

**BY-LAWS
OF
EASTERN SHORE GROUND SEARCH AND RESCUE TEAM**

Mission Statement:

1. The Eastern Shore Ground Search and Rescue Team mission is to seek to preserve life by assisting and augmenting Agencies of Jurisdiction search and rescue efforts in the search for the lost person(s) and assisting the Halifax Regional Municipality as per the RESAR agreement.

Name and Objectives of the Society

2. The name of the Society is Eastern Shore Ground Search and Rescue Team (ESGSAR). The word “Team” hereinafter used in these by-laws shall, where applicable, be deemed to refer to the Eastern Shore Ground Search and Rescue Team.

3. The Team shall be incorporated under the jurisdiction of the Registrar of Joint Stock Companies, Province of Nova Scotia. The word “Registrar” hereinafter used in these by-laws shall, where applicable, be deemed to refer to the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

4. The objectives of the Team are:

- a. To provide the membership with training in ground search procedures.
- b. To conduct and assist in ground search operations in accordance with the Eastern Shore Ground Search and Rescue Team and the Nova Scotia Ground Search and Rescue Association Standards.
- c. To perform other related tasks that the Team might be called upon for, such as evidence searches.
- d. To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objectives of the Team.
- e. To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the Team.

Team Compliance

5. The Team and its members shall comply with all the rules and regulations governing the operation of this organization as set out by the Registrar of Joint Stock Companies.

6. The Team and its members shall comply with the Registration requirements of a registered charity as determined by Revenue Canada, Taxation.

Membership Categories and Requirements

7. The Team Executive shall have the power to set the conditions of membership. There shall be three categories of Team membership as follows:
 - a. Active: Attendance standards apply. Full voting privileges. Nova Scotia GSAR license plates. GSAR tax credit. On call out list for all events including searches.
 - b. Associate: For those not wanting to attend searches and regular training events. No voting privilege. No Nova Scotia GSAR license plates. No GSAR tax credit. Cannot hold any office. Called for business meetings and non training/search events.
 - c. Lifetime: Accept nominations for one position per year at business meeting prior to Annual General meeting. Present nomination thru the Membership Committee. Full voting privileges. Award plaque. ESGSAR license plate. Called for whatever they want to be called for.
8. Application for membership shall be in writing on an official application form.
9. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Team, and their names shall be entered in the Registry of Members accordingly.
10. No formal admission to membership shall be required and the entry in the Registry of Members by the Membership Committee of the name and address of any individual over the age of 16 years shall constitute an admission to membership in the Team. Membership in the Team is not transferable.
11. For the purposes of registration the number of members of the Team is unlimited.

Member in good standing

12. Regular attendance at meetings and training activities is expected. Regular attendance is defined as participation in a minimum of 20 % of Team events. For the purpose of applying for ground search and rescue plates, the Government of Nova Scotia regulations require that the person has been a member of the Team for the past 12 months and intends to remain so and has participated in a minimum of 20 % of events.
13. A Membership Review Committee consisting of the President, Vice President, Search Director and two members in good standing will meet as required by the Team President. Attendance records will be scrutinized and those who are considered to be members “not in good standing” shall be sent a letter to remind them of their responsibilities to the Team and be given a date by which to reply. If no reason is given or no reply received by the stated date, a second letter is then sent to the member with a date by when the reply should be received by the Team President. If no reply is forthcoming, the member is then sent a letter which will inform the member that his/her name will be struck from the Registry of Members. In this manner members have the opportunity to explain their intentions at least twice before any further action is taken.
14. A member's attendance shall not be required at Team events when such attendance would jeopardize the member's means of livelihood.

15. If a member is planning to be absent for more than four months, he/she shall notify the Team President.

Duties of members

16. Members turning out to a Team event (such as a rescue call or training or meetings) shall ensure that their names are entered in the appropriate register.

17. On a search, members shall at all times take their direction from the Search Manager and designated Team Leader.

18. A Team member may only communicate on behalf of the Team when he/she has permission from the Team Executive to do so, or when his/her position normally requires such communications.

19. All members of the Team shall advise the Membership Committee of any changes in name, address, phone number, or availability.

Members and Conflict of Interest

20. Members must disclose any conflicts of interest to the Executive. A conflict of interest arises from an activity or situation that places a member in a real, potential or apparent conflict between their private interests and their Team official duties and responsibilities.

21. Ethical standards. All members shall perform their official duties and arrange their private affairs so that public confidence and trust in the integrity, objectivity and impartiality of ESGSAR are conserved and enhanced.

22. Public scrutiny. All members shall act at all times in a manner that will bear the closest Team/public scrutiny.

23. Decision-making. In carrying out their official Team duties, all members shall make decisions in the Team's interest.

24. Preferential treatment. All members shall:

- not step out of their official roles to assist a person or private entity in their dealings with the Team if this would result in preferential treatment to the person or entity;
- not accord preferential treatment in relation to any official matter to a family member or friend, or to an organization in which the Team member, family member or friend has an interest; and
- avoid being placed or appearing to be placed under an obligation to any person, private entity or organization that might profit from special consideration on the part of the Team member.

25. Team property. All members shall not directly or indirectly use, or allow the use of, Team property of any kind, including property leased to the Team, for anything other than officially approved activities.

Member behavior and code of conduct

26. Members are expected to maintain professional behavior. As it is in the best interest of the Team, members must be courteous, thoughtful, alert to danger and respectful of other persons and property. Ground Search and Rescue is a Team activity and members are expected to be able to work with others in a positive Team environment. Members not acting in the best interest of the Team may be brought before the Executive Committee for review.

27. Team members are expected to conduct themselves in a safe and responsible manner and one which is appropriate to and governed by the Team by-laws.

28. Team members are expected to comply with all reasonable directives, instructions, and requests given by the Team Executive, its officers, and its appointed representatives or officials.

Discipline

29. The Team Executive is empowered to dispense appropriate discipline, up to and including termination of membership.

30. After a matter of discipline has been decided by the Executive, if the member is facing either suspension or termination, he/she has access to the Team as the final arbitrator. At least two days notice must be given to the Team Secretary prior to the Team meeting. At the next occurring Team meeting, both the Executive and the member shall be heard. Following the hearing, a secret ballot shall be held, the result of which shall be binding on the Executive and the member.

Withdrawal from the Team

31. Any member may resign from the Team at any time by giving written notice to the Membership Committee or to any member of the Executive.

32. The member must also return any badges, identification cards, and all other Team property when presenting their resignation. If in possession of a Nova Scotia GSAR license plate, the plates must be turned into the Department of Motor Vehicles immediately.

Termination of membership

33. Termination of membership shall be by or for the following reasons:

- a. Upon the death of a member;
- b. By the Executive, or by the Team as final arbitrator, for any reason deemed necessary, such as when a member ceased to qualify for membership in accordance with these by-laws or by action which will embarrass or discredit the Team;

34. Voting for termination of membership shall be by secret ballot administered by the Chairperson and two active members selected by the Team.

Team Executive

35. The officers of Executive Committee of the Team shall consist of:
 - a. President;
 - b. Secretary;
 - c. Vice President;
 - d. Search Director;
 - e. Treasurer;
 - f. Training Officer; and
 - g. Equipment Officer.
36. Four members of the Executive Committee constitute a quorum.
37. Each member of the Executive Committee, including the President, shall have one vote. In the case of an equality of votes, the President shall have the casting vote in addition to the vote to which he/she is entitled as a member.
38. The members of the Executive Committee shall be elected each year at the annual general meeting. A member can only hold one Executive position. There is no remuneration for holding an Executive position.
39. In the event that an Executive Committee member resigns their position or ceases to be a member of the Team, whereupon his/her position shall by that very fact be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Executive Committee from among members of the Team.
40. Any active member of the Team shall be eligible to be elected to the Executive Committee.
41. At the annual general meeting of the Team, all the Executive Committee members shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Executive Committee members shall be eligible for re-election.
42. There shall be a Secretary of the Team who shall prepare and have custody of minutes of proceedings of meeting of the Team and of the Executive Committee and other books and records of the Team. The Executive may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.
43. Meetings of the Executive Committee shall be held as often as the business of the Team may require and shall be called by the Secretary. A meeting of the Executive Committee may be held at the close of every ordinary or annual general meeting of the Team without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Executive Committee member within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Executive Committee member shall not invalidate the proceedings at any meeting of the Executive Committee.
44. Each member of the Executive Committee is required to have a report prepared for every Team general meeting.

45. The Vice President shall, at the request of the Executive Committee and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President or during such period as the President may request them so to do.

46. In the absence of the President and the Vice President, any officer appointed from among those officers present shall preside as Chairperson at meetings of the Executive Committee.

47. The Team may, by special resolution, remove any member of the Executive Committee before the expiration of the period of office and appoint another person in his/her stead. The person so appointed should hold office during such time only as the member in whose place he/she is appointed would have held office if he/she had not been removed.

Powers of the Executive Committee

48. The management of the activities of the Team shall be vested in the Executive Committee who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Team and are not hereby or by statute expressly directed or required to be exercised or done by the Team in general meeting.

49. The Executive Committee may appoint committees consisting of any members that the Executive Committee may decide.

50. The Executive Committee may appoint a temporary substitute for the Secretary.

51. The spending limit of the Executive Committee shall be limited to \$1500.00 per transaction without prior approval from the membership and with the exception of emergency situations.

52. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Team by the President or the Vice President and the Treasurer, or otherwise as prescribed by resolution of the Executive Committee.

53. The Executive Committee is to ensure the reasonable distribution of duties among the members and to ensure no one member becomes irreplaceable.

Team Meetings

54. The annual general meeting of the Team shall be held within three months after the end of each fiscal year of the Team. Memberships taken out less than one month prior to the Annual General Meeting are not eligible to vote at the annual general meeting.

55. An extraordinary general meeting of the Team may be called by the President or by the Executive Committee at any time, and shall be called by the Executive Committee if requisitioned in writing by at least twenty-five per centum (25%) of the members of the Team. The agenda is limited to the topic for which the meeting was called.

56. Three day's minimum notice of a meeting shall be given, specifying the place, day and hour of the meeting, and in the case of special business, the nature of such business, shall be given to the

members. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

57. At each ordinary or annual general meeting of the Team, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a. Minutes of preceding general meeting.
- b. Consideration of the report by members of the Executive Committee.
- c. Consideration of the report by Chairpersons of Committees.
- d. Old business.
- e. New business.
- f. Election of officers for the Executive Committee (at annual general meeting and as required at other general meetings).

58. Meetings shall be run in accordance to Roberts Rules of Order.

59. No business shall be transacted at any meeting of the Team unless a quorum of members is present at the commencement of such business and such quorum shall consist of ten members.

60. If one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned without giving any future date of meeting.

61. The President of the Team shall preside as Chairperson at every general meeting of the Team.

62. If there is no President or if at any meeting the President is not present at the time of holding the same, the Vice President shall preside as Chairperson.

63. If there is no President or Vice President or if at any meeting neither the President nor the Vice President is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.

64. Every member of the Team shall be entitled to attend any meeting of the Team. Every voting member shall have one vote and no more. There shall be no proxy voting.

65. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.

66. At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings

of the Team shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

67. If a poll is demanded in the manner aforesaid, the same shall be held in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Team in general meeting.

68. The Chairperson may, with the consent of the members, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless proper notice of such new business is given to the members.

Committees

69. The Executive Committee forms Standing Committees as needed. The Executive Committee may also establish Special Committees to deal with specific matters for a limited period of time.

70. All Chairpersons shall be appointed by and can be removed by the Executive Committee. Committee Chairpersons may choose the members of their committee from the membership. Standing Committee Chairperson positions are for one year and may be re-applied for. Nominations for Standing Committee Chairpersons are solicited at the general meeting prior to the annual general meeting. Standing Committee Chairpersons are appointed at the first Executive meeting following the annual general meeting.

71. All Committee Chairpersons shall submit a report of their committee activities at called meetings.

Fiscal Year

72. The fiscal year of the Team shall be the period from January 1 to December 31 of the same year.

Financial Accountability

73. A Budget Committee is to be convened two months before the last general meeting of the year for the purpose of creating a budget proposal for the coming year. The budget proposal is to be presented to the Team for approval at the last general meeting of the year. Once approved, the budget may be modified only with the approval of the Executive and the Team.

74. All expenditures are required to fit within the approved budget (excluding the Executive's power to make expenditures in emergency situation).

75. Executive approval is required for all expenditures less than or equal to \$1500.

76. Executive and Team approval is required for all expenditures over \$1500.

77. The borrowing powers of the Team may be exercised by special resolution of the members.

78. The purchase of personal clothing qualifying for 50% reimbursement shall be limited to winter underwear, wet weather suits, orange coveralls or any other items as voted upon by the Team membership. Personnel must attain the level of regular searcher or have been with the Team for a period of one year, whichever comes first, to qualify for the fore mentioned 50% reimbursement. The reimbursement is limited to the lesser amount between 50% of the actual cost if purchased privately by the member and 50% of the cost if purchased from the Team.

79. Any and all expenses that are to be reimbursed to individual members must be pre-approved by the Executive and will be paid only on receipt of proof of expenditure.

Audit of accounts

80. The permissible levels of financial scrutiny from which the members can choose are: not to appoint a public accountant; leave the level of review at the default of a review engagement; or raise the level of review to an audit engagement. The level of financial review shall be decided annually by the members at the first ordinary or annual general meeting of the fiscal year, and on failure of the members to do so, The Executive Committee may do so.

81. When an audit engagement is the selected level of financial scrutiny, the auditor of the Team shall be appointed annually by the members of the Team at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Executive Committee may do so.

82. The Executive Committee shall make a written report to the members as to the financial position of the Team and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account and, in every such report, they shall state whether, in their opinion the balance sheet is a full and fair balance sheet containing the particulars required by the Team and properly drawn up so as to exhibit a true and correct view of the Team's affairs. The report shall be read at the annual general meeting.

Repeal and amendment of by-laws

83. The Team has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

84. Special resolution means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which specifying the intention to propose the resolution as a special resolution has been duly given.

85. By-laws can be changed at the annual general meeting or at a special meeting called for this purpose.

86. The Team by-laws shall be reviewed annually by the By-laws Committee. The process for amending by-laws shall be as follows:

- a. In addition to the amendments proposal from the By-laws Committee, any members can offer amendments.
- b. Notice of proposed amendments shall be sent to the Secretary at least 30 days prior to the annual general meeting or the special meeting called for the purpose of amending the by-laws.
- c. Proposed amendments shall be forwarded or made available by the Secretary to the Team members at least 14 days prior to the annual general meeting or the special meeting called for the purpose of amending the by-laws.
- d. Provision shall be made for interested members to easily obtain a copy in advance of the meeting, and all members should be given sufficient notice so that they may do so.
- e. Only the proposed changes or revisions for which members received prior notice can be considered at the meeting.
- f. Amendments to the proposed amendments may be taken from the floor without notice with a simple majority vote. However, no amendment is in order that increases the amount/degree of change to the proposed change to the by-laws. Likewise, no amendment is in order that introduces new changes.
- g. Amendments are voted as they arise, but no part of the document is finally adopted until all the parts have been considered. After all the parts have been considered, the Chairperson opens the entire document to amendment. Then the entire document, as amended, is subject to a final vote.
- h. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
- i. The Team shall file with the Registrar a copy in duplicate of the new Team by-laws within 14 days after the special resolution is passed.

Miscellaneous

87. The Team shall file with the Registrar with its Annual Statement a list of Executive Committee members with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of member, notify the Registrar of the change.
88. The Team shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
89. The seal of the Team shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive Committee.
90. The books and records of the Team may be inspected by any member at any reasonable time prior to any general meeting at the registered office of the Team.
91. Where it is possible the Team vehicle shall be used for the travel by members on Team business, such as travel to and from courses being taught, training being taken by members, NSGSARA meetings and RESAR meetings.