

**Bylaws
of
Illinois Search and Rescue Council**

**Article 1
Offices**

Section 1 - Principal Office

The principal office of the Organization is located in Kane County, State of Illinois.

Section 2 - Change of Address

The designation of the county or state of the Organization's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: P.O. Box 5444
 Elgin, IL 60121

Dated: December 2016

Section 3 - Other Offices

The Organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**Article 2
Nonprofit Purposes**

Section 1 - IRS Section 501(c) 3 Purposes

This Organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2 - General Objectives and Purposes

The Illinois Search and Rescue Council, is a charitable, professional, and educational organization which supports, coordinates, develops, promotes, and implements search and rescue (SAR) resources with the underlying principles of saving lives and preserving property through its support of the National Search and Rescue Plan, the National Response Framework, and Illinois Emergency Operations Plan.

Section 3 - Specific Objectives and Purposes

The specific objectives of Illinois Search and Rescue Council shall be:

- a. Coordinate and establish opportunities for liaison and networking between member organizations of the Illinois Search and Rescue Council, and between the Illinois Search and Rescue Council and local, county, state, and federal public safety agencies and non-governmental organizations within Illinois and collar states with responsibility for, or vested interest in search and rescue programs and services.
- b. Promote the use of nationally recognized and accepted search and rescue standards, developed by such federal governmental agencies as the Federal Emergency Management Agency (FEMA), and through the standards development processes of such standards development organizations as the American Society for Testing and Materials (ASTM) and the National Fire Protection Association (NFPA).
- c. Establish and implement training, education, and professional development opportunities for member organizations of the Illinois Search and Rescue Council and other interested search and rescue organizations and agencies.
- d. Promote the identification of Illinois Search and Rescue Council teams for inclusion in a statewide Search and Rescue Council resource database.
- e. Establish a statewide Search and Rescue incident reporting database, through which Illinois Search and Rescue Council statistics and trends may be studied.
- f. Conduct meetings, conferences, workshops, seminars, and symposia in order to provide a public forum for promoting search and rescue education and capabilities within the State of Illinois.
- g. Represent the interests of the Illinois Search and Rescue Council membership and public opinion on search and rescue issues through liaison with appointed officials of local, county, state and federal public safety agencies, and liaison with elected officials of local, county, state, and federal government.

- h. Promote the development of local volunteer search and rescue resources by providing support in the form of guidance, reference materials, educational materials, training aids, and technical assistance.
- i. Promote the free exchange of information, ideas, and discussion on search and rescue issues through internal and external communications using printed or electronic means.

The specific purposes of Illinois Search and Rescue Council shall be:

- j. To promote and develop coordinated search and rescue response capabilities within the State of Illinois through the development of a total, integrated, statewide search and rescue response system.
- k. To promote professionalism among search and rescue organizations and agencies through the development and implementation of statewide standards and best practices for SAR prevention, planning, training, and operations.
- l. To promote the advancement of search and rescue skills and improve standards of performance through training and educational programs based on nationally recognized and accepted standards.
- m. To promote the development and implementation of comprehensive search and rescue plans.

Article 3 Directors

Section 1 - Number

The Organization shall have seven (7) directors and collectively they shall be known as the Board of Directors.

Section 2 - Qualifications

Directors shall be of the age of majority in this state. Other qualifications for Directors of Illinois Search and Rescue Council shall be as follows:

1. The primary governing power of the Council shall be vested in a body called the Board of Directors. The Board of Directors shall be composed of duly elected Organizational Member Representatives in good standing.
2. There shall be seven (7) members of the Board of Directors. The composition of the Board of Directors shall be as follows:

- a. Two (2) board members shall be from an entity with jurisdiction within Illinois Emergency Management Agency regions 2, 3, or 4 elected on alternating years
- b. Two (2) board members shall be from an entity with jurisdiction within Illinois Emergency Management Agency regions 6 or 7 elected on alternating years
- c. One (1) board member shall be from an entity with jurisdiction within Illinois Emergency Management Agency regions 8, 9, or 11; elected in the year with 4 positions. However, if no eligible candidate is nominated to satisfy this requirement, the position will be filled with an at large position for that term giving exclusive consideration to an organizational member representing a political subdivision in the State of Illinois.
- d. Two (2) board members shall be at large positions from any organizational member, elected on alternating years

Section 3 - Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation for the Organization and these bylaws relating to action required or permitted to be taken or approved by the members of this Organization, the activities and affairs of this Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4 - Duties and Authorities

1. The Board of Directors shall be vested with the exclusive authority to manage the overall affairs of the Council:
 - a. Establish, recommend changes to, and enforce the instruments of control of the Council, to include the bylaws, policies, and procedures.
 - b. Enforce the Code of Ethics.
 - c. Conduct the business and administrative matters of the Board.
 - d. Establish, approve, implement, and enforce policies, procedures, and protocols for contact, liaison, cooperation, and agreements with external organizations, agencies, individuals, and other legal entities.
 - e. Establish policies and procedures for board member appointments, as well as the control and conduct of the Board.
 - f. Establish procedures and dates for all Board officer elections.
 - g. Establish the functions, responsibilities, and authority of Board officers.

- h. Approve appointments made by the Council Chairperson.
- i. Establish procedures, dates, times, and locations for all meetings.
- j. Register their addresses with the secretary of the Organization, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 5 - Election and Term of Office

1. Members of the Board of Directors shall serve two (2) year terms. Upon formation of the Council and the initial election of the Board of Directors, four members shall be designated to serve initial three (3) year terms in order to provide for staggered terms thereafter. Subsequently, all board members shall serve two year terms.
2. Elections for members of the Board shall be in conjunction with the annual meeting of the Council, by ballot, in a manner to be prescribed by the Board of Directors. Once elected, said Board members shall assume their duties upon adjournment of the annual meeting at which they were elected and serve through adjournment of the annual meeting in the year their term expires.
3. Elections for members of the Board of Directors shall be staggered so that no more than four of the seven seats are up for election at any one time, unless additional seats must be filled due to vacancy as a result of a removal or resignation.
4. A member agency cannot have more than one (1) representative on the Board of Directors for any given or overlapping terms, and the listed organizational point of contact must approve a nominee prior to be included on the ballot.

Section 6 - Removal of Board Members

1. A member of the Board of Directors may only be removed upon two-thirds (2/3) majority vote of the remaining Board of Directors at a special meeting of the Board. The Board member being subject to the removal vote does not have a vote in this instance. This vote shall be conducted by ballot, and counted publicly by the Secretary.
2. A member of the Board of Directors may only be removed for just cause, which shall be defined as a breach or failure to perform duties, willful misconduct, unprofessional conduct, unethical conduct, improper actions, or immoral activities while engaged in their capacity as a member of the Board.

Section 7 - Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this Organization's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 8 - Place of Meetings

Meetings shall be held at the principal office of the Organization unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 9 - Regular Meetings

The Board of Directors shall meet at a minimum of six (6) times during the year at a location and time agreeable to the Board of Directors.

At the Annual Meeting, directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each member agency shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 10 - Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the Vice Chairperson, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the Organization or, if different, at the place agreeable to the Board of Directors.

Section 11 - Emergency Meetings

An emergency meeting of the Board of Directors may be called by the Chairperson, or elected officer serving as Chairperson, for the explicit and specific purpose of conducting Council business matters of a critical and immediate nature. An emergency meeting shall be convened within twenty-four (24) hours of notification by the Chairperson or his designee.

Emergency meetings may be convened, in whole or in part, by conference call.

Proxies may not be used for emergency meetings of the Board.

Section 12 - Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.
- b. Special Meetings.** At least one week prior notice shall be given by the secretary of the Organization to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, or sent by any acceptable method of communication (i.e. mail, electronic transmission or facsimile machine).
- c. Emergency Meetings.** No notice need be given of any emergency meeting of the Board of Directors.
- d. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this Organization under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 13 - Quorum for Meetings

A quorum shall consist of four (4) of the members of the Board of Directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

Section 14 - Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 15 - Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the board, or, if no such person has been so designated, or in his or her absence, the Chairperson of the Organization, or in his or her absence, by the Vice Chairperson of the Organization, or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Organization shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Section 16 - Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the board, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 17 - Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

Section 18 - Indemnification by Organization of Directors and Officers

The directors and officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of this state.

Section 19 - Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Organization (including a director, officer, employee, or other agent of the Organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Organization would have the power to indemnify the agent against such liability under the articles of in Organization, these bylaws, or provisions of law.

Article 4 Officers

Section 1 - Designation of Officers

The officers of the Organization shall be a Chairperson, a vice Chairperson, a secretary, and a treasurer.

Section 2 - Qualifications

Any director may serve as officer of this Organization. The exception being that the Vice Chairperson must have been a member of the Board of Directors for a period of at least one (1) year prior to becoming Vice Chairperson and the Chairperson must have been a member of the Board of Directors for a period of at least two (2) years prior to becoming Chairperson.

Section 3 - Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4 - Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Organization.

Section 5 - Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6 - Duties of Chairperson

The Chairperson shall be the chief executive officer of the Organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the Chairperson shall preside at all meetings of the Board of Directors and, if this Organization has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the Organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The Chairperson shall serve ex officio on all committees of the Organization.

Section 7 - Duties of Vice Chairperson

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chairperson shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

Section 8 - Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the Organization the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the Organization or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the Organization, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Organization. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Organization by the later of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty

(60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the Organization's records and retain such records as required by law.

Keep at the principal office of the Organization a membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership record together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the Organization, or to his or her agent or attorney, on request therefor, the bylaws, the membership record, and the minutes of the proceedings of the directors of the Organization.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9 - Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Organization, or to his or her agent or attorney, on request therefor.

Render to the Chairperson and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Organization.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the Organization, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10 - Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Organization shall be reasonable and given in return for services actually rendered to or for the Organization. All officer salaries shall be approved in advance in accordance with this Organization's conflict of interest policy, as set forth in Article 9 of these bylaws.

Article 5 Committees

Section 1 - Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of Chairperson, Vice Chairperson, Secretary and Treasurer board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Organization, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2 - Curriculum/Training Committee

Committee is to develop and revise as necessary a tiered training curriculum pertinent to search and rescue response and support functions including awareness, operations, and management level courses.

Committee is responsible to establish and implement processes for coordinating student registration, instructors, host jurisdictions, and student certification. Committee will ensure instructor qualifications, validate instructors, and coordinate instructor development training. Committee will coordinate with agencies requesting training with lead instructors/instructors/field training officers (FTO) personnel for scheduling/coordination of said training. Committee will receive and document training records as they are received from lead instructors. Additionally, the committee will coordinate regional and statewide SAR exercises.

Section 3 - Outreach and Marketing Committee

Committee is responsible to develop, implement, and evaluate membership processes; and attain or retain member organizations. This committee will focus on multiple methods of communicating with our membership, un-affiliated search and rescue teams,

and public safety organizations through e-newsletters, website, mailings, and other mechanisms. This committee will be responsible for maintaining ISARC merchandise.

Section 4 - Mutual Aid Committee

Committee will develop and implement a coordination element for statewide mutual aid. This committee will manage a process for the deployment of all SAR specific resources (teams) statewide. They will coordinate with IEMA to ensure ISARC has the ability to deploy needed assets at the request of the state or when a local jurisdiction requests assistance from IEMA. This committee will also manage the local SAR resource directory and coordination with the response hotline duty officers.

Section 5 - Conference Committee

Committee is responsible to plan and manage the annual ISARC conference. The committee will be comprised of members of organization member agencies and one Board of Directors member.

Section 6 - Other Committees

The Organization shall have ad hoc committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 7 - Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws. The Chairperson of the Organization shall appoint chairpersons of the committees. The chairperson of the committees submits a roster of committee members. The Board of Directors approves the committee chairpersons and committee members.

Article 6 Execution of Instruments, Deposits, and Funds

Section 1 - Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Organization to enter into any contract or execute

and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by the treasurer and countersigned by the Chairperson or Vice Chairperson of the Organization.

Section 3 - Deposits

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 - Gifts

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the nonprofit purposes of this Organization.

Article 7 Corporate Records, Reports, and Seal

Section 1 - Maintenance of Corporate Records

The Organization shall keep on its website or in the possession of the appropriate officer or committee:

- a. Minutes of all meetings of directors, committees of the board, and, if this Organization has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

- d. A copy of the Organization's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Organization at all reasonable times during office hours.

Section 2 - Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Organization, and shall have such other rights to inspect the books, records, and properties of this Organization as may be required under the articles of in Organization, other provisions of these bylaws, and provisions of law.

Section 3 - Members' Inspection Rights

Members of the Organization shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the Organization, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the Organization, upon written demand on, and payment of a reasonable charge to, the secretary of the Organization, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the Organization or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the Organization by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Organization as may be required under the articles of in Organization, other provisions of these bylaws, and provisions of law.

Section 4 - Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5 - Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Organization, to be so prepared and delivered within the time limits set by law.

Article 8

IRC 501(c) 3 Tax Exemption Provisions

Section 1 - Limitations on Activities

No substantial part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Organization shall not carry on any activities not permitted to be carried on (a) by an Organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 - Prohibition against Private Inurement

No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Organization.

Section 3 - Distribution of Assets

Upon the dissolution of this Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4 - Private Foundation Requirements and Restrictions

In any taxable year in which this Organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Organization 1) shall distribute its

income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9 Conflict of Interest and Compensation Approval Policies

Section 1 - Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 - Definitions

- a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement;
or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 - Conflict of Interest Avoidance Procedures

- a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 - Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 - Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- A. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- B. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a

compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
4. Has no material financial interest affected by the compensation arrangement; and
5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

C. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. The availability of similar services in the geographic area of this organization;
3. Current compensation surveys compiled by independent firms;
4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

D. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. The terms of the compensation arrangement and the date it was approved;
2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it and the votes cast by each board or committee member;

3. The comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6 - Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8 - Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 10 Amendment of Bylaws

Section 1 - Amendment

Subject to the power of the members, if any, of this Organization to adopt, amend, or repeal the bylaws of this Organization and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Board of Directors. These bylaws supersede those adopted on February 2, 2019 and duly posted on our website.

Section 2 - Proposal for Amendments

A. Sponsorship

1. Amendments to the governing documents of the Council must have a sponsor or sponsors. Sponsors must be a member of the Board of Directors.

2. Sponsors must provide no less than thirty (30) days written notice of a proposed amendment to the Secretary of the Council. Written notice must identify which governing document is to be amended, and provide an outline of the proposed amendment.

B. Recordkeeping

1. The voting record of individual Board members during a vote on amendments shall be recorded and maintained in the minutes of the Board meeting. Proxy votes on amendments shall also be accounted for in the minutes. The minutes of the Board meeting shall serve as a permanent record of voting on amendments to governing documents.

C. Approval of Amendments

1. These By-Laws may only be amended by a two-thirds (2/3) majority vote of the membership in attendance at the Annual meeting of the Corporation.

Article 11 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Organization, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Organization filed with an office of this state and used to establish the legal existence of this Organization.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 12

Members

Section 1 - Eligibility, Conditions and Rights of Members

Illinois Search and Rescue Council shall not discriminate in any manner on the basis of race, color, religious affiliation, age, gender, sexual orientation, national origin, or ethnic origin in the administration of its policies, procedures, or programs. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this Organization, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

1. Membership in the Illinois Search and Rescue Council shall be open to all organizations, and public safety agencies responsible for, and directly involved with, search, rescue, and/or disaster response operations, provided that such organizations, and public safety agencies meet the criteria for membership established by the Board of Directors.
2. Membership in Illinois Search and Rescue Council is a privilege, and not a right.
3. Illinois Search and Rescue Council have the right to extend membership to any eligible organization or public safety agency.
4. Illinois Search and Rescue Council have the right to deny membership to any applicant that does not meet the eligibility criteria established by the Board of Directors. Furthermore, Illinois Search and Rescue Council may deny membership to any organization, or public safety agency that would otherwise be eligible, but in the opinion of the Board of Directors extending such membership would otherwise be detrimental to the credibility, reputation, or general operating welfare of the Organization.
5. As a condition of membership and without exception, all members of Illinois Search and Rescue Council will subscribe to, observe, and uphold the Code of Ethics established by the Organization and the Bylaws of Illinois Search and Rescue Council.
6. Illinois Search and Rescue Council have the right to terminate the membership of any member agency/organization for cause through action of the Board of Directors.

Section 2 - Member Categories

A. Organizational Membership

1. Public safety agencies providing search, rescue, and/or recovery services to the public may become Organizational Members of the Organization.
2. Non-governmental organizations providing search, rescue, and/or recovery services to the public may become Organization Members of the Council, if sponsored by a local, county, or state public safety agency.
3. Organizational Membership is restricted to non-governmental organizations and public safety agencies indigenous to the State of Illinois. The exception shall be a local office, bureau, chapter, or other official subdivision of a federal agency, national organization, or multi-state regional organization providing search, rescue, recovery and/or disaster response services within the State of Illinois. The determination of whether services are provided within the State of Illinois are to an extent to which membership is appropriate shall rest with the Board of Directors. Each Organization Membership agency/organization will have one (1) voting representative to the Organization.

B. Supporting Membership

1. A business, organization, agency, or other legal entity not directly involved in search, rescue, recovery and/or disaster response operations that are interested in supporting the activities and objectives of Illinois Search and Rescue Council may become a Supporting Member upon meeting the criteria established by the Board of Directors.

Section 3 - Membership Status

A. Voting Membership

1. Voting membership in Illinois Search and Rescue Council will be vested solely with the Board of Directors and Organizational Member Representatives in good standing.
2. Voting members shall have certain expressed privileges extended to them in accordance with the provisions specified by these bylaws. These include, but are not necessarily limited to, the privilege of representation on the Board of Directors, attending all meetings of the Organization, voting, nomination of Organizational officer candidates, and serving as Organizational officers.

B. Non-Voting Membership

1. Non-voting membership in Illinois Search and Rescue Council will consist of all Supporting Members.
2. Non-voting members shall have the privilege of attending regularly scheduled meetings of the Board of Directors and other such privileges of membership as extended to them by the Board of Directors.

Section 4 - Fees and Dues

- A. The determined membership fee shall be charged for making application for membership in the Organization.
- B. The annual dues payable to the Organization by members shall be determined prior to the beginning of the calendar year by the Board of Directors and invoiced accordingly

Section 5 - Number of Members

There is no limit on the number of members the Organization may admit.

Section 6 - Membership Record

The Organization shall keep a membership record containing the name and address of each member. Termination of the membership of any member shall be recorded in the record, together with the date of termination of such membership. Such record shall be kept at the Organization's principal office, or electronically with appropriate officer or committee charged with membership records.

Section 7 - Non-liability of Members

A member of this Organization is not, as such, personally liable for the debts, liabilities, or obligations of the Organization.

Section 8 - Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom.

Section 9 - Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the Chairperson or Secretary of the Organization personally or by mail, such membership to terminate membership upon the date of delivery of the notice or date of deposit in the mail.
2. If this Organization has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the Organization. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Organization.

All rights of a member in the Organization shall cease on termination of membership as herein provided.

Article 13 Meetings of Members

Section 1 - Place of Meetings

Meetings of members shall be held at the principal office of the Organization or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

Section 2 - Regular Meetings

The Organization shall have an annual meeting of the membership to be held between September 1 and December 31 of the calendar year. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only.

Other regular meetings of the members shall be held as needed.

Section 3 - Special Meetings of Members

Special meetings of the members shall be called by the Board of Directors, the Chairperson of the board, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4 - Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either facsimile, mail, electronic means, or any combination thereof at the discretion of the Board of Directors, to each member agency/organization entitled to vote at such meeting.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Organization under provisions of the articles of incorporation, these bylaws, or the law of

this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5 - Quorum for Meetings

A quorum shall consist of one-third (1/3) of the voting members of the Organization. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

Section 6 - Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

Section 7 - Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot.

Section 8 - Action by Written/Electronic Ballot

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Organization distributes a written/electronic ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the Organization in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Organization.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written/electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals

equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written/electronic ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

Section 9 - Conduct of Meetings

Meetings of members shall be presided over by the Chairperson of the board, or, if there is no Chairperson, or in his or her absence, by the Chairperson of the Organization or, in his or her absence, by the Vice Chairperson of the Organization or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The secretary of the Organization shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

Article 14

Ethics Provisions

Section 1 - Personal and Professional Integrity

Illinois Search and Rescue Council Board of Directors, Organizational Representatives and members of member agencies/organizations shall act with honesty, integrity and openness in all their dealings as representatives of the organization. Illinois Search and Rescue Council promote a working environment that values respect, fairness and integrity.

Section 2 - Mission

Illinois Search and Rescue Council have a clearly stated mission and purpose, approved by the Board of Directors, in pursuit of the public good. The Illinois Search and Rescue Council mission is: “to be a charitable, professional, and educational organization which supports, coordinates, develops, promotes, and implements search and rescue resources in the State of Illinois”. All Illinois Search and Rescue Council programs shall support that mission and all who work for or on behalf of the organization will understand and be loyal to that mission and purpose. The mission shall be responsive to the constituencies and communities served by Illinois Search and Rescue Council and of value to the society at large

Section 3 - Governance

Illinois Search and Rescue Council shall have an active governing body, the Board of Directors, which is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the organization. The Board of Directors:

Ensures that its Board of Directors have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of Illinois Search and Rescue Council and its public purpose.

Has a conflict of interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means, and is responsible for the regular review of the performance of the Board of Directors, Committees, Lead Instructors and Instructors.

Ensures that the Board of Directors, Committees, Lead Instructors and Instructors provide timely and comprehensive information so that the governing body can effectively carry out its duties.

Ensures that the Organization conducts all transactions and dealings with integrity and honesty.

Ensures that the Organization promotes working relationships with other Board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;

Ensures that policies of the Organization are in writing, clearly articulated, and officially adopted;

Ensures that the resources of the Organization are responsibly and prudently managed, and

Ensures that the Organization has the capacity to carry out its programs effectively.

Section 4 - Legal Compliance

Illinois Search and Rescue Council will be vigilant in compliance with laws, regulations, and applicable conventions that govern and regulate our Organization.

Section 5 - Responsible Stewardship

Illinois Search and Rescue Council shall manage its funds responsibly and prudently. This should include the following considerations:

It spends a reasonable percentage of its annual budgeted on programs in pursuance of its mission;

It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, and other expenditures critical to professional management;

Illinois Search and Rescue Council have reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs;

Illinois Search and Rescue Council will maintain an appropriate level of funds to maintain our mission and purpose and not accumulate excessive reserve funds;

Illinois Search and Rescue Council ensures that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the Organization, and;

All financial reports are factually accurate and complete in all material respects.

Section 6 - Openness and Disclosure

Illinois Search and Rescue Council shall provide comprehensive and timely information to the public, the media, and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about Illinois Search and Rescue Council will fully and honestly reflect the policies and practices of the Organization. Basic informational data about the Organization, such as the Form 990, reviews and compilations, and audited financial statements will be posted on the Illinois Search and Rescue Council website or otherwise available to the public. All solicitation materials accurately represent the Organization's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

Section 7 - Program Evaluation

Illinois Search and Rescue Council will regularly review program effectiveness and have mechanisms to incorporate lessons learned into future programs. Illinois Search and Rescue Council are committed to improving program and organizational effectiveness and develop mechanisms to promote learning from its activities and the field. Illinois Search and Rescue Council will be responsive to changes in its field of activity and the needs of its constituencies.

Section 8 - Inclusiveness and Diversity

Illinois Search and Rescue Council shall have a policy of promoting inclusiveness and its Board of Directors, Organizational Representative and members of member agencies/organizations reflect diversity in order to enrich its programmatic effectiveness. Illinois Search and Rescue Council shall take meaningful steps to promote inclusiveness in its retention, promotion, Board of Directors recruitment and constituencies served.

Section 9 - Fundraising

Illinois Search and Rescue Council shall raise funds from the public and from donor institutions and be truthful in solicitation materials. Illinois Search and Rescue Council will respect the privacy concerns of individual donors and expends funds consistent with donor intent. Illinois Search and Rescue Council shall disclose important and relevant information to potential donors.

In raising funds, Illinois Search and Rescue Council will respect the rights of donors, as follows:

To be informed of the Illinois Search and Rescue Council mission, the way the resources will be used and their capacity to use donations effectively for their intended purposes;

To be informed of the identity of those serving on the Illinois Search and Rescue governing board and to expect the board to exercise prudent judgement in its stewardship responsibilities;

To have access to the most recent Illinois Search and Rescue financial reports;

To be assured their gifts will be used for the purposes for which they were given;

To receive appropriate acknowledgement and recognition;

To be assured that information about their donation is handled with respect and with confidentiality to the extent provided by the law;

To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature;

To be informed whether those seeking donations are volunteers or hired solicitors;

To have the opportunity for their names to be deleted from mailing lists that Illinois Search and Rescue may intend to share; and

To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

Section 10 - Afterword

While the Illinois Search and Rescue Council Board of Directors have given its approval of this document, it will continue to be reviewed and revised as necessary.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Organization, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of _____ preceding pages, as the bylaws of this Organization.

Dated: _____
