



# **BYLAWS**

Amended April 22, 2018

**BYLAWS**  
**OF**  
**NATIONAL SEARCH DOG ALLIANCE**

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**BYLAWS**  
**OF**  
**NATIONAL SEARCH DOG ALLIANCE**  
**A Texas Nonprofit Corporation**

**ARTICLE I**  
**NAME**

This organization shall be known as the National Search Dog Alliance. The Alliance is a non-profit corporation existing under the Texas Corporate Act and the laws of Texas. NSDA is exempt from federal income tax under 501(c)(3) of the current Internal Revenue Code.

**ARTICLE II**  
**PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes. Through its training, educational and certification programs, the Corporation will operate to promote and enhance the capabilities of canine search and recovery teams across the nation. The Corporation will work to facilitate and improve communications and cooperation between volunteer canine handlers, volunteer organizations, paid emergency response personnel and local, state and federal agencies. The underlying purpose of the Alliance is to bring to a successful conclusion the cases of lost and missing persons.

**ARTICLE III**  
**DEFINITIONS**

The Board of Directors shall hereinafter be referred to as the "Board".

The National Search Dog Alliance shall hereinafter be referred to as the "Alliance".

Search and Rescue shall hereinafter be referred to as "SAR".

"Agent" shall refer to a person who is authorized to act for NSDA (the agent's principal) through employment, by contract or apparent authority.

All words in the Bylaws in the male gender shall be deemed to include all genders.

Use of "member" and "membership" shall be considered in the context of the Article or Section under which it is found.

## **ARTICLE IV MEMBERSHIP**

### **Section 1. General.**

- A. Membership shall be open to all individuals and organizations involved in or in support of Search and Rescue operations, emergency response, and disaster response, subject to the Standards of Membership as further delineated in the Policies and Procedures Manual. Requirements for members and membership classifications shall be established by resolution of the Board. Membership rolls shall be maintained by the Alliance.
- B. The Alliance shall not discriminate in any manner on the basis of race, color, religion, age, sex or national ethnic origin.
- C. All classes of membership shall be open to all persons at least eighteen (18) years of age upon application and payment of appropriate dues.

### **Section 2. Types of membership.**

- A. Founding: An individual who supported the founding of the Alliance with a one-time lump sum payment. This is a lifetime membership and a Founding Member has full voting rights in the Alliance.
- B. Individual: One person joining the Alliance for the period of one year. An Individual Member has full voting rights in the Alliance.
- C. Lifetime: An individual joining the Alliance for the extent of their lifetime. A Lifetime Member has full voting rights in the Alliance.
- D. Team: A specified number, to be determined by the Board, of members of a search and rescue team may join for a period of one year. Each team member listed on the roster has full voting rights.
- E. Honorary: person(s) or organization(s) that, in the Board of Director's opinion, are considered to be exemplary and/or to have done an outstanding service to NSDA. An Honorary Member may not vote.
- F. Sustaining: Any individual, organization or agency interested in the promotion and financial support of the Alliance's objectives but who is not eligible or does not wish to join in another category. A Sustaining Member may not vote.
- G. Corporate: A sole proprietorship, partnership or corporation interested in the promotion of and financial support of the objectives of the Alliance. A Corporate

Member may not vote.

**Section 3. Classes of Membership.**

- A. Voting Members: Individuals approved by the Board upon completion of an application and payment of dues. Non-US citizen voting membership will be limited to 25% of the current membership roles.
- B. Nonvoting Member: All honorary members, sustaining members and corporations and all foreign, (non-US citizen) members.
- C. Member in Good Standing: Any member who has paid their dues and is compliant with the policies and/or requirements of the Alliance.

**Section 4. Membership Approval.**

- A. The Board or its designee may approve or disapprove any application based on the information contained in the application.
- B. The Board or its designee may, on behalf of the Alliance, reject an application if an applicant does not meet the requirements of the membership level sought or if false or misleading information is contained in the application or if the applicant is known to be a previously convicted felon or if the applicant's membership is not in the best interest of NSDA, as determined by the Board.

**Section 5. Expiration of Membership.**

- A. Dues are payable in advance.
- B. A member will be considered lapsed and membership automatically terminated if dues are not paid within sixty (60) days of their annual expiration date.

**ARTICLE V  
OFFICERS**

**Section 1.** The principal officers of the Alliance shall be the President and Chief Executive Officer, Executive Vice-President, Corporate Secretary and Chief Financial Officer as selected by the Board from among the elected Directors. Any two or more offices may be held by the same person, with the following exception or unless otherwise provided.

- A. The CEO and/or President shall not be the Chief Financial Officer.

**Section 2. Duties.** All officers and agents of the Alliance shall have such authority, perform

such duties and manage the Alliance as provided for in these Bylaws or as determined by resolution of the Board not inconsistent with these Bylaws. Additional duties may be outlined in the Policies and Procedures.

A. **President and CEO.** The President and CEO shall preside at all meetings of the Board. The President and CEO shall also perform all duties as may be prescribed by the Board.

B. **Executive Vice President.** The Executive Vice President shall assume the duties of the President and CEO in the case of his or her absence or incapacity. The Executive Vice President shall also perform all duties as may be prescribed by the Board or the President and CEO.

C. **Corporate Secretary.** The Corporate Secretary shall keep, or cause to be kept, in books or by electronic means provided for that purpose, minutes of the meetings of the Board; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records; and, in general, shall perform all duties incident to the Office of the Corporate Secretary and such other duties as may be assigned by the Board or the President and CEO.

D. **Chief Financial Officer.** The Chief Financial Officer shall be the principal financial officer of the Alliance and shall perform all duties incident to the Office of Chief Financial Officer and such other duties as may be assigned by the Board or by the President and CEO.

E. **Assistant Officers.** The Board may appoint or remove one or more assistant officers to be known by whatever title designated by the Board. Each assistant officer shall hold office for such period as the Board may prescribe. Any assistant officer may perform any of the duties or exercise any of the powers granted to such person by the Board.

**Section 3. Vacancies.** Any vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by appointment by the President and CEO with approval by two-thirds (2/3) of the Board.

**Section 4. Removal.** Any officer or agent appointed by the Board may be removed (with or without cause) by a supermajority vote of 70% (5 of 7) or better by the Board whenever, in its judgment, the best interests of the Alliance will be served by such removal.

Any Officer to be removed will be provided with the following as outlined in the Policies and Procedures:

- A. an adequate notice of the charges.
- B. a fair hearing.
- C. a reasonable opportunity to present a defense.

**Section 5. Resignations.** Any Officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the President and CEO or Corporate Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly provided in the resignation.

## **ARTICLE VI BOARD OF DIRECTORS**

### **Section 1. Membership**

- A. Voting Directors of the Board shall be a member of the Alliance one (1) year prior to filing to run for office and shall remain a member in good standing throughout their term.
- B. As long as the NSDA Board of Directors consists of seven (7) members, up to two (2) of those members may be non-US citizens. This may be reviewed by the Board on a case-by-case basis and the Board reserves the right to reject any applicant.

### **Section 2. Authority**

- A. All officers and agents of the Alliance shall have such authority, perform such duties and manage the Alliance as may be provided for in these Bylaws or as may be determined by resolution of the Board not inconsistent with these Bylaws. Additional duties may be outlined in the Policies and Procedures.
- B. Any action that could be taken at a duly called meeting of the Board may also be taken by concurrence in writing of two-thirds (2/3) of the entire Board of Directors.
- C. Written instruments controlling the operation of NSDA are, in order of precedence:
  - 1. Articles of Incorporation
  - 2. Bylaws
  - 3. Resolutions of the Board
  - 4. Policies and Procedures Manual

### **Section 3. Powers and Number**

- A. The property and affairs of the Alliance shall be managed and controlled by the Board subject to the restrictions imposed by law, by the Articles of Incorporation and by these Bylaws. The Board shall exercise all powers of the Alliance. The Directors shall represent the interests of the organization as a whole rather than those of a particular constituency.

- B. The number of Directors, which shall constitute the Board, shall be seven (7) elected Directors and up to five (5) non-voting, appointed Directors.
- C. Implementation of this new process of elections shall begin as of the 2017 election of Directors.
- D. Any vacancy occurring during the term of a Board Member shall be filled for the unexpired portion of the term by appointment by the President and CEO with approval by two-thirds (2/3) of the entire Board.

#### **Section 4. Censure and Removal**

- A. A motion of censure of a voting Director may be passed by a five (5) of seven (7) majority of the voting Directors of the Board stating the specific reasons why the Director's service is not in the best interest of the Alliance.
- B. A vote of five (5) of seven (7) of the voting Directors is required to remove a voting Director from office, for valid cause.

#### **Section 5. Executive Committee**

- A. The Executive Committee shall consist of the President and CEO, Vice-President, Corporate Secretary and Chief Financial Officer of the Alliance for such terms as the Board may prescribe.
- B. The duties shall be those assigned by the Board and outlined in the Policies and Procedures.

#### **Section 6. Meeting of the Board of Directors**

- A. The Board shall hold a minimum of four (4) Regular meetings per year. These meetings shall consist of three (3) quarterly meetings and an Annual Meeting which shall be held in the third quarter of the year.
- B. These meetings may be held in person, by electronic means or by conference call.
- C. The Board may hold their meetings, have an office and keep the books of the Alliance at such place or places and in such a manner, as the Board may determine. In the absence of any such determination, such meetings shall be held, an office maintained, and the books kept at the registered office of the Alliance in the State of Texas.

#### **Section 7. Reports of the Board and Executive Committee**

- A. Officers of the Board shall submit a report at each of their duly called monthly meetings,



at the Quarterly Meetings and at the Annual Meeting.

- B. Actions taken by the Executive Committee shall be brought, or sent by mail or e-mail, to the next meeting of the full Board where they will be reviewed and included in the minutes of the Board.

**Section 8. Resignations.** Any Director may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time is specified, at the time of its receipt by the President and CEO or Corporate Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

## **ARTICLE VII MEETINGS**

### **Section 1. Annual Membership Meeting.**

- A. The Annual Membership Meeting of the Alliance shall be held in the third quarter in conjunction with the Annual Board Meeting.
- B. The Annual Membership Meeting may be held in person, by electronic means or by conference call.
- C. Notice shall be given to the membership at least thirty (30) days prior to the Annual Membership Meeting date by mail, telephone or electronic mail.
- D. The membership present at the Annual Meeting has the right to discuss any and all business pertinent to the business of the Alliance and to make recommendations to the Board for a motion to be considered. Bylaw changes are discussed in Article XVI.

### **Section 2. Special Meetings of the Board.**

- A. Special Meetings of the Board may be called by the President and CEO or any two (2) members of the Board.
- B. The call for a Special Meeting of the Board must specifically state the items that will be considered and may be voted on.
- C. A Special Meeting of the Board requires five (5) day's notice to the Directors or a waiver of that notification by all Board members.

### **Section 3. Emergency Meetings of the Board.**

- A. Emergency meetings of the Board may be called with a minimum of twenty-four (24)

hours' notice to the Directors if the President and CEO or a majority of the Directors determine an emergency exists.

- B. Notice shall be sent by mail, telephone or electronic mail. Such notice shall state the reasons that such meeting has been called and the business to be transacted. No other business shall be transacted.
- C. Any action taken during an emergency meeting shall be ratified at the next regularly scheduled Board meeting.

**Section 4. Special Meetings of the Membership.** A Special Meeting of the membership shall be held if called for by a majority vote of the entire Board or by a petition of at least ten percent (10%) of the voting members of the Alliance. Thirty (30) days' notice of the meeting shall be given to the membership stating the specific purpose of the meeting.

## **ARTICLE VIII PROGRAMS, COMMITTEES and APPOINTEES**

**Section 1. Committees.** The Board may, by resolution, create, combine or dissolve committees as needed. The Board shall only form standing committees as they determine the need.

- A. A Committee Chair shall be at their appointment, and shall remain throughout their term, a member in good standing.
- B. A Committee shall consist of a minimum of three persons, one of whom shall be the Chair.
- C. All Committee Chairs shall be appointed by, and may be removed by, the President and CEO.
- D. Committee Chairs may choose the members of their committee.
- E. All Committee Chairs shall submit a report, in person or in writing, of their committee activities at each duly called meeting of the Board of Directors.

**Section 2 Programs.**

- A. All Program Managers shall be appointed by, and may be removed by, the President and CEO.
- B. Program Managers may choose the staff for their program.

- C. All Program Managers shall submit a report, in person or in writing, of their Program's activities at each duly called meeting of the Board of Directors.

**Section 3:** The Programs of the Alliance shall be:

- A. Membership Program
- B. Communications Program
- C. Testing Program
- D. Evaluations Program
- E. Education Program
- F. Resource Program
- G. Marketing Program
- H. Public Relations Program
- I. Financial Oversight Program

**Section 4. Special Committees.** The Board or the President and CEO may create special committees of Members to assist in the management and operation of the Alliance. The Chair, duration, duties and responsibilities of these special committees shall be specified by the authority making the appointment.

**Section 5. Resignations.** Any Program Manager, Program staff member, Committee Chair and/or committee member may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified herein, or, if no time is specified, at the time of its receipt by the President and CEO or Corporate Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

**Section 5. Advocacy Council**

The Board may create an Advocacy Council, of not more than twenty (20) individuals, to be spokespersons for the Alliance, and to offer expertise to the various programs of the Alliance.

- A. Members of the Advocacy Council shall be appointed by the incoming President and CEO to serve or be removed at the discretion of that President and CEO. Members may be reaffirmed by succeeding President and CEOs for additional terms.
- B. Members of the Advocacy Council are not required to be members of NSDA.

**Section 6. Non-Elected Directors of the Board**

- A. The elected, voting Directors of the Board of Directors may approve by two-thirds (2/3) vote the addition or removal of up to five (5) persons as non-voting Directors of the Board, at any time they deem this action to be in the best interests of the corporation.

- B. Non-elected Directors shall not be eligible to hold officer positions.
- C. Non-elected Directors are not required to be members of NSDA.

## **ARTICLE IX EXECUTIVE DIRECTOR**

**Section 1. Appointment.** An Executive Director may be appointed or removed upon recommendation of any member of the Executive Committee and confirmation by a two-thirds (2/3) vote of all voting Board members.

**Section 2. Supervision.** The supervision of the Executive Director shall be the responsibility of the Executive Committee, as they may deem appropriate and in the best interests of the Alliance.

**Section 3. Duties.** Duties and responsibilities of the Executive Director shall be outlined in the Policies and Procedures.

**Section 4. Membership.** The Executive Director and his appointees are not required to be members of the Alliance.

## **ARTICLE X FINANCES**

**Section 1. Fiscal Year.** The fiscal year of the Alliance shall be a calendar year, beginning on January 1 and ending on December 31 of the same year.

**Section 2. Budget.** The Budget shall be prepared by the Chief Financial Officer with input from the Board, Executive Director and Program Managers. It shall be presented to the Board and approved before the start of the fiscal year for which it was prepared.

**Section 3. Dues.** The amount for dues shall be determined by the Board.

**Section 4. Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any contract in the name of and on behalf of the Alliance under such procedures as may be adopted by the Board.

**Section 5. Loans.** No loans or borrowing shall be contracted on behalf of the Alliance unless authorized by a resolution of the Board. The Alliance shall grant no loan to any Officer, Director or volunteer of the Alliance.

**Section 6. Compensation.** Officers and Directors shall not receive any salary or compensation for their services, provided that nothing contained herein shall be construed to preclude any such person from serving the Alliance in any other capacity or receiving compensation therefore. Officers and Directors may be reimbursed for expenses incurred on behalf of the Alliance as detailed in the Policies and Procedures.

**Section 7. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Alliance or to the Alliance shall be signed and/or endorsed by such officer or officers, agent or agents of the Alliance and in such a manner as shall be determined by resolution of the Board.

**Section 8. Deposits.** All funds of the Alliance, not otherwise employed, shall be deposited to the credit of the Alliance in such banks, trust companies or other depositories as the Board may select.

**Section 9. Auditor.** An independent Auditor shall be selected by the Board. An Audit or Review shall be conducted as determined by the Board and appropriate reports provided to the Board.

**Section 10. Surety Bond.** The Alliance shall purchase and maintain a surety bond for officers and employees to protect the Alliance from theft and/or misuse of funds.

## **ARTICLE XI TERMS OF OFFICE**

### **Section 1. Length of Terms of Officers and Directors.**

- A. The officers shall be chosen annually by the Board at the Regular Quarterly Meeting held immediately following the election of the new Board members.
- B. Each officer shall hold office until his successor is chosen and qualified, until his or her death, until he or she shall have resigned, or until he or she shall have been removed.
- C. The members of the Alliance shall elect the Directors of the Board for three (3) year terms.
- D. Voting members of the Board may serve two (2) consecutive three (3) year terms but are then prohibited from seeking re-election for one (1) year.

**Section 2. Staggering of Terms.** Board members terms shall be staggered with three (3) elected one year, three (3) the next year and two (2) the following year. Then the cycle would start again.

## **ARTICLE XII ELECTIONS**

Election of Directors shall be held annually.



### **Section 1. Nominations.**

- A. A Nominating Committee Chair shall be selected annually by the President and CEO. The Nominating Committee Chair may select the Committee members.
- B. The Nominating Committee may seek applicants for the Board or members may apply for a position.

### **Section 2. Nominating Committee.**

- A. The Nominating Committee Chair shall submit the slate of applicants to the Board and also to the Membership Chair for membership verification.
- B. Voting may be done via paper ballots or electronic means.
- C. The membership shall be notified by newsletter and e-mail of the results.

## **ARTICLE XIII QUORUM**

**Section 1. Meetings of the Membership.** At least ten percent (10%) of the members of record shall be present in person, by electronic means or by conference call in order to constitute a quorum.

**Section 2. Meetings of the Board.** When at least one-half (1/2) of the voting directors are present at any meeting of the Board, it shall constitute a quorum. If at any meeting of the Board there is less than a quorum present, a majority of those present may re-schedule the meeting for a later date and only five (5) days' notice shall be required. The act of a majority of the Directors present at which there is a quorum shall constitute an act of the Board.

## **ARTICLE XIV DISCIPLINE AND EXPULSION OF MEMBERS**

Any member, whose conduct that is general knowledge to the Board members and is considered by the Board to be detrimental to any or all Alliance members may be suspended, terminated and/or asked to resign in the best interest of the Alliance.

### **Section 1. Grounds for Disciplinary Action**

- A. Significant violation of NSDA Bylaws, Articles of Incorporation, policies, procedures, rules or regulations



- B. conduct detrimental to the objectives or interest of the Alliance as determined by the Board
- C. felony conviction(s)
- D. acts of moral turpitude
- E. gross negligence or misconduct which materially and adversely impact the Alliance
- F. giving false statements which materially and adversely impact the Alliance
- G. failure or refusal to work within the framework of the Alliance.

## **Section 2. Investigation and Hearing**

- A. When a charge is brought against a member, it shall be investigated as outlined in the Policies and Procedures.
- B. If the charge is found to have merit, a hearing shall be held in accordance with the process in the Policies and Procedures.

## **Section 3. Final Decision.**

- A. See the Policies and Procedures for the final decision.

## **Section 4. Reinstatement.**

- A. See the Policies and Procedures for Reinstatement.

# **ARTICLE XV PARLIAMENTARY AUTHORITY**

All meetings shall operate in accordance with the current edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis.

# **ARTICLE XVI POLICIES**

**Section 1. Drafting.** Drafting of new Policies and Procedures or changes to current Policies and Procedures may be initiated by the Board or the Policies Committee, according to procedures in the current Policies and Procedures.

**Section 2. Final Draft.** The final draft shall be presented to the Board fifteen (15) days or more before the Board Meeting at which it will be discussed and, at that Meeting, the Board shall vote on the final draft. Passage requires a simple majority.

**Section 3. Effective Date.** The policy or procedure shall be effective upon the date of approval.

**ARTICLE XVII  
BYLAWS AND AMENDMENTS THEREOF**

**Section 1. Legal Authorities Governing Construction of Bylaws.** These Bylaws shall be construed in accordance with the laws of the State of Texas.

**Section 2. Legal Construction.** If any Bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

**Section 3. Headings.** The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

**Section 5. Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Directors, Officers, employees and agents of the Alliance and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.

**Section 6. Changes.** Proposed changes to the Bylaws may be brought to the Board by the Chair of the Review Committee or the Corporate Secretary. The format shall be according to NSDA Policies and Procedures.

**Section 7. Notice.** Thirty (30) days written notice must be given to the Membership of the proposal to alter, amend or repeal or to adopt new Bylaws at any Regular or Special Meeting of the Board. This notice shall include a draft copy of the proposed changes for the purpose of membership comment.

**Section 8. Method of Consideration.** A copy of the Bylaws which were altered, amended, adopted or rescinded by the Board shall be provided to the membership via e-mail and/or posting on the Alliance website.

**Section 9. Vote Required.** A two-thirds (2/3) vote of the entire Board is required for passage. Articles may be voted on individually. Vote may be by mail or electronic mail.

**ARTICLE-XVIII  
DISSOLUTION**

**Section 1. Method.** The Alliance may be dissolved by a unanimous vote of the Board.

**Section 2. Dispersal of Funds.** All assets and monies shall be disposed of in accordance with

the rules and regulations of the United States Internal Revenue Service as applied to a 501(c)(3) charitable organization.

### CERTIFICATE OF CORPORATE SECRETARY

The undersigned being the Corporate Secretary of National Search Dog Alliance hereby certifies that the foregoing Bylaws were duly adopted by the Directors of said Corporation effective on the 14<sup>th</sup> day of April 2007.

          /Sherry Scruggs/            
Sherry Scruggs, Secretary

Amended on the 22nd day of January 2009

          /Sherry Scruggs/            
Sherry Scruggs, Secretary

Amended on the 9th day of September 2010

          /Sue C. Wolff            
Sue C. Wolff, Secretary

Amended on the 15<sup>TH</sup> day of March 2012

          /Sue C. Wolff            
Sue C. Wolff, Secretary

Amended on the 2nd day of November 2017

          /Sue C. Wolff            
Sue C. Wolff, Secretary

Amended on the 22nd day of April 2018

          /Sue C. Wolff            
Sue C. Wolff, Corporate Secretary