Founder/President/CEO's address, and as determined by the President/CEO and as approved by the Board of Directors.

ARTICLE VIII – FINANCIAL

Section 1. Fiscal Year

The fiscal year of the association shall be designated as January 1 – December 31.

Section 2. Operating Funds

- A. As a non-profit corporation, the Association is authorized to raise operating funds by such means as are consistent with the purposes of the corporation and are approved by the Board of Directors.
- B. The President/CEO or his designee may at his or her discretion expend funds as set by the Board of Directors.
- C. Signature Card and Banking Account Access designees who of which a minimum of two (2) shall be required to sign checks or transactions;
 - 1. President/CEO.
 - 2. Secretary and/or Treasurer or at the discretion of the Board, Vice President.
 - 3. Board Member Pamela Rowland, or as directed by the Board of Directors.

Section 3. Acceptance of Grants or Contributions

Any member who may be offered a grant or contribution for this Corporation shall immediately notify the President/CEO, but no grant or contribution shall be finally accepted by the Corporation except upon the approval of the Board of Directors. The terms of any such grant or contribution shall be set forth in writing and signed both on behalf of the Corporation and the Donor. The President/CEO may accept small donations by way of receipt to the donor providing the donor with the Corporation Tax ID number and submit such receipts and monies to the Treasurer for recording and deposit.

**ARTICLE VIII - INDEMNIFICATION OF BOARD MEMBERS,
OFFICERS AND AGENTS**

Section 1. Conditions

- A. Indemnification of Board members, officers and agents of the Corporation is intended to be covered by the full extent of Arkansas law.
- B. Article XI and Article XII of the Articles of Incorporation of S. C. Search And Rescue, Inc. shall serve as the stated indemnification of Board Members, Officers and Agents.

ARTICLE X - RULES OF ORDER

Section 1. Parliamentary Procedure

Robert's Rules of Order shall govern all parliamentary matters.

ARTICLE XI - AMENDMENTS

Section 1. Bylaws

The Bylaws of SCSAR may be amended by a two-thirds vote of the Board of Directors present at a duly called meeting or by electronic means.

Section 2. Board of Directors' Policy

- A. SCSAR Policy may be amended by a majority vote of a quorum of board members at a duly called meeting.
- B. SCSAR Board of Directors shall establish all Policy and Procedures of the Board of Directors and Team Membership and Standards.

Section 3. Notice of Amendments

The sponsors, other than the Board of Directors or Bylaws Committee, of any amendment to the Bylaws must give written notice of the proposed amendment at least sixty (60) days prior to the meeting at which it is to be considered, recognizing that germane amendments may be made to such proposals at the meeting.

ARTICLE XIII - MEETINGS

Section 1. Board of Directors' Meetings

- A. Duly called Board of Directors' meetings may be conducted telephonically, electronically, or in-person.
- B. Board of Directors' Meetings shall be held at such times and places as the Board of Directors may direct, but must include an annual minimum of one in-person meetings. In person shall be defined as the board member being physically present at the board meeting.
- C. In order to assure the presence of a quorum at all duly called meetings of the Board of Directors, the President shall provide written notice of the time and place at least 30 days prior to any proposed meeting, and the Secretary shall provide a proposed agenda to all Board members, no later than 14 days prior to the date of that proposed meeting.
- D. A quorum of the Board of Directors for any duly called meeting shall be defined as the presence of a majority of the then entire Board. Official business may not be conducted in the absence of a quorum.
- E. Board members, once elected, may not further delegate their responsibility of representation to alternates or other members.
- F. Board meetings shall be held Semi-annually.
- G. Any member of the Board of Directors may call a special meeting of the Board with a 7 day notice to the entire Board Of Director Members unless extenuating circumstances exists.

Revisions:
November, 18 2023