



BYLAWS 3.26.2026

OF

WASHINGTON STATE SEARCH AND RESCUE VOLUNTEER ADVISORY COUNCIL (SARVAC)

ARTICLE 1. OFFICES

The principal office of the Washington State Search and Rescue Volunteer Advisory Council (SARVAC) ("SARVAC") shall be located at its principal place of business or other such places as the Board of Directors ("Board") may designate. SARVAC may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of SARVAC may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members

SARVAC shall have one class of membership defined as Voting Members. Only Voting Members are entitled to vote in member meetings and elections.

2.2 Qualifications for Membership:

Any Organization in Washington State who:

1. Supports the mission and purposes of SARVAC, and;
2. Is a volunteer organization that provides search and rescue services under the auspices of the Washington State Emergency Management Division or the Chief of local Law Enforcement, or;
3. Is a Council or Association or Organization that consists of members of such organizations that are listed in Section 2.2.2., and
4. Completes the required application as determined by the Board; and



5. Pays any required dues as established by the Board, shall be eligible for membership.

2.3 Admission of Members

An organization shall become a Member upon acceptance of a membership application and fulfilment of the qualifications stated in Section 2.2. Each organization admitted as a Member may appoint one individual from their organization to serve as their representative. They may also appoint an Alternate Member who may act in the absence of the appointed Member. Such Admission shall be effective upon approval by the Board or by such committee or officer as the Board may designate.

2.4. Rights and Responsibilities of Voting Members

Voting members shall have the following rights:

- To vote on matters reserved to Members by law, the Articles of Incorporation or these Bylaws, including the nomination and election of Directors and Officers.
- To vote on amendments to the Articles of Incorporation and Bylaws
- To receive notice of, attend, and participate in all meetings of the Members
- To propose matters for consideration by the Board or the Members.

2.5 Dues

The Board may establish annual membership dues. The amount and due date shall be communicated to Members in writing or via email communication. Failure to pay dues within the time specified may result in suspension or termination of membership as determined by the Board. Dues may not increase more than 10% year-to-year without a vote of the full membership.

2.6 Termination or Suspension of Membership

Membership may be terminated or suspended for failure to meet qualifications, non-payment of dues, or for conduct materially prejudicial to SARVAC's purposes.

-A Member shall receive at least 15 days' notice of the proposed action and the reasons for it.



-The Member shall have an opportunity to be heard orally or in writing by the Board, or a committee designated by the Board, at least 5 days before the effective date of the action.

-The Board's decision shall be final.

ARTICLE 3. Meetings of Members

3.1 Annual Meeting

An annual meeting of the Members shall be held at a time and place determined by the Board for the purpose of electing Directors and Officers and transacting such other business as may properly come before the meeting.

3.2 Special Meetings

Special meetings of the Members may be called by the President, by a majority of the Board, or not less than ten percent (10%) of the Voting Members, in accordance with RCW 24.03A.465. Written or electronic notice shall be given to Members no less than two (2) days nor more than ten (10) days before the meeting date.

Notice shall state the date, time, place, means of remote participation (if applicable), and purpose of the meeting.

3.3 Notice of Meetings

Written or electronic notice of each Meeting of Members shall be given to each member not less than ten (10) nor more than sixty (60) days before the meeting date.

Notice shall state the date, time, place, means of remote participation (if applicable), and purpose of the meeting.

3.4 Quorum

A quorum for meetings of the Members shall consist of ten percent (10%) of the Voting Members or twenty (20) Voting Members, whichever is less, present in person or by electronic means, unless otherwise required by law or these Bylaws.



3.5 Voting

Each Voting Member shall be entitled to one vote on each matter submitted to the Members. Voting may occur in person, by mail, or by electronic ballot as permitted by law. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, a majority of votes cast shall decide the matter.

3.6 Action Without a Meeting

Any action that may be taken at a meeting of Members may be taken without a meeting if the Corporation delivers a written or electronic ballot to every Member entitled to vote, in accordance with RCW 24.03A.480.

The ballot shall:

1. Set forth each proposed action;
2. Provide an opportunity to vote for or against each proposal;
3. Specify the deadline for return of the ballot, which shall not be less than ten (10) days after delivery; and
4. Describe the number of votes required for approval.

Approval shall be valid only if:

- A quorum is represented; and
- The number of votes cast in favor meets statutory and bylaw requirements.

Ballots shall be retained with the corporate records.

3.7 Meetings by Telephone/Web Conference Call

Members may participate in a meeting of members by means of a conference telephone/web conference call or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 4. Delegation of Member Powers

The Members may reserve to themselves the right to approve amendments to the Articles of Incorporation, amendments to these Bylaws, or other fundamental changes as specified herein. All other powers and management of SARVAC are delegated to the Board.



ARTICLE 5. BOARD OF DIRECTORS

5.1 General Powers

The affairs of SARVAC shall be managed by the Board of Directors.

5.2 Number

The Board shall consist of not less than three (3) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any Incumbent Director.

5.3 Qualifications

Directors shall be either a Regular or Alternate Representative of a Voting Member Organization. Directors may have other such qualifications as the Board may prescribe by amendment to these Bylaws.

5.4 Election of Directors

Directors shall be elected by the voting members at the annual meeting of the Members. Each director shall be elected by a plurality of votes cast by members entitled to vote in the election.

5.5 Term of Office

Directors shall serve two-year terms and until their successors are elected, but no Director shall serve more than one (1) additional year beyond the stated term without re-election. Terms of Directors shall be staggered to the extent possible.

5.6 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

5.7 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board, may be called by or at the written or electronic request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any



special Board or committee meeting called by them.

5.8 Remote Meetings

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by or through the use of, one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

5.9 Place of Meetings

All meetings shall be held at the principal office of SARVAC, remotely, or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

5.10 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director not less than 48 hours before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of SARVAC or given by facsimile or electronic transmission. Notice shall state the date, time, place, means of remote participation (if applicable), and purpose of the meeting.

If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose.

5.11 Waiver of Notice

5.11.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.



5.11.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5.12 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.13 Manner of Acting

The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

5.14 Presumption of Assent

A Director of SARVAC present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of such meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before adjournment by registered mail to the Secretary of SARVAC immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

5.15 Action Without a Meeting

Any action that may be taken at a meeting of Directors may be taken without a meeting if the Corporation delivers a written or electronic ballot to every Director entitled to vote, in accordance with RCW 24.03A.480

The ballot shall:

5. Set forth each proposed action;
6. Provide an opportunity to vote for or against each proposal;
7. Specify the deadline for return of the ballot, which shall not be less than ten (10) days after delivery; and
8. Describe the number of votes required for approval.



Approval shall be valid only if:

- A quorum is represented; and
- The number of votes cast in favor meets statutory and bylaw requirements.

Ballots shall be retained with the corporate records.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth such action so taken is executed by each of the Directors entitled to vote. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were minutes of a Board meeting. For purposes of these Bylaws, "executed" means (a) writing that is signed; or an email transmission that is sent with sufficient information to determine the sender's identity.

5.16 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of SARVAC, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.17 Removal of Directors

Any Director elected by the Members may be removed, with or without cause, by the Voting Members at a meeting called expressly for that purpose, by a two-thirds ($\frac{2}{3}$) vote of the votes cast at a meeting at which a quorum is present.

Any Director appointed by the Board may be removed, with or without cause, by a two-thirds ($\frac{2}{3}$) vote of the Directors then in office.

A director shall be given notice of the proposed removal and an opportunity to be heard prior to such action.

5.18 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve the unexpired term of his or her predecessor



in office.

5.19 Board and Advisory Committees

5.19.1 Board Committees

Committees may exercise such authority as delegated by the Board, consistent with RCW 24.03A.575 No committee shall:

- Amend the Articles or Bylaws;
- Elect or remove Directors or Officers;
- Approve dissolution, merger, or sale of substantially all assets;
- Exercise powers reserved to Members.

5.19.2 Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. An Advisory Committee is not a committee of the board and may not exercise any of the powers of the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

5.19.3 Quorum; Manner of Acting

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be an act of the committee.

5.19.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.19.5 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any members of any committee elected or appointed by it.

5.19.6 Compensation

The Directors shall receive no compensation for their services as Directors but may receive reimbursement for expenditures incurred on behalf of SARVAC.

ARTICLE 6. OFFICERS and BOARD of DIRECTORS

6.1 Election and Term of Office



The officers of SARVAC shall be a President, a Vice President, a Secretary and a Treasurer and shall be elected by the members at the annual meeting of the Members. Two additional Board Members-At-Large shall also be elected by the members at the annual meeting of the Members.

6.2 Resignation

Any Board member may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.3 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be nominated by the President and approved by the Board for the unexpired portion of the term or for a new term established by the Board.

6.4 President

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the SARVAC. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of SARVAC or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the President by the Board from time to time.

6.5 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

6.6 Secretary

The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian or ensure the safe custody of the corporate records of the Corporation; (d) keep records of the post office and email address of



each Director and each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

6.7 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of SARVAC; receive and give receipts for moneys due and payable to SARVAC from any source whatsoever, and ensure the deposit all such moneys in the name of SARVAC in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 7. ADMINISTRATIVE PROVISIONS

7.1 Loans

No loans shall be contracted on behalf of SARVAC, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit extended by SARVAC to its officers or Directors.

7.3 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of SARVAC shall be signed by such officer or officers, or agent or agents, of SARVAC and in such manner as is from time to time determined by resolution of the Board.

7.4 Books and Records

SARVAC shall maintain records in accordance with RCW 24.03A.210.

Voting Members shall have the right to inspect corporate records during regular business hours upon written request in accordance with RCW 24.03A.215.

7.5 Accounting Year

The accounting year of SARVAC shall be twelve months, ending on December 31.



7.6 Conflict of Interest

SARVAC shall maintain a Conflict of Interest Policy adopted by the Board of Directors consistent with RCW 24.03A.615 and IRS requirements applicable to organizations described in Section 501 (c)(3).

7.7 Whistleblower Protection

SARVAC shall not retaliate against any individual who reports misconduct in good faith.

7.8 Records Retention

SARVAC shall maintain a records retention policy consistent with legal requirements.

7.9 Liability and Indemnification

No Director or Officer shall be liable to SARVAC for monetary damages except as provided by law, including acts involving bad faith, intentional misconduct, knowing violation of the law, or improper personal benefit.

SARVAC shall indemnify Directors and Officers to the fullest extent permitted under RCW 24.03A as now or hereafter amended.

SARVAC may purchase insurance to fund such indemnification.

7.10 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 8. AMENDMENTS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the majority of Voting Members.

ARTICLE 9. DISSOLUTION

Upon dissolution of SARVAC, assets shall be distributed in accordance with RCW 24.03A and Section 501(c)(3) of the Internal Revenue Code to one or more tax-exempt organizations with similar purposes.