

By-Laws for Mississippi Search and Rescue Association

Article I – Name and Statement of Purpose

The name of the organization shall be: Mississippi Search and Rescue Association

The Purpose of the association shall be:

- A. To promote and encourage Search and Rescue and the organizations engaged therein.
- B. To promote professionalism and good ethics of Search and Rescue operations.
- C. To foster, encourage and promote the constant upgrading of skills, abilities, qualifications and educational requirements of the Search and Rescue personnel. To this end, encourage, promote and engage in the sponsorship and initiation of courses of instruction and schools of training for the purpose of increasing the knowledge and efficiency of the Search and Rescue responders.
- D. To offer information and guidance on governmental policies related to Search and Rescue.
- E. To promote the public welfare and the education of the general public in preventative Search and Rescue measures.
- F. To encourage the association of Search and Rescue responders with Search and Rescue Units.
- G. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

Article II – Membership

A. Membership shall consist of 2 groups:

1. Individual— Any person who has an interest in Search and Rescue, is eligible to become an active member of this association, which entitles individual members in good standing the privilege of casting in person one vote per question at association meetings.
2. Honorary- Upon the signed recommendation of one (1) member entitled to vote, seconded by another member entitled to vote and by vote of the board of directors, honorary membership may be conferred upon any person (or organization) who shall have rendered notable services to the organization. An honorary member shall have none of the obligations of membership in the organization, but shall be entitled to all of the privileges except those of moving motions, voting, or holding elected office.

B. Membership Privileges and Obligations

1. Dues and Membership Year

- a. The annual dues for each member of the association shall be determined by the Board of Directors. The dues for membership shall be \$20.00 per individual.

- b. Membership Year—The membership year runs from October 1 through September 30
- 2. Voting—No proxy vote shall be allowed unless ordered by the Board of Directors by a 2/3 majority vote on a case by case basis. The Board shall determine the rules governing proxy voting.
- C. Duration of Membership and Resignation—Membership in this Association may terminate by voluntary withdrawal with all rights, privileges, and interests ceasing on the termination of membership.
- D. Termination of Membership: Members may be terminated by:
 - 1. Resignation: Any member in good standing may resign by giving written notice of resignation to the Secretary. Members who resign when in debt to the Mississippi Search and Rescue Association must satisfy such debt at the time of the resignation. Resignation shall be effective upon receipt by the Secretary.
 - 2. Lapsing: A membership shall be considered lapsed and automatically terminated if a member's dues are not paid in full and received by the Treasurer by February 1st each year.

Article III – Officers

- A. The elective officers of this association shall be a *president*, a *vice-president*, *secretary*, and a *treasurer*. These officers shall be elected annually by the general membership at the Association's annual meeting. Elections shall be by ballot and a majority of the votes cast shall elect. Each elected officer shall take office at the completion of the election process during the annual meeting. Elections may be held by voice or show of hands by unanimous consent of the members present at the meeting.
- B. Term of Office- All officers of the association shall be elected for a term of one (1) year. Each is eligible to run for re-election provided that he/she has renewed their membership. Each elective officer shall serve until his successor is duly elected and qualified.
- C. Vacancies-Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting of the board.
- D. President-The president shall be the principal elective officer of the Association, the Board of Directors, and the Executive Committee with the right to vote to break deadlocks in all committees except the nominating committee. He shall also, at the annual meeting of the Association and at such other times as he shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors.
- E. Vice-President-The vice-president may, in the order of their designation by the president, be delegated by the president to perform his duties, in the event of his temporary disability or absence from meetings, and shall have such other duties as the president or the Board may assign.

- F. Treasurer – The treasurer will be the chief financial officer of the Association and shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Association and the care and custody of its funds, securities, and valuable papers, except his/her own bond (if any is required) and except records and documents required hereby or by vote of the Directors to be kept by some other person. He/she shall keep or cause to be kept accurate books of account available at all reasonable times to inspection by any member. He/she shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved by such other officers as the Board may prescribe. All sums received he/she shall deposit in the Bank or banks or trust company, approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the president. Funds may be drawn only upon by the signature of the treasurer. The treasurer, with the approval of the Board of Directors, may appoint one or more assistant treasurers, to perform such duties as the treasurer may delegate to him/her or them. The treasurer shall have such other duties and powers as may be designated from time to time by the Board of Directors or the President.
- G. Secretary – The secretary shall attend and keep records of all meetings of the members and of the Board of Directors. He/she shall keep the minute book, the Articles of Organization, an attested copy of the By-Laws with marginal reference to all amendments thereof, and a current list of all members with their addresses available at all reasonable times to inspection by the representative of any member. In his/her absence from any meeting described herein, a temporary clerk chosen at the meeting, shall record the proceedings thereof. The secretary shall have such other duties and powers as may be designated from time to time by the Board of Directors or the President. The secretary shall be responsible for communications of the Board of Directors and Association members. He/she will be responsible for supervision of the following duties and posting same on web page of Association:
1. Put out Bi-annual Newsletter reporting activities of the association.
 2. Inform members of training/certification classes being offered
- H. Bonding –At the direction of the Board of Directors, any officers or employee of the association shall furnish, at the expense of the association, a fidelity bond, in such a sum as the Board shall prescribe.

Article IV – Board of Directors

- A. Powers – Except as reserved to the members by law, by the Articles of Incorporation, or by these bylaws, the business of the Association shall be managed by the Directors who shall have and may exercise all the powers of the Association.
- B. Composition – The Board of Directors shall be composed of the president, the vice-president, the secretary, and the treasurer, and one (1) director elected from each of the 3 Divisions of the Association, descriptions and boundaries of which are described in Article IV, Section H. Each and every director shall be at the time of his/her election or appointment, and throughout his/her tenure on the Board of Directors, an active member of the association.
- C. Term of Office – At each annual meeting Directors shall be elected for a term of one (1) year. Directors are eligible to run for re-election. Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until they resign, are removed, or are otherwise unable to fulfill an unexpired term.

- D. Meetings – Except that the Board shall have a regular meeting at the time and place of the bi-annual meeting, the Board shall meet *quarterly* or upon call of the president at such times and places as he may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by email to each member of the Board at his last recorded email address at least fourteen (14) days in advance of such meetings.
- E. Quorum – Three (3) members of the Board shall constitute a quorum at any meeting of the Board. Any less number may adjourn from time to time until a quorum is present.
- F. Absence – If a director is absent from two (2) consecutive meetings for reasons, which the Board has failed to declare to be sufficient, his resignation shall be deemed to have been tendered and accepted.
- G. Resignation or Removal – Any director may resign at any time by giving written notice to the president, the secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board.
- H. Geographical District Boundaries – For purposes of district election of directors to the Association Board of Directors, and for other geographical considerations that may arise, the State of Mississippi shall be divided into 9 separate districts composed of counties that will coincide with FEMA districts across the state. These 9 Districts will be grouped into 3 divisions. The current description and boundaries of which are as follows;
1. The Northern Division will consist of Districts 1, 2 and 3 and shall include Desoto, Benton, Alcorn, Tunica, Tate, Marshall, Tippah, Prentiss, Tishomingo, Itawamba, Lee, Pontotoc, Lafayette, Panola, Quitman, Coahoma, Bolivar, Tallahatchie, Yalobusha, Washington, Sunflower, Leflore, Carroll, Montgomery, Humphries, Holmes, Attala, Union, and Grenada.
 2. The Central Division will consist of Districts 4, 5 and 6 and shall include Clarke, Jasper, Smith, Simpson, Copiah, Claiborne, Warren, Hinds, Rankin, Scott, Newton, Lauderdale, Kemper, Neshoba, Leake, Madison, Issaquena, Sharkey, Yazoo, Winston, Noxubee, Choctaw, Calhoun, Chickasaw, Clay, Lowndes, Monroe, Oktibbeha, and Webster.
 3. The Southern Division will consist of Districts 7, 8, and 9 and shall include Wilkenson, Adams, Franklin, Jefferson, Lawrence, Lincoln, Amite, Pike, Walthall, Marion, Lamar, Forrest, Covington, Jefferson Davis, Jones, Wayne, Perry, Greene, George, Stone, Pearl River, Hancock, Harrison, and Jackson.
- I. Vacancies – Any vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by the remaining members of the Board for the unexpired term.

Article V – Meetings

There shall be two meetings of the Association per calendar year. Notice of such meetings shall be e mailed to all members by the Secretary of the Association no less than 30 days in advance of each meeting encouraging them to attend and exercise their voting rights as allowed by these By Laws.

- A. Primary General Membership Meeting (Annual) will be held during the month of September, unless otherwise ordered by the Board of Directors, for election of Officers and the Board of Directors; for receiving, annual reports and the transaction of other business.
- B. Secondary General Membership Meeting (Bi-annual or Semi-Annual) will be held during the third quarter, unless otherwise ordered by the Board of Directors.
- C. Special – A special meeting of the members may be called at any time by a majority of the Board of Directors then in office, or as otherwise provided for by law. At a special meeting, a quorum shall consist of twenty-five (25) percent of the total voting membership.
- D. Quorum – At the two main meetings of the members, a quorum shall consist of five (5) percent of the total voting membership or a quorum of the Board of Directors. The presiding officer may adjourn the meeting from time to time until a quorum is present. Any meeting may be adjourned from time to time by the affirmative vote of a majority of votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- E. Order of business – The order of business at meeting shall be as follows:
 - 1. Call to order
 - 2. Roll Call of Members present
 - 3. Reading of minutes of previous meeting
 - 4. Receiving communications
 - 5. Reports of officers
 - 6. Reports of committees
 - a. *Standing*
 - b. *Special*
 - 7. Unfinished Business
 - 8. New Business
 - 9. Election of Directors
 - 10. Adjournment
- F. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these bylaws.

Article VI – Committees

- A. The President, subject to the approval of the Board of Directors, shall annually appoint such standing, special, or subcommittees as may be required by the bylaws or as he may find necessary.

- B. Executive Committee – There shall be an Executive Committee of the Board of Directors which shall conduct the affairs of the Association between meetings of the Association and of the Board of Directors, counsel the Chief Executive Officer, fix the hour and place of meetings, make recommendations to the Board of Directors, and perform such duties as are specified in these bylaws or by the Board of Directors. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and no more than two other members appointed by the President with the approval of the Board of Directors. The Executive Committee shall report to the Board of Directors at its succeeding meeting any action taken. Four members shall constitute a quorum for the transaction of business. Meetings may be called by the chairman or by two members.
- C. Membership Committee – There shall be a standing committee on membership. This committee shall be composed of a chairman selected by the President and three or more members from the active membership of the Association. The functions of the committee shall be:
1. To recommend changes to the Board of Directors in the qualifications for membership.
 2. To encourage the enrollment of all qualified search and rescue persons.
 3. To recommend to the Board of Directors programs of benefit or service to the membership.
 4. To develop and recommend to the Board of Directors appropriate credentialing mechanisms for the association.
 5. To seat the representatives at the annual meeting.
- D. By-Laws Committee – There shall be a standing committee on By-Laws. This committee shall be composed of a chairman and three (3) other members or more appointed by the President. The functions of this committee shall be:
1. To study the By-Laws of the Association and to consider submitting amendments.
 2. To make recommendations for changes, deletions, modifications, and interpretations of the existing By-Laws.
- E. Resolutions Committee – There shall be a standing committee on resolutions. This committee shall be composed of a chairman appointed by the President, and not more than three other members appointed by the chairman. The function of this committee shall be to draft such resolutions as are deemed appropriate by the Board of Directors or the members of the Executive Committee, and to submit these draft resolutions to the Board of Directors for approval.
- F. Long-Range Planning Committee – There shall be a standing committee on long range planning, consisting of a chairman and three or more members appointed by the President. The function of this committee shall be to counsel the President and Board of Directors in areas of concern that might have a long-range impact on the Association, and to make provisions and plans and set long-range goals and objectives for the Association, and to provide a measure of long term continuity to the Association.
- G. Legislative Committee – There shall be a standing committee on legislative matters, consisting of a chairman appointed by the President, and three or more members appointed by the chairman. The function of this committee shall be:

1. To monitor the activities of the legislature with respect to legislation being considered that is of interest to the Association.
2. To maintain an updated file of Legislators, legislative committee assignments, and other important staff and governmental assignments and appointments.
3. To convey to the members of the Legislature, their staff and other persons of importance, the position of the Association on matters of legislative concern.

H. Nomination committee – There shall be a standing committee on nominations, consisting of a chairman appointed by the President, and three or more members appointed by the Board of Directors. The function of this committee shall be to receive from the general membership, nominations for elective office, verifying the qualifications of the nominees, and to present these nominations to the general membership at the annual business meeting. In the event that no nominations are submitted by the general membership, the nominating committee shall prepare and submit a slate of officer candidates to the general membership at the annual business meeting.

Article VII – Fiscal Year

The fiscal year shall commence on the first day of October, and shall end on the last day of September.

Article VIII – Seal

The association may have a seal, also known as logo, of such design as the Board of Directors may adopt.

Article IX – Amendments

Upon proposal by the Board of Directors, these by-laws may be amended, repealed, or altered, in whole or in part, by a majority vote at any meeting of the association, provided that a copy of any amendment proposed for consideration shall be submitted to the by-laws committee at least sixty (60) days prior to the date of the meeting, except that as it pertains only to the first meeting after incorporation these by-laws may be amended without any prior notice or such intent to amend after a reasonable advance notice of the meeting is given.

Article X – Divisions

The Board of Directors is authorized to establish Divisions of the Association in which Divisions shall have as members, members of the Association.

- A. Purpose of the Divisions – A Division is established for the purpose of forming a forum within the Association for those members with special professional interests to share ideas, information, education, and to assure that the needs and concerns of these members are, reflected in the policies of the Association.
- B. Authority and Power – Divisions are established under the authority of the Board of Directors, and the Board of Directors may delegate certain powers to the Divisions to act on behalf of the members of the Division.

- C. Except as the Directors may otherwise determine, any Division may make rules for the conduct of its business, but unless otherwise provided by the directors, its business shall be conducted as nearly as may be in the same manner as is provided by these bylaws for the conduct of business by the Board of Directors. The Board of Directors may, by resolution adopted by a two-thirds majority of the whole board, terminate the existence of any division of Divisions.
- D. Supremacy – Where the guidelines or policy of a Division are in conflict with the bylaws of the Association, the bylaws of the Association shall be supreme.
- E. Goals and Objectives – The Divisions may establish goals and objectives. Such goals and objectives shall become effective upon approval of the Board of Directors of the Association.
- F. Membership – members of the Division must first be a member of the association.
- G. Membership Requirements – Divisions may establish membership requirements, such additional membership requirements must be approved by the Board of Directors of the Association prior to being put into effect.