

**BYLAWS**  
**OF THE**  
**KING COUNTY INCIDENT SUPPORT TEAM**  
**A Non-Profit Corporation**

The Board of Directors of the King County Incident Support Team, a Washington nonprofit corporation, pursuant to the majority vote of the Membership on May 8, 2014, approved these bylaws.

**ARTICLE I**

**PRINCIPAL OFFICE**

The office for the transaction of business of the King County Incident Support Team (IST) shall be any location within the State of Washington designated by the Board of Directors.

**ARTICLE II**

**NONPROFIT PURPOSES**

**Section 1. IRC Section 501(c)(3) Purposes**

The King County Incident Support Team is organized and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 section of any future federal tax code.

**Section 2. Specific Objectives and Purposes**

The purpose for which the King County Incident Support Team is organized is to provide timely, quality support services to the King County Sheriff's Office and units of the King County Search and Rescue Association to benefit individuals requiring search and rescue services in King County.

To achieve this purpose, the King County Incident Support Team will provide support and expertise in incident command, planning, logistics, record keeping, and communications before, during, and after search and rescue missions, special events,

and for other lawful purposes in accordance with Revised Code of Washington (RCW) 24.03.015.

Specific objectives include:

- a) To conduct regular training for members to ensure compliance with King County Sheriff's Office requirements and maintain mission-ready status;
- b) To support public safety by responding to search and rescue missions as directed by the King County Sheriff's office;
- c) To assist other King County Search and Rescue Association member units on missions to rescue lost or injured individuals, recover bodies, and search for evidence of crimes;
- d) To conduct public outreach regarding outdoor safety and search and rescue.

### **ARTICLE III**

### **MEMBERSHIP**

#### **Section 1. Determination and Rights of Members**

The corporation shall have two classes of membership: Trainee and Member. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation or provisions of law, all Members shall have the same rights, privileges, restrictions and conditions to participate in activities, respond to missions, and perform other functions as dictated by the Board of Directors.

Trainees hold a provisional membership status and are distinguished from Members by limitations on participation in program activities, such as mission response, as dictated by the Board of Directors through establishment of membership protocols and procedures.

#### **Section 2. Qualifications of Trainees and Members**

- a. The qualifications for Trainee status in this corporation are as follows:
  - 1) Age minimum of 21 is required due to the sensitive nature of the work;
  - 2) Approval by the King County Sheriff's Office as a Search & Rescue Emergency Worker.
  
- b. The qualifications for Member status in this corporation are as follows:
  - 1) A minimum of twelve months of experience as a Trainee in the King County Incident Support Team;
  - 2) Successful completion of all training requirements for Search & Rescue Support Personnel as defined in the Washington Administrative Code and by the King County Sheriff's Office;

- 3) Successful completion of additional training requirements as dictated by the Board of Directors.

### **Section 3. Admission of Trainees and Members**

- a. Applicants who meet all qualifications as described in Article III, Section 2, (a) shall be admitted as Trainees upon completion of a written application, interview by the Board of Directors, and majority approval of the Members of the corporation.
- b. Trainees shall be admitted as Members upon meeting the qualifications for Membership as defined in Article III, Section 2 (b).

### **Section 4. Fees and Dues**

The annual dues payable to the corporation by members shall be set by resolution of the Board of Directors.

### **Section 5. Number of Trainees and Members**

There is no limit on the number of Trainees or Members the corporation may admit.

### **Section 6. Membership Records**

Membership records shall be maintained by the Secretary. Such records shall be kept at the corporation's principal office.

### **Section 7. Nonliability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

### **Section 8. Nontransferability of Memberships**

No member may transfer a membership or any right arising therefrom.

### **Section 9. Termination of Membership**

The membership of a Trainee or Member shall terminate upon the occurrence of any of the following events:

- a. Upon his or her notice of such termination delivered to the President or Secretary/Treasurer of the corporation.

- b. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before the due date.
- c. Upon the determination of the Board of Directors of any of the following circumstances: the member has violated the IST Leadership Principles and Traits, the member no longer meets membership qualifications as defined in Article III Section 2, the member fails to meet mission response criteria, or the member fails to remain current on training requirements.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **Section 1. Number, Quorum and Qualifications of Directors.**

- A. The Board of Directors shall consist of not less than 3 and not more than 5 individuals. The specific size of the Board of Directors within this range shall be set from time to time by resolution of the Board of Directors. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.
- B. The Board of Directors shall include within its number the following members:  
The officers of the King County Incident Support Team.
- C. Directors shall meet all qualifications for Member status in the corporation.

#### **Section 2. Powers and Duties of the Board of Directors.**

All corporate powers of the King County Incident Support Team shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- A. To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, with the Articles of Incorporation of the corporation or the Bylaws, fix their compensation, if any, and require from them security for faithful service;
- B. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, with

the Articles of Incorporation of the corporation or the Bylaws, as they may deem best;

- C. To change the principal office for the transaction of business of the corporation; to designate any place within or without the State of Washington for the holding of any Board meetings;
- D. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered, therefore, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and security thereof;
- E. Meet at such times and places as required by these Bylaws; and
- F. Register their addresses and electronic-mail addresses, if utilized, with the Secretary of the corporation, and notices of meetings mailed, telegraphed, or e-mailed to them at such addresses shall be valid notices thereof.

### **Section 3. Board of Director Members and Terms of Office.**

The members of the Board of Directors shall hold terms of office as described in Article V (Officers), from their appointment and until his or her successor is elected or appointed and qualifies.

### **Section 4. Successors and Vacancies.**

Vacancies on the Board of Directors shall exist (1) on the death, incapacitation, resignation, expiration of term of office, or removal of any director, and (2) whenever the number of authorized directors is increased.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Vacancies shall be filled by the Board of Directors.

### **Section 5. Place of Meetings.**

The meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the location specified in the notice for such meeting. Special meetings of the Board of Directors may be called and held either at a place so designated or at the location specified in the notice for such meetings.

### **Section 6. Annual Meeting.**

The annual meeting of the King County Incident Support Team shall be held at the last regular meeting of the King County Incident Support team of the calendar year, at a date, time and location to be determined by the Board of Directors. The purpose of this meeting shall be to elect officers, approve a budget for the coming year, and other business as deemed necessary by the Board of Directors.

#### **Section 7. Regular Meetings.**

Regular meetings of the Board of Directors shall be held on a monthly basis, in conjunction with regular meetings of the King County Incident Support Team, on such dates, times, and locations as the Board of Directors may set from time to time. The last regular meeting of the calendar year shall be held in conjunction with the annual meeting. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

Directors on the Board shall be elected at the annual meeting of the King County Incident Support Team. Voting for the election of directors shall be by ballot. Each Member shall cast one vote per position, and may vote for as many candidates as the number of positions to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

#### **Section 8. Conduct of Meetings of the Board.**

Members of the Board of Directors may participate in meetings of the Board in person, by telephone conference call, or via the internet.

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Secretary of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Unless otherwise resolved, meetings including Board of Directors meetings, regular meetings, and the annual meeting shall be open only to members of the King County Incident Support Team and invited guests. Meetings may be closed to only Board members at any time by a majority vote of the Board.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law; or other parliamentary procedure as adopted by the Board.

#### **Section 9. Waiver of Notice; Consents and Approvals.**

The transactions of any meetings of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present.

**Section 10. Adjournment.**

In the absence of a quorum at any meetings of the Board of Directors, the majority of the Board members present may adjourn the meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

**Section 11. Compensation.**

Directors shall receive no compensation for their service as such.

**Section 12. Indemnification by Corporation of Directors and Officers.**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**Section 13. Insurance For Corporate Agents.**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law. Directors will not be provided with Unemployment Insurance coverage for their role as a member of the Board of Directors.

**ARTICLE V**

**OFFICERS**

**Section 1. Designation Of Officers.**

The officers of the corporation shall be a President, Secretary/Treasurer, and Training Director. The corporation may also have other such officers with such titles as may be determined from time to time by the Board of Directors.

**Section 2. Qualifications.**

Any Member with one year of service may serve as officer of this corporation.

### **Section 3. Election and Term of Office.**

The President shall be elected by the Members for a term of two years, or until their successor is elected and qualified. To accommodate for the Presidential transition, a President Elect may be elected at the start of the second year of the President's term. The duly elected President Elect will transition into the role of President after one year.

The Secretary/Treasurer shall be elected by the Members for a term of one year, or until their successor is elected and qualified.

The Training Director shall be appointed by unanimous consent by the President and the Secretary for a term of one year, or until their successor is appointed and qualified.

### **Section 4. Removal and Resignation.**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **Section 5. Vacancies.**

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

### **Section 6. Duties of President.**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the



corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

### **Section 7. Duties of Secretary.**

The Secretary shall:

- A. Keep at the Corporation's principal office, the following:
  - a. Current articles and bylaws;
  - b. A record of members, including names and addresses;
  - c. A record of officers' and directors' names and addresses;
  - d. Minutes of the proceedings the board, and any minutes which may be maintained by committees of the board. Records may be written, or electronic if capable of being converted to writing.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- C. Be custodian of the records and, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- D. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership records and the minutes of the proceedings of the directors of the corporation.
- E. Process applications for membership and admission, including ensuring that applicants meet all qualifications for Trainee status and processing appropriate admission paperwork.
- F. Submit all required reports to maintain status as a non-profit corporation in the State of Washington.
- G. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 8. Duties Of Treasurer.**

The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

- B. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- C. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- D. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- F. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 9. Duties of the Training Director**

The Training Director shall:

- A. Develop and implement an IST training curriculum that ensures skill development and advancement of Members.
- B. Maintain records to indicate the training status of all Members.
- C. Ensure Member compliance with training requirements necessary to maintain mission-ready status.
- D. Coordinate delivery of monthly or bi-monthly training sessions, and, in-service training at IST meetings.
- E. Participate in the planning and delivery of the KCSARA academies and participate on county or statewide training workgroups as requested.

**ARTICLE VI**  
**COMMITTEES**

**Section 1. Committees.**

The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

**Section 2. Meetings and Action of Committees.**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members. The Board of Directors may also 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. Committee meetings may be closed to only committee or Board members by a majority vote of the Board.

**ARTICLE VII**  
**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and any such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Secretary of the Corporation.

**Section 3. Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select by name.

#### **Section 4. Gifts.**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

#### **Section 5. Books and Records.**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records may be inspected by any member of the Board of Directors, or any Board member's agent or attorney, for any proper purpose at any reasonable time.

### **ARTICLE VIII**

#### **IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

##### **Section 1. Limitations on Activities.**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

##### **Section 2. Prohibition Against Private Inurement.**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private 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 of this corporation.

##### **Section 3. Distribution of Assets.**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or

more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### **Section 4. Private Foundation Requirements and Restrictions.**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **ARTICLE IX**

#### **AMENDMENTS OF BYLAWS**

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Corporation.

### **ARTICLE X**

#### **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, certify approval by the Membership, and hereby do, adopt the foregoing Bylaws, consisting of 13 preceding pages, as the Bylaws of this corporation.

Dated: June 3, 2014

Brian Smith

A. Chauhan

Judy

Dave Brown