



## **Red Deer Search and Rescue Association Bylaws**

### **1. Definitions**

1.1 In these bylaws:

- a) "Board" means the Board of Directors as provided for in these bylaws.
- b) "Notice means, with respect to any meeting other than for a special Resolution, means notice in writing, electronically or by telephone at least seven days in advance of a meeting.
- c) "Special resolution" means a resolution passed by 75% of members presents at a meeting called on 21 days notice to all members.
- d) "Tasking agencies" means the agency who has requested RDSAR services.

### **2. Membership**

2.1 Membership in the Association is open to any person who:

- a) Is 18 years of age or older,
- b) Is a resident of the Province of Alberta,
- c) Has successfully passed a "Criminal Records Check",
- d) Has paid the annual membership fee, and
- e) Successfully completed an interview with the membership committee.

2.2 a) Information provided by members to RDSAR shall be confidential and shall not be provided to any third party with the exception of being provided to tasking agencies as necessary.

b) All members of RDSAR shall enter a written agreement with RDSAR pertaining to the disclosure of information relative to operations.

2.3 The Annual Membership Fee shall be set by the board.

- 2.4 The Annual Membership Fee is payable on 1 October of every year.
- 2.5 The Secretary shall suspend each member who has not paid the annual membership fees by 31 October in each year.
- 2.6 Upon payment of the annual membership fee, a member suspended pursuant to 2.5 shall be re-instated.
- 2.7 Unless suspended, a member may vote in all Annual General Meeting of the Association.
- 2.8 A member may resign from the Association by submitting written notice to the Secretary.
- 2.9 Any member may be expelled from the membership of RDSAR by the majority vote of the Board for conduct deemed to be contrary to the objectives of RDSAR, or has, or may bring disrepute to RDSAR. Any member removed from the membership may appeal that action to a committee established by the Board.

### **3. Officers and Directors**

- 3.1 The Association shall elect at its Annual General Meeting from its members:
  - a) A President
  - b) A vice President
  - c) A Secretary
  - d) A Treasurer and
  - e) Three Directors.
- 3.2 The elected officers shall have the following responsibilities:
  - a) The President who shall preside over all meetings of the Association and Board. The President shall be an ex-officio member of all committees of the Association. The President shall have no vote in any committee or meeting, except in the case of a tie.
  - b) The Vice President who shall preside over all meetings of the Association and Board in the absence of the President.
  - c) The Secretary who shall keep the minutes and records at all meetings of the Association. The Secretary shall be responsible for all correspondence of the Association. The Secretary shall preside over all meetings of the Association and board in the absence of the President and Vice President.

- d) The Treasurer who shall receive and disburse the funds of the Association. The Treasurer shall present a detailed account of the finances of the Association as and when requested by the Board. The Treasurer shall be responsible for completing the books of the Association for each fiscal year and submitting the books for audit.
  
- 3.3 Each Director shall have such responsibilities as may be assigned to them by the Board.
- 3.4 Each of the Officers and directors shall serve their term of office until the next Annual General Meeting.
- 3.5 Any vacancy in the Board may be filled by an election held on notice by a quorum of the members of the Association.
- 3.6 Any officer or director may resign their office by submitting written notice in writing to the Secretary.
- 3.7 Upon Special Resolution, notice of which must be given in accordance with 1.1(c), any officer or director may be removed from office for any cause the Association deems reasonable.
- 3.8 Any member of the board may be removed from office, by majority vote of the Board, for failing to attend three consecutive regular scheduled meetings of the Board, or a total of four Board meetings in a calendar year. A meeting of the Board may be attended by one or more Board members participating by way of telephone or other electronic means that allows participating Board members to communicate simultaneously with each other. Any Board member removed from office may appeal that action to the membership at the next general meeting.

#### 4. **Board and Governance**

- 4.1 The Officers and Directors shall form the Board of Directors of the Association.
- 4.2 The Board shall have the entire conduct and management of all the affairs of the Association, subject to the bylaws of the Association.

#### 5. **Committees**

- 5.1 The Board may establish committees composed of the membership of the Association from time to time.
- 5.2 The Board shall establish terms of reference for each committee.

- 5.3 The following committees shall be standing committees to work on the following areas under the direction of the board:
- a) the Operations Committee – to develop Operating Practices and Procedures for the approval of the Board
  - b) the Planning Committee – to develop a training syllabus and to develop plans for responding to search events for the approval of the Board
  - c) the Finance Committee – to develop a budget, organize funding and administer the finances of the Association for the approval of the Board
  - d) the Administration Committee – to develop administrative processes and records for the approval of the Board
  - e) the Logistics Committee – to develop practices and procedures for the acquisition, maintenance, issuance and disposal of the assets of the Association for the approval of the Board.
- 5.4 Each Committee shall designate a Chair who shall be responsible for convening and managing the committee and who shall communicate to the Board.

## 6. **Finances**

- 6.1 The fiscal year for the Association is 1 August to 31 July.
- 6.2 The Association shall maintain such accounts as the Board deems appropriate in such banks, financial institutions, treasury branches or credit unions as it deems necessary.
- 6.3 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such a manner as it thinks fits but this power shall only be exercised under the authority of a special resolution of the Association.
- 6.4 The books, accounts and records of the Association shall be audited at least once per year by a duly qualified accountant or by two members of the Association elected by the membership for that purpose.
- 6.5 An election of two members of the Association as auditors may occur at any time.
- 6.6 No member of the Board may be an auditor.

- 6.7 A complete and proper statement of the books, accounts and records of the Association shall be presented at the Annual General Meeting by the Treasurer.
- 6.8 The Auditors report shall be presented to a general meeting of the Association no later than three months following the Annual General Meeting.
- 6.9 Any member of the society may inspect the books, accounts and records of the Association at any reasonable time upon notice to the Treasurer and Secretary.
- 6.10 The Board shall have access to the books, accounts and records of the Association at all times.
- 6.11 No officer, director or member of the Association shall receive any remuneration from the Association.

## 7. **General Meetings**

- 7.1 The Secretary shall convene general meetings of the Association from time to time on the instruction of the Board.
- 7.2 A meeting of the Association may be convened to consider a specific matter by one-third of the members submitting a petition in writing to the President.
- 7.3 Notice for a general meeting shall be given in accordance with 1.1(b).

### Special Meetings

- 7.4 The Secretary shall convene special meeting of the Association from time to time on the instruction of the Board.
- 7.5 Notice for a special meeting shall be given in accordance with 1.1(b).

## 8. **Board Meetings**

- 8.1 The Board shall meet every quarter, or more often at the call of the President.
- 8.2 A Board meeting shall require the attendance of at least four members of the Board. If less than four members of the Board attend a meeting, the meeting shall be abandoned and the President shall give notice for a new meeting. Meetings may be held in person, electronically or in any other fashion approved by the Board.

- 8.3 Notice of all meetings of the Board shall be given to all members of the Board.
- 8.4 Any member of the Board may waive notice of a meeting to that member.
- 8.5 Each Officer and Director is entitled to one vote at a Board meeting.
- 8.6 Any member of the Association may attend Board meetings.
- 8.7 Any two members of the Association may request a meeting of the Board to consider a specific matter by providing written notice to the President.

## 9. **Annual General Meeting**

- 9.1 The Association shall hold an Annual General Meeting in November of each year.
- 9.2 The Membership Committee shall provide notice of the AGM to each member in accordance with section 1.1(c).
- 9.3 The AGM shall be presided over by the President.
- 9.4 The Board shall provide the members with a complete report of activities and undertaking of the Association since the last AGM.
- 9.5 At the conclusion of the Board's Report, the President shall ask for a member of the Association to chair the election process (the Election Chair).
- 9.6 The Election Chair shall accept and announce nominations for the officers and directors of the Association for the next year.
- 9.7 Each member of the association shall be eligible to hold office as an officer or director.
- 9.8 Any consenting member of the Association may be nominated in writing as an officer or director by the 1<sup>st</sup> of October prior to the Annual General Meeting.
- 9.9 In the event that no nominations are received for any positions by the 1<sup>st</sup> of October, nominations may only be made from the floor for any vacant position at a General Meeting held in October prior to the Annual General Meeting.
- 9.10 On nominations being read, the President shall confirm the consent of the members nominated.

- 9.11 Prior to the elections for each position, those nominated for the position shall be given a reasonable amount of time to make representation to the membership.
- 9.12 All votes at any meeting shall be by a show of hands and the results recorded by the Secretary.
- 9.13 No vote shall be by proxy.
- 9.14 At the conclusion of the Annual General Meeting, the books, accounts and records of the Association shall be transferred to the newly elected Board.

## 10. **Seal**

- 10.1 The Association shall not possess or use an official seal.

## 11. **Registered Office**

- 11.1 The Board may designate an address for the Association to which mail may be sent and the Board shall designate a Registered Office for the Association.

## 12. **Quorum**

- 12.1 Quorum at any meeting of the Association is four members.

## 13. **Amendment to Bylaws**

- 13.1 These bylaws may only be amended by Special Resolution of the Association, notice of which must be given in accordance with 1.1(c).

## 14. **Dissolution**

- 14.1 Should Red Deer Search and Rescue Association dissolve, any gaming assets remaining after paying debts and liabilities will be given to an eligible charity.