

Upper San Juan Search and Rescue, Inc.



Bylaws
September, 2005
Amended Sept 2009, Nov 2011,
and January 2020

A Colorado Non-Profit Corporation

ARTICLE I

ORGANIZATION

Name. The name of this organization shall be Upper San Juan Search And Rescue, Inc. and shall be referred to within this document as USJSAR or “The Corporation”.

Registered Agent. USJSAR shall maintain a registered agent in the state of Colorado. The name and address of the registered agent shall be kept on file and shall be kept current with the office of the Colorado Secretary of State. The registered agent shall be designated by and may be changed at any time by the Board of Directors.

Principal Office. USJSAR shall maintain a principal office. The Principal office shall be kept on file and shall be kept current with the office of the Colorado Secretary of State.

Mailing Address. The mailing address of USJSAR shall be designated by the Board of Directors. If a mailing address is not so designated, the mailing address shall be the same as the Principal Office.

Informing Members of the Principal Office and Mailing Address. Members shall be kept informed of The Principal Office and Mailing Address by including these on the Membership Roster.

Upper San Juan Search and Rescue, Inc.

ARTICLE II

BYLAWS

OF

PURPOSE

UPPER SAN JUAN SEARCH AND RESCUE, INC.

Mission Statement.

1. a. Upper San Juan Search And Rescue, Inc. (USJSAR) is a non-profit, volunteer organization that trains and organizes volunteers in search, rescue, and other emergency services as described herein. USJSAR volunteers respond only when activated by the Archuleta County Sheriff or his/her designee, and operate only where directed by the Sheriff or his/her designee.
2. b. USJSAR members volunteer to provide these services so that others may live.

3. Location of Operation. USJSAR operates and provides these services within Archuleta County, Colorado. USJSAR also provides these services to other communities, in accordance with Mutual Aid Agreements maintained by Archuleta County and these respective communities.

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3. Legal Authority. USJSAR operates under the authority of the Archuleta County Sheriff's Office, at the discretion and under the jurisdiction of the Archuleta County Sheriff or his/her designee, as specified by Colorado State Law under C.R.S. 24-32-2107, or any future applicable Colorado Revised Statute defining how disaster and emergency services are governed.

ARTICLE III

NON-PROFIT STATUS

1. Non-Profit Status. USJSAR is formed exclusively for charitable purposes, and is not formed for profit or financial gain. All operations and financial matters shall be conducted within the limitations prescribed under Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding provisions of any future United States internal revenue law.
2. Limitations on Earnings. No part of net earnings of USJSAR shall inure to the benefit of, or be distributable to, its directors, officers, members, or any person having a personal interest in the activities of the corporation, except that USJSAR shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in the furtherance of the purposes of The Corporation.
3. Funding.
 - a. When necessary, funding shall be requested by petitioning the Archuleta County Sheriff's Office. Except in extreme circumstances, such petitioning shall be done in a timely manner, consistent with the budgeting schedule and procedures followed by the Sheriff's Office.
 - b. Funding shall also be obtained by accepting contributions from the public. Donors shall be given a receipt which documents The Corporation's 501(c)(3) status, and which states whether the contribution is tax-deductible.
4. Monies.
 - a. All monies received shall be processed through a bank account and purchases will be disbursed by check or other appropriate means.
 - b. All checks shall be signed by the Treasurer or other bank authorized signature as designated by the board of directors.
 - c. Checks for an amount which exceeds \$1000 shall be signed by the Treasurer and by one other bank authorized signature as designated by the board of directors.
 - d. An invoice, receipt, or other appropriate evidence of a purchase or expenditure shall be required and retained.
5. Annual Audit. The financial records of The Corporation shall be audited once a year by an auditing committee.
 - a. The committee shall consist of two (2) Full Members of The Corporation, who are neither Officers nor Directors of The Corporation. In years when a New Treasurer is being elected, the New Treasurer (Treasurer Elect) shall be a third member of the auditing committee.
 - b. The committee members shall be nominated by the Membership of the Corporation, and shall be appointed to the Committee by the Board of Directors.

- c. The Membership may require, by a simple vote, that an independent auditor be added to the auditing committee.
 - d. The auditing committee will be formed in January of each year, and shall report its results to the Membership Meeting held in March of the same year.
6. Non-Discrimination. USJSAR will not discriminate on the basis of sex, age, religion, race, disability, ethnic origin, sexual orientation, or marital or family status.

ARTICLE IV

STRUCTURE

1. Organization. USJSAR is a single unit, consisting of volunteer members. USJSAR includes its general membership with classes of membership defined herein, a Board of Directors, and Officers of The Corporation which are also members of the Board of Directors.
2. Protocol
 - a. Routine Operation. USJSAR trains and organizes volunteer search and rescue personnel by providing regularly scheduled monthly training events. Additionally, special skills training will be offered either within the organization or by way of fully or partially funded external training opportunities. These will be specific to the services USJSAR has committed to provide to the Sheriff's office.
 - b. Sheriff Activation. When activated for an operation or mission, USJSAR operates under the command protocol designated by the Archuleta County Sheriff or his/her designee. If no command protocol is specifically designated, USJSAR operates under the protocol specified for the NIMS and ICS systems, developed by the United States Federal Emergency Management Agency and used by the United States Office of Homeland Security.
3. Correspondence. All official correspondence sent from The Corporation shall go through and be sent by and signed by either the Chairperson, Vice Chairperson, or the Secretary. All correspondence received by The Corporation shall be delivered to and reported by the Secretary.

ARTICLE V

MEMBERSHIP

1. Classes of Membership. USJSAR shall have two classes of full membership and two classes of probationary membership. Full members are voting members within the corporation; probationary members are non-voting members. The classes are: Full Member and Probationary Member.
2. Full Member (voting). Full Members are adults 18 years of age and older, who have completed all application requirements and are considered to be in good standing with The Corporation. Members have voting rights within The Corporation, and are authorized to conduct and take part in all activities of The Corporation.

3. Probationary Member (non-voting). Probationary members are adults 18 years of age and older, who have applied for membership, but who have not yet completed all of the membership requirements. Probationary members may attend regular membership meetings, but they may not vote. Probationary Members may participate in all training activities and other non-mission-related activities. Probationary members are not authorized to assist or participate in any manner on a mission.
4. Requirements to Become a Member. In order to become a Member, a Probationary Member must:
 - a. Be at least 18 years of age.
 - b. Complete an application form.
 - c. Meet all requirements imposed by the Archuleta County Sheriff and USJSAR.
 - d. Attend at least 4 training sessions within 6 months of application.
 - e. Be approved by the Board of Directors. Applicants may appeal if membership is not granted.
 - f. The Board of Directors can extend an applicant's probationary period at its discretion.
5. Requirements to Maintain Good Standing within The Corporation. In order to retain membership status in Good Standing, all Members must attend at least 6 field training sessions and respond to at least 3 missions, unless there are less than 3, per each calendar year.
6. Alerting Members who are not Maintaining their Good Standing. The Secretary will be responsible for keeping track of attendance, and will warn members if/when it appears they are not meeting the above-mentioned requirements. Warnings will be given to members individually, and will not be publicized to the general membership. Members who do not meet the requirements will be given an opportunity to rectify the problem. In cases where an improvement in attendance is not demonstrated, the Board of Directors will have authority to revoke the person's membership status.
7. Inactive Status. Members may request to be placed on Inactive Status. Inactive Status requests will be reviewed and granted by the Board of Directors on a case by case basis. Inactive Status shall be valid for a time of not more than twelve (12) months, but may be renewed indefinitely following a yearly review by the Board of Directors. Members on Inactive Status may continue to attend meetings and training activities, but may not participate in missions. Members on Inactive Status also forfeit their voting rights during the time which they are inactive.
8. Exception to the Activity Restrictions listed for each Membership Classification. At any time, members in all of the above-listed classifications (including Probationary and Inactive) may participate in missions if they are specifically requested by the Archuleta County Sheriff's Department. This request may be given verbally, and does not need to be documented in writing.
9. Identification Cards. All Full Members will be given an Identification Card that clearly displays their membership status within The Corporation. These cards must be worn or kept available for display during missions.

10. Membership Roster. The Secretary shall maintain and make available to all members a roster listing all of the members of all membership classes. This roster shall include the following information for each member:
 - a. Name
 - b. Type of membership
 - c. Date membership was conferred
 - d. Mailing address, Email address, and telephone number(s)
 - e. Types of training certification(s) and other qualifications held by the member.
11. Bringing a Complaint against a Member. At any time, any person may bring a complaint against any member of The Corporation. All such complaints shall be brought to the Board of Directors, and shall be treated as confidential. The Board of Directors shall review all complaints according to the paragraph entitled, "Review of Complaint against a Member".
12. Suspension or Termination of Membership. Membership in all classes may be suspended or terminated for any of the reasons listed below. Action against the following complaints shall proceed according to the paragraph entitled, "Review of Complaint against a Member":
 - a. for failure of a member to maintain good standing within The Corporation;
 - b. for actions which jeopardize the life and safety of any person; or
 - c. for violating statutes which may jeopardize the standing of The Corporation.
13. Review of Complaint against a Member. All complaints against a member which could result in suspension or termination of membership shall be reviewed by the Board of Directors. The Board of Directors shall conduct its review in a manner which protects both the rights of the Member and the rights of The Corporation.
 - a. The review shall be conducted in a Closed Meeting of the Board of Directors. The Board may invite any person or persons knowledgeable about the complaint to address the Board at the meeting.
 - b. In cases where the complaint is limited to failure to maintain good standing within the Corporation, the review can be informal and may be conducted at a regular meeting of the Board of Directors.
 - c. The details of the investigation shall be kept confidential, except in cases where disclosure of information is required by Colorado State Law. Results of the review shall be reported to the Members of The Corporation.
 - d. The respondent shall be given the opportunity to defend himself/herself at the Closed Meeting, and shall have the right to invite any person or persons necessary to address the Board in his/her defense.
 - e. Upon completion of the review, the Board shall select one of the following actions:
 - Drop the complaint.
 - Reduce the respondent's membership status to Probationary Member.
 - Suspend or Terminate the respondent's membership.

ARTICLE VI.

MEMBERSHIP MEETINGS

1. Regular Business Meetings. Business meetings of the membership of USJSAR shall be held on a regular basis, with up to twelve (12) meetings and not less than two (2) meetings per calendar year. Members shall be notified of the date, time and location of each meeting not less than two (2) weeks prior to each meeting.

2. Special Business Meetings. Special business meetings of the membership of USJSAR may be held when necessary. Members shall be notified of the date, time and location of a special meeting not less than three (3) days prior to the meeting. Notice shall include a description of the purpose of the special meeting. Business conducted at the special meeting shall be limited to that described in the notice.
3. Quorum and Voting. In accordance with C.R.S. 7-127-205 and C.R.S. 7-127-207 and except as otherwise specified in these bylaws, voting at all membership meetings for normal business matters shall be counted based on a simple majority of those in attendance.
4. Absentee Voting. For motions which require only a simple majority, absentee voting and proxy voting are not allowed. For actions requiring a vote of more than a simple majority, absentee voting is allowed. Votes or elections which allow absentee voting shall be conducted as follows:
 - a. For any action or election that requires more than a simple majority of the quorum, members shall be notified of the vote at least four (4) weeks before it is called to a vote at a Regular Membership Meeting.
 - b. Votes presented at the meeting may be presented either by counting of hands or by secret ballot.
 - c. Absentees may vote by sending their vote to the Secretary of The Corporation. Votes must be received prior to the meeting at which the votes will be counted.
 - d. The secretary shall record the identity of each absentee voter to verify that absentee votes are not double-counted, but shall keep each absentee vote confidential. Absentee ballots shall not be counted if the member later decides to attend and vote at the meeting.
5. Standard Order of Business. The Standard Order of Business for membership meetings, which may or may not be used at the discretion of the Chairperson, is as follows:
 - a. Call to Order
 - b. Reading of the Minutes of the Previous Meeting
 - c. Reports:
 - a. Treasurer's Report
 - b. Other Officer Reports
 - c. Board of Directors Report
 - d. Committee Reports
 - d. Old Business
 - e. New Business
 - f. Adjournment

ARTICLE VII

BOARD OF DIRECTORS

1. Power and Authority. The Board of Directors shall have power and authority to conduct the business of The Corporation. The Board shall perform additional duties as specified in the Bylaws. The Board shall be subject to the orders of the Membership, and none of the Board's actions shall conflict with decisions properly taken by the Membership.
2. Composition. The Board of Directors shall consist of seven (7) members, including the Officers of The Corporation and three (3) members at large.
3. Qualifications. Each Director must be a Member in good standing of The Corporation.

4. Term and Elections.

- a. Directors shall be elected by the membership of The Corporation.
- b. Each Director shall serve for a term of two (2) years.
- c. Elections will be held once every calendar year, and shall be scheduled so that no more than half (rounded up to the nearest whole number) of the Board is replaced at each election.
- d. This cycle shall begin in January 2021 and will follow the schedule below.

January 2021: Chairman, Treasurer, Member at Large 1

January 2022: Vice Chairman, Secretary, Member at Large 2, Member at Large 3.

The cycle shall begin January 2021. Nominations shall be made at the December 2020 member meeting and shall be elected at the January 2021 meeting.

5. Removal of a Director. All directors shall be subject to the same suspension and termination requirements as specified elsewhere in these bylaws. Complaints against a director shall follow the same review procedures as specified elsewhere in these bylaws, except that the respondent director shall not act as a member of the review board.
6. Replacement of a Removed or Resigned Director. In the event that a director resigns his/her position or is removed from the Board of Directors before the completion of his/her term, an election shall be held. Nominees for the replacement position shall be made at the next Regular Membership Meeting, and the replacement director shall be elected at the Regular Membership Meeting following that. The newly replaced director shall serve for only the remainder of the original term.
7. Reelection and Term Limits. There are no limitations placed on the number of consecutive terms or total terms that may be served by any Officer or Director.
8. Board Meetings. The Board of Directors shall meet at least four (4) times in each calendar year.
9. Quorum and Voting. Meetings of the Board of Directors must have at least three (3) Directors present. Except as otherwise noted in these bylaws, voting shall be counted based on a simple majority of this Quorum.
10. Meetings Conducted via Teleconference. Any Director may attend a Board of Directors' meeting via teleconference, using any technological means that allows all attendees to hear each other. Directors who attend the meeting in this manner are counted as being in attendance.
11. Absentee Voting. Absentee Voting and Proxy Voting are allowed for Board of Directors' meetings.

ARTICLE VIII

OFFICERS OF THE CORPORATION

1. Officers. The Officers of The Corporation shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer.

2. Members of the Board of Directors. All Officers of The Corporation shall also be Directors of The Corporation and shall be members of the Board of Directors.
3. Duties of the Chairperson. The Chairperson shall be the Presiding Officer at all Membership and Board of Directors meetings. The President shall ensure that all meetings are conducted in good order and in accordance with the bylaws.
4. Duties of the Vice-Chairperson. The Vice-Chairperson shall be the Presiding Officer at all Membership and Board of Directors meetings at times when the Chairperson is not available. The Vice-Chairperson shall become the Chairperson if the Chairperson leaves or is removed from office.
5. Duties of the Secretary. The Secretary shall be responsible for maintaining the records of The Corporation, and shall be the recording officer for all Membership and Board of Directors Meetings. In the event that neither the Chairperson nor the Vice-Chairperson is available to conduct a Member or Board of Directors Meeting, the Secretary shall serve as the Presiding Officer of the meeting. The secretary shall also track the membership status of all members, and shall advise the Board of Directors whenever a member's status changes, or whenever a member falls from good standing within the Corporation.
6. Duties of the Treasurer. The Treasurer shall be responsible for managing the financial matters of The Corporation. Once a year, the Treasurer shall submit the financial records to an auditing committee for the annual audit.
7. Duties of the Members Members at Large shall be responsible for duties as assigned by the Board of Directors.
7. Removal of an Officer. All officers shall be subject to the same suspension and termination requirements as specified elsewhere in these bylaws. Complaints against an officer shall follow the same review procedures as specified elsewhere in these bylaws, except that the respondent officer shall not act as a member of the review board.
8. Replacement of a Removed or Resigned Officer. In the event that an officer resigns his/her office or is removed from office before the completion of his/her term, an election shall be held. Nominees for the replacement position shall be made at the next Regular Membership Meeting, and the replacement officer shall be elected at the Regular Membership Meeting following that. The newly replaced officer shall serve for only the remainder of the original term.

ARTICLE IX

COMMITTEES

1. Powers and Duties. The Board of Directors may delegate the performance of any activities to such committees as the Board of Directors may deem appropriate. Committees may be created by the Board of Directors, and the members of each committee shall be appointed by either the Board of Directors or the Chairperson of The Corporation. The Secretary shall keep a record of all committees and committee members. All committees shall act only within the scope of their duties as defined by the Board of Directors. The Board of Directors will provide written guidance to each committee upon its creation, which at a minimum will include definition of the Committee's Task, the Committee's Purpose, and the Conditions for Dissolution of the Committee.
2. Chairperson of The Corporation. The Chairperson of The Corporation is ex-officio member of all committees.
3. Meetings. The time, place and agenda of all committee meetings shall be at the discretion of the committee, and shall not be subject to the rules set forth in these bylaws for other types of meetings.
4. Reports. All committees shall present written report of their actions. Committee Reports shall be read at either Board of Directors meetings, or at Membership meetings, as directed by the Board of Directors.

ARTICLE X

CORPORATE RECORDS

1. Corporate Records. The Corporation shall keep as permanent records minutes of all Membership Meetings, minutes of all Board of Directors Meetings, a record of all actions taken by the Membership or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors or of the Membership on behalf of The Corporation, a record of all resolutions passed by the Board of Directors, and a record of all waivers of notices of all Membership or Board of Directors Meetings.
2. Financial Records. The Corporation shall maintain appropriate accounting records.
3. Membership Roster. The Corporation shall maintain a record of all members of all membership classes, showing the names, addresses, certifications and qualifications of all members.
4. Attendance, Training and Mission Hours. The Corporation shall maintain a record of attendance at all membership meetings, training exercises and missions, recording each member's attendance, and recording the training and mission hours contributed by each member.
5. Location of Records. The Corporation shall keep a copy of each of the following records, in accordance with C.R.S. 7-136-101 (5), at its principal office:
 - a. Articles of Incorporation of the Corporation;
 - b. Bylaws of the Corporation;
 - c. Resolutions adopted by the Board of Directors;
 - d. Minutes of all Membership Meetings, and records of all action taken by members without a meeting, for the last three years;

- e. All written communications within the last three years to members;
 - f. A list of the names and addresses of the current Directors and Officers;
 - g. A copy of the most recent annual report filed with the Colorado Secretary of State.
 - h. All financial statements for the last three years.
6. Online copies of Documents. Copies of the following documents shall be maintained and made available to members on The Corporation's website:
- a. Certificate of Good Standing of The Corporation;
 - b. Bylaws of The Corporation;
 - c. List of Search, Rescue, and Other Emergency Capabilities;
 - d. Standard Operating Procedures
 - e. Approved Minutes of all Member Meetings.
7. Inspection of Records by Members. Any member is entitled to inspect and make a photocopy of any of the records described in Article X, Paragraph 5, of these bylaws, in accordance with C.R.S. 7-136-102.

ARTICLE XI

OPERATIONS

1. List of Search, Rescue, and Emergency Capabilities. The Corporation shall maintain a list of the search, rescue and emergency capabilities provided by The Corporation. This list shall be reviewed updated annually by the Membership. The list of capabilities shall be made available to the Sheriff of Archuleta County.
2. Standard Operating Procedures. The Corporation shall maintain a list of Standard Operating Procedures, training requirements, and any other documentation as necessary to record the techniques and procedures used on rescue or other emergency missions.
3. Training. The Corporation shall provide training to its members, in order to maintain the capabilities listed in the List of Capabilities.
4. Memorandum of Understanding with the Archuleta County Sheriff's Department. The Corporation shall maintain a Memorandum of Understanding, co-signed by the Archuleta County Sheriff's Department, which documents operating procedures, liability coverage and other support-related agreements made between The Corporation and the Archuleta County Sheriff's Department.

ARTICLE XII

INDEMNIFICATION, LIABILITY AND PERSONAL INJURY

1. Indemnification of Officers, Directors and Members. The Corporation shall indemnify its Officers, Directors and Members who are made a party to any proceeding by reason of their office in The Corporation, for acts or omissions performed in their official capacity, in accordance with and to the fullest extent permitted by C.R.S. 7-129-102.

2. Coverage for Liability. All members shall be protected against liability claims resulting from actions taken on behalf of or in the best interests of The Corporation. This coverage shall be provided either via insurance policy(s) maintained by The Corporation, or via insurance policy(s) maintained by the Archuleta County Sheriff's Department. In the case that this coverage is provided by the Archuleta County Sheriff's Department, the coverage shall be documented in a Memorandum of Understanding co-signed by The Corporation and the Archuleta County Sheriff's Department.
3. Coverage for Personal Injury. All members shall be protected against personal injury resulting from actions taken on behalf of or in the best interests of The Corporation. This coverage shall be provided either via insurance policy(s) maintained by The Corporation, or via insurance policy(s) maintained by the Archuleta County Sheriff's Department. In the case that this coverage is provided by the Archuleta County Sheriff's Department, the coverage shall be documented in a Memorandum of Understanding co-signed by The Corporation and the Archuleta County Sheriff's Department.

ARTICLE XIII

SALARIES

1. Members, Officers, and Directors. No salary shall be paid to any Member, Officer, or Director of The Corporation, except that the member, officer, or director is also being hired to perform services that are outside of the scope and without conflict of interest to the normal duties of that person's position.
2. Employees. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of The Corporation.
3. Gifts. No Member shall accept gifts for services rendered by The Corporation. Any gifts offered in appreciation for services rendered shall be given to The Corporation.

ARTICLE XIV

DUES

1. Dues. The dues, if any, of this organization shall be specified by the Board of Directors and shall be approved by a simple vote of The Membership.

ARTICLE XV

DISSOLUTION OF THE ORGANIZATION

1. Dissolution. If dissolution of The Corporation becomes necessary, after satisfying any outstanding debts or obligations of The Corporation, the remaining assets of The Corporation shall be distributed to a nonprofit fund, foundation, or corporation, which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. The dissolution will proceed in accordance with C.R.S. 7-134-101.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

1. Rules of Parliamentary Order. The rules contained in 21st Century Robert's Rules of Order shall govern The Corporation in all instances when they are applicable and not inconsistent with these bylaws and any other rules The Corporation shall adopt.
2. Presiding Officer Responsibility. The Presiding Officer of each Member Meeting and of each Board of Director's Meeting shall be responsible for maintaining the rules of order. It is recommended that the Presiding Officer should bring the following materials to each meeting:
 - a. A copy of the meeting agenda;
 - b. A list of all committees and their members;
 - c. A copy of the bylaws of The Corporation
 - d. A copy of the rules of parliamentary order

ARTICLE XVII

AMENDMENT AND CERTIFICATION OF BYLAWS

1. Amendment of the Bylaws. These bylaws may be amended. Amendments may be initiated either by the Board of Directors or by the Membership of The Corporation.
 - a. When Initiated by the Board of Directors. The Board of Directors may propose an amendment to the bylaws. To become effective, the proposed amendment must be ratified by two-thirds (2/3) of the votes received from the voting membership. Written notice of the proposed amendment, including the final form of the proposed amendment, shall be given to all members at least thirty (30) days in advance of the vote to ratify. Absentee voting shall be allowed, and votes shall be collected over a period of at least thirty (30) days.
 - b. When Initiated by the Membership. The Membership of The Corporation may propose an amendment to the bylaws, by a simple vote at a Regular Membership Meeting. The proposed amendment shall be submitted to the Board of Directors, who will review it for legal consistency and draft it in its final form. To become effective, the proposed amendment must be ratified by two-thirds (2/3) of the votes received from the voting membership. Written notice of the proposed amendment, including the final form of the proposed amendment, shall be given to all members at least thirty (30) days in advance of the vote to ratify. Absentee voting shall be allowed, and votes shall be collected over a period of at least thirty (30) days.
2. Adoption of Amended Bylaws. When the Amendment has met the above requirements and the Amended Bylaws have been drafted, the Board of Directors shall record a Resolution adopting the Amended Bylaws and disavowing all previous versions.

Notes: