



Overview of Changes Articles of Incorporation & Bylaws March 25, 2016

Over time it had become clear that the ASRC needed to make a number of fundamental changes in order to remain relevant due to changes in how wilderness SAR was performed. Three years ago when we started this process, the leadership of the ASRC looked long and hard at how the organization and its groups could best prepare themselves to continue to provide the highest level of wilderness search and rescue resources to the RAs & AHJs that are our customers. We started by looking at how the organization was really operating as opposed to how the Bylaws said we operated and then determined we should make two fundamental changes to the ASRC. Those changes were to:

- Change from an individual centric organization to a group centric organization. Across the ASRC we were seeing that the RAs and AHJs were interested in dealing with state centric resources, the individual ASRC groups, and not with the larger multistate ASRC.
- Change from an operational entity to a credentialing entity. RAs and AHJs were calling individual groups and not making a call to the ASRC to activate groups in the search area. This change fit very well with the change to a group centric organization. Those RAs and AHJs that were calling ASRC groups were continuously impressed with the level of training and professionalism that the groups exhibited. The skill of the responders spoke well of the training the members had received and the standards that were used for that training. The only real criticism that was heard from state SAR coordinators was that teams were self-certifying FTM and FTL candidates. This drove the change to becoming a credentialing organization.

These changes affect almost every official ASRC document. The two documents that officially define the organization are the Articles of Incorporation and the Bylaws. This note provides an overview of the changes made to those defining documents.

Housekeeping Items

There were a number of housekeeping changes that were made in both the Articles of Incorporation and in the Bylaws.

- Typos - It seems that no matter how many people review a document, there are always things that are missed. We fixed them (and I am sure missed some others)
- Meetings & Technology – Changes were made in both documents to specifically allow meetings to be conducted using technology. Robert's Rules of Order define a meeting as: “An assembly in a single official gathering of its members in one room...” However, there are allowances for electronic meetings. We made changes to both documents to allow electronic meetings that conform to Robert's Rules.

- Board of Directors Proxy Voting – A number of states have enacted laws that prohibit the use of proxy voting by directors in Non-profit corporations. Changes were made to both the Articles of Incorporation and the Bylaws to remove proxy voting by directors (Group ASRC reps). Under the new system, directors who were not going to be able to make a meeting can specify someone to take their place for that single meeting with the stipulation that no person have more than a single vote.

Articles of Incorporation Specific

In addition to the House Keeping items, the following changes were made to the Articles of Incorporation.

- Purpose of the organization - In keeping with the change of the ASRC from a response agency to a credentialing and multiagency coordination organization, changes were made to Article II – Purpose. In general the purpose was changed from providing search and rescue capability to supporting search and rescue capability by functioning as a facilitating entity for search and rescue training and certification.

Bylaws Specific

When the change in direction of the ASRC was undertaken it was apparent that there were going to be a large number of changes to the Bylaws to support the new organization. At that time we made a decision to treat the proposed Bylaws as new and not as a revision to the current Bylaws.

- The ASRC is an organization of groups – The proposed Bylaws make a fundamental change in the structure of the ASRC from being an organization of individual members who belong to a group to being an organization of groups. The notion that the primary membership of the ASRC was the individual was prevalent throughout the document. There were a number of changes to make the organization become group centric.
- The ASRC is a credentialing agency – Changes were made to codify the ASRC, separate from the member groups, as a credentialing agency. These changes support and define a structure that makes the ASRC credentialing process independent from the member groups.