

**AMENDED AND RESTATED BYLAWS OF  
THE COLORADO SEARCH AND RESCUE BOARD, INC.**

**A Colorado Nonprofit Corporation**

October 1, 2017

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**ARTICLE 1     DEFINITIONS**

1.1     **Board of Directors:** The governing body of the Corporation.

1.2     **Civil SAR:** Search operations, rescue operations, and associated civilian services provided to assist persons and property in potential or actual distress in a non-hostile environment. This definition comes from the 2007 National Search and Rescue Plan of the United States and the 2000 United States National Search and Rescue Supplement to the International Aeronautical and Maritime Search and Rescue Manual and the 2011 Addendum thereto.

1.3     **Delegate:** A SAR Team’s delegate, or alternate delegate, has the authority to vote on CSRB matters for that SAR Team. He or she must appear on that SAR Teams roster and be duly authorized by

the Teams leadership to vote on behalf of that SAR Team.

1.4 **Director(s):** A member of the Board of Directors of the Corporation.

1.5 **General Proxy:** A General Proxy is intended to allow the proxy holder to vote the wishes of the SAR Team but allows him or her the flexibility to vote appropriately due to any unforeseen changes made to those matters being voted upon. A General Proxy must specify the name of the individual(s) empowered to act on behalf of the SAR Team or Director; the effective date; the duration of the General Proxy; and either the SAR Team name and the name and title of the SAR Team member authorizing the General Proxy, or the name of the Director.

1.6 **Members / Membership:** are the dues paying members of the organization.

1.7 **Policies and Procedures:** are long-standing grants of authority, directions, and expectations set forth by the Board of Directors as allowed in these Bylaws. Policies and Procedures are actions of the Board of Directors that have been organized and codified to make them easier to understand and reference.

1.8 **Guidelines:** are detailed grants of authority, directions, and expectations that are adopted by a committee or individual who has been granted the authority to adopt Guidelines. These are typically more detailed than Policies and Procedures.

## **ARTICLE 2 OBJECTIVES**

The objectives of the Colorado Search and Rescue Board, a Colorado nonprofit Corporation (the “Corporation”) are, as stated in the Articles of Incorporation:

- To provide and/or coordinate search and rescue resources when requested by county sheriffs and others responsible for search and rescue in the State of Colorado.
- To serve as a forum in which member search and rescue organizations can meet, exchange ideas and share best practices.
- To provide educational opportunities for the search and rescue community.
- To represent the Colorado search and rescue community.

## **ARTICLE 3 MEMBERSHIP**

3.1 **Classes of Members:** The Corporation shall have 2 classes of members (“Member” or “Membership”): Search and Rescue Teams (“SAR Teams”) and Associates. Both classes of Members shall remain Members in good standing so long as they continue to meet the following requirements.

3.1.1 SAR Teams are the teams that perform search and rescue missions and shall meet all of the following requirements. Organizations that do not meet all of the following requirements may be admitted as a SAR Team by a majority vote of the current SAR Teams present at a General, Annual or Special Meeting of the Membership.

- a. The SAR Team's primary function is for Civil SAR and it does not charge for its services.
- b. The SAR Team must be a volunteer, not-for-profit, public service organization.
- c. The SAR Team must be self-governing with elected leadership.
- d. The SAR Team shall have a minimum roster of at least 8 deployable members.
- e. The SAR Team shall have a signed memorandum of understanding or other similar document with an authority having jurisdiction, designating the SAR Team as a deployable resource for Civil SAR.
- f. The SAR Team must fulfill their duties as described herein.
- g. The SAR Team is not removed from Membership.

3.1.2 Associate's shall be either (a) a federal, state, county or local governmental agency; (b) a business, organization, or entity that is supportive of the program and functions of the Corporation; (c) a SAR team that does not meet all of the requirements as listed in Section 3.1.1; or (d) an individual that is supportive of the Corporation; and shall meet all of the following requirements:

- a. The Associate must fulfill their duties as described herein.
- b. The Associate is not removed from Membership.

3.2 Dues: The Directors shall set the amount of dues for each of the Membership classifications. Notice of dues shall be sent to the Membership no later than January 1<sup>st</sup> of each year. Dues shall be payable on or before January 31<sup>st</sup> of each year. There will be no proration of dues for members. The Board of Directors may waive dues for any member.

3.3 Membership Term / Termination: A Member's membership will expire annually on January 31<sup>st</sup> but shall automatically renew each calendar year upon payment of dues and compliance with the requirements of Section 3.1. If a current Member fails to renew their membership by January 31<sup>st</sup> of any year, their membership shall automatically terminate.

3.4 Admission of and Changes to Membership: The Board of Directors shall approve all new members and any changes in Membership class except for the admittance of new SAR Teams made by the current SAR Teams pursuant to Section 3.1.1. Directors and all members of Standing Committees shall be Associate Members so long as they follow the requirements of Associate Members, except they are not required to pay annual dues.

3.5 Removal of a Member: Members may be removed from membership with or without cause upon the affirmative vote of at least 2/3<sup>rds</sup> of the Directors present and voting at a duly called Board of Directors Meeting (as defined below) for which the question of such removal was specifically provided in the Notice.

3.6 Duties and Rights of Members:

3.6.1 Duties: All Members shall comply with the Articles of Incorporation, Bylaws, Policies and Procedures; and must pay the annual dues as set forth above. All Associate members shall provide and maintain an accurate post office address and electronic email address with the Corporation. Each SAR Team shall provide and maintain an accurate post office address and 2 accurate electronic email addresses with the Corporation. These email addresses are how the

Corporation will communicate with the Members and Members are expected to reasonably monitor email to these email addresses.

3.6.2 Rights: All Members shall have the right to: (a) apply for educational funding as provided by the Corporation from time to time, (b) attend membership meetings, (c) attend open portions of Board of Directors meetings, and (d) receive approved corporate minutes and other publications produced by the Corporation.

3.6.3 Voting: Only SAR Teams shall have the right to vote on corporate matters such as, for the election of Directors and Officers and amendments to these Bylaws.

## **ARTICLE 4 MEMBERSHIP MEETINGS**

4.1 Membership Meetings: The Corporation may hold the following types of Membership Meetings.

4.1.1 Annual Meetings: The Annual Meeting shall be held annually in the month of November on the date, time and location as established by the President for the purpose of electing Directors and Officers and for the transaction of such other business as may properly come before the meeting. If the Annual Meeting is not held on the day designated, the President shall cause the elections to be held at a Special Meeting soon thereafter in the same quarter so long as proper notice is given to the Members.

4.1.2 Regular Meetings: Regular Meetings shall be held annually in the months of February, May, and August on the date, time and location as established by the President. If a Regular Meeting is not held in the prescribed month, the President will call a Special Meeting in the following month to ensure that at least 1 Membership Meeting is held each quarter.

4.1.3 Special Meetings: Any 2 Directors or the President may call a Special Meeting. Special Meetings may also be called by written demands for the meeting by at least 20% of the SAR Teams.

4.2 Meetings by Electronic Communication: Members may hold or participate in Membership Meetings by means of conference telephone or similar communications equipment provided that all persons so participating in such meeting can hear and speak to each other at the same time. Such participation shall constitute presence in person at the meeting.

4.3 Place of Meetings: The President shall designate any place, either within or outside of the State of Colorado, as the place for any Membership Meeting.

4.4 Notice: Unless the Articles of Incorporation, a provision in these Bylaws, or other applicable law impose a different notice requirement, Notice of any Membership Meetings shall be given by providing written notice of the place, date and time of such meeting to the Members no fewer than 15 days and no more than 60 days prior to the meeting for which such notice is given. Such notice shall include a general agenda stating the purpose or purposes for which the meeting is called and shall contain a description of any voting matter.

4.5 Postponement of Meetings: In the event of inclement weather, the inability to have electronic

communication or any other emergency situation in which a large number of the Members would not be able to attend, the chair of the meeting shall have the right to postpone any Membership Meeting.

4.6 Quorum: 20% of the SAR Teams constitutes a quorum at any Membership Meeting. A Quorum must be maintained in order to conduct business other than the adjournment of a meeting.

4.7 Rules: All Membership Meetings shall be run in conformance with the latest edition of the Modern Rules of Order to the extent they do not conflict with these Bylaws.

4.8 Voting: Unless otherwise provided by these Bylaws or the Articles of Incorporation, the act of a majority of those Members present and able to vote at a meeting at which a quorum is present shall be the act of the Membership. Each SAR Team shall be entitled to 1 vote upon each matter submitted to a vote at a Membership Meeting. Associate Members shall not be entitled to vote.

4.9 General Proxies: SAR Teams may vote via Delegate or a General Proxy. A SAR Team may vote via General Proxy by providing a General Proxy prior to the start of the meeting to the meeting chair and the person empowered to vote. All General Proxies will have an expiration date no later than the adjournment of the next Annual Meeting. A SAR Team's Delegate may revoke that SAR Team's General Proxy at any time. Absentee ballots are not allowed.

4.10 Actions without a Meeting: The Membership may not conduct business without a Membership Meeting.

## **ARTICLE 5 BOARD OF DIRECTORS**

5.1 Composition: The Board of Directors shall be comprised of no less than 4 and no more than 9 Directors. The 4 Officers must be Directors. Up to 5 Directors at Large positions may be filled.

5.2 Qualifications: At the time of nomination for Director the nominee shall be either: (a) A current member of a SAR Team in good standing, unless that SAR Team objects prior to the election; or (b) an individual who is a past member of a current SAR Team in good standing who has explicit approval from that Team prior to election. There may not be more than 2 Directors from any 1 SAR Team. If a Director is a member of multiple SAR Teams, he or she shall count against all of his or her SAR Teams when determining the number of Directors allowed from any 1 SAR Team.

5.3 General Powers: The Board of Directors shall manage the business and affairs of the Corporation. The Board of Directors will approve new Members and changes in Membership. The Board of Directors may appoint delegates to act in the name of and on behalf of the Corporation, and to cast votes on behalf of the Corporation.

5.4 Nominations, Elections, and Terms:

5.4.1 Nominations of Directors: The Board of Directors shall appoint a Nominating Working Group of no less than 2 in the 3<sup>rd</sup> quarter of each year. Nominations may be made by any SAR Team Member, Associate Member or Associate entity member. The Nominating Working Group

shall present a slate of Director nominees to the Membership by October 1<sup>st</sup>. The Nominating Working Group will accept additional nominations until October 15<sup>th</sup>, at which time nominations will be closed until the Annual Meeting. All nominations will be included in the Notice provided for the Annual Meeting. If any open Director position does not have a nominee prior to the election, nominations for that open position may be made from the floor at the meeting at which the elections occur. Every nominee must accept his or her nomination prior to election. So long as there will be at least 4 Directors after an Annual Meeting, open Director positions need not be filled if there are not sufficient nominations.

5.4.2 Nominations for Officers: The Nominating Working Group shall present a slate of nominees for the 4 Officer Positions to the Members. The procedural requirements shall be the same as for Directors in Section 5.4.1. Officer nominees may be either current Directors or individuals running for 1 of the open Director positions (“Directors Elect”). Once the Directors elections have been held, if any open Officer position does not have a willing nominee, who is or will be a Director at the close of the meeting, prior to the election, nominations for that open position may be made from the floor at the meeting in which the elections occur. If each open Officer position has only 1 nominee, the slate of candidates may be elected on a single motion as a group. If a single Officer position has only 1 nominee, that position may be filled by motion.

5.4.3 Elections: All Directors and Officers shall be elected for the next year at the Annual Meeting, or at a special meeting of the Members called for that purpose if the election is not held at the Annual Meeting. For all elections that occur in an even year, up to 5 Directors may be elected. For all elections that occur in an odd year, up to 4 Directors may be elected. All elections for Directors and Officers shall be done by written ballot, or on motion as provided above. Voting Members who are not physically present at the meeting may dictate their ballot to someone present at the meeting, but in so doing waive any expectation of secrecy. They may also vote via email to the chair of the meeting so long as the Member remains present for the entire vote.

5.4.3.1 Procedures for Electing Directors: If there are 1 or fewer nominees for each of the open Director positions and no more than 2 nominees from any 1 SAR Team, the Chair will allow for a motion to elect the slate of nominees. If that motion fails or there are more nominees than open Director positions, the chair will call for a vote. Each voting Member shall write on a ballot a name or leave a blank for each open Director position. A nominee may only be named once on a ballot. The ballots will be collected and the votes will be totaled. The Candidates with the highest number of votes will be elected until all open positions are filled. For example, if there are 4 open positions the 4 candidates with the highest number of votes will be elected. If a SAR Team has more than 2 nominees, only the 2 receiving the highest number of votes may be elected. If a tie vote amongst nominees from the same SAR Team would result in more than 2 Directors from that SAR Team, a runoff vote will immediately occur amongst those receiving the tie vote. In the event of a tie for the last open position(s), voting will repeat with the candidates who tied for the remaining open positions following the above procedures until all positions are filled.

5.4.3.2 Procedures for Electing Officers: Once the Directors have been elected the Chair will determine which Officer positions have nominees from the pool of Directors or Directors Elect. Election of Officers will proceed 1 position at a time in the following order: President, Vice-President, Secretary, and then Treasurer. After the election of each position the Chair will determine if nominees exist for the next position. If there are no nominees for a position, nominations from the floor will be allowed for that position. If

there is only 1 nominee for a position, or only 1 different nominee for each Officer position, the Chair will allow for a motion to elect either the single Officer position or all of the Officer positions. The candidate elected for each Officer position, shall be the candidate receiving the greatest number of votes. In the event of a tie, a new ballot will be created and the Members will vote again until the tie is broken.

5.4.4 Director Terms: Each such Director shall hold office for a period of 2 calendar years commencing January 1<sup>st</sup> of the year for which he or she is elected and concluding on December 31<sup>st</sup> of the following year. A person may not serve more than 4 consecutive terms as a Director. If a Director position is not filled at the elections, it will remain unfilled for the duration of that term, unless the number of Directors drops below 4 and then the Board of Directors may appoint a new Director following the procedures in Section 5.7.

5.4.5 Officer Terms: Each such Officer shall hold office for a period of 1 calendar year commencing January 1<sup>st</sup> of the year for which he or she is elected. No individual may hold more than 1 Officer position at a time. A person may not serve more than 4 consecutive terms in the same Officer position.

5.5 Removal of Directors: Except as otherwise provided in the Articles of Incorporation or in these Bylaws, any Director may be removed at any time, upon the affirmative vote of 2/3<sup>rds</sup> of the SAR Teams present and voting at a special meeting of the Members called and held for such purpose, or at any regular meeting provided that the potential for such action is included in the notice for said meeting.

5.6 Resignation of Directors: Any Director may resign at any time by giving written notice to the Board of Directors stating the effective date of such resignation. Acceptance of such resignation shall not be necessary to make the resignation effective.

5.7 Vacancies and Appointments of Directors: Any vacancy on the Board of Directors shall not be filled unless there are less than 4 Directors. If there are less than 4 Directors the Board of Directors may appoint Directors until there are at least 4 Directors. These appointments will be for the remainder of the shortest term available.

5.8 Vacancies and Appointments of Officers: Any vacancy of an Officer position will be promptly filled by the Board of Directors appointing a Director to the vacated Officer Position for the remainder of the current term.

## **ARTICLE 6      OFFICERS AND DIRECTORS DUTIES**

6.1 Composition: There shall be the following 4 Officers: President, Vice-President, Secretary, and Treasurer. Officers of the Corporation must first be elected as, and continue to serve as, a Director.

6.2 Officers Duties: The duties of the Officers are as follows:

6.2.1 President: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation subject to the control of the Board of Directors. He or she shall preside at Membership Meetings and at Board of Directors Meetings.

6.2.2 Vice President: In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice President shall oversee all Standing Committees as defined in these Bylaws.

6.2.3 Secretary: The Secretary shall: (a) keep the minutes of the proceedings of the Membership Meetings and Board of Directors Meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the corporate seal and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address and email address(s) of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

6.2.4 Treasurer: The Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer. This includes, without limitation, (a) the duty and power to keep, and be responsible for, all funds and securities of the Corporation; (b) disburse such funds as ordered by the Board of Directors and make proper accounts thereof; and (c) render, as required by the Board of Directors, statements of all such transactions and of the financial condition of the Corporation. The Treasurer is responsible for the annual and such other financial reports as the Board of Directors or President may require and all state, federal or other tax statements, reports and returns as may be required by applicable law. In addition, the Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him by the Board of Directors or the President.

6.3 Directors Duties: Directors are expected to fulfill their statutory duties to the Corporation. Directors are expected to make themselves reasonably available for discussions with Members and to humbly serve and honorably lead the Members to the best of their ability. Directors are required to provide to the Secretary, maintain, and reasonably monitor an email address and telephone number. The Directors will use email or other agreed upon forms of communication as a primary means of communication between Board of Directors Meetings.

## **ARTICLE 7 BOARD OF DIRECTORS MEETINGS**

7.1 Board of Directors Meetings: The Board of Directors may hold Board of Directors Meetings at their discretion, provided that the Board of Directors holds at least 2 meetings per calendar year. The President, or in his or her absence, the Vice President, or in both their absences, the Secretary will set the date, time, and location of Board of Directors Meetings. Board of Directors Meetings may be called by the President or shall be called by the President or Secretary on request of any 2 Directors. In the event of inclement weather, the inability to have electronic communication or any other emergency situation in which a large number of Directors would not be able to attend, the chair of the meeting shall have the right to postpone a Board of Directors Meeting.

7.2 Meetings by Electronic Communication: The Board of Directors may hold or participate in a properly noticed Board of Directors Meetings by means of conference telephone or similar communications equipment provided that all persons so participating in such meeting can hear and speak to each other at the same time. Such participation shall constitute presence in person at the



meeting.

7.3 Notice of Board of Directors Meetings: Directors and Members must receive 7 days written notice of any Board of Directors Meetings.

7.4 Quorum: A majority of the Directors shall constitute a quorum for the transaction of business at any Board of Directors Meeting. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

7.5 Voting: Unless otherwise provided by these Bylaws or the Articles of Incorporation, the act of a majority of those Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

7.6 Rules: All Board of Directors Meetings shall be run in conformance with the latest edition of the Modern Rules of Order to the extent they do not conflict with these Bylaws.

7.7 General Proxies: A Director may vote via General Proxy by assigning another voting Director the power to vote on the Director's behalf by providing a signed General Proxy prior to the start of the meeting to the meeting chair and the person empowered to vote. All General Proxies will have an expiration date no later than the adjournment of the next Board of Directors Meeting. A Director may revoke a General Proxy at any time.

7.8 Action Without a Meeting: The Board of Directors may conduct business without formally holding a Board of Directors Meeting as long as:

- A motion is made, in writing, by a Director requesting action without a meeting and stating the substance of the motion. The motion does not need a second.
- More than 2/3rds of the Directors vote, either for the motion, and no Director requests a meeting to discuss the motion. Voting stays open until the motion is withdrawn, the next Board of Directors Meeting, or more than 2/3rds of the Directors have voted for the motion.
- Regardless of outcome, the motion and the voting record may be published in a set of minutes specifically for the motion, and must be published in the minutes of the next Board of Directors Meeting.

## **ARTICLE 8 COMMITTEES**

8.1 Standing Committees: The Corporation shall have following Standing Committees: a) State SAR Coordinator Committee, b) Education Committee, and c) Legislative Committee. As stated above, the Vice President shall oversee all of the Standing Committees and the committee chairperson will report back to the Vice President.

8.1.1 Purpose and Powers of Standing Committees: Committee chairs may request an annual budget and must provide committee reports at least at every Membership Meeting. Committee members may request reimbursement for costs incurred in furtherance of a committee so long as receipts are submitted to the Treasurer. The committee members, as agents of the Corporation may

represent themselves as agents of the Corporation in order to conduct the business of the committee provided the Agency Authority provisions herein are followed.

8.1.1.1 State SAR Coordinator Committee: This committee is responsible for maintaining a roster of qualified State SAR Coordinators; shall make recommendations to the Board of Directors for approval of new State SAR Coordinators; shall be responsible for maintaining a current list of statewide resources; and shall help educate the SAR Teams and Sheriff's Offices about the statewide resources. The chairperson of this committee shall serve as the Supervising Coordinator and shall be responsible for the scheduling of all the State SAR Coordinators.

8.1.1.2 Education Committee: This committee is responsible for providing and coordinating educational opportunities for the search and rescue community.

8.1.1.3 Legislative Committee: This committee is responsible for monitoring legislative issues, both state and federal, and making recommendations to the Board of Directors as necessary.

8.1.2 Composition of the Committees: Each standing committee shall have a chairperson and members that have been approved by the Board of Directors. Each standing committee shall have a minimum of at least 2 members, including the chairperson.

8.1.3 Committee Policies and Procedures: Each standing committee shall be run pursuant to committee specific policies and procedures.

8.2 Additional Committees: In addition to the Standing Committees, the Board of Directors may appoint such committees as may be deemed appropriate from time to time. Committees shall have such authority as may be expressly delegated to them from time to time by the Board of Directors. The Board of Directors will appoint members of such committees. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated, or unless such member resigns or is removed from such committee by the Board of Directors.

## **ARTICLE 9      POLICIES AND PROCEDURES, AND GUIDELINES**

### **9.1      Policies and Procedures:**

9.1.1 Authorization: The Board of Directors may adopt Policies and Procedures as it deems appropriate. The President will make a reasonable effort to notify all Members of the intent to vote on the change of any Policies and Procedures at least 14 days prior to the Board of Directors Meeting at which the proposed changes are considered.

9.1.2 Adoption: Adoption of or changes to Policies and Procedures must be approved by a majority vote of the Board of Directors.

9.1.3 Recordation and Dissemination: Following adoption by the Board of Directors, a copy of the approved Policy and Procedures will be published to the Members with the minutes of the Board of Directors Meeting and will be available to the Membership on a Corporation website.

### **9.2      Guidelines:**

9.2.1 Authorization: Guidelines may be adopted by a committee or individual pursuant to these Bylaws, Policies and Procedures, or at the direction of the Board of Directors.

9.2.2 Adoption: Guidelines must be provided to the Board of Directors prior to enforcement and the Board of Directors retains the authority to disallow any specific Guideline.

9.2.3 Recordation and Dissemination: Guidelines will be published to, at least, those who are expected to follow that Guideline.

## **ARTICLE 10 AMENDMENTS**

10.1 Amendment Procedure: Any Director or SAR Team may move to amend, including repeal or replace in whole or in part, these Bylaws. Such amendment requires the affirmative vote of at least 2/3 of the SAR Teams present at a duly called Annual, Regular or Special Meeting following not less than 30 days prior written notice to all Members of the proposed amendment.

## **ARTICLE 11 AGENCY AUTHORITY**

11.1 Unless the Board of Directors provides specific authorization; Members, Directors, Officers, committee members, agents, employees, or others associated with the Corporation do not have the authority to enter into negotiations on behalf of the Corporation, commit the Corporation to provide goods or services, receive or disburse anything of value, vote for the Corporation, or bind the Corporation.

11.2 Unless the Board of Directors provides specific authorization; Members, Directors, Officers, committee members, agents, employees, or others associated with the Corporation do not have the authority to speak on behalf of the Corporation nor represent the Corporation to the general public.

## **ARTICLE 12 CONTRACTS, LOANS, CHECKS AND INVESTMENTS**

12.1 Contracts. The Board of Directors may authorize an agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Any such authorization must be in writing. Unless authorized to do so by these Bylaws or by the Board of Directors, no Director, Officer, agent, or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit, or to render it liable for any purpose or in any amount.

12.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors.

12.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or Agent of the Corporation and in such manner as shall from time to time be determined by the Board of Directors.

12.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Corporation. Directed

donations must be approved by the Board prior to acceptance.

12.5 Investments. The Board of Directors shall be responsible for all investments of corporate funds. In carrying out this responsibility, the Board of Directors may employ such investment advisors, money managers financial institutions or other persons as it deems reasonable to handle investment of corporate funds (collectively, “Investment Advisors”); provided that the Board of Directors shall approve the overall investment strategy for any Investment Advisor. The employment or termination of any Investment Advisor and any change in the investment strategy for any Investment Advisor shall require approval of the Board of Directors.

### **ARTICLE 13 NONPROFIT CORPORATION**

13.1 The Corporation is not organized for profit. No Member, Director, or Agent may receive any salaries or compensation for their services. Directors, Members, or Agents may be reimbursed for reasonable expenses incurred on behalf of the Corporation.

### **ARTICLE 14 NONDISCRIMINATION**

14.1 The Officers, Directors, Committee Members and Agents of the Corporation shall not discriminate with respect to age, sex, race, religion, national origin, and sexual orientation for any matter.

### **ARTICLE 15 BOOKS AND RECORDS**

15.1 In compliance with the Act, the Corporation shall keep correct and complete books and records and make them available to Members for inspection. (C.R.S. §§ 7-136-101 *et seq.* as may be revised)

### **ARTICLE 16 FISCAL YEAR**

16.1 The fiscal year of the Corporation shall end the last day of December in each calendar year.

### **ARTICLE 17 WAIVER OF NOTICE**

17.1 Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Revised Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the entity or person entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

### **ARTICLE 18 CONFORMITY TO STATE LAW; CONFLICTS**

18.1 These Bylaws are to be governed by and construed according to the laws of the State of Colorado. If it should appear that any of these provisions are in conflict with any rule of law or statutory provision of the State of Colorado, then such provisions of these Bylaws shall be deemed

inoperative and null and void insofar as they may be in conflict therewith. In the case of any conflict between or among such documents the Board of Directors shall be the final arbiter and the Articles of Incorporation shall control over these Bylaws, and the Bylaws shall control over the Policies and Procedures.

## **ARTICLE 19 INDEMNIFICATION AND LIMITED LIABILITY**

19.1 Indemnification. To the fullest extent permitted or required by Colorado law and any other applicable law, if any Director, Officer, or member of a Standing Committee of the Corporation is made a party to, or in any way is involved in, any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal because such person is or was a Director or Officer of the Corporation, the Corporation (i) shall indemnify such person from and against any judgments, penalties, fines, amounts paid in settlement and reasonable expenses incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding. Provided, that in the event of settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Corporation and not contrary to Colorado law.

The Corporation may in its discretion indemnify and advance expenses to any Member, employee, or agent of the Corporation to the same extent as to a Director or Officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may in its discretion provide for other indemnification or advancement of expenses in a resolution of its Members or Directors, in a contract or in its Articles of Incorporation.

Any repeal or modification of the foregoing provisions of this Article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this Article or any part hereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

19.2 Other Coverage. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled.


(The remainder of this page intentionally left blank, signature page follows)

**CERTIFICATE**

I, the undersigned, do hereby certify as follows:

- I am the duly elected and acting Secretary of The Colorado Search and Rescue Board, Inc., and
- The foregoing Bylaws constitute the Bylaws of the Corporation duly adopted by the Members of the Corporation on 10/1/17.

**IN WITNESS WHEREOF**, I have hereunto subscribed my hand and affixed the seal of the Corporation as of the 1<sup>st</sup> day of October 2017.

  
Name: Dan Remsburg  
Secretary