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2016

Articles of Incorporation



That Others May Live

**Articles of Incorporation
of the
Appalachian Search & Rescue Conference, Inc.
Revision 2016**

Appalachian Search & Rescue Conference, Inc.
P.O. Box 400440
Newcomb Hall Station
Charlottesville, VA 22904

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Article I. Name

The name of this corporation is the Appalachian Search & Rescue Conference, Inc., hereinafter referred to as the Corporation.

Article II. Purposes

The Corporation is organized exclusively for charitable, educational, and scientific purposes, 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 or the corresponding provision of any future United States Internal Revenue law. The specific purposes of the Corporation are:

- A. To support search and rescue capability within the Mid-Atlantic Region and other regions as deemed appropriate;
- B. To conduct training programs in subjects related to search and rescue;
- C. To conduct training programs in subjects related to wilderness safety and survival;
- D. To serve as a facilitating entity for search and rescue training and certification, wilderness safety and survival guidelines; related technologies and informational resources; and
- E. To conduct and carry out the work of the Corporation, not for profit, but exclusively for humanitarian, educational, and public service purposes.

Article III. Non-profit Status

The corporation is not formed for pecuniary profit or financial gain. The Corporation is formed exclusively for educational and charitable purposes, within the limitations prescribed under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any future U.S. internal revenue law (the "Code"). The Corporation will not discriminate on the basis of sex, age, religion, race, disability or ethnic origin.

Article IV. Limitations on Earnings

No part of net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or any person having a personal and private interest in the activities of the Corporation, except that the Corporation 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 Corporation.

Article V. Lobbying

No direct or indirect activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation or of participating in or intervening in, including publishing or distribution of statements, any political campaign on behalf of any candidate for

public office. This Article shall not preclude the Corporation from consulting or discussing with appropriate bodies terms of engagement specific to search and rescue activities that the Corporation may undertake from time to time at the request of such bodies.

Article VI. Transactions

The Corporation shall not engage in any transaction which inures to the private advantage of its directors, officers, members or any substantial contributor to the Corporation, a member of the family of such persons, or a corporation controlled by such persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

Article VII. Prohibited Activities

Notwithstanding any other provisions of these articles, the Corporation shall not:

- A. Carry on activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a deductible under Section 170(c)(2) of the Code; or
- B. Except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Article VIII. Dissolution

Upon dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county or city in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX. Membership

The qualifications and rights of the classes of membership shall be set forth in the Bylaws. The classes of membership shall be as follows:

- A. Certified Members,
- B. Probationary Members,
- C. Sustaining Members.

Article X. Board of Directors

- A. Directors shall be elected by the Certified Membership in accordance with procedures specified in the Bylaws.
- B. The Board of Directors shall have power and authority over the business of the Corporation between meetings of the Membership, but the Board shall be subject to the orders, properly construed in accordance with the Bylaws, of the Membership, and none of the Board's acts shall conflict with decisions properly taken by the Membership.
- C. The Board shall perform additional duties as specified in the Bylaws.

- D. The number of Directors, not less than three, shall be fixed by the Bylaws and in the absence of a bylaw fixing the number shall be four.
- E. The Board shall meet no less than two times per calendar year.
- F. To constitute a quorum, the Board must have elected or designated members present, such that the total combination equals or exceeds 50% of those entitled to vote.
- G. Each Board member, elected or designated, shall be authorized to cast only one vote on a question.
- H. The Board shall be authorized to transact formal business at a meeting that is face-to-face, electronic or a combination of the two. Electronic meeting participation shall include, but not be limited to, use of the following technologies: teleconference, videoconference and/or interactive internet application. Meetings shall provide, at a minimum, conditions of opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.
- I. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting, if the proposed action is set forth in writing and is posted by mail or by email to those appropriately entitled to vote. A quorum for voting via mail, email or other electronic means will constitute 75% of the Directors.

Article XI. Membership Meetings

- A. General Membership Meetings shall be held at least once per calendar year at such time and place as shall be determined by the Board of Directors.
- B. At each Membership meeting, the Chair of the Board shall report to the Membership all principal actions taken by the Board since the last Membership meeting. This report may be in written form.
- C. To constitute a quorum, the Membership meeting must have certified members present or proxies for those certified members absent, such that the total combination equals or exceeds one third of the certified membership of the Corporation at that time.
- D. Any action required to be taken at a meeting of the Membership may be taken without a meeting, if the proposed action is set forth in writing and posted by mail or by email to those appropriately entitled to vote. A quorum for voting via mail, email or other electronic means will constitute 50% of the Certified Members.

Article XII. Mutual Aid and Protection

Due to the inherent hazards and special requirements of search and rescue activities, the Board of Directors is authorized and empowered to establish agreements with appropriate Federal, State, and local authorities, and other organizations as necessary, to assure mutual aid, benefit, and protection in pursuance of the purposes of the Corporation. Furthermore, the Board of Directors shall establish appropriate arrangements to minimize or prevent undue personal loss or hardship by the members, officers, or directors of the Corporation during, or resulting from, the proper performance of their duties.

Article XIII. Indemnification

The Corporation shall indemnify, to the fullest extent permitted by the Virginia Non-Stock Corporation Act, as such Act exists now or may hereafter be amended, its Directors and officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

Article XIV. Officer and Director Liability

There shall be no liability on the part of any Officer or Director in any proceeding brought by Members (or a Member) of the Corporation in the right of the Corporation or on behalf of the Members (or Member) of the Corporation, for any damages assessed against an officer or Director arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time unless otherwise provided by the laws of the Commonwealth of Virginia. However, pursuant to Section 13.1-870.1C of the Code of Virginia, the liability of an Officer or Director shall not be limited as provided in this Article XIV if the Officer or Director engaged in willful misconduct or a knowing violation of the criminal law.

Article XV. Amendments

- A. Amendments to these Articles shall be made in the following manner:
 1. The Board of Directors shall adopt a resolution setting forth the proposed amendment, finding it to be in the best interests of the Corporation, and directing that it be submitted to a vote at a meeting of the Membership.
 2. The proposed amendment shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by Members present or represented by proxy at the meeting
- B. Written notice stating the place, day, and hour of the meeting where the proposed amendments shall be considered shall be delivered by email to each Certified Member directly or to each Group Chair and Board Director for further dissemination to each Certified Member, not less than twenty-five nor more than fifty days before the date of the meeting, and this notice shall be accompanied by a copy of the proposed amendment, or a summary thereof.
- C. Any new Articles of Amendment or Articles of Restatement shall be executed by the Chairman and Secretary of the Board, and shall set forth the name of the Corporation, the amendment so adopted, and a statement setting forth the date of the meeting of the Board at which the amendment was found to be in the best interests of the Corporation and directed to a vote at a Membership Meeting, the date or dates when notice was given to each Certified Member and how that notice was given, that a quorum was present at that meeting, and such amendment received more than two-thirds of the votes entitled to be cast by members present or represented by proxy at such Membership Meeting.
- D. The registered office of the Corporation is 400440 Newcomb Hall Station, Charlottesville, Virginia 22904. The registered agent of the Corporation is Robert James Koester.