

Badlands Search and Rescue Association

Bylaws

September 17, 2018

1. Definitions

In these bylaws,

- a. "body corporate" means a body corporate however or wherever incorporated.
- b. "director" means any person occupying the position of director by whatever name called.
- c. "Registrar" means Registrar as defined in the *Business Corporations Act*.
- d. "society" means a society incorporated or continued under the *Business Corporations Act* and not discontinued.
- e. "special resolution" means
 - i. a resolution passed
 - (A) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,
 - ii. a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or
 - iii. a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- f. "Board" means the Board of Directors as provided for in these bylaws.
- g. "Notice" means with respect to any meeting other than for Special Resolutions, notice in writing, electronically, or by telephone at least seven days in advance of a meeting.
- h. "Tasking Agencies" means the agency, as defined by Search and Rescue Alberta (hereafter referred to as SARAB) which has requested Badlands Search and Rescue Association.
- i. "Electronically" means any communication that can be captured electronically, including email and text applications.
- j. "Annual" or "Annually" means a calendar year.

2. Name
 - a. The name of the organization is “Badlands Search and Rescue Association”, hereafter referred to as BSAR.
 - b. BSAR is a professional volunteer group.
 - c. BSAR is a society as defined by the Societies Act of Alberta.
3. Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.
4. Membership
 - a. Eligibility
 - i. Membership in BSAR is open to anyone who:
 1. Is 18 years of age or older,
 2. Is a resident of the Province of Alberta,
 3. Has completed an application package,
 4. Has successfully passed a Criminal Records Check with a Vulnerable Persons Record Check.
 - a. Criminal Record Check and Vulnerable Persons Record Check are to be included with the application package.
 - i. An extension may be requested of the Board or their designate in writing or electronically.
 - ii. Member or applicant requesting an extension can participate in exercises, events, and all other activities they are qualified for at the discretion of the Board.
 5. The Board may review or investigate any Criminal Records Check or a Vulnerable Records Check at any time.
 - a. Any member under review/investigation will be notified by the Board.
 - b. The Board may request a new Criminal Records Check or a Vulnerable Persons Record Check at any time.
 - c. The Board may allow up to sixty days for any member to provide a Criminal Records Check and/or a Vulnerable Persons Record Check.
 - d. This member will not be permitted to participate in operations until the Criminal Records Check and/or the Vulnerable Persons Record Check is received.
 - e. If a new Criminal Records Check and/or a Vulnerable Persons Records Check are not received within the sixty-day period, without reasonable explanation presented to the Board, the membership will be terminated.
 6. Has paid the annual membership fee, and
 7. Successfully completed an interview with BSAR.
 8. Is voted in by a majority vote of the Board.

- b. Annual Membership Fees
 - i. Annual membership fees will be set by the Board.
 - ii. Membership fees are due at the start of the scheduled Annual General Meeting to retain voting privileges.
 - iii. Membership fees are non-refundable.
 - iv. Members whose Membership fees are not paid at the AGM will have their voting privileges suspended until payment has been received.
 - v. Any member who is in arrears three months after the AGM shall have their membership suspended and may be terminated at the discretion of the Board.

- c. Resignation
 - i. Any member may resign in writing or electronically to any member of the Board.

- d. Suspension
 - i. Any member suspended for any reason will be excluded from voting and participating in training and searches until reinstated.
 - ii. Any member upon a majority vote of the Board can be suspended from voting and participating in any activity relating to BSAR.
 - 1. The suspended member will be notified within seven days by telephone, in writing or electronically.
 - 2. The suspended member has seven days to appeal the suspension in writing or electronically.
 - 3. The Board will meet within fourteen days of receiving the appeal to review the suspension. All decisions at this meeting are final.

- e. Expulsion and Termination
 - i. Any member in good standing can make representation to the Board requesting the termination with due cause of another member. The Board will investigate and decide if termination is warranted.
 - ii. Any member, upon a majority vote of the members in good standing, may be expelled from membership for any cause which the society may deem reasonable.

- f. Member in Good Standing
 - i. BSAR Operational Members are defined as those individuals who:
 - 1. Are voting members.
 - 2. Have completed the Basic SAR Skills, current Standard First Aid & Level "C" CPR and ICS 100, as defined by Alberta Search and Rescue.
 - 3. To remain qualified, must annually complete a minimum of:
 - a. Six BSAR training sessions
 - i. Training with other organizations and other tasks may qualify as training pending Board approval on a case by case basis.
 - ii. One mock or real search.
 - 4. Are qualified to participate in operational tasks in the field according to their level of training.
 - ii. BSAR "Members in Training" (hereafter referred to as MIT's) are those individuals who:
 - 1. Are voting members who have not met Operational requirements as defined in 4.f.i. above.

2. Can participate in training and in base operations and may participate in operations at the discretion of the Search Manager or Incident Commander.
 3. To remain on the team, MIT's must complete the following within twelve months of joining:
 - a. Attend a minimum of twelve BSAR training sessions, including the MIT Orientation sessions.
 - b. Attend one mock search, and
 - c. Complete Basic SAR Skills.
 - d. The Board may, at the Board's discretion, consider exceptions on a case by case basis.
 - iii. BSAR Non-Operational Members are defined as those individuals who:
 1. Are voting members.
 2. Can participate in training and in base operations according to their level of training.
 3. Are not required to meet Operational Member requirements.
 - iv. BSAR Honorary Members are identified as those individuals who:
 1. Are non-voting members.
 2. Are not required to meet Operational requirements.
 3. Are voted by the Board to receive this position on an individual basis by majority vote of the Board.
 - g. Responsibilities of Members
 - i. All BSAR members are expected to abide by the following:
 1. Applicable Federal, Provincial and Municipal Acts, bylaws, etc.
 2. BSAR bylaws.
 3. Bylaw Policy.
 - h. Responsibilities of BSAR
 - i. BSAR will treat members in accordance with the following:
 1. Applicable Federal, Provincial and Municipal Acts, bylaws, etc.
 2. BSAR Bylaws.
 3. BSAR Policy.
5. Board of Directors
- a. The Executive Committee shall be made up of the President, Vice President, Secretary and Treasurer.
 - b. The Board of Directors shall be made up of the Executive Committee and the Directors required by the organizational structure.
 - c. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President.
 - d. The elected officers shall have the following responsibilities:
 - i. The President shall, when present, preside over all meetings of BSAR and of the Board. The President shall be an ex-officio member of all committees. The President shall have no vote in any committee or meeting, except in the case of a tie.
 - ii. The Vice President shall preside over all meetings of BSAR and The Board in the absence of the President.

- iii. The Secretary shall keep the minutes and records of all meetings of BSAR. The Secretary shall be responsible for all correspondence of BSAR. In case of the absence of the Secretary, his/her duties shall be discharged by such member of the Board as may be appointed by the Board.
- iv. The Treasurer shall receive and disburse the funds of BSAR. The Treasurer shall present a detailed account of the finances of BSAR as and when requested by the Board. The Treasurer shall be responsible for completing the books of BSAR for each fiscal year and submitting the books for audit.
- v. The Past President is to ensure continuity during governance transitions and organizational change, to help the appropriate succession of Officers and Directors, to support the President in his/her role, and to provide continuity to BSAR by providing historical context for issues.
 - 1. The Past President does not have a vote.
 - 2. The Past President's term will begin at the completion of their current term as President with BSAR either as stepping down or not being re-elected.
 - 3. Anyone who has served as President with BSAR and is in good standing with BSAR may be appointed to the role of Past President by the Board as required.
- e. Each Director shall have such responsibilities as may be assigned to them by the Board.
 - i. A Director shall not be the Chairperson of a committee that reports directly to his position.
- f. Members of the Board shall serve a two-year term.
 - i. Elections will be held at the AGM by a written ballot.
 - ii. Vacancies on the Board will be filled by appointment of a member in good standing to an interim position pending the next AGM.
 - iii. Any Officer or Director, upon a Special Resolution majority vote of any members in good standing, may be removed from office for any cause for any cause which BSAR may deem reasonable as defined by the Societies Act of Alberta.

6. Finances

- a. Borrowing powers shall be in accordance with the Societies Act of Alberta.
- b. All borrowing must be approved by Special Resolution majority vote of the membership of BSAR.

7. Auditing

- a. The books and records of BSAR may be inspected by any BSAR member at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the member of the Board having custody of such books and records. Each member of the Board shall at all times have ready access to such books and records.
- b. The books, accounts and records maintained by the executive shall be audited at least once each year by a duly qualified accountant or by two BSAR members in good standing elected for that purpose at the AGM.

8. Seal of the Society

Badlands Search and Rescue Association is not adopting a Society Seal.

9. General Meetings

- a. The Board shall convene general meetings of BSAR from time to time.
 - b. Notice for a general meeting shall be in accordance with 1.g.
10. Special Meetings
- a. The Board shall convene special meetings from time to time to pass special resolutions or for other matters, in accordance with section 1.e.
 - b. A special meeting may be called by the President or Vice President upon receipt of a petition signed by one-third of the members in good standing. The petition must set forth the reasons for calling such meeting, which shall be by letter to the last known address of each member, or electronically sent
 - c. No less than twenty-one days of notice shall be given for the Special Meeting.
11. Board Meetings
- a. Board Meetings shall occur every quarter or more often at the direction of the President.
 - b. A Board Meeting shall require the attendance of at least five members of the Board.
 - i. If less than five members of the Board attend a meeting, the meeting shall be abandoned, and the President shall give notice for a new meeting.
 - ii. Meetings may be held in person, electronically or in any other fashion approved by the Board.
 - c. Each officer and Director is entitled to one vote.
 - d. Any member of BSAR may attend the Board Meetings. The Board reserves the right to meet "In Camera" on sensitive issues.
12. Annual General Meeting
- a. In addition to any regular meetings, BSAR shall hold an Annual General Meeting (AGM) where Board positions are filled, reports are given to members, and any necessary business of BSAR is conducted.
 - b. The Annual General Meeting will be held within ninety days of the end of the fiscal year being December 31st.
 - c. No less than twenty-one days notice shall be given for the Annual General Meeting.
13. Quorum
- a. One third of the membership in good standing at any general or special meeting shall be a quorum.
14. Voting
- a. This refers to General Meetings, Special Resolutions, and the Annual General Meeting.
 - b. All members in good standing have one vote and must vote in person or by proxy.
15. Amendments to Bylaws
- a. These Bylaws may only be amended by a Special Resolution in accordance with Section 1.e."
16. Dissolution
- a. BSAR may be dissolved by passage of a Special Resolution.
 - b. In the event of dissolution, a Special Resolution shall designate the Search and Rescue Association(s) within Alberta who are to receive all assets of BSAR.