

# Mountain Rescue Association



## Bylaws

**Mountain Rescue Association  
BYLAWS CHANGES TRACKING SHEET**

**DATE: January 26th 1998, Following the Albuquerque Meeting.**

**DUE TO PAGE RENUMBERING AND OTHER REVISIONS, ALL PREVIOUS BYLAWS AND POLICIES MANUALS ARE HEREBY VOID.**

<u>Article</u>	<u>Date</u>	<u>Addition, Deletion or Change</u>
II.1.b	6/94	Change definition from "...and the donations to which qualify as charitable contributions under the Internal Revenue Code" to "...and which meets the requirements for status under Section 501 (c) of the Internal Revenue Code."
II.1.c	6/94	Delete requirement that leadership be elected by team members and that all team members not be compensated for membership, to conform with following changes to the Ex-Officio Membership section.
II.4 & 6	6/94	Delete " <i>Ex-Officio members may be accredited</i> " and requirements.
II.4	1/95	Reinstate " <i>Ex-Officio members may be accredited</i> ".
II.6	1/95	Reinstate " <i>Ex-Officio mountain rescue units or organizations may be accredited by demonstrating expertise in the same areas as a regular team: wilderness search, technical rock rescue, and technical snow (and ice) rescue</i> ".
All	5/95	New Manual due to renumbering & Dating of pages.
IV.1	6/95	As commanded by membership in 1/95, adjust Ex-Officio sections to be consistent with 6/94+ amendments: Delete "Accredited Ex-Officio" from having a vote.
II.6	6/95	Add; Ex-Officio may accredit in 1, 2 or all 3 categories.
VI.1	5/96	Officer's terms changed from one to two years.
II.13	6/99	clarify/add "suspension" to delinquent, etc. teams.

**NOTES:**

**BYLAWS**  
**OF THE**  
**MOUNTAIN RESCUE ASSOCIATION**

**(Last Revised, 5-15-95)**

*A volunteer non-profit public service organization dedicated to the saving of lives through rescue and mountain safety education.*

**ARTICLE I. NAME, ADDRESS AND PURPOSE**

1. **Name.** The name of this organization shall be the "Mountain Rescue Association" (MRA).
2. **Registered Office and Agent.** The MRA shall maintain a registered office, which shall be deemed the principal office of the corporation, and a registered agent in the State of Washington, as may be designated by the Board of Directors.
3. **Mailing and Business Address.** The mailing address of the MRA shall be the address of the Executive Secretary, unless some other address is designated by the Board of Directors.
4. **Purpose.** The purpose of the MRA shall be to provide a central organization through which the efforts and activities of members may be coordinated to promote more effective mountain safety education, to improve mountain rescue service, to promote the free exchange of rescue techniques and procedures, to disseminate advances in equipment, and to promote the standardization thereof.

**ARTICLE II. MEMBERSHIP**

1. **Definitions.** The following terms are defined for purposes of these bylaws:
  - a. **Mountain rescue unit:** A mountain rescue unit means a search and rescue organization engaged in search and rescue in a mountainous environment, and demonstrating proficiency in search, non-technical rescue and technical rescue in a four-season alpine environment.
  - b. **Nonprofit organization:** A nonprofit organization means an organization the receipts of which are exempt from taxation, and which meets the requirements for status under Section 501 (c) of the Internal Revenue Code (6/94).
  - c. **Volunteer Organization:** A volunteer organization means an organization which meets three (3) requirements: (1) its membership shall consist of at least 80% volunteers, (2) at least 80% of its members are not compensated for services provided to or on behalf of the organization, and (3) the organization does not charge responsible agencies, victims or their families for services provided. They may, however, reimburse members for actual expenses incurred and solicit general financial support from responsible agencies (6/94).

2. Qualifications. Membership in the MRA shall be open to any mountain rescue unit or other search and rescue organization (a) which meets the requirements for the particular category of membership as set forth in the policies and procedures adopted by the Board of Directors, and (b) which is approved by a majority vote of the regular members present and voting at a regular meeting of the membership.
3. Duration. All memberships, except honorary memberships, shall be for a period of five years from the date of acceptance, and may be renewed for like intervals. The Board of Directors shall establish minimum requirements for renewal and revocation of membership.
4. Categories of Membership. There shall be three categories of membership for units and organizations: Regular, Ex-Officio, and Associate. Regular member units shall be accredited. Ex-Officio members may be accredited (1/95). Associate members shall not be accredited as mountain rescue units, but may be accredited in any one or two of the three basic areas of expertise required for full accreditation: wilderness search, technical rock rescue, and technical snow (and ice) rescue.
5. Regular Membership. Regular membership is open to qualified nonprofit volunteer mountain rescue units and organizations. Regular members are subject to dues and may vote.
6. Ex-Officio Membership. Ex-officio membership is open to governmental and professional mountain rescue, or search and rescue, units and organizations. Ex-officio mountain rescue units or organizations may be accredited (1/95) by demonstrating expertise in one, two or all three accreditation categories. Ex-officio members are not subject to dues and may not vote (6/95).
7. Associate Membership. Associate membership is open to other search and rescue units and organizations which do not qualify for regular or ex-officio membership. Associate members are subject to dues but may not vote.
8. Honorary Membership. The Board of Directors may confer honorary lifetime membership upon individuals who have demonstrated exceptional dedication to the MRA or to its goals and purposes. Honorary members are not subject to dues and may not vote.
9. Additional Membership Categories. The Board of Directors may establish additional categories of membership for individuals or groups who are not otherwise qualified to be regular, ex-officio, associate, or honorary members of the MRA. Such membership shall be defined and regulated by the official policies of the MRA. None of the members in any of the additional categories may vote.
10. Accreditation Standards. The Board of Directors shall adopt policies and procedures establishing minimum national standards and qualifications, and shall permit regions to establish additional criteria for membership and procedures for accreditation. The qualification standards for an accredited mountain rescue unit, as established by the Board of Directors, shall at a minimum require proficiency in wilderness search, technical rock rescue, and technical snow (and ice) rescue.
11. Members Not Agents. Members of the MRA, except when taking action along with other members at a meeting of the Membership or as otherwise provided in these bylaws, shall not have the power or authority to obligate or to represent the MRA in any manner whatsoever, whether financially or otherwise.

12. Delinquent Members. Members delinquent in dues shall lose their voting privileges until such dues are paid.
13. Suspension or Termination of Membership. Membership in the MRA may be suspended or terminated for any of the following reasons: (a) for failure of a member unit to maintain the qualifications required for membership; (b) failure of the member unit to comply with the published bylaws, policies, procedures, rules or regulations of the MRA; (c) actions which jeopardize the life or safety of any person; or (d) for any other good cause. The Board of Directors may, by two-thirds vote at a regular or special meeting, terminate the membership of a member , *or suspend the membership of a member (6-20-99)*, until a date certain, or until such time as the member complies with any conditions imposed by the Board of Directors.
14. Nondiscrimination. The MRA shall not discriminate against or in favor of anyone or any organization on the basis of race, religion, age, or sex. Members of the MRA shall not illegally discriminate against or in favor of any person on the basis of race, religion, age or sex.
15. Insignia and Logos. The Board of Directors shall establish minimum requirements and uniform insignia for each category of membership, provided insignia for fully accredited units shall be distinct from other insignia. The Board of Directors shall establish policies and procedures governing the use of any insignia or logo adopted by the MRA for use by the MRA or its members, whether or not it is registered or copyrighted.

### ARTICLE III. REGIONS

1. Establishment. Members shall be grouped geographically into Regions of the MRA. Region boundaries shall be established by the Board of Directors, which shall give due deference to political boundaries.
2. Purposes. Regions are formed to maintain regional contact, to promote joint training, and to facilitate mutual aid among members.
3. Organization. Regions shall adopt bylaws, subject to Board of Directors approval, and be governed accordingly. Regions may permit ex-officio or associate members, or both, to vote. Regions may permit regional officers other than the region chair to be members of ex-officio or associate member units. Each region shall elect a region chair and such other officers as it may deem appropriate.
4. Regions Not Agents. Regions of the MRA shall not have the power or authority to obligate the MRA in any manner whatsoever, whether financially or otherwise.

ARTICLE IV. BOARD OF DIRECTORS

1. Delegates. The entire management and government of the MRA, except as otherwise expressly provided herein, shall be vested in a Board of Directors, consisting of one representative from each Regular member unit or organization. Each Regular member shall have one vote, either through its own delegate or through its designated proxy (6/95). An alternate delegate may vote in the absence of the delegate. In the case of a challenge to the status of a person acting as delegate or alternate, the Secretary shall rule on the matter based on the evidence presented.
2. Proxies. A member entitled to vote may do so either through a delegate or alternate, or by written proxy executed by the member and filed with the Secretary. Proxies shall be valid only for the meeting designated in the proxy. All proxies shall state the general nature of the matter to be voted on and the name of the person or officer who is entitled to vote the proxy. Only delegates may carry proxies. A delegate may not carry more than five proxies, except a Region chair or Region representative may carry a proxy for any Region voting member. In event of a proxy challenge, the Secretary shall rule on the matter according to the evidence presented.

ARTICLE V. MEETINGS

1. Time and Place of Meetings. The Board of Directors shall meet not less than once each year. The annual meeting for the purpose of electing officers and directors and for the transaction of such other business as may come before the Board of Directors shall be held in the month of June. The date, time and place of all Board of Directors meetings shall be determined by the Board of Directors at least one year in advance. No further notice of regular meetings shall be required other than announcement at a regular meeting and inclusion in the published minutes of the meeting. Changes in regularly scheduled meeting dates, time, or places due to unforeseen circumstances shall be announced in sufficient time to allow members to attend.
2. Special Meetings. Special meetings may only be called on written petition of five or more members. The date, time, and place of the special meeting will be determined by the President, and adequate notice of the meeting and the items to be discussed shall be provided all voting members at least one month prior to the meeting. Only those items on the published agenda shall be discussed at a special meeting.
3. Quorum. A quorum for the conduct of business shall be a majority of the those attending. Proxies shall count for purposes of a quorum. In the absence of a quorum, a meeting may be continued, although no other business requiring a vote of the membership shall be transacted.
4. Voting. Each voting member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. A person present at a meeting and claiming to be the delegate or representative of a member unit may be permitted to vote in the absence of controversy over that person's authority.
5. Informal Action. The Board of Directors may act only as a committee of the whole, and may not take action without a meeting.

6. Conduct of Meetings. Board of Directors meetings shall be presided over by the President or, in his or her absence, the Vice President or Secretary, in turn. In the absence of all these persons, a presiding officer shall be chosen by a majority of the voting members present at the meeting. The Secretary shall act as secretary at all meetings, provided that in the absence of the Secretary, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws or with any provision of law.
7. Open Meetings. All meetings of the Board of Directors, or of any other committee, shall be open to any individual member of any member unit or applicant unit. Closed meetings may be called only upon motion made and approved in a roll call vote by at least two-thirds of the members present and voting, and then only if it is for one or more of the following purposes:
  - a. Conferences with legal counsel or another attorney concerning disputes involving the MRA that are the subject of pending or imminent administrative or court action;
  - b. Matters required to be kept confidential by federal or state law;
  - c. Determining positions relative to matters that may be subject to negotiation, developing strategy for and receiving reports on the progress of negotiations, and instructing negotiators; or
  - d. The investigation of charges or complaints, or consideration of discipline, removal from office, or revocation of membership, of any member, officer or director, but only upon the request of the member, officer or director under consideration.

#### ARTICLE VI. OFFICERS

1. Qualifications and Tenure. The Board of Directors shall elect a President, Vice President, Secretary/Treasurer, and two Member-At-Large positions to serve two year terms each. These elections will take place on an annual basis, electing the President, Vice-President and one Member-At-Large in even years, and the Secretary/ Treasurer and the other Member-At-Large in odd years (6-16-96). Each officer must be an active member of a member unit during his or her term of office. Their term of office shall begin immediately following the meeting at which they are elected. No person shall hold the same office for more than two consecutive terms. The Board of Directors may further define the duties of the officers in official policies and procedures. (The President, Vice-President and one Member-At-Large were elected to a two year term in 1996. The Secretary/Treasurer and the other Member-At-Large were elected to a single year term, and the election for the first two year term will occur in 1997 [6-16-96]).
2. President. The President shall perform the usual duties of this office, including any duties delegated to him or her by the Board of Directors. The President shall preside at regular and special meetings of the Board of Directors. The President shall direct the activities of the Executive Secretary, represent the MRA in all of its affairs with other organizations, and appoint the chairs and members of committees established by the Board of Directors or by the President. The President shall conduct the activities and affairs of the MRA while the Board of Directors is not meeting.
3. Vice President. In the absence of the President, the Vice President shall serve as President and shall have all his or her powers and duties. The President may delegate to the Vice President any of the President's duties, either temporarily or for the remainder of his or her term.

4. Secretary/Treasurer. The Secretary/Treasurer shall perform the usual duties of the office, except as otherwise provided by the Board of Directors or assigned to the Executive Secretary. Annually upon taking office, the Secretary/Treasurer shall chair a committee of not fewer than two nor more than five persons, which committee shall audit the books of account kept by the Executive Secretary for the previous year.
5. Removal. Any officer may be removed by a vote of at least two-thirds of the votes cast at a regular or special meeting. The Board of Directors may establish policies and procedures for removal of officers, including circumstances that would constitute cause for removal.
6. Vacancies. Any vacancy in office shall be filled by appointment of the Board of Directors. An officer appointed to fill a vacancy shall be qualified to assume the position to which he or she is appointed, and shall serve for the un-expired term of his or her predecessor in office.

ARTICLE VII. OFFICERS COMMITTEE; EXECUTIVE SECRETARY

1. Officers Committee. The Officers Committee shall consist of the three elected officers plus two members, also elected by the Board of Directors. The Officers Committee, convening in person or by telephone conference at the request of the President, may take any action which might have been taken by the Board of Directors at any time that the Board of Directors is not meeting and is not scheduled to meet for more than thirty days. Any action taken by the Officers Committee shall be subject to review and reversal or amendment by the Board of Directors. Notwithstanding the foregoing, the Officers Committee shall not take any action reserved by law to the membership or the Board of Directors, not take any action directly contrary to an express decision previously made by the Board of Directors.
2. Executive Secretary. An Executive Secretary shall be appointed by the Board of Directors at the first regular meeting held after the annual June meeting in even-numbered years. The Executive Secretary shall perform the routine business functions of the MRA, including responding to routine correspondence and maintaining the books and records of the MRA, as well as such other functions as may be delegated by the Board of Directors. The Executive Secretary shall serve as Assistant Secretary and as Assistant Treasurer, and shall be authorized to sign corporate documents in the place of the Secretary, and to transact business authorized by the Board of Directors.

ARTICLE VIII. COMMITTEES

1. Powers and Duties. The Board of Directors may delegate the management of any of the property of the MRA, and the performance of any of its several activities, to such committees as the Board of Directors may deem appropriate. Committees may be created by the Board of Directors or the President. The President shall appoint the chairs and members of all committees. The Secretary shall keep a record of committees and committee members.
2. Meetings. 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 rules set forth for MRA meetings. The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.



ARTICLE IX. OFFICIAL POLICY

1. Establishment. Official MRA policy shall be established to regulate the affairs of the MRA pertaining to matters not contained in these bylaws, including, but not limited to: insignia, uniforms, membership qualifications, publications, certification, re-certification, region boundaries, duties of officers, standing committees, special committees, dues, finances, and Board of Directors meetings. Official policies shall be consistent with these bylaws and federal, state, and local laws.
2. Adoption and Amendment. Official policy shall be established or amended by the Board of Directors at a regular meeting. Adoption of official policy or amendment of policy shall require a two-thirds affirmative vote of the members voting at a regular meeting.
3. Record. Following adoption by the Board of Directors, a copy of the official policy shall be kept with the MRA records and a copy furnished to all members.
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 and these bylaws, the bylaws shall take precedence over official policy.

ARTICLE X. AMENDMENTS

1. The bylaws of the MRA may be amended by a two-thirds vote at a duly called meeting of the Board of Directors. The sponsor of an amendment to the bylaws must give written notice to all members of the proposed amendment at least sixty (60) days prior to the meeting. Following adoption by the Board of Directors, a copy of the amendment shall be kept with the MRA records and a copy furnished to all members.

ARTICLE XI. FINANCES AND DISSOLUTION

1. Dues. Dues shall be set by the Board of Directors.
2. Expenditures. Expenditures of MRA funds shall be authorized by the Board of Directors.
3. Regions. MRA regions have no legal existence separate and distinct from the MRA, and therefore must account annually to the MRA for receipts and disbursements made in the name of the region.
4. Compensation. Officers and directors of the MRA, as such, shall not receive any compensation for their services, but by resolution of the Board of Directors, a fixed sum and/or expenses of attendance at meetings or other authorized events may be allowed. Nothing herein contained shall be construed to preclude any officer or director from serving the MRA in any other capacity and receiving compensation therefor.

5. Dissolution. Upon dissolution of the MRA, distribution of any remaining assets will be prorated equally to all nonprofit voting members of record on the date of dissolution who are qualified to accept such assets or, if none remain, to one or more nonprofit organizations with purposes similar to those of the MRA.

APPROVED AND ADOPTED by a two-thirds majority at a regular meeting of the Board of Directors of the Mountain Rescue Association held on June 20, 1993, after written notice to all members of the proposed amendments was given more than sixty days prior to the meeting at which the foregoing bylaws were adopted. These bylaws supersede and replace all previous bylaws of the Mountain Rescue Association.

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Richard Bethers, President

ATTEST:

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Timothy Cochrane, Secretary