

**Articles of Incorporation  
of the  
Virginia Search and Rescue Council, Inc.**

**April 2006**

Virginia Search and Rescue Council, Inc.  
1808 Rugby Pl  
Charlottesville, VA 22904

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## **Article I. Name**

The name of this corporation is the Virginia Search and Rescue Council, Inc., also known as VASARCO, hereinafter referred to as the Corporation.

## **Article II. Purposes**

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. The specific purposes of the Corporation are:

- A. To develop and coordinate a search and rescue system in Virginia which provides for the arrangement of personnel, facilities, and equipment for the effective and coordinated delivery of search and rescue services;
- B. To conduct training programs and education in subjects related to search and rescue;
- C. To coordinate and promote the implementation of the common purposes and to plan and coordinate the provision of search and rescue services by provider entities, and
- D. To conduct and carry out the work of the Corporation, not for profit, but exclusively for humanitarian, educational, and public service purposes.

## **Article III. Non-profit Status**

The corporation is not formed for pecuniary profit or financial gain. The Corporation is formed exclusively for educational and charitable purposes, within the limitations prescribed under Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any future U.S. internal revenue law (the "Code"). The Corporation will not discriminate on the basis of sex, age, religion, race, disability or ethnic origin.

## **Article IV. Limitations On Earnings**

No part of net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or any person having a personal and private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

## **Article V. Lobbying**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate any candidate for public office.

public office. This Article shall not preclude the Corporation from consulting or discussing with appropriate bodies terms of engagement specific to search and rescue activities that the Corporation may undertake from time to time at the request of such bodies.

## **Article VI. Transactions**

The Corporation shall not engage in any transaction which inures to the private advantage of its directors, officers, members or any substantial contributor to the Corporation, a member of the family of such persons, or a corporation controlled by such persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

## **Article VII. Prohibited Activities**

Notwithstanding any other provisions of these articles, the Corporation shall not:

- A. Carry on activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a deductible under Section 170(c)(2) of the Code; or the corresponding section of any future federal tax code, or
- B. Except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **Article VIII. Dissolution**

Upon dissolution of the Corporation, assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county or city in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article IX. Membership**

The qualifications and rights of the classes of membership shall be set forth in the Bylaws. The classes of membership shall be as follows:

- A. Full organizational Members,
- B. Members-at-large, and
- C. Affiliated members.

## **Article X. Board of Directors**

- A. Directors shall be elected by and from the voting membership in accordance with procedures specified in the Bylaws.
- B. The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall have power and authority over the business of the Corporation between meetings of the Membership, but the Board shall be subject to the orders, properly construed in accordance with the Bylaws, of the Membership, and none of the Board's acts shall conflict with decisions properly taken by the Membership.
- C. The Board shall perform additional duties as specified in the Bylaws.

- D. The number of Directors, initially four, shall be fixed by the Bylaws and in the absence of a bylaw fixing the number shall be four.
- E. The Board shall meet no less than two times per calendar year.

## **Article XI. Membership Meetings**

- A. Membership Meetings shall be held at least twice per calendar year at such time and place as shall be determined by the Board of Directors.

## **Article XII. Indemnification**

The Corporation shall indemnify, to the fullest extent permitted by the Virginia Non-Stock Corporation Act, as such Act exists now or may hereafter be amended, its Directors and officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

## **Article XIII. Officer and Director Liability**

There shall be no liability on the part of any officer or director in any proceeding brought by Members (or a Member) of the Corporation in the right of the Corporation or on behalf of the Members (or Member) of the Corporation, for any damages assessed against an officer or Director arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time unless otherwise provided by the laws of the Commonwealth of Virginia. However, pursuant to Section 13.1-870.1 C of the Code of Virginia, the liability of an officer or Director shall not be limited as provided in this Article XIV if the officer or Director engaged in willful misconduct or a knowing violation of the criminal law. The corporation shall have all of the powers granted to corporations under the laws of the Commonwealth of Virginia.

## **Article XIV. Amendments**

- A. Amendments to these Articles shall be made in the following manner:
  - 1. The Board of Directors shall adopt a resolution setting forth the proposed amendment, finding it to be in the best interests of the Corporation, and directing that it be submitted to a vote at a meeting of the Membership.
  - 2. The proposed amendment shall be adopted upon receiving more than two-thirds of the votes entitled to be cast by Members present or represented by proxy at the meeting
- B. Any new Articles of Amendment shall be executed by the President and Secretary of the Board, and shall set forth the name of the Corporation, the amendment so adopted, and a statement setting forth the date of the meeting of the Board at which the amendment was found to be in the best interests of the Corporation and directed to a vote at a Membership Meeting, the date or dates when notice was given to each Certified Member and how that notice was given, that a quorum was present at that meeting, and such amendment received more than two-thirds of the votes entitled to be cast by members present or represented by proxy at such Membership Meeting.
- C. The registered office of the Corporation is 1808 Rugby Place, Charlottesville, Virginia 22903. The name of the initial registered agent of the Corporation is Robert J. Koester who is a resident of Virginia and a director of the corporation, and whose business office is the same as the registered office of the corporation located in the independent city of Charlottesville.

## Article XV. Initial Directors

The names and addresses of the persons who are to serve as initial directors of the corporation are as follows:

Robert J. Koester:	1808 Rugby Pl, Charlottesville, VA 22903
Janice Olson	13420 Glendower Rd. Midlothian, VA 23113
John Suitt	6221 Friendship Lane, Prince George, VA 23875
Alex Mclellan	2588 Viking Dr., Herndon, VA 20171

Dated this 29<sup>th</sup> Day of April, 2006.

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Robert J. Koester

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Janice Olson

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John Suitt

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Alex Mclellan