



BYLAWS

BYLAWS
OF
NATIONAL SEARCH DOG ALLIANCE

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BYLAWS
OF
NATIONAL SEARCH DOG ALLIANCE
A Texas Nonprofit Corporation

ARTICLE I

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 organization is to bring to a successful conclusion the cases of lost and missing persons.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers, Number and Term of Office.

a. The property and affairs of the Corporation shall be managed and controlled by the Board of Directors; subject to the restrictions imposed by law, by the Certificate of Formation and by these Bylaws, the Board shall exercise all powers of the Corporation. 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 consist of not less than three (3) and not more than fifteen (15) members. Three Directors shall be selected from three regions representing a cross section of the country as identified by the Board. These regions may include other countries.

c. The members of the organization shall elect the members of the Board of Directors for three (3) year terms, with one-third of the membership of the Board being elected annually. Initial terms of the Directors shall be staggered from one (1) to three (3) years. As each term of office of each member of the Board of Directors expires, the membership shall fill the vacancy so created by election of a Director of the Corporation for a term of three (3) years. A vacancy occurring during the term of a Board Member shall be filled by majority vote of the existing Board of Directors to fill remaining term at any time such a vacancy may occur.

d. Any Director may be removed from office, with or without cause, by a vote of two-thirds (2/3) of the Members of the organization attending in person or via proxy at any Regular or Special Meeting of the Board.

e. A motion of censure of a Director may be passed by a majority of the Directors of the Board stating the specific reasons why the Director's service is not in the best interest of the Corporation.

Section 2. Meetings of Directors. The Directors may hold their meetings, have an office and keep the books of the Corporation at such place or places and in such a manner, as the Board of Directors may from time to time determine; provided, however, 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 Corporation in the State of Texas.

Section 3. Annual Meeting. An annual meeting of the Board of Directors shall be held at the office of the Corporation or at such other place as may be designated by the Board of Directors, on such date and at such a time of each year as may be determined by the Board, for the purposed of (1) electing Officers for the ensuing year, (2) reviewing the programs and financial status of the organization, (3) obtaining input and feedback from the membership and (4) transacting such other business as may be brought before such meeting; provided, however, that at least-thirty (30) days prior notice of the time and place for such meeting shall be given to each Director and to the Members in the manner provided in these Bylaws.

Section 4. Regular Meetings. Regular Meetings of the Board of Directors shall be held at least quarterly, inclusive of the annual meeting, at such time, place and manner as shall be designated, from time to time, by resolution of the Board of Directors; provided, however, that at least thirty (30) days' prior notice of the time and place for such meeting shall be given to each Director and to the membership in the manner provided in these Bylaws.

Section 5. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the President or at the request of the lesser of a majority of Directors then in office or one-tenth (1/10th) of the Members. The Secretary shall cause notice of each Special Meeting to be given to each Director in the manner provided in the Bylaws at least thirty (30) days before the meeting, unless waived. Unless otherwise indicated in the notice thereof or in these Bylaws, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at a Special meeting.

Section 6. Quorum. When at least one-half (1/2) of the Directors are present in person or by proxy at any meeting of the Board of Directors it shall constitute a quorum. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may reschedule the meeting for a later date and only five (5) days notice shall be required. The act of a majority of the Directors present in person or by proxy at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors.

Section 7. Proxies. A Director may vote in person or by a written proxy executed by the Director. No proxy shall be valid after thirty (30) days from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 8. Compensation of Directors. Directors shall not receive any salary or compensation for their services as such, provided that nothing contained herein shall be construed to preclude any such person from serving the Corporation in any other capacity or receiving compensation therefore. Directors may be reimbursed for expenses incurred on behalf of the Corporation as detailed in the Policy and Procedures.

Section 9. Parliamentary Procedure. All meetings shall operate in accordance with Sturgis Code of Parliamentary Procedure.

ARTICLE III

OFFICERS

Section 1. The principal officers of the Corporation shall be appointed by the Board of Directors and shall consist of the President, the Vice President, the Treasurer and the Secretary and such other officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Directors, or chosen in such other manner as may be prescribed by these Bylaws, at such time and in such manner and for such terms as the Board of Directors may prescribe. Any two or more offices may be held by the same person, except as otherwise provided.

Section 2. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority, perform such duties and manage the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. Additional duties may be outlined in the Policy and Procedures.

Section 3. Election, Term of Office and Qualifications. The officers shall be chosen annually by the Board of Directors at its annual meeting or as soon after such annual meeting as may conveniently be possible. 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.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed (with or without cause) by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal.

Section 5. Vacancies. Any vacancy in any office because of death, resignation, removal or any other cause shall be filled by appointment by the Board for the unexpired portion of the term in the manner prescribed in the Bylaws for election or appointment to such office.

Section 6. The President. The President shall preside at all meetings of the Board. The President shall also perform all duties as may be prescribed by the Board from time to time.

Section 7. The Vice President. The Vice President shall assume the duties of the President in the case of his or her absence or incapacity. The Vice President shall also perform all duties as may be prescribed by the Board or the President from time to time.

Section 8. The Secretary. The Secretary shall keep or cause to be kept in books provided for that purpose, minutes of the meetings of the Board of Directors; 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 Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or the President of the Board.

Section 9. The Treasurer. The Treasurer shall be the principal financial officer of the Corporation and should perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors or by the President.

Section 10. Assistant Officers. The Board of Directors may appoint one or more assistant officers to be known by whatever title designated by the Board of Directors. Each assistant officer shall hold office for such period as the Board of Directors may prescribe. Any assistant officer may perform any of the duties or exercise any of the powers granted to such person by the Board of Directors.

Section 11. Compensation of Officers. Officers shall not receive any salary or compensation for their services as such, provided that nothing contained herein shall be construed to preclude any such person from serving the Corporation in any other capacity or receiving compensation therefore. Officers may be reimbursed for expenses incurred on behalf of the Corporation as detailed in the Policy and Procedures.

ARTICLE IV

ADVISORY BOARD OF DIRECTORS

The Board may create an Advisory Board of Directors, of not more than twenty (20) Advisory Board Members, to be spokespersons for the Corporation, to assist in fundraising efforts and to offer expertise to the various programs of the Corporation.

Members of the Advisory Board will be appointed by the incoming President to serve or be removed at the pleasure of that President. They may be reaffirmed by succeeding Presidents for additional terms.

ARTICLE V

MEMBERS

Directors of the Board shall be a member one (1) year prior to filing to run for office and remain a member in good standing throughout their term. At the time of their appointment as a Committee Chair, the appointee will be a member.

Requirements for Members and membership classifications shall be established by resolution of the Board. Membership rolls shall be maintained by the Corporation.

For expulsion of a member, refer to the Policies and Procedures.

ARTICLE VI

COMMITTEES

The Board of Directors may, by resolution, create, combine or dissolve committees as needed, including an Executive Committee. If the Board elects to create an Executive Committee, the Executive Committee shall be constituted by such Directors and/or Officers of the Corporation and for such terms as the Board may prescribe from time to time. The Board may create special committees of Members to assist in the management and operation of the Corporation. The Chairperson, duration, duties and responsibilities of these special committees shall be specified by the Board.

ARTICLE VII

FISCAL MATTERS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be a calendar year, commencing on January 1 and ending on December 31 of the same year. Implementation will be the upcoming January 1.

Section 2. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any in the name of and on behalf of the Corporation under such procedures as may be adopted from time to time by the Board.

Section 3. Loans. No loans or borrowing shall be contracted for on behalf of the Corporation unless authorized by a resolution of the Board. The Corporation shall grant no loan to any Officer, Director or volunteer of the Corporation.

Section 4. 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 Corporation or to the Corporation shall be signed and/or endorsed by such officer or officers, agent or agents or the Corporation and in such a manner as shall from time to time be determined by resolution of the Board.

Section 5. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE VIII

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify its past or present Directors and officers, and their heirs, executors and administrators, against any and all expenses actually and necessarily incurred by them in the defense of a settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a Director or officer of the Corporation or, in the case of the Corporation committee members, by reason of their being or having been a member of any duly constituted committee of the Corporation performing activities within the scope and course of committee membership.

The Corporation shall purchase and maintain a Director and Officer Liability Policy insuring the Corporation and its individual Directors and Officers according and subject to its terms and provisions against the costs of defending a claim or paying a settlement or decision. The right of the Director or Officer to indemnification by the Corporation shall be in addition to, and not exclusive of, all other rights to indemnification to which he otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability Policy.

ARTICLE IX

WAIVER OF NOTICE

Whenever notice is required to be given under the provisions of applicable law or under the provision of the Certificate of Formation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any regular or special meeting of the Board by a vote of a two-thirds majority of the Members present in person or by proxy, after thirty (30) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meetings.

ARTICLE XI

MISCELLANEOUS PROVISIONS

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 4. Gender. Whenever the context requires, all word in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

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

Section 6. Resignations. Any Director, Officer 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 or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 7. Action Without a Meeting of Directors or Committees. Any action which may be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing, setting for the action to be taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Alternatively, any meeting may be held by means of a telephone conference call or electronic means to the extent allowed by applicable law.

Section 8. Non Discrimination. The Alliance shall not discriminate in any manner on the basis of race, color, religion, age, sex or national ethnic origin.

Section 9. Terms. Board of Directors shall herein be referred to as "Board". The National Search Dog Alliance shall herein be referred to as "Corporation".

CERTIFICATE OF SECRETARY

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

Sherry Scruggs
Sherry Scruggs, Secretary

Amended on the 22nd day of January 2009

Sherry Scruggs
Sherry Scruggs, Secretary