

BY-LAWS OF VOLUNTEER IMAGERY ANALYSTS FOR SEARCH AND RESCUE INC. (VIASAR), A NOT-FOR-PROFIT CORPORATION

ARTICLE I
ORGANIZATION

1. The name of the organization shall be VOLUNTEER IMAGERY ANALYSTS FOR SEARCH AND RESCUE INC. – VIASAR
2. The organization shall have a seal which shall be in the following form: Will include the name of the organization; the Red Cross symbol; a stylized eye graphic; silhouette representing land, sea, and mountains; the acronym of the name of the organization; and the following colors, at a minimum: White, yellow, royal blue, black, and red.
3. The organization may at its pleasure by a vote of the membership body change its name, any identifying symbols, logos, or seals.

ARTICLE II
PURPOSES

The following are the purposes for which this organization has been organized:

- a) Provide Imagery Analysis services to affiliates of the organization, to include analysis of high resolution imagery; forensic and detailed reporting of findings via image analysis; imagery product generation; dissemination of imagery products and any other task related to the analysis of high resolution imagery; and
- b) provide guidance and consultation to affiliates of the organization for the development of imaging systems and architectures; create Tactics, Techniques and Procedures (TTPs) for conducting imagery collection operations; and
- c) develop and maintain an imagery and data archive database for the storage and retrieval of Search and Rescue related imagery and data; and
- d) develop an apprentice level imagery sensor-operations and collection-planning training and certification course, and provide training and certification to members of affiliate organizations; and
- e) do any and all things necessary to support search and rescue and humanitarian relief efforts by any means deemed appropriate; and
- f) do any and all things necessary, convenient or expedient for the furtherance and accomplishment of any of the purposes herein above set forth either alone or in association with other organizations, firms or individuals.

ARTICLE III
MEMBERSHIP

Membership shall be granted upon a majority vote of the Board of Directors. The Board of Directors shall have the right to deny, or terminate, the membership of any member of the organization.

ARTICLE IV **MEETINGS**

The annual membership meeting of this organization shall be held on a day determined by the Board of Directors each year, which will be selected by a majority vote of the Board of Directors.

The Secretary shall cause to be mailed to every member in good standing at his/her electronic mail address, as it appears in the membership roll book in this organization, a notice telling the time and place of such annual meeting.

Any meetings of this organization shall be held at a location determined by the Board of Directors at some time prior to the time of the meeting.

The presence of not less than 2 (33%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by any member of the Board of Directors when it is in the best interest of the organization. Notices of such meeting shall be mailed to all members at their physical addresses, or electronic mail address, as they appear in the membership roll book, at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V **VOTING**

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that

meeting. The “Inspectors of Election” may be persons who are not members of the organization and are selected and agreed upon by 3 (100%) board members.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI **ORDER OF BUSINESS**

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII **BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of 3 members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Ohio and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 5 years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Two (33%) of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held monthly, on the 15th day of each month. This may be accomplished via phone or internet for some members of the Board of Directors, as necessary.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President by virtue of his responsibilities shall be Vice Chairman of the Board of Directors of the organization.

The Vice President by virtue of his office shall be Deputy Chairman of the Board of Directors of the organization.

The Chairman of the Board of Directors need not be an officer of the organization, nor hold position as a director.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII **OFFICERS**

The initial officers of the organization shall be as follows:

President and CEO: Christopher J. Rowley (Vice Chairman of the Board of Directors and Director of Operations)

Vice President: Kevin R. Culli (Deputy Chairman of the Board of Directors)

Secretary: Vacant

Treasurer: Vacant

Chairman of the Board of Directors: Lorraine F. Duffy

The President shall preside at all membership meetings.

- He shall by virtue of his office be Vice Chairman of the Board of Directors.
- He shall present at each annual meeting of the organization an annual report of the work of the organization.
- He shall appoint all committees, temporary or permanent.
- He shall see all books, reports and certificates required by law are properly kept or filed.
- He shall be one of the officers who may sign the checks or drafts of the organization.
- He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The duties of the Secretary may be shared by any and all officers of the organization and are not confined to the office of the Secretary as need may arise.

- The Secretary shall keep the minutes and records of the organization in appropriate books.

- It shall be his duty to file any certificate required by any statute, federal or state.
- He shall give and serve all notices to members of this organization.
- He shall be the official custodian of the records and seal of this organization.
- He may be one of the officers required to sign the checks and drafts of the organization.
- He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.
- He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.
- He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

- He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$ 10,000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the state of Ohio.
- He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- He shall exercise all duties incident to the office of Treasurer.

The President and Vice President shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the organization for duties other than as an officer.

ARTICLE IX **SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X **COMMITTEES**

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be: None at this time.

ARTICLE XI
DUES

No dues shall be paid by any member of this organization.

ARTICLE XII
AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 3 (100%) percent of the members of the Board of Directors of this organization.