

***Allegheny
Mountain Rescue
Group, Inc.***

**ARTICLES OF INCORPORATION
AND
BYLAWS**

August 8, 1989

As approved by a vote of AMRG during August, 1989.
This version supersedes all previous editions.

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**THE ARTICLES OF INCORPORATION
OF THE
ALLEGHENY MOUNTAIN RESCUE
GROUP, INC.
August 1989**

ARTICLE I. - NAME

The name of this corporation is the Allegheny Mountain Rescue Group, Inc., hereinafter referred to as the Group.

ARTICLE II.- PURPOSES

The Group 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 Group are:

- A. To provide wilderness search and rescue capability, and special technical rescue capability, within the Commonwealth of Pennsylvania and other regions as necessary;
- B. To conduct training programs in subjects related to wilderness search and rescue and special technical rescue;
- C. To conduct training programs in subjects related to wilderness safety and survival;
- D. To serve as a coordinating agency for related rescue and survival information, equipment, and resources; and
- E. To conduct and carry out the work of the Group, not for profit, but exclusively for humanitarian, educational, and public service purposes.

ARTICLE III. - NON-PROFIT STATUS

No part of the net earnings of the Group shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Group shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Group shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Group shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Group shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue

law), or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV. - MEMBERSHIP

The classes of membership shall be as follows:

- A. Active Members,
- B. Probationary Members, and
- C. Sustaining Members.

The rights, responsibilities, and requirements for the classes of membership shall be as set forth in the Bylaws of the Appalachian Search and Rescue Conference, Inc.

ARTICLE V.- BOARD OF DIRECTORS

- A. Directors must be Active members, and shall be elected by the Active Membership in accordance with procedures specified in the Bylaws.
- B. The Board of Directors shall have power and authority over the business of the Group between meetings of the Membership, but the Board shall be subject to the orders of the Membership, and none of the Board's acts shall conflict with action taken by the Membership.
- C. At each Membership Meeting, the Chairman of the Board shall report to the Membership all actions taken by the Board since the last Membership Meeting; this report may be in written form.
- D. The Board shall perform additional duties as specified in the Bylaws.
- E. 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.

ARTICLE VI.- MEMBERSHIP MEETINGS

- A. General Meetings - 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. Special Meetings - Special Membership Meetings shall be held in accordance with procedures set forth in the Bylaws.
- C. Any action required to be taken at a meeting of the Membership or Board of Directors, or which may be taken at a meeting of the Membership or Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, or

all of the Directors, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VII. - DISSOLUTION

Upon the dissolution of the Group, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Group, dispose of all assets of the Group exclusively for the purposes of the Group in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the same time shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Group 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 VIII. - 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 Group. 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 Group during, or resulting from, the proper performance of their duties.

ARTICLE IX. - 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 Group, 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, either personally or by mail, to each Active 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. The Articles of Amendment shall be executed by the Chairman and Secretary of the Board, and shall set forth the name of the Group, 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 Group and directed to a vote at a Membership Meeting, the date or dates when notice was given to each Active Member and how that notice was given, that a quorum was present at that meeting, and that 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.

Allegheny Mountain Rescue Group

BYLAWS

Revised August 1989

ARTICLE I. - NAME

The name of this organization shall be the Allegheny Mountain Rescue Group, Inc., hereinafter referred to as the Group.

ARTICLE II. - MEMBERSHIP

A. GENERAL

1. Membership in the Group shall be open to the public without discrimination by sex, race, age, religion, or nationality.
2. All Group members shall carry equivalent membership status in the Appalachian Search and Rescue Conference.
3. The Operations Officer shall maintain Group personnel records, with the following information for each member:

- a. name;
- b. type of membership, and date it was conferred;
- c. types of training certification, as defined in the ASRC Training Standards, date it was conferred, and expiration date if applicable;
- d. mailing address;
- e. telephone numbers; and
- f. additional pertinent operational information.

At least every 90 days, the Operations Officer shall publish an updated Callout Roster incorporating this information (except if there are no changes to be made). A copy of this Callout Roster shall be forwarded to the Secretary of the Board of Directors of the Appalachian Search and Rescue Conference for inclusion in the ASRC Conference Roster.

2 Application for Membership

1 Those wishing to become members of the Group shall secure applications and guidance from the Training Officer or a designate.

2 Applicants must be examined by the Training Officer and found to meet the requirements for a particular type of membership, as specified by the Bylaws of the Appalachian Search and Rescue Conference and by Acts of the Group.

3 The Training Officer shall propose applicants for Probationary or Active Membership, for a vote at a regularly scheduled business meeting of the Group, in accordance with the provisions of the Bylaws of the Appalachian Search and Rescue Conference.

4 Probationary, Active, and Sustaining Members shall be selected through elections as specified in the Bylaws of the Appalachian Search and Rescue Conference.

5 Any Active Member may propose a person for Sustaining Membership at any regularly scheduled business meeting of the Group.

3 Dues and Fees

1 The Group shall assess annual dues, the amount to be fixed by an Act of the Group.

2 All Active members shall be assessed a one-time initiation fee to be set by an Act of the Group.

ARTICLE III. - OFFICERS

1 Elected Officers

1 The elected officers of the Group shall be a Chairman, a Vice-Chairman, Treasurer, two ASRC Delegates, and two alternate ASRC delegates.

2 The officers shall be elected from among the Active Members by the Active Members.

2 Appointed Officers

1 The appointed officers of the Group shall include a Training Officer, an Operations Officer, a Recording Secretary, a Cave Rescue Coordinator, and a Medical Advisor.

2 The Chairman shall appoint members to fill the appointive positions. (More than one appointed office may be held by a single member.)

3 Officers may delegate specific of their duties to other members, who will report to the appointing officer.

3 Duties

1 The duties of the Chairman shall be:

- a. to call and conduct meetings of the Board of Directors in accordance with the provisions of Article ;
- b. to call and conduct meetings of the Membership in accordance with the provisions of Article ;
- c. to oversee the administration of the Group and to ensure that the provisions of these Bylaws, the ASRC Bylaws, ASRC training and operational standards, and applicable training and operational standards of the National Speleological Society and National Cave Rescue Commission are enforced within the Group;
- d. to control all Group correspondence;
- e. to control all Group public relations efforts; and
- f. to supervise Group officers in the conduct of their administrative duties.

2 The responsibilities of the Vice Chairman shall be:

- a. to serve as Chairman in the absence or incapacitation of the Chairman; and

- b. to fulfill other duties as designated by the Chairman.
- 3 The responsibilities of the Treasurer shall be:
 - a. to keep the financial records and accounts of the Group, and
 - b. to serve as Chairman in the absence or incapacitation of both the Chairman and Vice Chairman.

- 4 The duties of the Training Officer shall be:
 - a. to enforce the procedures, standards, and requirements of the ASRC Training Standards;
 - b. to evaluate applicants and members for compliance with the standards and requirements of the ASRC Training Guide, in accordance with procedures specified therein;
 - c. to act as executive agent of the ASRC Board of Directors in conferring the various types of membership, and for the various types of search and rescue skill certification as per the Appalachian Search and Rescue Conference Training Standards, upon Group members and applicants;
 - d. to propose to the Group for a vote all applicants for types of membership requiring a vote by the Group; and
 - e. to ensure the Secretary of the ASRC Board of Directors is informed of all membership actions taken by the Training Officer within 90 days.

- 5 The responsibilities of the Operations Officer shall be:
 - a. to maintain and evaluate the Group's operational readiness;
 - b. to supervise the maintenance of Group equipment;
 - c. to maintain the Group's alerting systems;
 - d. to monitor Group communications equipment and policies; and
 - e. to supervise the Group's stores of equipment and supplies for sale.

- 6 The responsibilities of the Recording Secretary shall be:
 - a. to record the proceedings of the meetings of the Board of Directors and of any Membership Meetings; and
 - b. to maintain the records and correspondence of the Group.

4 Elections

During February of each year, nominations for the elected officers shall be accepted from the membership. At the annual meeting in March, the membership shall elect new officers. The new officers shall take office April first.

5Term of Office

All officers shall serve until their successors are elected or appointed.

ARTICLE IV. - Meetings

1 Meeting Dates

The Group shall meet at least once in each quarter of the year, as fixed by an Act of the Group.

2 Annual Meeting

The Group meeting in March shall be known as the annual meeting.

3 Special Meetings

1 A Special Meeting may be called by the Chairman, by a majority of the Board of Directors, or by one-third of the Active Membership.

2 Notice of a special meeting shall include the business to be transacted, which is the only business that may be transacted at that meeting.

3 Notice of a special meeting shall be mailed to all Active Members at least one week prior to the meeting.

4 Quorum

A quorum shall consist of one-third of the total Active Members.

ARTICLE V. - BOARD OF DIRECTORS

1 Board Members

The Group Board of Directors shall consist of the Chairman, the Vice Chairman, the Treasurer, both ASRC delegates, the Cave Rescue Coordinator, the Training Officer, and the Operations Officer.

2 Board Duties

The Board of Directors shall have general supervision of the affairs of the Group between its business meetings, make recommendations to the Group, and shall perform such other duties as are specified in these Bylaws. The Board shall be subject to the orders of the Group, and none of its acts shall conflict with action taken by the Group.

3 Board Meetings

Meetings of the Board shall be held at the call of the Chairman or of three Board members.

4 Board Quorum

A quorum of the Board of Directors shall consist of three Board members.

ARTICLE VI. - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Group in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Bylaws of the Appalachian Search and Rescue Conference, and any special rules of order the Group shall adopt.

ARTICLE VII. - AMENDMENTS

These Bylaws may be amended at any regular meeting of the Group by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.