

Corporate By-Laws of the Illinois Search Dogs

ARTICLE I

GENERAL

Section 1. Name, Motto, and Logo

A. Name

1. The name of the corporation shall be Illinois Search Dogs.
2. The name of the organization may be officially abbreviated as “ISD”.
3. The principal office of the corporation shall be located in the City of Bloomington in the County of McLean in the State of Illinois but may be changed from time to time by a vote of the Board of Directors. The corporation may have such other offices either within or outside the State of Illinois as the operations of the corporation require from time to time.

B. Logo

1. Any official logo adopted by Illinois Search Dogs to serve as its organizational emblem or corporate identification shall become its trademark or service mark.
2. Use of said logo shall be vested with the Illinois Search Dogs Board of Directors, and may not be used for any purpose without the written consent of the Board of Directors.

Section 2. Purposes and Objectives

A. General

1. Illinois Search Dogs, herein referred to as ISD, is a charitable, professional, and educational organization which trains and deploys handler/K-9 teams that have achieved nationally recognized and accepted certifications for the purpose of assisting in the location of lost or buried victims during emergencies.

B. Purposes

1. The purpose of Illinois Search Dogs is:
 - a. To train and deploy handlers and K-9s for multiple disciplines to respond to a variety of public safety and service needs.

C. Objectives:

1. Specific Objectives of Illinois Search Dogs are:
 1. To promote the advancement of K-9 search and rescue skills and improve standards of performance through training and educational programs based on nationally recognized and accepted standards.

2. To educate emergency response teams and the public on working with K-9 teams, and for any other lawful activities related to these above purposes.

ARTICLE II

LEGAL FORM

Section 1. Corporate Entity

A. Organization

1. Illinois Search Dogs is a non-profit public benefit corporation organized and existing pursuant to the membership corporation laws of the State of Illinois,

B. Legal Purpose

1. Illinois Search Dogs is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code or corresponding section of any future federal tax code.

C. Prohibited Activities

1. Notwithstanding any other provision of these articles, Illinois Search Dogs shall not carry on any other activities not permitted to be carried on:
 - a. By an organization exempt from federal income tax under Section 501 (c) (3) of the United States Internal Revenue Code or corresponding section of any future federal tax code, or
 - b. By an organization to which contributions are deductible under Section 170 (c) (2) of the United States Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

MEMBERSHIP

Section 1. General

A. Eligibility

1. The membership of the corporation shall be open to all individuals interested in the promotion of the objectives and purposes of this corporation and who are deemed qualified for membership in that class. Classes of membership include Operational Members, Associate Members, Probationary Members and Advisor Members, each paying dues or fees and having rights as established by the Board of Directors and these Bylaws. The Board of Directors may, in its discretion, create additional classes of non-voting members.
2. All members of the corporation must be at least 18 years of age.

3. Illinois Search Dogs shall not discriminate in any manner on the basis of race, color, religious affiliation, age, gender, sexual orientation, national origin, or ethnic origin in the administration of its policies, procedures, or programs.

B. Conditions of Membership

1. Membership in Illinois Search Dogs is a privilege, and not a right.
2. Illinois Search Dogs has the right to extend membership to any eligible individual.
3. Illinois Search Dogs has the right to deny membership to any applicant that does not meet the eligibility criteria established by the Board of Directors. Furthermore, Illinois Search Dogs may deny membership to any individual that would otherwise be eligible, but in the opinion of the Board of Directors extending said membership would otherwise be detrimental to the credibility, reputation, or general operating welfare of ISD.
4. As a condition of membership and without exception, all members of Illinois Search Dogs will subscribe to, observe, and uphold the Code of Ethics established by the National Association for Search and Rescue (NASAR) and the Policies and Procedures of Illinois Search Dogs.
5. Illinois Search Dogs has the right to terminate the membership of any member for cause through action of the Board of Directors.

C. Transferability

1. Membership in Illinois Search Dogs is non-transferable under any circumstances, or for any reason.

Section 2. Membership Categories

A. Probationary Member

1. Individuals are eligible for membership as Probationary Members for 6 months (or up to 9 months in certain situations) if unanimously approved by the Officers of the corporation after the prospective member has had an introduction to the operations of the corporation by attending at least three training sessions and has demonstrated the interest and ability to become an Operational Member or Associate Member during these training sessions.
2. Probationary members must submit a membership application that indicates the member would qualify to become an Operational or Associate Member prior to being eligible to become a probationary member.

B. Operational Member

1. Individuals are eligible for membership as Operational Members after completing requirements as outlined in the Illinois Search Dogs Policies and Procedures, a 6-month probationary membership, passing a background check and demonstrating competency in search-and-rescue disciplines and management by successfully completing Illinois and/or national certification courses and trainings designated by the Board of Directors for Operational Members.

C. Associate Member

1. Individuals are eligible for membership as Associate Members after completing the requirements as outlined in the Illinois Search Dogs Policies and Procedures, a 6-month probationary membership, passing a background check and demonstrating competency in

search-and-rescue disciplines and management by successfully completing Illinois and/or national certification courses and trainings as designated by the Board of Directors for Associate Members.

D. Advisor Member

1. An individual is eligible for membership as Advisor Member if, in the opinion of the Board of Directors, that individual has knowledge or skills relevant to the corporation's operations. An Advisor Member must be approved by the majority vote of the Board of Directors at a properly-called meeting.

Section 3. Membership Status

A. Voting Membership

1. Voting membership in Illinois Search Dogs will be vested solely with the Operational and Associate Members in good standing.
2. Voting members shall have certain expressed privileges extended to them in accordance with the provisions specified in these By-Laws. These include, but are not necessarily limited to, the privilege of representation on the Board of Directors, attending all meetings, and vote as allowed in the By-laws.

B. Non-Voting Membership

1. Non-voting membership in Illinois Search Dogs will consist of all Probationary and Advisor Members.
2. Non-voting members shall have the privilege of attending regularly scheduled meetings of the Board of Directors, and member meetings and other such privileges of membership as extended to them by the Board of Directors.

Section 4. Membership Forfeiture

A. Resignation

1. Any member may resign membership in ISD at any time and for any reason.
2. Resignation from ISD will not release the member from any financial or legal obligations incurred or other commitments made to ISD prior to the effective date of resignation.

B. Termination and Suspension

1. Any member who shall be guilty of an act or acts reflecting discredit upon Illinois Search Dogs, or who is in violation of the Code of Ethics or the ByLaws, may be expelled or suspended for just cause, provided that no member shall be so expelled or suspended without a hearing, if so requested, at the next regularly scheduled meeting of the Board of Directors.
2. Termination or suspension from ISD will not release the member from obligations incurred or commitments made to ISD prior to the effective date of membership termination or suspension. Terminated or suspended members will remain liable to ISD for any dues assessments, fees, debts, other financial obligations, or legal commitments made prior to termination or suspension action.

ARTICLE IV

MEETINGS

Section 1. Types of Meetings

A. Annual Meetings - Board

1. ISD shall have an annual meeting of the Board of Directors to be held no later than 30 days following the date of the annual meeting of members. . This meeting shall be held to elect members of ISD Board of Directors as necessary. The annual meeting shall also be used to establish dues rates and conduct any other annual business of ISD as determined by the Board of Directors.
2. Notification for annual meetings shall be published at least sixty (60) days in advance to Organizational Members of ISD. This may be accomplished through fax, mail, electronic means, or any combination thereof at the discretion of the Board of Directors.
3. Conduct of annual meetings shall be in accordance with policies and procedures established for regular meetings of the Board.

B. Annual Meetings – Members

1. ISD shall have an annual meeting of the members to be held between March 1 and June 30 of the calendar year.
2. Notification for annual meetings shall be published at least sixty (60) days in advance to Organizational Members of ISD. This may be accomplished through fax, mail, electronic means, or any combination thereof at the discretion of the Board of Directors.
3. Conduct of annual meetings shall be in accordance with policies and procedures established for regular meetings of the Board.

C. Regular Meetings

1. In addition to the annual meeting of the Board of Directors, the Board shall meet at least two other times during the calendar year.
2. Board members shall be notified no less than thirty (30) days prior to the date of the meeting as established by the Board. Notification shall be sent to each Board member by the most expedient means available. Notification shall include the date, time, and location of the meeting.
3. A Board member may attend a regular meeting of the Board by conference call or video teleconference. A Board member participating in this manner shall be considered present at the meeting and may be used to determine a quorum. All equipment and other arrangements for the conference call or video teleconference shall be provided by the Board member and at the expense of the Board member.

D. Special Meetings

1. A special meeting of the Board of Directors may be requested by two or more Board members upon filing a written demand with the Chair. The written demand shall include the specific purpose for convening a special meeting. The Chair shall immediately notify the total of the

Board members on record as of the date of the request and convene a meeting within thirty (30) days.

2. Special meetings may only be called for urgent matters of ISD business that cannot be delayed until the established date of the next regular or annual meeting of the Board.

E. Emergency Meetings

1. An emergency meeting of the Board of Directors may be called by the President, or elected officer serving as President, for the explicit and specific purpose of conducting ISD business matters of a critical and immediate nature. An emergency meeting shall be convened within twenty-four (24) hours of notification by the President or his/her designee.
2. Emergency meetings may be convened, in whole or in part, by conference call.

Section 2. Quorum

A. Determination of a Quorum

1. At regular and annual meetings of the Board and of members, a quorum shall be a simple majority of members eligible to vote at the meeting and shall be determined by the Secretary or other such officer designated by the President to fulfill the duties of meeting recorder. The quorum may be determined by roll call or by verification of signatures on the meeting attendance roster.
2. At special or emergency meetings of the Board, the President shall determine a quorum.

B. Presiding Officer

1. The presiding officer at all Board and member meetings shall be the ISD President. In the absence of the President, the order of succession shall be used to determine the presiding officer. With the exception of an emergency meeting of the Board, the presiding officer must be physically present to convene, conduct, and adjourn the meeting.

C. Parliamentary Procedure

1. All meetings of ISD shall be conducted using Robert's Rules of Order, latest edition, which shall govern all parliamentary matters of ISD.

D. Proxy Policy and Procedure

1. If a voting member is unable to attend the annual member meeting, the member may provide a proxy to attend the meeting. A proxy may represent the member in all matters conducted at the meeting if authorized by the voting member, including:
 - a. Voting on all matters before the Corporation.
 - b. Submitting proposals as provide to the proxy by the voting member.
 - c. Introducing motions or amendments to motions in matters before the Board.
2. The proxy shall submit a letter of proxy, signed by the voting member, designating such a proxy. The letter of proxy will be presented to the President at the meeting and prior to the meeting being convened.

ARTICLE V

BOARD OF DIRECTORS & OFFICERS

Section 1. Directors

A. General

1. The primary governing power of ISD shall be vested in a body called the Board of Directors. The Board of Directors shall be composed of duly elected members in good standing.
2. There shall be no fewer than three and no more than eight members of the Board of Directors. The President, Vice President, Chief of Operations, Treasurer, Secretary, and Member Liaison shall be members of the Board of Directors by virtue of their positions.

B. Election & Term of Office

1. No director shall vote for his/her own election. A director shall serve for a term of two years each, but shall be so elected that approximately one-half are elected each year. Any person may be re-elected as an officer and, therefore, to additional terms as a member of the Board at the discretion of the existing Board.
2. Should a director die, resign, or be removed, the board may elect a director to serve for the duration of the unexpired term at any meeting.
3. A director may be removed from office, with or without cause, by an affirmative vote of a majority of the directors present at a duly called meeting, provided that not less than five days' and not more than thirty days' notice of such meeting, stating that removal of such director is to be on the agenda, shall be given to each director.
4. No compensation shall be paid to any member of the Board of Directors for services as a member of the board, except that by resolution of the board, directors may be reimbursed for expenses incurred on behalf of the corporation.
5. One Director shall be elected by an affirmative vote of the voting members of the corporation and shall be the Membership Representative. Directors, if any, other than the President, Vice President, Chief of Operations, Membership Representative, Secretary and Treasurer shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting of the board.
6. Members have the authority to vote on policies and procedures, amendments to articles and bylaws, and the election of the Member Representative.

C. Authority

1. The Board of Directors shall be vested with the exclusive authority to manage the overall affairs of ISD, including:
 - a. Initially establish, recommend changes to, and enforce the instruments of control of ISD, to include the Articles and By-Laws.
 - b. Enforce the Code of Ethics.

- c. Conduct the business and administrative matters of ISD.
- d. Recommend changes to implement, and enforce policies, procedures, and protocols for contact, liaison, cooperation, and agreements with external organizations, agencies, individuals, and other legal entities.
- e. Establish policies and procedures for board member appointments, as well as the control and conduct of the Board.
- f. Establish the functions, responsibilities, and authority of ISD officers.
- g. Approve appointments made by ISD President.

D. Removal of Board Members

1. A member of the Board of Directors may only be removed upon two-thirds (2/3) majority vote of the remaining Board of Directors at a special meeting of the Board. The Board member being subject to the removal vote does not have a vote in this instance. This vote shall be conducted by ballot, and counted publicly by the Secretary.
2. A member of the Board of Directors may only be removed for just cause, which shall be defined as a breach or failure to perform duties, willful misconduct, unprofessional conduct, unethical conduct, improper actions, or immoral activities while engaged in their capacity as a member of the Board.
3. The Member Representative may be removed upon a two-thirds (2/3) majority vote of the membership.

Section 2. Officers

A. General

1. The Board of Directors shall elect the officers of ISD at the annual meeting of the Board of Directors.
2. The elected officers of the Board of Directors shall consist of, in order of succession:
 - a. President.
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Chief of Operations
 - f. Member Representative

B. Elections

1. ISD officer elections shall be held within 30 days after the annual meeting of members at the annual meeting of the Board of Directors.

C. Terms of Office

1. Elected officers shall assume their duties upon adjournment of the annual meeting of the Board of Directors or annual meeting of members at which they were elected and serve two year terms.
2. Appointed officers shall serve until removed by the Board.

D. Duties of Officers

1. The duties and responsibilities of ISD officers shall be designated by the Board of Directors and as described in the ByLaws and ISD's policies and procedures.

E. Removal of Officers

1. By seeking and accepting election, individuals serving as officers and directors of ISD acknowledge a responsibility to the membership of ISD and the Board of Directors to attend meetings and conduct the business of ISD.
2. Individuals may be removed from office for failure to perform the duties and responsibilities of office, for abandonment of the office, for demonstrated incompetence and negligence, and for improper, immoral, or unethical conduct while engaged as an officer of ISD.
3. Failure to perform the duties of an ISD officer shall be defined as multiple unexcused absences from regularly scheduled Board meetings within the period of one (1) calendar year. Abandonment of office shall be defined as failure to attend meetings as previously described as well as failing to communicate with the Board of Directors.
4. An individual may be removed from office by a vote of the remaining Board members at a special meeting of the Board. A two-thirds (2/3) majority vote of the remaining Board Members shall be required in order to remove the Board member from office. This vote shall be conducted by ballot, and counted publicly by a Board member designated by the President.
5. Any officer position which is vacated due to removal by the Board of Directors shall be filled through appointment by the President. However, if the President is removed, the Vice-President shall become President. The appointee shall be a currently sitting board member, who shall serve the remainder of the term.

F. Line of Succession

1. In the absence or inability of the Chair to perform their duties, those duties shall be performed by the Vice-President, followed by the Secretary, and then the Treasurer.

ARTICLE VI**DUES AND FUNDS****Section 1. Dues****A. Dues Rate**

1. The Board of Directors shall establish annual membership dues for members. Dues rates will be established at the annual meeting of the Board and announced to the membership.

2. The dues rate may only be changed by a majority vote of the Board present at a regularly scheduled board meeting.
3. Dues shall be assessed for each calendar year (January 1-December 31). Dues for members that join the organization after July 1 may pay half the normal dues rate for membership extending through the end of the current calendar year, after which they will pay the standard dues rate for all subsequent years.

B. Late Charges and Other Fees

1. A charge of twenty-five percent (25%) of the total amount dues shall be assessed for all dues payments postmarked or otherwise received after February 1.
2. A fee shall be charged at the maximum rate allowed by state law for returned checks that were tendered for dues payment or any other payment to the Corporation.

Section 2. Funds

A. Compensation

1. No part of the net earnings of ISD shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons except that ISD shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, loans and distributions in furtherance of Section 501 (c) (3) purposes.

B. Operating and Other Funds

1. As a non-profit corporation, ISD officers and staff are authorized upon approval of the Board of Directors to raise funds by the following means and other lawful fundraising methods approved by the Board:
 - a. Assessing membership dues as set by the Board of Directors.
 - b. Obtaining grants from foundations, private organizations, individuals, businesses, or governmental agencies.
 - c. Conduct of seminars, workshops, or symposia.
 - d. Conduct of education programs and training courses for various individuals, organizations, and agencies.
 - e. Sales of patches, pins, bumper stickers, banners, and other items.

2. Grants or Donations

- a. The President or his designee may make application to philanthropic organizations, foundations, corporations, agencies, or individuals for grants, contributions of funds, contributions of goods and services, or contributions of property for carrying out the general or specific purposes of ISD.
- b. Any member who may be offered a grant or contribution of any nature or benefit to ISD shall immediately notify the President, but no restricted grant or contribution or any grant or contribution for an amount over \$500 shall be fully accepted by ISD except upon approval by the Board. The terms of any restricted grant or contribution shall be set forth in writing and signed on behalf of ISD and the contributor.

- c. Any grant or contribution to ISD shall be credited to the general fund unless under the terms of the grant or contribution a special fund is prescribed or other fund is so designated. The budgeting, receipt, custody, and disbursement of any grant or contribution shall follow the procedure defined for general funds of ISD unless provided otherwise in the terms of the grant or contribution, and agreed to by the Board of Directors.

C. Dissolution

- 1. Upon dissolution of ISD, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the the federal, state, or a local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Fiscal Accountability

A. Contracts and Loans

- 1. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- 2. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or fined to specific instances.

B. Checks and Deposits

- 1. All checks, drafts, or other order 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.
- 2. 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 depositaries as the Board may select.

ARTICLE VIII

AMENDMENTS

Section 1. Proposal for Amendments

A. Sponsorship

1. Proposed amendments to the Articles and By-Laws of ISD must have a sponsor or sponsors. Sponsors must be a voting member of ISD.
2. Sponsors must provide no less than thirty (30) days written notice of a proposed amendment to the Secretary of ISD. Written notice must identify which governing document is to be amended, and provide an outline of the proposed amendment.

B. Recordkeeping

1. The voting record of individual members during a vote on amendments shall be recorded and maintained in the minutes of the Board meeting. Proxy votes on amendments shall also be accounted for in the minutes. The minutes of the meeting of members shall serve as a permanent record of voting on amendments to governing documents.

C. Approval of Amendments

1. These Articles and By-Laws may only be amended by a two-thirds (2/3) majority vote of voting members by a vote taken at the Annual meeting of members of the Corporation or of a special meeting of members called for this purpose.

ADOPTED THIS 1 DAY OF FEBRUARY, 2009.