

BYLAWS

Of the

State Urban Search and Rescue Alliance, Inc.

SUSAR

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

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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.

SUSAR recognizes various resource types as US&R providers including, but not limited to US&R Task Forces, Structural Collapse Rescue Teams, Structural Collapse Search Teams, Disaster/Structural Collapse Canine Search Teams, Swiftwater/Flood Search and Rescue Teams, Stillwater/Flood Search and Rescue Teams and Helicopter Search and Rescue Teams.

The Objectives of SUSAR are 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
- 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: MEMBERSHIP

- **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.

a. 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 includes the sponsoring agency for US&R providers. Member Organizations shall identify and maintain at least one primary point of contact.

Individual states with multiple Member Organizations shall designate a primary point of contact.

b. Individual Members

A person affiliated with a US&R provider, the sponsoring agency for a US&R provider or other US&R associated organization may be eligible to be an Individual Member. An Individual Member may be heard on any matters pertaining to SUSAR. 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.

c. Associate Members

Any person or stakeholder organization 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.

d. **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. An Honorary Member may be heard on any SUSAR matter but shall not vote or hold office.

- **Application for Membership**

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

ARTICLE V: BOARD OF DIRECTORS

Eligibility and Powers

- The control and management of the affairs of SUSAR shall be vested in a Board of Directors (herein referenced as Directors)
- The Board of Directors shall implement rules needed for the control and management of the affairs of SUSAR not expressed in these bylaws.
- The Board of Directors consists 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 organization may serve on the Board at any one time.
- The Board of Directors shall be composed of not more than one-third of Individual Members at one time.
- The Directors shall receive no compensation for their services.

Elections

- a) Directors shall be elected at the Annual Meeting. A Director shall be elected for a term of not more than three 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. The terms of the Directors shall be staggered so that no more than four

positions are up for election for a three-year term in any one year. In the event the Annual Meeting is cancelled or postponed, the terms of directors shall be extended until the Annual Meeting is rescheduled.

- b) Incumbent Directors that are in good standing may be reappointed for a second or third term upon majority vote of the Board of Directors.
- c) In the event a Director separates from their Member Organization, their term shall continue until the next election. If the Director becomes affiliated with another Member Organization within this timeframe, their term shall continue. If the Director does not become affiliated with another Member Organization, the remainder of their term shall be filled at the next election. If this Director becomes an Individual Member, their term can continue if the Board of Directors is composed of less than one-third of Individual Members.

- **Ex Officio Directors and Officers**

The immediate past President shall be ex officio a member of the Board of Directors for a period of six months following the election of a new President. Each past President shall, ex officio, hold the office of Honorary President of the Board.

- **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.

ARTICLE VI: OFFICERS

- **Election and Duties**

- a. The Officers of SUSAR shall be a President, a First Vice President, a Second Vice President, 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.

The President may serve (3) successive 1-year terms. An individual may serve additional years as President with the approval of the Board of Directors by a majority vote of the Directors present to serve for the next

calendar year or until a successor shall have assumed the duties of the office.

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 Presidents on the Board of Directors shall not be representatives of the same member organization.

- **Executive Committee**

- a. The Executive Committee shall at all times be comprised of at least four members but not to exceed five members of the Board of Directors. These members include the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer. The President shall be the Chair of the Executive Committee.
- b. 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.
- c. 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.

- **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 Chairs, and any staff 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. The President shall serve as primary signatory for SUSAR accounts; unless signatory status is delegated to other Executive Committee member(s).

- **Vice Presidents**

- a. The Vice Presidents shall perform such duties as may be delegated to them by the Board of Directors, the Executive Committee, or the President. There shall be a First (1st) Vice president and Second (2nd) Vice President. A Vice President may also serve as the Secretary or Treasurer.

- b. 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 1st 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 1st Vice President shall, except in the event of inability to serve, become President.

- c. In the event of the temporary absence or temporary inability of both the President and the 1st Vice President to perform the duties of the office of President, the 2nd Vice President shall become Acting President and exercise the authority and perform the duties of the office.

- d. In the event of the temporary absence or temporary inability of the President, the 1st Vice President and the 2nd Vice President to perform the duties of the office of President, the Secretary shall become Acting President and exercise the authority and perform the duties of the office.

- e. In the event of the temporary absence or temporary inability of the President, the 1st Vice President, the 2nd Vice President and the Secretary to perform the duties of the office of President, the Treasurer shall become Acting President and exercise the authority and perform the duties of the office.

- f. In the event no members of the Executive Committee are able to serve as Acting President, the Board of Directors shall designate an Acting President who shall exercise the authority and perform the duties of the office.

- **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 a Vice President or Treasurer position. The Secretary shall serve as a signatory for SUSAR accounts. Some duties of the Secretary may be filled by professional services as determined by a majority vote of the Board of Directors.

- **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 Chair of the Finance Committee (if established).

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 a Vice President or Secretary position. Some duties of the Treasurer may be filled by professional services as determined by a majority vote of the Board of Directors.

- **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.

- **Employee**

The Board of Directors may employ staff as deemed necessary by a majority vote of the Board.

- **Counsel**

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

- **Professional Services**

The Board of Directors may contract with professional services as deemed necessary by a majority vote of the Board.

ARTICLE VII: COMMITTEES

- **Board Committees**

a. The Board of Directors shall have the authority to create and disband Committees, Sub-committees, 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

- **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

- **Meetings**

The Annual Meeting of the Board of Directors shall be held during 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.

- **Quorum**

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

- **Annual Membership Meeting**

The Annual Meeting (In Person or Virtual) 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.

- **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.

- **Stated Meetings**

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

- **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.

- **Member Organizations 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.

- **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

- **Removal of Directors, Officers, Committee Members and Regional Coordinators**

Any Director, Officer Committee Member 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. A Directors failure to regularly attend and participate in SUSAR meetings may be deemed by the Board to be failure to perform the duties of the office properly.

- **Suspension or Expulsion of a Member or Disqualification of a Designee**

- a. 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.

- b. 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, Categories of Membership, a. Member Organizations.

- c. 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**

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

- **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.

- **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.
- **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 by the Secretary. 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.