

CONSTITUTION AND BYLAWS OF THE LOUISVILLE GROTTO

A CHAPTER OF THE NATIONAL SPELEOLOGICAL SOCIETY, INC.

CONSTITUTION

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ARTICLE I: Name SECTION 1

The name of this organization shall be the "Louisville Grotto a Chapter of the National Speleological Society, Incorporated".

ARTICLE II: Object and Purpose SECTION 1

The object and purpose of the grotto shall be basically the same as those of the parent organization: to promote interest in speleology and the various related sciences; to promote conservation among its members and the public in general; and to provide fellowship among the members of the organization. The grotto shall exist as a not-for-profit organization, with all assets to be used for the various publications, material needs or conservation activities of the organization, and at no time for the personal gain of any individual member of members.

ARTICLE III: N.S.S. Affiliation SECTION 1

The Louisville Grotto shall exist as a local extension of the National Speleological Society, and shall be bound by the constitution and bylaws of the national organization. In the event of the dissolution of the Louisville Grotto, of the effectual change of the object and purpose of the organization in such a manner as to cause it to become, in anyway, a profit-making organization, all goods, chattels and properties of the grotto, or to which the grotto asserts ownership de facto, shall revert in ownership to the national organization. In the event that the national organization of the N.S.S. is no longer in existence at the time of the dissolution of the Louisville Grotto, or in the event that the national organization no longer holds tax exempt status, or in the event that properties, chattels, and assets of the Louisville Grotto, same shall be distributed to a fund, foundation or corporation organized and operating exclusively of the purposes specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, or any subsequent and superceding legislation.

ARTICLE IV: Not-for-Profit Declaration SECTION 1

The Louisville Grotto of the National Speleological Society does, and for all time shall exist as an organization which shall not constitute a profit making organization. No part of the net earning of the grotto shall inure to the benefit of, or in any way, be distributed to any member, trustees, officers, or other private persons, except that the grotto shall be authorized and empowered to pay reasonable compensation for services rendered, or materials delivered, and to make payments and distributions in the furtherance of the purposes of the organization as set forth in Article II, Section 1 of this Constitution. No substantial part of the activities of the grotto shall be directed toward the generation or distribution of propaganda or in any other way toward the influencing of legislation. The grotto shall in no way participate in, or intervene in any political campaign on behalf of any candidate for public office, Further, the grotto shall in no way, at anytime, carry on any activity not permitted of organizations holding not-for-profit status under section 501(c)(3) of the Internal Revenue Code of 1954 or any subsequent legislation thereto superceding.

ARTICLE V : Membership

SECTION 1

Regular membership in the Louisville Grotto shall be open to any person regardless of origin or beliefs who exhibits competent in conservation and caving safety, and who are members of the National Speleological Society, and who meet other requirements for membership as may be set forth hereinafter.

SECTION 2

The grotto shall, at all times, maintain 5 (five) members who are regular members of the National Speleological Society, Inc, in order to remain and be considered active by the NSS.

SECTION 3

Regular Membership

Regular membership is limited to members of the National Speleological Society at least 17 years of age. Any member of the National Speleological Society, Inc who in written form, expresses a desire to join the Louisville Grotto, may, at the discretion of a majority of the voting membership present at any regular or special meeting, be admitted to regular membership upon receipt of proper forms of application and current grotto dues. Regular members may hold office, have equal vote in all grotto matters, and shall count toward representation in the Congress of the National Speleological Society.

Associate Membership

As required by the NSS, any person who is not a member of the National Speleological Society or who is under seventeen years of age, and who expresses an interest, in writing by application for membership in the Louisville Grotto, may at the discretion of a majority of voting members present at any regular or special meeting be admitted to membership upon payment of current dues. Associate membership status shall not exceed a period of one year. Such membership conveys all of the privileges of regular membership, save that associate members shall not be eligible to hold elected office in the grotto, and do not have the power to represent the grotto in an official capacity at any N.S.S. function, or count toward representation in the Congress of Grottos. Associate membership may not be renewed for a second consecutive year; persons holding such membership must either join the national organization by the end of their first year of associate membership and apply for regular membership status, or re-apply for membership as a subscribing member with rights and privileges of that status only.

Family Regular Membership & Family Associate Membership

Any person, who is the spouse or dependent child of a regular or associate member in the grotto, may apply for membership as a family-regular or a family-associate member. Such membership conveys all rights and privileges of the regular or associate member to whom the dependant member is subordinate, save that the family member shall not receive publications, periodicals, or other mailing of the grotto, and must hold N.S.S membership to be eligible to hold elected office or count toward representation in the Congress of Grottos. A person may be accepted for family membership by a majority vote of those voting members in attendance at any regular or special meeting, and upon receipt of proper forms of application, and payment of current dues.

Honorary Membership

Honorary membership may be granted at the discretion of 2/3rds of the voting members present at any regular or special grotto meeting to existing grotto members of regular or family status only. Such membership shall constitute a lifetime membership in the Louisville Grotto exempt form the payment of grotto dues. Such membership, in the event the honorary member holds N.S.S. membership, shall entitle the holder to all rights and privileges of a regular member. In the event the honorary member does not hold N.S.S. membership, the right to hold elective office, and count toward representation in the Congress of Grottos shall not apply.

Subscribing membership

Subscribing membership shall be available to those persons who wish only to receive publication of the Louisville Grotto. Subscribing members shall be entitled to receive the Grotto Newsletter. Subscribing members may not vote or hold office. Subscribing members may be admitted to the grotto by the payment of subscription fees, and the completion of proper forms of application.

ARTICLE VI: Officers

SECTION 1

A. The officers of the Louisville Grotto shall be:

1. Chairman
2. Vice Chairman
3. Secretary
4. Treasurer
5. Program Coordinator
6. (3) Director

These officers will perform the prescribed duties as written in these bylaws and by the parliamentary authority adopted by the society.

B. The officers of the grotto shall constitute the executive committee of the grotto.

SECTION 2

A. The executive committee shall have the authority to meet aside from regular or special grotto meetings, and to carry out the business and policies of the grotto, provided that their actions shall be confined to those matters which have been voted upon and affirmed by majority of the voting members of the grotto present at a regular or special grotto meeting. The executive committee shall in no way have the authority to spend any funds not already appropriated by the grotto, or commit the grotto to any actions or policies inconsistent with any of the property, chattels, assets, or belongings of the grotto unless specifically authorized and then only in compliance with Section 501 (c) (3) of the Internal Revenue Code of 1954 or any subsequent legislation thereto superceding.

B. All officers of the Louisville Grotto must be regular members or honorary members and must hold current N.S.S. membership.

C. Officers shall be elected at the annual meeting for a period of one (1) year and shall take office after adjournment of the October annual meeting.

D. The office of Program Coordinator may be combined with another office at the same time.

E. Officers may succeed themselves in office.

F. A vacancy shall be declared on the executive committee in the event of:

1. The death of an office holder.
2. The resignation of an office holder
3. Missing three (3) consecutive regular grotto meetings

G. A vacancy may be declared on the executive committee in the event of:

1. The failure of an office holder to attend grotto functions or meetings for a period of three calendar months.
2. For other reasons as may from time to time exist.

H. Vacancies shall be declared by a majority vote of those voting members in attendance at any regular or special grotto meeting, and shall be filled by a special election at the meeting in compliance with the same rules and procedures for a regular election save that nominations and the vote may occur at the same meeting as the vacancy is declared to exist.

SECTION 3

A. The number of Directors of the Louisville Grotto shall be three (3). A Director can not be an officer and a Director at the same time.

B. Directors must be 21 years old or older, current members of the National Speleological Society, and have been voting members of the Louisville Grotto for at least one year.

C. The Directors shall serve staggered three (3) year terms, with one Director being elected each year.

D. Directors may succeed themselves in office one time. (Two consecutive terms.)

E. Vacancies shall be filled by the Chairman appointing an individual for a term to last until the next annual grotto meeting.

ARTICLE VII: Committees

SECTION 1

A. The chairman, with the approval of the executive committee shall name and create all committees, except for nominating committees, as are necessary to carry out the purposes of the Louisville Grotto, and the N.S.S. Those committees shall be in the form of standing and/or ad hoc committees, and shall contain as many members as are deemed necessary by the chairman. Specific standing committees shall exist for the purpose of:

1. Promotion and publicity.
2. Membership.
3. Safety
4. Conservation.
5. Research and Library
6. Internet

B. Ad hoc committees and standing committees serving functions other than these hereinafter mentioned shall cease to exist at the end of the term of office of the appointing chairman.

C. Appointments shall be made to standing committees annually by the chairman.

ARTICLE VIII: Meetings

SECTION 1

A. The meetings of the Louisville Grotto shall be as follows:

B. Regular meetings of the society shall be held on the first Wednesday of each month from October 1 through September 31 inclusive unless otherwise at a time and place, and on a date specified by proper motion and quorum vote of the regular membership of the grotto.

C. The regular meeting on the first Wednesday in October shall be known as the annual meeting and shall be for the purpose of electing officers, receiving annual reports of officers and committees, and for the other business that may arise.

D. Special Meetings as are deemed necessary by the Executive Committee and on 24-hour notice to all voting members, provided that the inaccessibility of members to be contacted shall not void the notification Procedure. Special meetings will be called only for the purposes of extra ordinary and pressing business, which cannot or should not, for the benefit of the grotto, wait until the next scheduled regular meeting.

SECTION 2

A. Those regular, associated, and honorary members present following proper notification of a meeting shall constitute a quorum, and in all cases shall decide the policies and actions of the grotto.

B. Members having the right to vote may do so while unable to attend a meeting by the assignment of a proxy vote, in writing, to another member, or by submitting a written statement of intent to the secretary prior to the meeting indicating the intended vote of that person on specific issues. Proxy votes may be challenged subject to confirmation by the member who has extended the proxy. Only in such cases where the vote of a proxy will have a direct bearing on the outcome of a vote, shall the proceedings be held in abeyance pending confirmation. In all other cases, the vote shall be final.

ARTICLE IX: Finances

SECTION 1

- A. The Treasurer will provide a monthly updated and itemized report to the Louisville Grotto to include all income and expenditures for that month.
- B. An annual budget sheet will also be submitted to the Grotto at the annual meeting and required copy to the Secretary for submission with the National Speleological Internal Organization report.
- C. All monetary business transactions will be completed within seven (7) business days of their approval.
- D. The treasurer will have sole responsibility for maintaining the Louisville Grotto Checking account and held accountable thereof.
- E. The Treasurer will choose a designee of his choice to give the monthly financial report to the grotto in his absence.
- F. Monthly treasury reports will be given by the individual of his designee in his Absence.

ARTICLE X: Parliamentary Authority

SECTION 1

A. The constitution and by-laws of the National Speleological Society are herein adopted and made a part here of as though they were spelled out in their entirety. In each and every case where there is a conflict between the constitution and by-laws of the NSS and the Louisville Grotto, the national constitution and by-laws shall take precedence.

B. Nothing in this constitution or its accompanying by-laws shall be interpreted as to say, imply, or in any other way cause this document to come in conflict with any law, rule, regulation, or code of the United States of America or any state or local governmental agency when such law, rule, regulation, or code pertains to requirements for qualification for non-profit status. In each and every instance where this is a conflict, the federal, state, or local law, rule, regulation or code shall supercede this constitution and be in full force and effect as though it were herein included, spelled out in its entirety, incorporated, and made a part of this constitution and its accompanying by-laws.

ARTICLE XI: Amendments to the Constitution

SECTION 1

1. This constitution shall be subject to amendment in the following manner:
2. A resolution in writing shall be presented and read at a regular business meeting, and placed in the form of a motion calling for adoption of the amendment.
3. The resolution and motion shall then be tabled until the following meeting, whether regular or special at which time the resolution and motion will again be read in their entirety,
4. A vote will then be taken requiring affirmative votes of 2/3rds of those voting members present at the meeting in order for the resolution to pass.
5. A motion to waive the second reading of the resolution may be made at the time the resolution is presented, provided it is established that all voting members of the grotto received written copies of the resolution at least one week prior to the meeting at which it is presented for consideration. The vote to waive shall be passed by a 3/4ths majority of those voting members present.

ARTICLE XII: Date of Passage

SECTION 1

This constitution shall be in full force and effect on and after its passage by 2/3rds or the voting membership of the grotto.

Date of passage:

March 7 2007

Attest:

Chairman: Jim Carter

Vice-Chairman: Kim Gentry

Secretary: Sherry Gowens

Treasurer: Sue Milburn

Director: Dave Weller

Director: Pat Stephens

Director: John Benton

BYLAWS of The Louisville Grotto of the National Speleological Society, Inc.

BYLAWS

1. Dues

Dues in the grotto shall be:

Regular Membership - \$20.00 per year.

Associate Membership - \$20.00 per year.

Family Membership - \$5.00 immediate family (spouses, significant other, children under 18) per year.

Honorary Membership - Exempt from paying dues.

Subscribing Membership - \$20.00 per year.

2. Disciplinary Actions:

Members may be expelled from the Louisville Grotto by a three-fourths vote of a quorum of members present at a meeting. Causes for disciplinary actions are, but not limited to, the following:

A. Persisting or flagrantly unsafe behavior while participating in Louisville Grotto activities

B. Failure to follow cave conservation principles of the NSS or violations of any state or local cave conservation laws.

C. Violation of laws or other behavior while participating in Louisville Grotto activities that causes an embarrassment to the Louisville Grotto.

D. Use of any assets/equipment of the Louisville Grotto for personal gain, financial or otherwise.

E. Use of Louisville Grotto membership for personal gain or misrepresenting the Louisville Grotto.

F. An expelled member may not reapply for membership for one full calendar year from the date of expulsion.

Acceptance of reapplication for membership will be made by a three-fourths (75%) majority vote of the quorum of a meeting.

3. The duties of the officers and directors shall be as follows:

A. Chairman

Duty of the Chairman will be to conduct the grotto meetings in a structured manor to include; a call to order, announce business in proper sequence, state and put to vote all questions that come before the assembly, protect the assembly from frivolous or dilatory motions and to expedite business in every way compatible with the rights of the members. In addition, the chair will be expected to authenticate by his or her signature, when necessary, all acts, orders, and proceedings of the assembly. The Chairman will sign all necessary bank documents required to both "have" and "grant" power to Louisville Grotto and Lone Star Preserve banking accounts information and access, before November meeting of the elect year. (Note: This has to take place. The ability to do business with the bank at Louisville, KY depends on it. Otherwise the elected Chairman cannot grant authority to the treasurer and secretary access to the safety deposit box or our P.O. Box, etc.) The Chairman will also appoint all special committees. The Chairman will also act as Ex-Officio member of all committees, standing, special or otherwise, except for nominating committees, and therefore there is no distinction between him or her and the other committee members. The Chairman will serve as a principal liaison with N.S.S. national organization.

B. Vice-Chairman

Duty of the Vice-Chairman, in the absence of the chairman, will be to perform all the duties of the Chairman. Vice-Chairman will also serve as Membership Chairman and assist other elected officers when needed.

C. Secretary

The Secretary will be responsible for recording the minutes of each grotto meeting and reading the minutes at each monthly meeting at the Louisville Grotto. The Secretary will, also, sign all necessary bank documents required to gain access to Grotto Safety Deposit box. In addition, the Secretary will conduct all such correspondences deemed necessary by the Louisville Grotto Executive Committee, keep organized and up to date records and paperwork and make use of the Grotto safety deposit box as needed. As required by the NSS, the Secretary and or Treasurer shall submit an annual report to the Internal Organization (I/O) committee, containing the following:

A list of members of the organization that notes who is an NSS member and claims this organization as their Primary Grotto.

1. A list of the organization's officers with their respective NSS numbers and mailing addresses
2. The mailing address of the organization
3. Whether or not copies of the organization's publications are being submitted as required by the NSS.

The I/O report must be submitted prior to the date set by the NSS I/O committee

D. Treasurer

The Treasurer will be responsible for maintaining the Louisville Grotto and Lone Star Preserve checking accounts, receiving all donations, collect all dues, and other monies and assets given to the Louisville Grotto. The Treasurer will, also, make expenditures of funds as approved by the Louisville Grotto Assembly, keep accurate records of all monetary transactions or other transactions involving assets of the Louisville Grotto, and complete any required reports, as described in Article X, Section 1.

E. Program Coordinator

To prepare and coordinate all monthly programs and activities of the grotto.

F. Directors

The duty of the Directors will be filling out any and all paperwork necessary by the State of Kentucky and to initiate and sanction the removal of an executive committee member from office.

Removing an Executive Committee Member

1. A regular motion, in writing, shall be made and allowed at the regular Grotto meeting.
2. Notice in writing of this motion shall be made to the membership at least one week prior to balloting.
3. The motion shall lay over until the next regular meeting, at which time it shall be read again and balloted upon. A two-thirds (2/) vote of the membership present shall be required for the motion to pass.

4. Elections of Officers shall be conducted under the following procedure:

A. A nominating committee consisting of three members shall be elected at the August business meeting to select at least one and preferably more candidates for each elected office, including a Director and shall report its recommendations at the October annual meeting.

B. The chair shall seek a vote at the September annual business meeting by a show of hands or written ballot at his or her discretion.

C. Ties in votes shall be broken by a second vote. If the vote remains the same following the second vote, the chair may cast its ballot in the matter.

D. In no case save the breaking tie, may the president cast a ballot in the matter.

E. In the event the incumbent chairman is a candidate for office, he shall relinquish the chair to another during the vote on his specific office and then resume the conduct of the elections himself.

5. Meetings

A. The grotto shall meet on the first (1st) Wednesday of each month at 7:00 PM at a place specified at the preceding meeting if other than at the Bonaire Branch of the Free Public Louisville Library.

B. The order of the conduct of the regular business meeting shall be at the discretion of the president, but shall include a call to order, reading of the minutes, treasurers' report, committee reports, special reports, trip reports, unfinished business, new business and adjournment.

6. Parliamentary

A. Roberts Rules of Order

Roberts Rules of Order shall be binding upon the procedures of the grotto, and serve as a principal liaison with N.S.S. national organization.

B. Changes to Bylaws These by-laws may be amended by a 2/3rds majority of the voting members present at any regular or special meeting of the grotto.