

# Shenandoah Mountain Rescue Group, Inc.

Articles of Incorporation

January 2005

Shenandoah Mountain Rescue Group, Inc.  
118 Park Street, SE • Vienna, VA 22180

## Article I. Name

The name of this corporation is the Shenandoah Mountain Rescue Group, Inc., 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 of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code"). The specific purposes of the Corporation are:

- a. To provide search and rescue capability, special technical rescue capability and disaster relief services, within the Mid- Atlantic and other regions as necessary;
- b. To conduct training programs in subjects related to search and rescue, wilderness safety and survival, special technical rescue and disaster relief services; and
- c. 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 Code. The Corporation shall 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 or 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 direct or indirect activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, or of participating in or intervening in, including publishing or distribution of statements, any political campaign on behalf of any candidate for public office. This article shall not preclude the Corporation from consulting with or discussing with appropriate bodies terms of engagement specific to search and rescue activities that the Corporation may undertake from time to time.

## 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, any member of the family of such persons, or any 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
- b. Except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the 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 corresponding provisions of any future U.S. Internal Revenue law, 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 organizations, as said Court shall determine.

### **Article IX. Membership**

The classes of membership shall be as follows:

- a. Active Members, collectively the "Active Membership,"
- b. Probationary Members, and
- c. Sustaining Members.

Collectively these classes constitute the "Membership."

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

a. Directors shall be elected as follows:

1. The elected members of the Board of the Corporation shall be: the chair, the vice chair, the treasurer, the secretary, the training officer and the operations officer.
2. The directors shall be chosen from the body of active members by a simple majority vote of the active members.
3. Nominations of directors shall be accepted from active members, commencing no later than 30 days prior to the election, and closing immediately prior to the elections. The elections shall be held during the annual general membership meeting.
4. The new officers shall take office immediately following the close of the annual general meeting.
5. Special elections to fill elected offices vacated mid-term shall be held during a business meeting or special meeting called according to Article III. Nominations for the vacant office will be opened at any regular business meeting prior to the business or special meeting and closed immediately prior to the election.
6. All terms of office shall end upon completion of the annual general meeting, or when their successors are elected.
7. Any elected officer can be removed from office by simple majority vote of all active members of the Corporation, or by resignation. Temporary replacement of the removed officer shall be by the Board until a special election can be held.

b. The Board of Directors (the "Board") shall have power and authority over the business of the Corporation between Membership meetings. The Board shall be subject to the orders, properly construed of the Membership. The Board shall not take any action that conflicts with decisions properly made by the Membership.

c. The Board shall meet no less than two times per calendar year.

d. To form a quorum, the Board must have a simple majority of Board members present or represented by proxy.

e. The Initial Directors shall be:

Chair:	Michael F. Kennedy	7119 Rivers Edge Rd, Columbia MD 21044
Vice-Chair:	Martin Jeunge	2910 S. Glebe Rd, Arlington VA 22206
Training Officer:	Steven Weiss	104 West Marshall St, Falls Church VA 22046
Operations Officer:	Alexander Bruce McLellan	118 Park Street, SE Vienna, VA 22180
Treasurer:	Robin Donnelly	1842 Lamont St NW, Washington DC 20010
Secretary:	Susan Levitt	2006 Golf Course Dr, Reston, VA 20191

### **Article XI. Membership Meetings**

Membership Meetings shall be held at least once per calendar year at such time and place as determined by the Board. Written notice stating the place, day, and hour of a meeting, and in case of a special meeting, the purpose or purposes for which it is called, shall be delivered, either personally, by postal mail or by e-mail to each active member. Notice shall be delivered not less than twenty-one or more than fifty days before the meeting.

### **Article XII. Mutual Aid And Protection**

Due to the inherent hazards and special requirements of search and rescue activities, the Board is authorized and empowered to establish agreements with appropriate Federal, State, and local authorities, and other organizations as necessary, to assure mutual aid, benefit, and protection in pursuance of the purposes of the Corporation. Furthermore, the Board shall establish appropriate arrangements to minimize or prevent undue personal loss or hardship by Active or Probationary Members, officers, or Directors of the Corporation during, or resulting from, the proper performance of their duties.

### **Article XIII. Amendments**

- a. Amendments to these Articles shall be made in the following manner:
  1. The Board 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 Membership Meeting.
  2. The proposed amendment shall be adopted upon receiving more than two-thirds of the votes cast by active members present or represented by proxy at the meeting. Written notice stating the place, day, and hour of the meeting where the proposed amendments shall be considered shall be delivered, either personally, by mail or e-mail, to each active member, not less than twenty-five nor more than fifty days before the date of the meeting, and this notice shall be accompanied by a copy of the proposed amendment.
- b. The Articles of Amendment shall be executed by the Chairman and Secretary of the Board, and shall set forth the name of the Corporation, the amendment adopted, and the date of the Board Meeting 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 active member, and a statement setting forth how notice was given, that a quorum was present at that meeting, and that such amendment received more than two-thirds of the votes cast by active members present or represented by proxy at such Membership Meeting.
- c. The registered office of the Corporation is 118 Park Street, SE, Vienna, Virginia 22180, which is located in the County of Fairfax, Virginia. The registered agent of the Corporation is Alexander Bruce McLellan, a Virginia resident and an officer of the Corporation.

IN WITNESS WHEREOF, I, the undersigned incorporator, have made, signed sealed and acknowledged these articles of Incorporation this 19<sup>th</sup> day of January 2005.

/s/ Alex McLellan

\_\_\_\_\_  
Alexander B. McLellan

STATE OF VIRGINIA  
COUNTY OF FAIRFAX, to wit:

I, \_\_\_\_\_, a Notary Public in and for the County aforesaid in the State of Virginia, do hereby certify that Alexander B. McLellan, whose name is signed to the foregoing Articles of Incorporation bearing date on 19<sup>th</sup> day of January, 2005 has personally appeared before me in my County aforesaid and acknowledged the same.

GIVEN under my hand this 19<sup>th</sup> day of January 2005.

/s/

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_