

California Region of the Mountain Rescue Association



Bylaws

Revision January 2014

ARTICLE 1. NAME

SECTION 1. NAME

The name of this organization shall be CALIFORNIA REGION OF THE MOUNTAIN RESCUE ASSOCIATION, hereinafter referred to as "California Region" or "Region".

ARTICLE 11. AFFILIATION

SECTION 1. LEGAL STATUS

The California Region is a geographical and administrative subdivision of the Mountain Rescue Association (MRA), a non-profit corporation organized under the laws of the State of Washington. The California Region of the Mountain Rescue Association is considered a voluntary unincorporated association under the laws of the State of California.

SECTION 2. MRA BYLAWS AND POLICIES

The bylaws and policies of the California Region shall conform to the bylaws and policies of the Mountain Rescue Association, as the latter may be adopted or amended from time to time. If any of these by-laws conflict with current MRA bylaws and policies, they shall be considered to be unenforceable.

ARTICLE III. PURPOSES

SECTION 1. PURPOSES.

The specific and primary purposes for which the Region is formed are:

1. To carry out the purposes of the Mountain Rescue Association within the Region,
2. To provide a forum for the interchange of information and opinions on search and rescue by member units,
3. To coordinate the common and joint response by member units to emergency operations,
4. To review the competency of member units, or of applicants for membership in the Mountain Rescue Association, and to recommend to the MRA on such competency, and
5. To further public education in mountain and wilderness safety, and to further the rescue profession within the general community.

ARTICLE IV. HEADQUARTERS AND BOUNDARIES

SECTION 1. HEADQUARTERS

The headquarters of the California Region shall be located at the address specified by the Board of Directors,

SECTION 2. BOUNDARIES

The boundaries of the California Region shall be the boundaries of the State of California, or such other boundaries as may be established by the Mountain Rescue Association.

ARTICLE V. MEMBERS

SECTION 1. MEMBERSHIP

Membership in the California Region shall be composed of those member teams of the Mountain Rescue Association having a primary geographical location within the geographical boundaries of the California Region, as that region may be determined by the Mountain Rescue Association.

SECTION 2. RIGHTS AND RESPONSIBILITIES

Members shall have all rights and responsibilities that may be granted members of the Mountain Rescue Association. In addition, California Region members shall have all the rights and responsibilities reserved to Region members by these bylaws or by Region policies.

SECTION 3. CLASSIFICATIONS OF MEMBERSHIP

The classifications of membership, and requirements for admission to the classifications of membership, shall conform to the classifications established by the bylaws and policies of the Mountain Rescue Association.

ARTICLE VI. OFFICERS

SECTION 1. OFFICERS ENUMERATED AND TENURE

The officers of the California Region shall be a Chairman, a Vice Chairman, and a Secretary-Treasurer to serve two year terms each.

SECTION 2. QUALIFICATIONS

Any person who is an active member of a member Region team may serve as an officer of the Region.

SECTION 3. ELECTION OF OFFICERS

Officers of the Region shall be elected by the following procedure:

1. A nominating committee consisting of at least two people shall be appointed by the Chairman no later than one month prior to the Fall meeting. It shall be the duty of this committee to examine the potential candidates for office and to nominate a candidate or candidates for the offices to be filled.
2. The slate of nominations may include one or more persons for each office. The nominating committee shall report to the Board of Directors at the regular Fall meeting.
3. Before the election, additional nominations from the floor shall be permitted. A reasonable opportunity shall be provided nominees to present their qualifications for office.
4. Officers shall be elected at the end of the Fall meeting, and shall take office immediately after the close of the meeting.

SECTION 4. NUMBER OF OFFICES HELD, TERMS OF OFFICE

No person shall hold more than one elected or appointed office at the same time, except for the office of acting or temporary Secretary or Treasurer. The Chairman shall not hold office for more than two (2) consecutive terms. No member team shall have more than one person serving as an officer at the same time, except for temporary appointments.

SECTION 5. RESIGNATION

Any officer may resign from office at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt of such notice or at any other date specified therein. Unless otherwise specified in the notice, submission shall constitute acceptance by the Board.

SECTION 6. REMOVAL.

Any officer may be removed from office by a vote of at least two-thirds of the votes cast at a regular or special meeting of the Board. The Board of Directors may establish policies and procedures for the removal of officers, including circumstances that would constitute cause for removal.

SECTION 7. VACANCIES

Any vacancy in office between elections shall be filled by appointment of the Board of Directors. In the event of a vacancy in office other than the Chairman, and where the vacancy must be filled because of urgent or substantial reasons, such vacancy may be temporarily filled by appointment of the Chairman, until such time as the Board shall fill the vacancy.

SECTION 8. DUTIES OF THE CHAIRMAN

The Chairman shall perform the following duties:

1. Preside at Region Board of Directors meetings.
2. Subject to approval of the Board of Directors, appoint and remove all committee chairmen, except where otherwise specified in these bylaws.
3. Assume leadership for the Region in all Region matters.
4. Perform all duties incident to the office and such other duties as may be required by law, by these
5. bylaws, or which may be assigned by the Board of Directors.

SECTION 9. DUTIES OF THE VICE CHAIRMAN

The Vice Chairman shall perform the following duties:

1. In the absence of the Chairman, or in the event of an inability or refusal to act, perform all the duties of the Chairman, and when so acting, have all the powers of the Chairman.
2. Arrange for, and keep the records of, the accreditation of new teams and the reaccreditation of member teams.
3. Perform such other duties as may be assigned by the Board of Directors.

SECTION 10. DUTIES OF THE SECRETARY-TREASURER

The Secretary-Treasurer shall perform the following duties:

1. Keep the minutes of the Board of Directors meetings.
2. Have charge and custody of, and be responsible for, all funds and securities of the Region, and deposit all such funds in the name of the Region in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
3. Receive, and give receipt for, monies due and payable to the Region from any source whatsoever.
4. Disburse, or cause to be disbursed, the funds of the Region as may be directed by the Board of Directors, taking vouchers for such disbursements.

5. Keep and maintain adequate and correct accounts of the Region properties and business transactions, including accounts of its assets, liabilities, disbursements, gains or losses.
6. Exhibit at all reasonable times the books of account and financial records to any member team, of the member's attorney or agent, on request therefor.
7. Render to the Chairman and the Board, whenever requested, an account of any or all of his or her transactions as Secretary-Treasurer, and the financial condition of the Region.
8. Perform all duties incident to the office of Secretary-Treasurer and such other duties as may be required by law, these bylaws, or which may be assigned by the Board of Directors.

ARTICLE VII. BOARD OF DIRECTORS

SECTION 1. NUMBER AND CONSTITUTION

The entire management and government of the Region, except as otherwise expressly provided herein, shall be vested in a Board of Directors, consisting of not more than two delegates from each Regular and Accredited Ex-Officio member unit or organization. Each delegate, or director, shall be an active member of the Region team and shall have one vote. An alternate delegate may vote in the absence of the designated delegate. Officers of the Region may also be delegates.

SECTION 2. APPOINTMENT OF DIRECTORS

Delegates should be appointed by the governing authority of the member teams and a letter stating such appointment should be filed with the Secretary-Treasurer. If the governing authority has not appointed delegates, or if the letter is not filed, any member of the member team appearing at a Board of Directors meeting and stating that they are representing the team shall be considered a delegate unless challenged by a delegate or officer. In the case of a challenge to the status of a person acting as delegate or alternate, the Secretary-Treasurer shall rule on the matter based on the evidence presented.

SECTION 3. POWERS

The Board of Directors shall govern and manage the California Region. It shall perform any and all duties imposed on it collectively or individually by law, by these bylaws, or by the bylaws and policies of the Mountain Rescue Association. It shall have the power to adopt bylaws and policies, and act collectively as a Region in furthering the purposes of the Mountain Rescue Association, under the bylaws and policies of the MRA. It shall have all other powers given unincorporated voluntary associations under California law.

SECTION 4. MEETINGS.

1. Dates of Meetings. Regular meetings of the Board of Directors shall be held three times each year, as follows:
 - a. The Fall meeting shall be held on the third Saturday in September.
 - b. The Winter meeting shall be held on the first or second Saturday in January.
 - c. The Spring meeting shall be held on the third Saturday in May.
2. Changes in Meeting Dates. Meeting dates may be changed due to emergencies by agreement of a majority of the members polled by telephone or other means. Notice of the change must be given to member teams at least 24 hours before the meeting.
3. Time and Place of Meetings. The time and place of meetings shall be set by the Board of Directors. The meeting place should rotate among member teams in alphabetical order, however the order may be changed for good reason.

4. Special Meetings. Special meetings may be called at any time by the Chairman or by any three member teams. Notice of the special meeting shall be given to all member teams, and such notice shall include the time, place and purpose of the special meeting.
5. Quorum. A quorum for the transaction of business shall consist of a majority of the voting member teams. Member units not represented at the two Region Board meetings immediately preceding the meeting in question shall not count for purposes of determining a quorum. If a quorum is lost due to the absence of a member after initially being established, the quorum shall be deemed to remain. In the absence of an initial quorum, a meeting may be continued, although no other business requiring a vote of the membership shall be transacted.
6. Proxies. Proxies shall not be permitted for Region Board meetings.
7. Chair Board meetings shall be chaired by the Chairman, or in his or her absence, the Vice Chairman or the Secretary-Treasurer, in turn. The Secretary-Treasurer shall act as the secretary at all Board meetings, however in the absence of the Secretary-Treasurer, the presiding officer shall appoint another person to act as secretary of the meeting.
8. Rules of Order 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 conflict with these bylaws or any provision of law.

SECTION 5. VOTING PROCEDURES

1. Eligibility. Only delegates from Regular or Accredited Ex Officio member teams shall be eligible to vote on matters requiring a formal vote. Upon the request of any member, the Secretary-Treasurer shall provide a list of authorized voting delegates.
2. Method of Voting. Voting at duly held meetings may be by voice vote, roll call, show of hands, or ballot. A roll call vote may be requested by any voting delegate, and any such request shall be so honored.
3. Votes Required. An affirmative vote of the majority of votes cast shall be required to pass a measure before the Board of Directors. Abstentions shall not count in the vote.

ARTICLE VIII. COMMITTEES

SECTION 1. ESTABLISHMENT AND DISESTABLISHMENT OF COMMITTEES

The Board of Directors may establish committees to manage the affairs of the Region, as it may seem fit. The Chairman may also establish committees, subject to approval of the Board of Directors. The Board shall have the power to disestablish committees, as it sees fit.

SECTION 2. COMMITTEE CHAIRS AND MEMBERS

Committee chairs and members shall be appointed by the Chairman, subject to the approval of the Board, and shall serve at his or her pleasure.

SECTION 3. POWERS

Committees shall act in an advisory capacity only to the Board of Directors and shall have such powers and duties as may be delegated by the Board.

SECTION 4. MEETINGS AND ACTIONS OF COMMITTEES.

The time, place and agenda of all committee meetings shall be fixed by the chair of each committee and shall not be subject to the notices and rules set forth for Board meetings in these bylaws. The Board may adopt rules and regulations pertaining to the conduct of committee meetings to the extent that such rules and regulations are not inconsistent with the provision of these bylaws.

ARTICLE IX. POLICIES

SECTION 1. AUTHORIZATION

The Board of Directors may adopt such policies and procedures as it deems appropriate, provided such policies do not conflict with these bylaws or with MRA policies.

SECTION 2. ADOPTION

Region policies must be approved by a two-thirds majority vote of delegates present and voting at two consecutive meetings of the Board of Directors. Changes to Region policies shall be considered new policies and must be approved as above.

SECTION 3. RECORDATION AND DISSEMINATION

Following adoption by the Board of Directors, a copy of the official policy shall be kept with the Region records and a copy furnished to all Region members.

SECTION 4. ENFORCEMENT AND CONFLICT WITH BYLAWS

The Board of Directors shall be the final arbiter of official policy. Should a conflict arise between official policy, these bylaws, or MRA bylaws or policies, the MRA bylaws or policies shall take precedence, followed by Region bylaws.

ARTICLE X. AMENDMENTS

SECTION 1. AMENDMENTS PROVIDED FOR

Subject to any provision of law applicable to the amendment of bylaws, these bylaws, or any of them, may be altered amended, or repealed and new bylaws or portions thereof adopted according to the following provisions.

SECTION 2. NOTICE

Written notice of any proposed amendment to these bylaws shall be sent to all Region member units at least 60 days prior to the first Board meeting at which the amendment will be considered, or the draft proposed amendment shall be presented at a Board meeting for consideration. Following the presentation of the draft amendment, member teams shall be given at least three months to consider the amendment. No subsequent notice shall be required for changes to the proposed amendment, provided the changes are included in the minutes of the meeting in which they are discussed.

SECTION 3. VOTE REQUIRED

After due consideration required in Section 2 above, a proposed amendment must be approved by two-thirds of the delegates present and voting at two regular or special meetings of the Board of Directors.

ARTICLE XI. PROHIBITION AGAINST SHARING REGION PROFITS AND ASSETS

No member of any Region team, officer, employee or other person connected with the Region, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Region, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Region in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution, or shall not receive any of the Region assets on dissolution of this association. All members of the Region shall be deemed to have expressly consented and agreed

that on such dissolution or winding up of the affairs this association, whether voluntarily or involuntarily, the assets of the Region, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by these bylaws, or any provision of law.

ARTICLE XII. DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association, shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable and educational purposes and which has established its tax status under Section 501 (c)(3) of the Internal Revenue Code and Section 237 (Old) of the Revenue and Taxation Code. The distribution of assets shall be determined by the Board of Directors, and shall be assigned first to member units complying with this article. If this association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by the decree of the Superior Court of the county in which this association's principal offices located, upon petition thereon by the Attorney General or any person concerned in the liquidation.

CERTIFICATION:

These bylaws have been approved and accepted by the Board of Directors of the California Region of the Mountain Rescue Association on the date of September 21, 1996.


These bylaws have been approved and accepted by the Board of Directors of the Mountain Rescue Association on the date of

These bylaws supersede all previous bylaws of the California Region of the Mountain Rescue Association, particularly those dated January 21, 1967, and January 23, 1988.



Andrew Mitchell, Chairman

ATTEST:



John Kades, Secretary-Treasurer

BYLAWS CHANGES TRACKING

<u>Article</u>	<u>Date</u>	<u>Addition, Deletion or Change</u>
VI.1	1/2014	Add "and Tenure" to section title and "to serve two years terms each".