**June 1, 2016**

**Bylaws**

**Of**

**West Elk Mountain Rescue**

(A Colorado Nonprofit Corporation)

**Our Mission --- We are an all volunteer non-profit organization saving lives through Wilderness and Mountain Rescue in Western Gunnison County, CO.**

Approved December 2003

Revised June 2016

Arcticle I - General

Purpose of West Elk Mountain Rescue. WEMR is a team of committed volunteers on call by, and under, the authority of the Gunnison County Sheriff’s Department to assist residents and visitors in crisis in the mountainous and heavily forested terrain in Western Gunnison County, Colorado.

Purpose Of Bylaws. These Bylaws are adopted for the regulation and management of the affairs of West Elk Mountain Rescue (WEMR). WEMR has been organized as a Colorado corporation under the Colorado Revised Nonprofit Corporation.

Policies, Procedures, Protocols, and Operating Guidelines. In addition to these Bylaws, the Board of Directors of the Corporation may adopt, amend, alter and repeal through a majority vote of the Board of Directors any of the Policies, Procedures, Protocols, and Operating Guidelines of the Corporation, which shall be set forth in a Policies Manual, governing certain qualifications, duties, responsibilities and obligations of the members of the Corporation and other matters relating to the Corporation and its operations. Prior to any adoption, amendment, alteration or repeal by the Board of Directors of any Policy, Procedure, Protocol, or Operating Guideline to be set forth in the Policies Manual (collectively, an “Amendment”), such Amendment must be submitted to the Members for comment at a meeting of the Members.

Arcticle II - Members

Membership. All Members must be at least 18 years of age, must have been approved for membership by the Board of Directors, and must have paid annual dues in full (moved from bottom of this section). WEMR shall have members which shall be divided into three classes: *Team Leaders* will have full voting rights, will have attended at least 60% of all training, meetings, and missions over a two (2) year period, and will have demonstrated competency in a standard level of skills for an experienced Search and Rescue Volunteer. *Team Leaders* will be called upon with high priority to lead trainings as well as individual teams during a mission. *Team Leaders* will have first priority for any training paid for by the Corporation. T*eam Members* will have full voting rights, will have attended at least 45% of all trainings, meetings, and missions over a six 6) month period, and will have demonstrated competency in a standard level of skills for a general Search and Rescue Volunteer. *Team Members* will be called upon in most missions and will assist *Team Leaders* in all aspects of trainings and missions. *Team Members* will have second priority for any training paid for by the Corporation. *Support Members* will have full voting rights, will have attended at least 33% of all trainings, meetings, and missions over a six (6) month period, and will have demonstrated skills that are beneficial to WEMR in either field or administrative operations. Such skills might include but are not limited to Secretarial/Administrative personnel, Aviation volunteers, Search Dog Trainers and Handlers. *Support Members* will be called upon when appropriate for assistance up to their skill level for any mission or training. *Support Members* will have last priority for any paid trainings. Any Member who has joined within the last six months or whose attendance level has dropped below the minimum 30% will be considered “conditional” and will not have voting rights nor will be considered for any training paid for by the Corporation. These “conditional” members will be called for missions only when deemed appropriate by a consensus of *Team Leaders.*

Membership Dues. A Membership fee of $20 will be due from all Members on January 1st of each year and must be paid in full by the monthly meeting in March of each year. A Member who has joined after the monthly meeting in March will be expected to pay the full $20 Membership fee(added). A Member who has paid dues-in-full will be given a team T-shirt and issued membership card.

Arcticle III – Meetings of Members

Meetings of Members. **A *Monthly Meeting*** will be held on the first Wednesday of every month to discuss and vote upon pertinent business of WEMR. ***Training Meetings (Events)*** will be held at least once monthly and will focus on skills pertinent to Search and Rescue field operations. *Training Events* will be held outside in the field despite inclement weather whenever deemed both appropriate and safe. An ***Annual By-Law/Officer Election* *Meeting*** will be held on the first Wednesday of January of each year. During this meeting, the President of the Board of Directors will present for vote any proposed amendments to the Bylaws. The Bylaws may be changed through a 67% vote of Members present. The President will also call for nominations for all officer positions. WEMR members shall elect officers by majority vote during this meeting. During this meeting, all Officers will be responsible for the initial discussion of the current year’s Federal Tax Return. **A Quorum** will be deemed present throughout any Meeting of the Members if 33% (1/3) of Members and 60% (3 of 5) of Officers are present. **A** **Notification** of all Meetings and Training Events including date, place, and time must be delivered via email or phone at least one (1) week prior to the scheduled meeting or event.

Arcticle V – Board of Directors and Officers

Board of Directors and Officers. The affairs of WEMR shall be managed by its Board of Directors which shall consist of all Members. The Board of Directors shall have the power and duties necessary for the management and supervision of the affairs of WEMR. Officer Positions on the Board of Directors shall include President, Vice President, Secretary, Treasurer, and Training Director. Officers shall be elected to a **one-year term** by majority vote of Members during the annual *Bylaw/Officer Election Meeting* on the first Wednesday of January of each year. Officers shall assume their duties upon announcement of election results. All Members are eligible for officer positions. Officers shall be limited to five (5) consecutive one-year terms. The removal of an Officer may be achieved by a 67% vote of Members present at a special meeting called for such purpose. All Officers will be mutually responsible for the timely filing of the Federal Tax Return in the form of the Form 990 e-postcard.

President. The President shall be the principle executive officer of WEMR and shall in general supervise and control all of the business and affairs of WEMR. The President shall preside at the meetings of the Members and Officers. The President, along with another appropriate Officer, must sign all contracts and bank checks pertaining to WEMR. The President shall be the first member of WEMR to be notified for a mission and will be responsible for initiating the proper course of rescue. The President, along with the Training Director, shall assign Members to duties and teams during a search and rescue mission.

Vice President. The Vice President will assume the duties of the President when the President is absent or unable to serve the office. The Vice President will be responsible for progress reports on all activities of WEMR or its Committees and other tasks necessary to the function of the Corporation.

Secretary. The Secretary shall maintain and make available accurate and sufficient documentation of all WEMR activities and meetings. The Secretary shall give sufficient notification of all meetings, have the current by-laws present at all meetings, and shall ensure that accurate minutes of all meetings of the Board of Directors are recorded, stored, and made available to Members. The Minutes must include the date, time and location of the meeting as well as Members present. The Minutes must reflect all Motions made and seconded, a discussion of the Motion, and the result of the vote on said Motion. The Secretary, in conjunction with the Treasurer, shall ensure that all legal deadlines, insurance premiums, auto registrations and other institutional obligations are met. The Secretary shall ensure that pertinent correspondence is made, maintain and verify all documents pertaining to the Corporation as necessary, maintain a current Roster of Members and Officers, keep attendance records of meetings and training events, and in general perform all duties incident to the office of Secretary.

Treasurer. The Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer which shall include but not be limited to the depositing of all funds into the WEMR bank account, write and co-sign with the President all bank checks, distribute and/or collect funds, maintain receipts for all purchases and reimbursements, calculate and distribute account balances, maintain accounting records, and serve as the principle agent in all WEMR purchases and sales. The Treasurer, in conjunction with the Secretary, shall ensure that all legal deadlines, insurance premiums, auto registrations and other institutional obligations are met.

Training Director. The Training Director shall be responsible for organizing, scheduling, and assembling all Training events. The Training Director shall maintain a Training Program that provides skill training for all aspects of Mountain Search and Rescue. The Training Director shall recruit competent Instructors and register, with Board Approval, for professional instruction when instruction of equal quality cannot be provided from within the organization. The Training Director shall assist the Team in renewal of training certifications including but not limited to helicopter crew cards, HAATS, lift tickets, first aid, and ICS certifications. The Training Director along with the President shall assign Members to duties and teams during search and rescue missions. The Training Director shall ensure that a record of attendance at training events is taken and forwarded to the Secretary.

Article VI – Compensation/Reimbursement

Compensation/Reimbursement. No Member or Officer shall receive compensation for any work related to any Search and Rescue operation. Reimbursement for expenses shall be granted by the Treasurer and President for any related expenses to Search and Rescue operations. Vehicle Reimbursements will be made through the Department of Local Affairs (DOLA) via the Gunnison County Sheriff’s Office (GCSO) after filing in conjunction with the Secretary the appropriate paperwork as prescribed by DOLA and GCSO.

Article VII - Committees

Committees. The Board of Directors may appoint committees of two varieties. A *Standing Committee* shall be appointed and granted authority to manage the daily operations of specific and regular aspects of WEMR. The *Standing Committee* shall perform such duties as deemed appropriate by the Board of Directors and will continue to do so until the Board deems and votes by majority the *Standing Committee* to be unnecessary. Each *Standing Committee* shall elect a spokesperson who will be responsible to reporting to the Board of Directors. Any Member or Officer may be appointed to a *Standing Committee*. An *Ad Hoc Committee* may be created by the Board of Directors as deemed necessary to attend to issues pertaining to WEMR over a short term or temporary basis. Once the job of the *Ad Hoc Committee* has been completed, the *Ad Hoc Committee* will be dissolved. Each *Ad Hoc* Committee shall elect/designate a spokesperson who will be responsible to report to the Board of Directors. Any Member or Officer may be appointed to an *Ad Hoc Committee.*

Article VIII – Insurance, Limitation of Liability, Indemnification

Workman’s Compensation. All current Members and Officers will be covered by Workman’s Compensation Insurance as administered by the Gunnison Sheriff’s Department during any WEMR sponsored meeting, training event, or rescue or search mission.

Good Samaritan Act. All current Members and Officers shall be protected from liability from any other Member, Officer, Patient or their family or heirs for any action done in good faith and within and up to the level of their training.

Indemnification. To the fullest extent permitted by applicable laws, if any Officer of the Corporation is made party to, or in any way is involved in, any legal proceeding, pending, threatened, or completed because such person was an Officer of the Corporation, the Corporation shall indemnify such person from and against any judgments, penalties, fines, legal counsel fees incurred by such person in such proceeding and shall advance to such person expenses incurred in such proceeding as approved by the Board of Directors.

Limitation of Liability. No Officer shall be liable to the Corporation or any of its members for monetary damages for breach of fiduciary duty; except that the foregoing provision shall not eliminate or limit the liability of an Officer to the Corporation or to its members for monetary damages for any breach of the Officer’s duty to the Corporation or to its members, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction from which the Officer directly or indirectly derived an improper personal benefit. Neither the Corporation nor any Officer or Member shall be liable to any Member, Associate or other person for any action or for any failure to act except for wanton and willful acts or omissions. Without limiting the generality of the foregoing, no such liability shall attach if the action taken or failure to act was in good faith and without malice.

Article IX – Contracts, Financial Transactions, Gifts

Contracts. Each Officer may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; provided that no Officer shall have the power or authority to bind the Corporation for any obligations in excess of $100.00 without the written authorization from at least two Officers of the Board of Directors. Unless authorized to do so by these Bylaws or by the Board of Directors, no Officer shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it liable for any purpose or in any amount.

Financial/Banking Transactions.  All checks, drafts or orders for the payment of money, obligations, notes or other evidences of indebtedness issued in the name of the Corporation shall be attended to and signed by both the President and the Treasurer or such Other Officers as determined by resolution of the Board of Directors.

Deposits. All funds of the Corporation shall be deposited into a bank account established for the Corporation in a timely manner so as the credit can be made to the account before any funds become voided, nullified, or expired.

Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued, endorsed or accepted in its name unless authorized by the Board of Directors.

Article X – Contact Information

Registration of Contact Information. Each Member shall provide the Secretary of the Corporation with current contact information, including but not limited to an e-mail address, mailing address and a telephone number. The contact information provided by such Member shall be the registered contact information for such Member and shall be used for notification purposes for meetings as well as mission call-outs. Each Member shall be responsible for notifying the Secretary of any change in such registered contact information. The contact information of each Member will be provided to the Sheriff’s Department.

Article XI – Non-Profit Corporation

Non-Profit Corporation. The Corporation is not organized for profit. No Officer, Member, Associate or person from whom the Corporation may receive any property or funds, shall receive or shall be lawfully entitled to receive any pecuniary profit from the operations of the Corporation, and in no event shall any part of the funds or assets of the Corporation be paid as a dividend, or be distributed to, or inure to the benefit of any Officer. The foregoing, however, shall neither prevent nor restrict the following: Reasonable compensation may be paid to any Member, Officer or Associate of the Corporation for services rendered in accomplishing one or more of the lawful purposes of the Corporation; Any Member, Officer or Associate may be reimbursed for actual and reasonable expenses incurred by such Member, Officer or Associate in connection with the administration of the affairs of the Corporation.

Article XII – Books and Records

Books and Records. The Corporation shall keep accurate and complete accounting records, and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Members. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall also keep at its principal office copies of all other records as required by applicable law. The records of receipts and expenditures of the Board of Directors and other books, records, and papers of the Corporation, including the Articles of Incorporation, these Bylaws, and the Policies Manual shall be made reasonably available for inspection and copying by the Members or Officers with sole discretion of the Officers of the Board of Directors. The request for inspection or copying shall be made in good faith and for a proper purpose and must describe the records sought and the purpose of the request. The Corporation may charge a reasonable fee for reimbursement for copying records.

Article XIII – Fiscal Year

Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Certificate of Secretary

I, the undersigned, do hereby certify as follows:

3. I am the duly elected and acting Secretary of West Elk Mountain Rescue.

4. The foregoing Bylaws, comprising six pages including this page, constitute the Bylaws of the Corporation duly adopted by the Full Members of the Corporation on December 2003, as duly amended by the Full Members of the Corporation on June 1, 2016

IN WITNESS WHEREOF, I have hereunto subscribed my hand and affixed the seal of the Corporation as of the first day of June 2016.

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Cedar Keshet – Secretary West Elk Mountain Rescue