

## WASAR Bylaws

### WASHINGTON AIR SEARCH AND RESCUE

A nonprofit corporation

#### Article 1 - PURPOSE

1.0 The Washington Air Search & Rescue (WASAR) Corporation was incorporated under the laws of the State of Washington on August 11, 1993, as a nonprofit corporation. WASAR is an all-volunteer organization with its primary purpose to assist the Aviation Division of the Washington State Department of Transportation (WSDOT), in its air search and rescue responsibilities. WASAR will also assist the Aviation Division in the training of individuals for participation in search activities and help them maintain their currency. WASAR will encourage and promote flying safety and help educate the public regarding the benefits of safe and responsible flying. WASAR is a service organization that can provide resources to the State of Washington to facilitate these purposes.

1.1 WASAR shall also offer its services to the state during times of declared or undeclared emergencies within the state.

1.2 WASAR shall not, in any manner whatsoever, direct, manage, conduct searches or training operations unless directed or sanctioned by the WSDOT. WASAR provides assistance to the State of Washington in its air search responsibilities and will work for the State under the direction of the Aviation Division.

#### Article 2 - Principal Office

2.0 The principal office of the WASAR shall be located at the same address as that of the Association's Agent, registered with the State of Washington. The Board may elect to identify a mailing address other than the principal office to be used for general business correspondence.

#### Article 3 - Membership

3.0 The membership of WASAR shall consist of everyone who is identified by the WSDOT Aviation Division's ES Worker Database.

#### Article 4 - Meetings

4.0 All meetings of WASAR, except as herein otherwise provided, shall be held at a time and place determined by its President.

4.1 The WASAR Board will select a date, time, and location for its annual membership meeting.

4.2 Notice of the annual meeting shall be given by publishing such notice in the WPA WINGS Newsletter and by mail to those identified on the ES Worker Database.

4.3 Special membership meetings may be called at any time by its President. The notice of any special meeting shall include date, location, time, purpose, and be given in the same manner required for the regular annual meeting, other than the date of such meeting can not be any sooner than ten (10) days after the notice is mailed.

4.4 At any meeting of the members, a quorum shall consist of the members present. A decision or vote at any meeting will be determined by a majority vote of members in attendance. Each member may cast one vote only. There shall be no voting by proxy or cumulative voting by the members.

4.5 Roberts Rules of Parliamentary Procedures shall be followed and minutes shall be kept at all WASAR meetings.

#### Article 5 - Directors

5.0 The business and affairs of WASAR shall be directed by the Board of Directors.

5.1 There shall be eight directors of WASAR, four that are appointed and four that are elected. The four elected directors must be active qualified search personnel and must appear on the WSDOT Aviation Division's SAR Specialty List as current. Directors shall serve without compensation. Any director or officer may be removed from office, with or without cause, by a two thirds (2/3) vote of the Board of Directors. A director may resign by submitting 10 day written notice to the Secretary. In the event of such removal or resignation of a director or officer, the Board shall appoint a replacement within 30 calendar days of the removal or resignation.

5.1.1 Appointed directors shall be appointed as follows:

- a. One of the directors shall be the current President of the Washington Pilots Association or his designee.
- b. A second directorship shall be offered to a representative of the Civil Air Patrol.
- c. The third director shall be the immediate past president of the WASAR Board of Directors. In the event the same president is re-elected for a second 2-year term, the immediate past-president will retain his/her Board position.
- d. The WASAR State SAR Coordinator shall be a position appointed by the Board as the fourth Director.

5.1.2 Elected directors shall be elected, as follows:

- a. Each elected director shall hold office for two years or until his/her successor is elected.
- b. Only two directors shall be elected in any one year.
- c. Elections will be held via mail-in ballot and tallied by a committee comprised of the Immediate Past President, Secretary and Member at Large.

5.2 A regular Board Meeting shall be held within 30 days of close of the annual elections. The Board shall validate election results and select the officers of WASAR at this meeting from the elected board members. The officer who is elected President shall preside at all following WASAR meetings. The Board may fill a vacancy on the Board or in the officer ranks of the organization at any time and such appointee shall serve until the next annual membership meeting of WASAR.

5.3 At any Board meeting, a quorum shall consist of at least five directors and a majority vote will determine the outcome of any decision or vote by the Board. Proxy voting will be permitted as long as the written proxy is filed with the Secretary prior to the meeting. However, no Director shall vote more than one proxy.

5.4 The Board shall hold at least four meetings throughout the year.

5.5 A special Board meeting may be called at any time by the President or by written request to the Secretary by any two Directors. Notice of any special meeting shall include location, time, purpose, and be given to each Director by telephone, mail, fax, or by other means at his/her last known address or telephone number. This notice will be sent or conveyed to each member at least ten (10) days before such special meeting.

#### Article 6 - Officers and Duties; Standing Committees.

6.0 The officers of the WASAR Board shall be President, Secretary, Treasurer, and Member at Large. The officers shall be responsible for the day-to-day operation of the WASAR. Officers shall serve without compensation.

6.1 The President is responsible, subject to the Board's oversight, for the overall operation of WASAR. The President shall have the general powers and duties of supervision and management usually vested in the office of a President. The President shall call meetings of the membership and Directors and preside at such meetings. The President shall be the focal point and coordinate all activities between WASAR and the Aviation Division or other search organizations. The President shall be responsible for maintaining a working alert system for search call-out, to be immediately available when search resources are requested by the Aviation Division. The President shall appoint a nominating committee to prepare a slate of proposed directors prior to the annual election. Nominations may also be submitted from the WASAR membership. The Immediate Past President shall assume the duties of the President in his/her absence.

6.1.1 The President shall establish Standing Committees to perform delegated and directed functions, optionally including but not limited to:

1. District Coordinator Committee, consisting of up to six District Coordinators as might be assigned to regional districts that are established by WSDOT-Aviation.
2. Insurance and Scheduling committee
3. Website and Communications Committee.
4. Tools and Technology
5. Charitable Donations.

6.2 The WASAR State SAR Coordinator shall be a current pilot and be listed on the WSDOT SAR Specialty List, or selected by unanimous action of the Board if the above criteria are not met. The WASAR State SAR Coordinator shall, in his/her respective area, perform such duties as the President may prescribe. The coordinator shall coordinate and assist in activities that support the Aviation Division's search and emergency management responsibilities.

6.3 The Secretary shall prepare and maintain minutes of all meetings and see that all notices are duly given in accordance with the provisions of these Bylaws. The Secretary shall maintain the Corporate Record Book. In general, the Secretary will perform all duties incident to the office and other such duties as may be assigned by the President.

6.4 The Treasurer shall be responsible for the overall financial activities of the Association. This includes the bank deposit of all funds received by WASAR, the payment of all bills, and maintenance of the financial records. The Treasurer shall prepare an annual budget and maintain an inventory and status of all WASAR assets. In general, the Treasurer will perform all duties incident to the office and other such duties as may be assigned by the President.

## **Article 7 - Finances**

7.0 WASAR shall be operated on a nonprofit basis, obtaining its funds primary from donations.

7.1 The Board shall approve an annual budget for the operation of WASAR.

7.2 No member may authorize expenditures or otherwise incur financial obligations in the name of WASAR, except as expressly provided for in these Bylaws or by officers performing their assigned duties. Officers may only obligate WASAR for amounts identified in the annual approved or amended budget.

7.3 The Board must approve any contract entered into by WASAR.

7.4 All funds received by WASAR shall be deposited in a bank selected by the Board. All expenses of the organization shall be paid by check. The President and Treasurer shall each have signature authority on the organization's checking account.

7.5 The Board may approve reimbursement for expenses incurred by the President, and WASAR State SAR Coordinator for reasonable long distance telephone expenses incurred during an actual search or ELT notification.

7.6 The Board, at the end of each fiscal year, may appoint an audit committee to examine the books of the organization for irregularities. Officers or board members shall not serve on the audit committee.

7.7 The fiscal year of the Association shall be the calendar year.

### **Article 8 - Dissolution**

8.0 WASAR shall be dissolved only when approved by Board Action and ratified by a majority of the members attending a special membership meeting.

8.1 Upon dissolution of WASAR and after payment of all debts, any remaining funds and other assets shall be distributed to one or more nonprofit, tax exempt organizations, qualified under Federal Tax Code, Sections 501(c) (3). The selection of the nonprofit organization or organizations to receive such remaining WASAR assets shall be made by the Board of Directors along with the amounts to be given to any organization.

### **Article 9 - Amendments**

9.0 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of directors present at a meeting of the Board of Directors, provided that any such action be proposed at a one meeting of the Board and then adopted at a subsequent Board meeting.

### **Article 10 - Indemnification of Officers**

10.0 Each Officer now or hereafter serving WASAR and each person who at the request of or on behalf of WASAR, is now serving or hereafter serves as a Trustee, Director or Officer of any other corporation, whether for profit or not for profit, and the respective heirs, executors and administrators of each of them shall be indemnified by WASAR to the fullest extent provided by law against all costs, expenses, judgments, and liabilities, including attorneys fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any claim, action suit, or proceeding, civil or criminal, in which he or she may be made a party by reason of his or her being or having been such Officer at the time of such costs, expenses, judgments, and liabilities, provided that in his or her official capacity with WASAR, he or she acted in good faith and in a manner reasonably believed not opposed to the interests of the WASAR, and in the case of criminal proceedings, he or she had no reasonable cause to believe his or her conduct was

unlawful. The termination of any action, suit or proceeding by judgment, order settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, be a presumption, that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of WASAR or had reasonable cause to believe his or her conduct was unlawful. The foregoing right of indemnification shall not be exclusive of other rights to which such Officer may be entitled as a matter of law.

The Board of Directors may obtain insurance on behalf of any person who is or was an Officer or agent against any liability arising out of his or her status as such, whether or not they would have power to indemnify him or her against such liability. Such indemnification shall be governed by and consistent with RCW 24.03.035 (14) and RCW 23A.08.025, as amended.

*At a special Board of Directors Meeting held on March 23, 1996, all previous Bylaws of the Washington Air Search & Rescue, a nonprofit corporation, were repealed and the above set of Bylaws was approved by a majority vote of the directors.*

*At a regular WASAR Board of Directors Meeting held on February 10, 2003, the March 23, 1996 Bylaws were proposed for amendment as noted herein. They will be proposed and adopted at the Annual General Meeting on February 21, 2004.*

*At a regular WASAR Board of Directors Meeting held on January 14, 2006, the March 23, 1996 Bylaws were proposed for amendment as noted herein. At the following Board Meeting on February 25, 2006, these Bylaws were adopted.*