

BYLAWS
Of the
State Urban Search and Rescue Alliance, Inc.
SUSAR



A New Jersey Non-Profit Corporation Incorporated July 3, 2007

Updated 2019

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ARTICLE I: NAME

The name of this Organization shall be "State Urban Search and Rescue Alliance" and shall hereinafter be referred to in these Bylaws as State Urban Search and Rescue (SUSAR). This Organization is organized under and shall operate as a New Jersey Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the New Jersey general Not For Profit statutes.

ARTICLE II: PURPOSE AND OBJECTIVES

SUSAR is organized for educational and informational purposes for Urban Search and Rescue (US&R) providers who would not only be subject to deployment in their own jurisdictions but may be called upon to assist each other through mutual aid such as, but not limited to, the Emergency Management Assistance Compact (EMAC).

By definition, Urban Search and Rescue (US&R) is a multi-disciplined organization which conducts search, rescue, and recovery in the technical rescue disciplines to include structural collapse, rope rescue, vehicle extrication, machinery extrication, confined space (permit-required, non-cave, non-mine), trench, excavation, and water operations in a US&R environment.

The objectives SUSAR shall be to:

- Support the mission, vision and values as outlined in the SUSAR Strategic Plan (as amended)
- Emphasize unity and consistency among US&R providers
- Promote training and cooperation with US&R providers and stakeholders (which may include the public, local, tribal, territorial, regional, state, national, non-governmental, private sector and international agencies)
- Afford US&R providers a voice in the US&R Community; and
- Develop, adopt, and utilize standards for participants and US&R providers.

ARTICLE III: STRUCTURE

As a nationwide organization, SUSAR is dedicated to the aforementioned goals and objectives. The following organizational structure is intended to enhance the efficiency of operations, governance, control, and responsiveness to the needs of the membership.

The structure shall consist of the following: members, directors, officers, committees, and other professional services as determined by the Board of Directors.

ARTICLE IV: CATEGORIES OF MEMBERSHIP

SUSAR membership shall consist of Member Organizations, Individual Members, Associate Members, and Honorary Members. In addition to the above categories, the Board of Directors may establish or terminate categories of membership and the procedures for approval of such members, as necessary to accomplish the objectives of

SUSAR. In all cases, final determination of eligibility for membership in SUSAR shall rest with the Board of Directors.

1.1 Member Organizations

Member organizations may consist of any duly formed US&R provider, officially sanctioned, sponsored or operated by any, local, tribal, territorial, regional, state, national, non-governmental, private sector or international agency authorized to act as such pursuant to the relevant statutes of their home state and/or relevant federal statutes shall be eligible for membership in SUSAR. Member Organizations shall identify and maintain at least one primary point of contact.

1.2 Individual Members

A person affiliated with a US&R provider may be eligible to be an Individual Member. An Individual Member may be heard on any matters pertaining to SUSAR. Individual Members may not hold a position on the Board of Directors within the SUSAR organization unless affiliated with a US&R provider. The resignation, suspension or expulsion of a Member Organization shall not terminate or suspend the membership of any affiliated Individual Member. However, if said member holds an office in SUSAR by virtue of their status as a Representative or Designee of a Member Organization, such office shall be forfeited by said Individual Member upon termination, suspension or expulsion of the Member Organization.

1.3 Associate Members

Any person or stakeholder wishing to participate in SUSAR activities, and who is not, or does not qualify to be a Member Organization or Individual Member may apply for membership as an Associate Member. An Associate member may participate in discussion at meetings but may not vote or hold a SUSAR office. A person may not hold an Individual Membership and Associate Membership concurrently.

1.4 Honorary Members

Any individual who has made a noteworthy contribution in the field of US&R and/or SUSAR may be designated as an Honorary Member by the Board of Directors, and as such shall be exempt from the payment of dues. An Honorary Member may be heard on any SUSAR matter but shall not vote or hold office.

1.5 Application For Membership

The application process, membership fees, and membership policies and procedures shall be established by the Board of Directors.

ARTICLE V: BOARD OF DIRECTORS

1.1 Eligibility and Powers

The control and management of the affairs of SUSAR shall be vested in a Board of Directors (herein referenced as Directors) consisting of a President and no less than six (6) nor more than eleven (11) other persons, each of whom shall have one vote. A Designee or other Representative of a Member Organization shall be eligible to serve as

a Member of the Board of Directors. No more than two representatives from any one stakeholder group may serve on the Board at any one time. An Individual Member shall be eligible to serve on the Board of Directors only if they follow Article IV, Section 1.2. The Board of Directors shall be composed of not more than one-third Individual Members at one time. The Directors shall receive no compensation for their services.

1.2 Elections

Directors shall be elected at the Annual Membership Meeting. A Director shall be elected for a term of not more than two years or until a successor shall have been elected and shall have assumed the duties of the office. A Director who shall have served on the Board for three consecutive terms (excluding any period of service as a Director designated by the Board of Directors to fill a vacancy under Section 3 of this Article) shall not be eligible to serve on the Board for a period of one year thereafter. A nominee for the post of an Officer who is duly elected to an office by the Board of Directors, may continue to serve on the Board as long as such individual is an Officer.

1.3 Signing Authority

The Board of Directors shall determine annually by a majority vote which individuals have signing authority for SUSAR.

1.4 Ex Officio Directors and Officers

The immediate past President shall be ex officio a member of the Board of Directors. Each past President shall, ex officio, hold the office of Honorary President of the Board.

1.5 Vacancies

In the event of a Director's resignation, removal, ineligibility or inability to perform the duties of a Director, a majority of the Board of Directors then in office shall have the power to designate an eligible person to serve for the remainder of the term of such Director.

1.6 Meetings

The Annual Meeting of the Board of Directors shall be held promptly following the Annual Membership Meeting of SUSAR. Regular meetings of the Board of Directors shall be held at such times and places as the Board may decide. Special meetings of the Board of Directors may be held at such times and places as the Board may decide or at the call of the President or on the written request of five or more Directors addressed to the President or Secretary. In the event of a lack of a quorum at any meeting of the Board, such meeting may be adjourned to such time and place as a majority of the Directors present may decide.

1.7 Quorum

A majority of the entire Board of Directors shall constitute a quorum for the purposes of any meetings of the Board.

ARTICLE VI: OFFICERS

1.1 Election and Duties

The Officers of SUSAR shall be a President and Vice Presidents as the Board may decide, a Secretary, and a Treasurer, each of whom shall be elected from among the Directors at each Annual meeting of the Board of Directors by a majority vote of the Directors present at such meeting to serve for the next calendar year or until a successor shall have assumed the duties of the office.

No one shall be eligible to serve more than three (3) successive 1-year terms as President, except that an Officer who becomes Acting President or President pursuant to Section 5 of this Article may be elected to a successive one-year term as President. The Board of Directors may likewise elect such other Officers as it may from time to time deem advisable and they shall perform such duties as the Board may prescribe. The President and Vice President(s) on the Board of Directors shall not be representatives of the same stakeholder group.

1.2 Executive Committee

The Executive Committee shall at all times be comprised of at least four members of the Board of Directors which includes the President, the Vice Presidents, the Secretary, and the Treasurer. The President shall be the Chair of the Executive Committee.

Meetings of the Executive Committee shall be held at such times and dates as the Committee may decide, or at the call of the President or on the written request of three or more members thereof addressed to the President or the Secretary. A majority of its members shall constitute a quorum for the purposes of any meeting.

The Executive Committee shall have and may exercise, when the Board of Directors is not in session, all the powers of the Board in the management and business affairs of SUSAR, except that the Executive Committee shall not have power to fill vacancies on the Board of Directors or to amend the Bylaws of SUSAR. All action taken by the Executive Committee shall be reported at the next meeting of the Board of Directors.

1.3 President

The President shall preside at all meetings of SUSAR, the Board of Directors and the Executive Committee and shall be the executive head of SUSAR and the Chair of the Board, directly responsible to the Board of Directors for the conduct of all SUSAR operations and activities. The President shall have authority to delegate to other Officers, Committee Chairmen and the Executive Director such duties as seem appropriate for the administration thereof under the President's general supervision. The President shall submit at each Annual meeting of SUSAR a report of the activities of SUSAR during the preceding year.

1.4 Vice Presidents

Vice Presidents, one of whom may be designated as First Vice President, shall perform such duties as may be delegated to them by the Board of Directors, the Executive Committee, or the President.

Subject to the terms of Article VI herein, in the event of the temporary absence or temporary inability of the President to perform the duties of the office, the First Vice President shall, except in the event of absence or inability to serve, become Acting President and exercise the authority and perform the duties of the office. In the event of the resignation, removal from office, ineligibility or inability of the President to perform the duties of the office, the First Vice President shall, except in the event of inability to serve, become President.

In the event of the temporary absence or temporary inability of both the President and the First Vice President to perform the duties of the office of President, the Vice President who has seniority shall become Acting President and exercise the authority and perform the duties of the office.

If no Vice President has seniority, the Board of Directors shall designate by a majority vote a Vice President as Acting President who shall exercise the authority and perform the duties of the office.

As used in this Section the term "seniority" means the greatest number of years of service as a Director of SUSAR.

1.5 Secretary

The Secretary shall be responsible for the minutes of all meetings of the SUSAR Board of Directors and the Executive Committee, and shall be the custodian of the seal and records for SUSAR. The Secretary shall perform such other duties as may be delegated by the Board of Directors, the Executive Committee or the President. This position may be combined with the Treasurer position. Some duties of the Secretary may be filled by professional services as determined by a majority vote of the Board of Directors.

1.6 Treasurer

The Treasurer's shall be responsible for the following:

- Oversees the custody of all monies and securities of SUSAR and their placement in appropriate financial vehicles and repositories in accordance with guidelines established by the Board of Directors.
- Directs any SUSAR staff to keep proper books of account and shall sign and authorize the signing of checks and shall give such surety bonds as the Board of Directors may require.
- Makes reports on the financial condition of SUSAR at each Annual meeting of SUSAR and of the Board of Directors and, whenever called upon to do so, at the other meetings of SUSAR, the Board of Directors, and the Executive Committee.
- Performs such other duties as may be delegated by the Board of Directors, the Executive Committee, or the President.
- Serves as the Chairman of the Finance Committee.

All duties performed by the Treasurer shall be subject to the supervision and direction of the Board of Directors, the Executive Committee, an audit committee and the President. All financial and other records in the custody of the Treasurer and/or any SUSAR staff shall be open to the Board of Directors, the Executive Committee, and the President at all times for inspection or audit.

On ceasing to hold office, the Treasurer shall surrender all records, files, books of account, monies, securities, and other property of SUSAR, as well as control thereof, to a successor or to such other person as designated by the Board of Directors.

This position may be combined with the Secretary position. Some duties of the Treasurer may be filled by professional services as determined by a majority vote of the Board of Directors.

1.7 Succession

In the event of the resignation, removal from office, ineligibility or inability of any Officer, other than the President, to perform the duties of the office, the Board of Directors by a majority vote shall elect an eligible person to serve for the remainder of that year or until a successor shall have been elected and shall have assumed the duties of the office.

1.8 Counsel

The Board of Directors may retain professional legal counsel as deemed necessary by a majority vote of the Board.

1.9 Executive Director

SUSAR may in the future employ an executive with the title Executive Director who shall be the chief staff executive and who shall be responsible to the President, the Executive Committee, and the Board of Directors. The employment or discharge of an Executive Director shall be by the Board of Directors.

The Executive Director shall be responsible for the following:

- Recommendation, formulation and implementation of policies and programs for SUSAR;
- Development and implementation of, and administrative plans and procedures for, the administrative operation of the office and the supervision of all staff personnel;
- The administration of the annual budget;
- Unless otherwise directed by the President or Board of Directors, attend all meetings of SUSAR, the Board of Directors and committees of the Board of Directors, and attend or delegate other staff members to attend all meetings of non-Board and Special Committees;
- As directed by the President or the Board of Directors, represent SUSAR at meetings of Alliances, and governmental and non-governmental organizations and bodies throughout the world;
- Communicate to others the positions and comments of SUSAR;

- Keeping the President fully informed on the conditions and operations of SUSAR;
- Performs such other duties as may be assigned or delegated by the President or the Board of Directors.

ARTICLE VII: COMMITTEES

1.1 Board Committees

The Board of Directors shall have the authority to create and disband Committees, Subcommittees, Ad-hoc Work Groups and Project Teams. They shall be responsible to the President for the performance of their duties unless the Board of Directors shall otherwise direct. The duties of the committees shall be those indicated by their titles or as may be otherwise assigned to them by the Board of Directors or the President

1.2 Duties and Responsibilities

All non-Board and Special Committees, Task Forces, and Project Teams shall be responsible to the President for the performance of their duties unless the Board of Directors shall otherwise direct. The duties of the committees shall be those indicated by their titles or as may be otherwise assigned to them by the Board of Directors or the President.

ARTICLE VIII: MEETINGS

1.1 Annual Membership Meeting

The Annual Meeting of Members of SUSAR for the election of Directors and for the transaction of such other business as may come before the meeting shall be held at a time and place approved by the Board of Directors.

1.2 Special Meetings

Special meetings of SUSAR shall be held at such times and places as the Board of Directors shall approve. Special meetings shall also be called by the President at any time upon the request of the Regular Members in good standing, who shall specify in their request the business that they desire to be considered at the proposed meeting. Special meetings may include physical or virtual meeting venues.

1.3 Stated Meetings

The Annual Membership Meeting and Special Meetings shall be considered Stated Meetings of SUSAR.

1.4 Notice

Notification of each Stated Meeting of SUSAR shall be provided by electronic mail or by publication for each meeting and shall state the place, date and hour of the meeting and, if for a Special Meeting, shall also state the purpose(s) for which the meeting has been called.

1.5 Voting

It shall be incumbent upon all Member Organizations from any one State to confer with one another to agree upon the single Designee from that State who shall represent that State for the practice of carrying out the One State-One Vote.

In the transaction of business at any stated meeting of SUSAR a majority vote of the Member Organizations represented by Designees or by proxy shall decide. In the case of a tie vote the President shall cast the deciding vote.

1.6 Rules of Order

All meetings of SUSAR, the Board of Directors, and Committees shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order unless such conduct would be in conflict with these Bylaws or any applicable provision of law, in which case these Bylaws or such applicable provision of law shall govern.

ARTICLE IX: DISCIPLINARY ACTIONS

1.1 Removal of Directors, Officers, Committee Members and Regional Coordinators

Any Director, Officer, Committee Member or Regional Coordinator may be removed from office by a vote of two-thirds of the entire Board of Directors for failure or refusal to perform the duties of the office properly or for conduct bringing SUSAR into disrepute. Absence of a Director from two consecutive meetings may be deemed by the Board to be failure to perform the duties of the office properly.

1.2 Suspension or Expulsion of a Member or Disqualification of a Designee

A member may be suspended for a period or expelled for cause such as violation of any of the Bylaws of SUSAR or for conduct prejudicial to the best interests of SUSAR.

A person may be temporarily or permanently disqualified from serving as a Designee of a member organization for cause such as violation of any of the Bylaws of SUSAR or for conduct prejudicial to the best interests of SUSAR. If a Designee is disqualified, the member organization shall appoint a new Designee pursuant to Article IV, Section (1). Suspension or expulsion of a member or disqualification of a Designee shall be by a two-thirds vote of the entire Board of Directors, provided that a statement of the charges shall have been sent by first class mail, by electronic mail, or by facsimile copy to the member or Designee at the last recorded address at least fifteen (15) days before final action is to be taken thereon accompanied by a notice of the time when and place where the Board of Directors is to take action. The member or Designee shall be given an opportunity to be present at the time and place mentioned in such notice and to present a defense, including the right of representation by counsel and the right of cross-examination.

ARTICLE X: COMMUNICATION

The SUSAR Board of Directors supports information sharing with the membership and stakeholders across various mediums.

ARTICLE XI: INDEMNIFICATION

SUSAR shall indemnify all Officers and Directors for acts within their respective authorities to the full extent permitted by the Not-For-Profit Corporation Law of the State of New Jersey and SUSAR shall indemnify, to the same extent as Officers and Directors, all Counsel, Chairmen, Vice Chairmen, members of committees, other volunteers authorized to act on behalf of SUSAR and employees of SUSAR. Any question as to whether a person is eligible for indemnification in a specific matter shall be determined either by a Special Committee of at least three Directors who are not parties to the matter and who are appointed by the Board of Directors, or in a written opinion by an independent legal counsel who shall be designated by the Board of Directors. SUSAR may, in its sole discretion, purchase and maintain insurance on behalf of any person covered by this Article XI, against any liability asserted against such person arising out of any acts or omissions to which this Article XI applies, regardless of whether SUSAR would have the power to indemnify against such liability.

Every member of the Board of Directors, officer or employee of SUSAR may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of SUSAR. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

The Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of SUSAR.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended at any meeting of SUSAR or of the Board of Directors by a majority vote of the Regular Members or of the Board of Directors, respectively, provided, that the Secretary shall have transmitted notice in writing, by electronic mail, or by publication to all Member Organizations, Individual and Associate Members, stating the proposed amendments in full, not less than twenty calendar days prior to the meeting at which such amendments to these Bylaws are to be voted upon.

ARTICLE XIII: FINANCIAL ADMINISTRATION

1.1 Fiscal Year

The fiscal year of SUSAR shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

1.2 Checks, Drafts, Etc

All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of SUSAR and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

1.3 Deposits and Accounts

All funds of SUSAR, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of SUSAR, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of SUSAR, checks, drafts, and other orders of SUSAR may be endorsed, assigned, and delivered on behalf of SUSAR by any officer or agent of SUSAR.

1.4 Investments

The funds of SUSAR may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV: RECORDS

Records of the activities and transactions of SUSAR shall be kept at the office of SUSAR. These shall include a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE XV: GENDER

When necessary for the proper meaning to be given to the terms as used herein, words denoting one gender include the other gender; the singular includes the plural; and the plural includes the singular.

ARTICLE XVI: DISSOLUTION

SUSAR shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall inure, or be distributed, to the members of SUSAR.

On dissolution of SUSAR, any funds remaining shall be distributed by the Board of Directors, in accordance with a plan of dissolution and distribution previously approved by a two-thirds vote of members, to one or more regularly organized and qualified professional societies, trade alliances, charitable, educational, scientific, philanthropic, or other organizations which are exempt from the payment of Federal income taxes under Section 501(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.