

Proposed Revisions for 2020 AGM



**APPALACHIAN
SEARCH AND RESCUE
CONFERENCE**

Bylaws

DRAFT FOR DISCUSSION PURPOSES

Bylaws of the Appalachian Search and Rescue Conference

DRAFT Approved by ASRC General Membership Meeting ?? ??? ????

**Appalachian Search & Rescue Conference, Inc.
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Contents

Preamble	5	4. Certified Members.....	10
1. ASRC Governance	5	5. Other Membership types.....	10
Article I. Organization and Roles	6	6. Termination of Membership and Disciplinary Measures.....	11
1. Certified Groups.....	6	7. Expulsion.....	11
2. Board of Directors.....	6	Article III. Board and Group Requirements	12
2.1 The ASRC Board.....	6	1. Board Meetings..	12
2.2 The Board and the Groups.....	6	2. Membership Meetings.....	12
2.3 The ASRC Chair.....	6	3. Groups..	12
2.4 The ASRC Vice Chair.....	7	3.1 Probationary Groups.....	12
2.5 The ASRC Secretary.....	7	3.2 Certified Group.....	13
2.6 The ASRC Treasurer.....	7	3.3 Probationary Group to Certified Group status.....	13
2.7 Board Membership.....	8	3.4 Standing and Consequences of Violation.....	13
2.8 Non-Voting Board Members.....	8	4. Association with Other Organizations.....	14
2.9 Other ASRC Officers.....	8	Article IV. Finances	15
3. ASRC Credentialing Board.....	9	1. Sources..	15
Article II. ASRC Membership	10	Article V. Amendments	16
1. Applications and Rosters.....	10		
2. Group Training Officers (GTOs).....	10		
3. Probationary Members.....	10		

DRAFT FOR DISCUSSION PURPOSES

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Preamble

1. ASRC GOVERNANCE

- 1.1 The ASRC shall maintain a series of governing documents to aid in managing and monitoring ASRC activities, both administrative and operational. The ASRC governing documents may also include appendices or annexes, as deemed appropriate. These governing documents may include, but are not limited to:

ASRC Articles of Incorporation

ASRC Bylaws

ASRC Administrative Manual: An enduring document that further defines board actions and enacted policy that affects ASRC administrative procedures. The Administrative Manual may include annexes or appendices that provide guidelines for implementing policies in the manual.

ASRC Operational Guidance Manual: ASRC doctrine with appendices or annexes that constitute supporting guidelines for implementation of

conference operational expectations.

ASRC Credentialing Policy Manual: Guides the system of credentialing, specific performance requirements to be achieved, and governance of issuance of credentials for each personnel credential that ASRC may issue. Training Standards and Position Task Book documents may serve as supplemental components to the manual.

ASRC Training Standards: a set of training standards for the various credentialing levels established by the ASRC Board

- 1.2 Copies of the Articles of Incorporation, Bylaws and any special rules of order of the ASRC shall be made available upon request to every member of the ASRC and will be posted on the ASRC website.
- 1.3 **Parliamentary Authority:** The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the ASRC in all cases to which they are applicable and not superseded by ASRC Governance Documents.

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Article I. Organization and Roles

1. CERTIFIED GROUPS

- 1.1 The Appalachian Search & Rescue Conference, Inc. (ASRC) shall consist of organizations called "Certified Groups".
- 1.2 Each Certified Group shall provide for itself whatever name, organization, operating procedures, and training it deems appropriate, provided it adheres to the Articles of Incorporation, Bylaws, Administrative, Operations, and Credentialing procedures specified by the ASRC.
- 1.3 Each Certified Group will have a leader elected who, for the purposes of this document, shall be called 'the Group Chair'.

2. BOARD OF DIRECTORS

2.1 The ASRC Board

- 2.1.1 The administrative and executive authority of the ASRC shall be vested in a Board of Directors (hereinafter referred to as the "ASRC Board").
- 2.1.2 The responsibilities of the ASRC Board shall be:
 - 2.1.2.1 To coordinate the efforts of the various Groups and to provide liaison among them.
 - 2.1.2.2 To review and approve an annual budget.
 - 2.1.2.3 To delegate authority to pay expenses.
 - 2.1.2.4 To establish, publish, and promote best practices for search and rescue operations in the form of an ASRC Operational Guidance Manual.
 - 2.1.2.5 To maintain the ASRC Governance Documents and supporting materials.
 - 2.1.2.6 To establish and maintain a credentialing system and oversee its implementation by Certified Groups.

- 2.1.2.7 To intervene and to take the necessary action, including disciplinary procedures when there has been a violation of ASRC policies, procedures or directives by a Group, or At-Large member.
- 2.1.2.8 To solicit monetary and material contributions for the support of the ASRC, and to draft and administer its budget.
- 2.1.2.9 To inform the appropriate authorities of the activities and capabilities of its Groups, and to cooperate with those authorities in making the services of the ASRC available to the public.
- 2.1.2.10 To inform other search and rescue, and related organizations of the ASRC and its Groups, and to cooperate with those organizations in the effort to provide an effective search and rescue capability to the public.
- 2.1.2.11 To fulfill other duties specified in these Bylaws.
- 2.1.2.12 To fulfill the requirements of the Articles of Incorporation.

2.2 The Board and the Groups

- 2.2.1 Group governance is expected to be consistent with ASRC governance documents, although the ASRC Board shall have no direct power over the conduct of Group business.
- 2.2.2 The ASRC Board shall promote and support a collaborative and innovative conference culture where the ASRC governance documents provide a desirable framework.

2.3 The ASRC Chair

The responsibilities of the ASRC Chair shall be:

- 2.3.1 To serve as President of the ASRC and to serve as the Chief Executive Officer of the corporation when the ASRC Board is not in session.
- 2.3.2 To call and conduct meetings of the ASRC in accordance with the provisions of Article III of these Bylaws.

DRAFT FOR DISCUSSION PURPOSES

2.3.3 To call and conduct meetings of the Membership in accordance with the provisions of Article III of these Bylaws.

2.3.4 To oversee the administration of the ASRC and to ensure that the provisions of these Bylaws are met.

2.4 The ASRC Vice Chair

The responsibilities of the ASRC Vice Chair shall be:

2.4.1 To serve as the ASRC Chair in the absence or incapacitation of the ASRC Chair.

2.4.2 To serve as the point of contact between the ASRC and other entities, institutions and organizations.

2.4.3 To fulfill other duties as designated by the ASRC Chair.

2.5 The ASRC Secretary

The responsibilities of the ASRC Secretary shall be:

2.5.1 To publish agendas and record the proceedings of the meetings of the ASRC Board and of any ASRC Membership Meetings and to ensure these agendas and minutes are published in accordance with Article III of these Bylaws. The ASRC Chair may assign recording to a Recording Secretary; any Certified Member may serve as Recording Secretary.

2.5.2 To maintain a repository of Group Rosters.

2.5.3 To maintain the records, historical documents and correspondence of the ASRC.

2.5.4 To serve as ASRC Chair in the absence or incapacitation of both the ASRC Chair and ASRC Vice Chair.

2.5.5 To ensure the accuracy, maintenance, configuration, control and publication of the ASRC suite of governance documentation.

2.5.6 To conduct periodic reviews of the governance documentation to ensure their relevance in the light of changes to the rules and standards of the ASRC.

2.6 The ASRC Treasurer

The responsibilities of the ASRC Treasurer shall be:

2.6.1 To establish and maintain the necessary checking, savings and other financial accounts.

2.6.2 To manage and maintain the financial records and accounts of the ASRC in a responsible manner.

2.6.3 To make proper payments on any account held by the ASRC, obtaining, where ever possible, supporting documentation. Disbursements larger than \$1000.00 shall require the signature of two of the following officers; the Treasurer, Secretary, Chair or Vice-Chair, at least one of whom will be the Chair or Vice Chair.

2.6.4 To have the discretion to pay up to \$50 for unbudgeted expenses without further approval and to make payments on all Board approved or budgeted expenditures.

2.6.5 To accept donations and other financial resources and property on behalf of the ASRC, issuing a properly constructed receipt as necessary.

2.6.6 To issue annual invoices to Probationary and Certified Groups for the collection of dues and to supervise the collection from each Group invoiced.

2.6.7 To prepare and submit any financial information that may be properly required by federal, state or local government.

2.6.8 To prepare an annual budget for the ASRC Board to approve.

2.6.9 To submit a financial status report at each **Board of Directors** meeting.

2.6.10 To submit a financial status report at the Annual General Membership meeting.

2.6.11 To make the ASRC financial records available to any ASRC Certified Member upon reasonable request.

DRAFT FOR DISCUSSION PURPOSES

Organization and Roles Board of Directors Other ASRC Officers

2.6.12 To ensure that periodic financial reviews of the ASRC finances are undertaken by an external independent reviewer no less than once every three years.

2.7 Board Membership

2.7.1 The ASRC Board shall consist of Voting Members and, as may be deemed appropriate, Non-Voting Members.

2.7.2 All Voting Members of the ASRC Board will be elected by Certified Members at the Group level, as set forth in the Articles of Incorporation.

2.7.3 Selection of Group members to serve on the ASRC Board shall be as follows:

2.7.3.1 Each Certified Group, as defined in Article III of these Bylaws, shall elect, for two-year terms from its Certified Membership, two delegates to sit as Board Members, **one to be installed 1 April of each year.** There shall be no term limit.

2.7.3.2 Probationary Groups, as defined in Article III of these Bylaws, shall elect one member to sit as a non-voting delegate to the ASRC Board.

2.7.4 Immediately following the Annual General Membership meeting, as soon as is practical, the ASRC Board shall convene and elect the Officers of the Board. The ASRC Chair and the ASRC Vice Chair shall be Certified Members and elected from among all ASRC Board delegates. They shall be elected for a term not exceeding two years. The Secretary and Treasurer shall be Certified Members and elected from the general membership of the Conference.

2.7.5 In the event an ASRC Board Director's position becomes vacant, that Director's Group shall hold a special election to fill that vacancy from among its Certified Membership. In the case of a retiring member being an electee of the General Membership, then a replacement shall be elected by the General Membership. A member of the ASRC Board is considered to have retired, and their Board position vacant, if, during the period of their term, they no


longer are a Certified Member of the Group which elected them or if they are otherwise removed by an action of the Group which elected them.

2.7.6 In the event of an ASRC Board Officer's position becoming vacant, the ASRC Board shall elect a replacement from the ASRC Board membership. If the Secretary or Treasurer position becomes vacant, a replacement shall be elected by the Board from the General Membership.

2.7.7 In the event an ASRC Board Member is unable to fulfill their role at a single, scheduled ASRC Board Meeting, the Certified Group may designate an alternate Board Representative to ensure full representation of the Group at the meeting. Each Board Member, elected or designated, shall be authorized to cast only one vote on a question.

2.7.8 The ASRC Chair may submit the name(s) to the General Membership of proposed voting members of the ASRC Board who are not Certified Members but who may meet some exceptional need of the Corporation. Such elected board members are to serve for two years before requiring re-election by the membership. The retirement from the ASRC Board of such members will not create an automatic need for replacement.

2.8 Non-Voting Board Members

2.8.1  The ASRC Board may elect anyone to be a non-voting member of the Board.

2.8.2 In the event that the Registered Agent of the ASRC is not a voting member, then the Registered Agent is automatically appointed to be a non-voting member of the ASRC Board.

2.8.3 In the event that the Secretary and/or the Treasurer are not members of the ASRC Board, then they are automatically appointed to be non-voting members of the ASRC Board.

2.9 Other ASRC Officers

2.9.1 The ASRC Board may name officers necessary to serve the needs of the Board. Positions may include: ASRC Risk Management Officer, ASRC Operations Officer, ASRC Training

DRAFT FOR DISCUSSION PURPOSES

Officer and any other standing Committee Chair or liaison. Such officers or committee chairs shall be nominated by the ASRC Chair and approved by a simple majority vote of the ASRC Board.

- 2.9.2 ASRC Officers or Committee Chairs may appoint additional officers or committee members to support execution of their duties.

3. ASRC CREDENTIALING BOARD

- 3.1 The authority for issuing ASRC credentials will be vested in the ASRC Credentialing Board, supported by ASRC Examiners and Qualified Evaluators. The

ASRC Credentialing Board is a group of ASRC Certified Members chosen by the ASRC Board of Directors to administer the ASRC credentialing system.

- 3.2 Members of the ASRC Credentialing Board will be selected and certified as outlined in the ASRC Credentialing Policy Manual.
- 3.3 Responsibilities, appointment duration and recertification requirements will be outlined in the ASRC Credentialing Policy Manual.

Article II. ASRC Membership

1. APPLICATIONS AND ROSTERS

- 1.1 Each Group may accept applications for and grant memberships to applicants for all types of Group membership. Individual Group members shall be recognized as ASRC Members upon compliance with the procedures specified in the Articles of Incorporation and in these Bylaws and in accordance with the requirements and standards as specified in the ASRC governing documents.
- 1.2 Each Group shall primarily maintain its own personnel records. Each Group shall supply the ASRC Secretary with a current Roster of its members, which shall include member information as defined in the ASRC Administrative Manual, upon request and at the time specified in the ASRC Administrative Manual.
- 1.3 Changes to the Group's Roster shall be reported to the ASRC Secretary within 40 days of the time changes are effective. Such changes may include: member certification level changes, new members, departing members, Group Officer slate and Board Representatives shall be reported to the ASRC Secretary at the next ASRC Board meeting.

2. GROUP TRAINING OFFICERS (GTOs)

- 2.1 Each Group shall appoint a Group Training Officer. For a Certified Group, the Group Training Officer must hold the ASRC Field II Team Leader (FTE) certification, or higher status. The standard for this certification is set forth in the ASRC Training Standards and ASRC Credentialing Policy Manual. The Group Training Officer shall be charged with:
 - 2.1.1 Enforcing the procedures, standards, and requirements of the ASRC Credentialing Policy Manual, and training-related matters that may also be set forth in the ASRC Operational Guidance Manual and ASRC Administrative Manual.
 - 2.1.2 Evaluating member applications for training certification for compliance with the ASRC Credentialing Policy Manual, in accordance with the procedures specified therein.
 - 2.1.3 The GTO of an ASRC Certified Group charged by the ASRC Board with sponsoring an ASRC Probationary Group shall work closely with a training contact in the sponsored Probationary Group to mentor and oversee compliance with the ASRC credentialing system.

3. PROBATIONARY MEMBERS

- 3.1 Probationary Membership may be offered by a Certified Group to applicants who wish to become Certified Members, but who have not yet met the requirement, as specified by the Group, for Certified Membership.
- 3.2 Probationary Membership shall be granted to any applicant as deemed appropriate by the Group to which he or she applies.
- 3.3 All members of an ASRC Probationary Group shall be recognized as Probationary Members until such time as the Group becomes Certified as referenced in Article III. Member qualifications or certifications attained (e.g., Field I, II, III, IV) while a Group is considered an ASRC Probationary Group shall be fully recognized by the conference when the Board considers the Group for ASRC Certified Group status.
- 3.4 Probationary Members shall have no automatic rights of voting or of holding office in the ASRC.

4. CERTIFIED MEMBERS

- 4.1 The requirements of Certified Membership shall be defined by each Certified Group.
- 4.2 All Certified Members shall have all rights of voting and of eligibility for office in the ASRC.
- 4.3 Certified Members who are Group members of more than one Certified Group must state to the ASRC Secretary, if requested, the Certified Group in which they wish to hold their primary membership.

DRAFT FOR DISCUSSION PURPOSES

5. OTHER MEMBERSHIP TYPES

- 5.1 Other Membership types may be offered by Certified Groups or by the ASRC to those organizations and individuals who wish to contribute monetary, material or moral support to the ASRC or to one of the Groups.
- 5.2 These types of members shall have no voting rights in the ASRC.

6. TERMINATION OF MEMBERSHIP AND DISCIPLINARY MEASURES

- 6.1 Any member may resign his or her ASRC membership upon notice by him/her to the Group Training Officer of his/her Group or to the ASRC Secretary.
- 6.2 The ASRC Board shall publish in the ASRC Administrative Manual disciplinary measures including procedures for investigations into and actions associated with:
 - 6.2.1 alleged activity that may have brought the ASRC, a Group or a member into disrepute.

- 6.2.2 alleged violations of the ASRC governance documents.

7. EXPULSION

- 7.1 Expulsion by the ASRC should be reserved for confirmed, serious breaches of ASRC governance documents.
- 7.2 Pending an investigation and disciplinary procedure, a member may be expelled suspended (and forbidden any ASRC activity) by the GTO, the Group Chair or the ASRC Chair.
- 7.3 Voting on questions of expulsion shall be by written ballot.
- 7.4 A record of the number of votes shall be made at the request of any member with the right to vote.
- 7.5 Any member expelled from a Group shall also lose ASRC membership.

DRAFT FOR DISCUSSION PURPOSES

Article III. Board and Group Requirements

1. BOARD MEETINGS

- 1.1 Meetings of the ASRC Board shall be held at least twice per calendar year and shall be open to all Certified Members, except when the ASRC Board of Directors votes to go into executive session where only ASRC Board of Directors members and others specifically invited by the Board may attend.
- 1.2 Minutes of ASRC Board of Directors meetings shall be publicly available, except that minutes of executive sessions shall be distributed only to those in attendance at that executive session; those receiving such minutes shall treat them as confidential.
- 1.3 The Secretary shall publish the date, time, and place of Board Meetings in accordance with procedures set out in the Administrative Manual.

2. MEMBERSHIP MEETINGS

- 2.1 General Membership meetings of the ASRC shall be at least once per calendar year, or may be called when deemed appropriate by the ASRC Board or by petition of twenty-five percent of the Certified Membership.
- 2.2 Written notice stating the place, day, and hour of a meeting, and in the case of a special meeting, the purpose or purposes for which it is called, shall be delivered by email to each Group Chair and Board Director for further dissemination to the Group Chair for each certified group for dissemination to the group's membership. Notice shall be delivered not less than twenty-five nor more than sixty days before the meeting.
- 2.3 At least twenty-one days before each membership meeting the Secretary shall publish the agenda.
- 2.4 A report on the minutes of the membership meeting, including reports of the Groups, Committees, and other pertinent information shall be prepared by the Secretary by the next ASRC Board of Directors meeting, within forty days of the meeting.
- 2.5 Membership meetings shall be open to all Certified and Probationary Group Members.

- 2.6 At the direction of the ASRC Board or by petition of ten percent of the Certified Membership, a motion may be distributed to the membership and voted upon in accordance with XI (D) of the Articles of Incorporation. In the event of a petition by the membership, the Secretary shall, within thirty days of receipt of the petition, distribute materials by email to each Group Chair and Board Director for further dissemination to all Certified Members of each Group.

3. GROUPS

The ASRC shall be comprised of the following classifications of Groups:

Probationary Groups

Certified Groups

3.1 Probationary Groups

To become a Probationary Group, an organization must:

- 3.1.1 Obtain a vote of two-thirds of the Group Membership voting on the question in a meeting of their own membership meeting.
- 3.1.2 Obtain a letter of sponsorship from a Certified Group.
- 3.1.3 Agree to meet and maintain the standards and requirements of an ASRC Group as specified in the ASRC governing documents.
- 3.1.4 Have its members' qualifications endorsed by the sponsoring Certified Group's Group Training Officer and comply with the ASRC credentialing system.
- 3.1.5 Meet all Conference financial obligations as defined by the Board of Directors and in particular be financially solvent.
- 3.1.6 Obtain current non-profit status from the United States Internal Revenue Service (IRS). Meet the requirements of non-profit status as defined by the IRS.

DRAFT FOR DISCUSSION PURPOSES

Board and Group Requirements

Groups

Standing and Consequences of Violation

- 3.1.7 Submit a membership roster to the ASRC Secretary, and a guide to Group call-out procedures to the ASRC Operations Officer, or ASRC Chair.
- 3.1.8 Provide the Group's Bylaws to the ASRC Secretary.
- 3.1.9 Select one Member to become a non-voting delegate to the ASRC Board.
- 3.1.10 Be voted in as an ASRC Probationary Group by the ASRC Board.

3.2 Certified Group

To become a Certified Group an organization must:

- 3.2.1 Be voted in as an ASRC Certified Group by the ASRC Board and ASRC Certified Membership.
- 3.2.2 Have at least 10 ASRC Certified Members.
 - 3.2.2.1 A Certified Group will have a GTO and a number, set from time to time by the ASRC Board, of members credentialed at FTM Field II or higher.
 - 3.2.2.2 A Certified group will be entitled to two voting members on the ASRC Board of Directors, elected in accordance with Article I, 2.7.3.
 - 3.2.2.3 Each Group's status (i.e., Probationary or Certified) will be determined during the first quarter of each calendar year by means of examination of the latest Group Roster in the possession of the ASRC Secretary at that time. Changes are automatic upon review of the Roster.
- 3.2.3 Be in good standing with the ASRC Administrative requirements, including roster submission and the annual conference dues payment.
- 3.2.4 Be financially solvent and be able to certify that the group maintains non-profit status with the IRS, meets the requirements of non-profit status as defined by the IRS.

- 3.2.5 Remain active in ASRC affairs and demonstrate the ability to effectively carry out the mission of the ASRC to the satisfaction of the ASRC Board of Directors.

3.3 Probationary Group to Certified Group status

- 3.3.1 Demonstrate the ability to effectively carry-out the mission of the ASRC.
- 3.3.2 Present a written recommendation to move to full Certified Group status from the sponsoring Certified Group.
- 3.3.3 Select a Group Training Officer of FTLField II or higher status.
- 3.3.4 Play an active role in ASRC affairs and conference activities.
- 3.3.5 Be voted in as such by at least 75% of those entitled to vote on the ASRC Board.
- 3.3.6 Maintain an up-to-date version of the Group's Bylaws with the ASRC Secretary.
- 3.3.7 After approval of the ASRC Board of Directors in 3.3.5, Obtain an affirmative vote of two-thirds of the Certified Members voting on the question at an ASRC Membership meeting.

3.4 Standing and Consequences of Violation

- 3.4.1 Each Group will keep the reputation of the ASRC in good standing.
- 3.4.2 Each Group will maintain at all times, at a minimum, the standards of certification, operational readiness and capability specified in the ASRC governing documents.
- 3.4.3 Violations of a Group's responsibilities as designated in the Articles of Incorporation, Bylaws, Credentialing Policy Manual, Operational Guidance Manual or Administrative Manual may be cause for the Group's status to be suspended, lowered or revoked by the ASRC Board. A Group's status shall be altered by a vote of three-fourths of the ASRC Board, or by a vote of two-thirds of the conference wide Certified Membership, except for the requirements of 3.2.2, which shall be automatic. All members of a Group which has had its status revoked, except Probationary Members, shall

DRAFT FOR DISCUSSION PURPOSES

be granted the opportunity of application for Conference At-Large membership, or application for equivalent membership in another Group.

4. ASSOCIATION WITH OTHER ORGANIZATIONS

4.1 The ASRC Board is empowered to enter into cooperative agreements, formal or informal, with other organizations and agencies, provided:

- 4.1.1 Such agreements are in the best interest of providing enhanced search and rescue or rescue-related service to the public.
- 4.1.2 Such agreements do not conflict with the Articles of Incorporation or Bylaws.

4.1.3 Such agreements do not impair the effectiveness of the ASRC in providing services to the public.

4.1.4 Such agreements do not make the ASRC, or its Groups or members, liable for prosecution.

4.1.5 Such agreements do not restrict ASRC officers or members in caring for the safety of subjects or search and rescue personnel.

4.1.6 Such agreements do not place ASRC members involuntarily in situations such that the ASRC personnel cannot decline to follow directions they consider unnecessarily dangerous to subjects or to search and rescue personnel, or deleterious to the goals of the mission.

Article IV. Finances

1. SOURCES

- 1.1 ASRC funds may only be used to advance the purpose of the ASRC.
- 1.2 The ASRC Board shall provide for the financial needs of the ASRC by approving fund raising projects, soliciting donations of funds, equipment and services, charging membership dues and appropriate administrative fees.
- 1.3 The ASRC, its Groups, and its members shall not permit use of any name, symbol, or other identification of the ASRC or its Groups for the purpose of commending or endorsing any commercial product or service, except when such commendation or endorsement will contribute directly to the purposes of the ASRC, as determined by the ASRC Board.
- 1.4 Grant applications for the ASRC shall be approved by the ASRC Board of Directors or by its delegates with a specific charge to manage risk to the Corporation associated with each grant application. Applications shall be signed by the ASRC Chair as required by the application.
- 1.5 Grants awarded shall be managed in an earmarked manner by the ASRC Treasurer who will track, account for, and report expenditures against each grant. Grants awarded for general operating expenses do not have to be earmarked.
- 1.6 Grant requirements shall be the ultimate responsibility of the ASRC Board of Directors, who may appoint someone to manage it on their behalf in an agreeable manner.
- 1.7 All donations shall be acknowledged in writing.

Article V. Amendments

- 1.1 Amendments to these Bylaws shall be made in the following manner:
- 1.2 The ASRC Board 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.
- 1.3 The proposed amendment shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by Certified Members present or represented by proxy at the meeting.
- 1.4 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.
- 1.5 Should a Certified Member be unable to attend such meeting, voting by email may be admissible according to arrangements the ASRC Secretary might reasonably make to ensure a safe, secure and timely vote.