

# **COLORADO SEARCH AND RESCUE BOARD**

**7645 N. Union Blvd. PMB 424  
Colorado Springs, Colorado 80920  
January 8, 2005**

## **BYLAWS**

### **I. CORPORATE NAME**

The Corporate name for our said Corporation shall be: The Colorado Search and Rescue Board, Inc., hereinafter referred to as the "CSRB".

### **II. OBJECTIVES**

- A. The objectives for which our said Corporation is formed and incorporated are:
  - 1. To provide and/or coordinate search and rescue services as requested by county sheriffs and others whose responsibilities include search and rescue.
  - 2. To provide a time and place for search and rescue organizations to meet and exchange ideas.
  - 3. To provide educational opportunities for the search and rescue community.
- B. The principal office of said corporation shall be located in whatever area of the State of Colorado the Directorship shall see fit to designate as convenient and appropriate.
- C. The principal area of operation of the Corporation shall be within (but not limited to) the boundaries of the State of Colorado.

### **III. CORPORATION NOT FOR PROFIT**

- A. Said Corporation is organized exclusively for charitable, scientific, and educational purposes, including coordinating search and rescue activities and pursuit of any such related activities.
- B. No part of the income of the CSRB shall inure to the benefit of private individuals or members of CSRB.

### **IV. DIRECTORSHIP**

- A. The governing body of the CSRB shall be the Directorship.
  - 1. The Directorship shall consist of a maximum of twelve (12), but not less than seven (7) members.
  - 2. The Directors shall be elected by the roster of active unit members of the CSRB.
  - 3. At the start of each year of operation there shall be an election of Directors. The terms of office shall be two years each. The terms shall be staggered with one-half of the board being elected (reelected) every year. The term of office as a Director shall begin at the end of the meeting at which elected.

4. The Directors shall elect a unit member or an associate member to fill a vacancy on the Directorship.
5. Officers of the CSRB shall be the President, Vice-President, Secretary, and Treasurer. Officers shall be elected by the Directors from the existent Directors for a term of office not to exceed their own term of office as a Director.
6. The duties of the officers are as follows:
  - a. The president shall preside at meetings. He shall be responsible for all functions of the Corporation. In the absence of the President and Vice-President the President shall delegate his responsibilities to another Director.
  - b. The Vice-President shall assist the President and assume the responsibilities of the President in his absence.
  - c. The Secretary shall prepare, or cause to be prepared, complete records of all CSRB business, minutes of all meetings, and other such records as are deemed necessary.
  - d. The Treasurer is empowered to establish such funds as may be needed. All payment of funds shall be by check with the Treasurer, President or Vice-President of the CSRB signing such checks. However, no payment of funds can be accomplished without approval of a majority of the Directors present and voting unless such expenditure has been previously approved as part of an annual budget adopted by the directors. The Treasurer shall prepare, or cause to be prepared, and Annual Financial Statement and such State and Federal Tax statements and reports as may be required.
  - e. The Directorship may authorize any Director of the CSRB to execute instruments of conveyance and encumbrance of all or any part of CSRB property, as authorized by the Directorship.
7. Removal and termination

A Director may be proposed for removal from office by an affirmative vote of a simple majority of the voting membership of the CSRB present at any regular meeting of the CSRB. After such affirmative vote, the Director shall be immediately be suspended from office and shall not exercise any of the functions of his office. Due notice of this action shall be sent to all voting members not less than two (2) weeks prior to the date of the next meeting. The first order of old business at the next general meeting of the CSRB shall be the question of affirmation of this action It shall take a two-thirds (2/3) majority of those voting members present to sustain the action to remove this officer from his position. If not so sustained, the suspension shall cease.

## V. MEMBERSHIP

- A. Units in the State of Colorado with a direct involvement in search and rescue activities (as determined by the Directorship) may join the CSRB as Unit Members by payment of the appropriate fee.

1. The governing body of each Unit Member shall select a delegate and alternate to serve as said Unit's delegate to CSRB.
  2. Each Unit Member shall have one vote as a member of the CSRB.
  3. Member units shall agree to abide by the policies and procedures established by the CSRB.
- B. Individuals, federal, state, county, or local governmental agencies, or any other agency, business or organization that is supportive of the program and functions of the CSRB join the CSRB as Associate Members by the payment of the appropriate fee.
1. Associate Members shall have no vote as members of the CSRB but may be selected as Directors and shall have a vote in the proceedings of the Directorship.
  2. Associate Members shall agree to abide by the policies and procedures established by the CSRB.
- C. Term of membership shall be for a calendar year, and shall be automatically renewed upon payment of dues.
- D. Termination. Membership shall be terminated when dues are three (3) months in arrears.
- E. Removal. A member may be proposed for removal from membership by an affirmative vote of a simple majority of the voting membership of the CSRB present at any regular meeting of the CSRB. After such affirmative vote, the Member shall be immediately suspended from membership and shall not exercise any of the function of a member. Due notice of this action shall be sent to all voting Members not less than two (2) weeks prior to the date of the meeting. The first order of old business at the next general meeting of It shall take a two-thirds (2/3) majority of those voting members present to sustain the action to remove the Member. If not so sustained, the suspension shall cease.

## VI. FINANCES

- A. A scale of membership dues shall be established by the Directorship of the CSRB.
- B. Dues for the next year shall be set at the Directorship meeting in the third quarter of the preceding year.

## VII. THE ASSETS OF THE CORPORATION UPON DISSOLUTION SHALL BE APPLIED AND DISTRIBUTED AS FOLLOWS:

- A. All liabilities and obligation of the corporation shall be paid and discharged, or adequate provisions shall be made therefore:
- B. Assets held by the corporation on condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirement; and
- C. Upon dissolution of the corporation, remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such

assets, not so disposed of shall be disposed of by the Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for said purposes.

## VIII. MEETINGS

### A. Directorship:

1. The Directorship shall hold semiannual meetings for the purpose of transacting formal business of the CSRB. Such meetings shall be held in the first and third quarters of the year. Other meetings of the Directorship may be called by any three (3) of its directors, or by the President, with appropriate advance notice to all Directors.
2. All meetings of the Directorship shall be open to all members of the CSRB. Members shall have the right to be heard. Non-members shall be heard at the discretion of the Chair.
3. A quorum consists of a majority of the directorship.
4. Voting by written proxy is permitted if the director holding the proxy vote is present at said meeting and if the written proxy specifically relates to the matter at vote.

### B. General meetings:

1. General meetings of the CSRB shall be held on a bimonthly basis, during odd numbered months (January, March, May, July, September and November). Additional meetings may be scheduled as necessary.
2. The first order of the new business at the first General Meeting of the calendar year shall be election of the new Directors as described in IV.a.2 and 3 above.

C. Meeting location shall be determined by the President, and members will be advised by the Secretary with due notice of not less than two (2) weeks.

D. A quorum shall consist of ten (10) of the current voting membership of the CSRB.

E. Because of the distance some members have to travel to attend meetings of the CSRB, voting by letter and/or by written proxy is permitted if the Board has received the letter prior to the start of the meeting where the vote will be counted or if the individual holding the proxy vote is present at said meeting and if the letter or written proxy specifically relates to the matter at vote.

F. In order to provide adequate time for said letters to be received no voting on items of business will be conducted without at least two weeks prior notification to all voting members except for the selection of the Directors as noted in IV.A.2 and 3 above and the determination of fees as noted in VI.B. above.

## IX. AMENDMENTS

Amendments to the By-laws of the CSRB may be accomplished by the Membership in accord with the appropriate statutes of the State of Colorado provided that: Notice to amend with the written amendment is distributed to all Members and that after no less than one month a public hearing is held by the Membership relating to said amendment, and that the amendment then receive a favorable vote by at least two-thirds (2/3) of the Membership present.

## X. PROCEDURES

The rules contained in the latest edition of Robert's Rules of Order shall govern the CSRB in all cases to which they are applicable, and in which they are not inconsistent with the By-laws and policies of the CSRB.

## XI. ADOPTION

These By-laws were adopted by a majority of the current Directors of the CSRB and with the approval of all present at the January meeting of CSRB on Tuesday 8 Jan. 1976 at the CSRB EOC, 6559 South Broadway, Littleton, CO.

Amended 5 October 1978.

Second Amendment 13 May 1980.

Third Amendment 8 January 1985.

Fourth Amendment 11 May 1989.

Fifth Amendment 12 January 1990.

Sixth Amendment September 14, 1995.

Seventh Amendment January 1998.

Eighth Amendment January 2002.

Ninth Amendment 8 January, 2005.