

BYLAWS OF THE NATIONAL SPELEOLOGICAL SOCIETY

I. MEMBERSHIP - DUES

- A. Applications for membership must be accompanied by payment of dues or life-membership fee. Applicants must signify that they support the goals and conservation policies of the society.
- B. The Board of Governors, by 2/3 vote, shall establish membership classes. The Board of Governors shall define the rights, privileges, and responsibilities of each membership class. Notwithstanding the rights and privileges of any membership class so established, the right of a member in good standing, 18 years of age or older, to vote or hold office in the Society, serve on Society committees, and to serve on the Board of Governors, shall not be restricted in any manner.
- C. The Board of Governors, by 2/3 vote, shall establish dues and payment plans for each membership class, and other fees as shall be needed to implement this bylaw.
- D. The Board of Governors, by majority vote, may provide special recognition for Members who elect to be so recognized in exchange for additional fees, as set by the Board of Governors.
- E. A serial number will be assigned to each member at the time of admission to the Society. Upon granting a request for reinstatement of a former member his original membership number will be reinstated.

II. AWARDS - GRANTS

- A. The Board of Governors, or an officer or committee to whom the Board has delegated the responsibility, may select recipients for awards and grants as specified in the Acts of the Board.
- B. An award is defined as a tangible or intangible recognition and appreciation for past actions of the recipient. A grant is defined as an amount of money given to a recipient to assist future actions and may have its use restricted by the Board of Governors as specified in the Acts of the Board.
- C. Honorary Membership is awarded by the Board of Governors to an individual for outstanding contributions to the field of speleology. Only one Honorary Membership may be awarded each year.
- D. William J. Stephenson Outstanding Service Award is conferred by the Board of Governors to an individual member in recognition of outstanding service to the Society and its goals. Only one Outstanding Service award may be conferred each year.
- E. Fellows are individual members of the Society who have been so designated by the Board of Governors for service over a number of years to the Society or the goals of the Society in speleological research, exploration, conservation, or administration. The number of fellows shall not exceed ten percent of the total Society membership.

III. ASSESSMENTS - GIFTS

- A. No special assessment may be made against the members of the Society. Voluntary contributions may be solicited by the Board of Governors for specific purposes.
- B. Gifts and bequests may be made to the Society in any form or amount and for any use compatible with the purposes of the Society. The Society may transfer such gifts and bequests, or any other of its funds or property, to the National Speleological Foundation to be administered for the benefit of the Society.
- C. Members and non members may be charged for Society publications not included with their memberships, for attending Society events, and for using its property, library, and other resources and data.

IV. BOARD OF GOVERNORS - OFFICERS - DIRECTORS

A. The Board of Governors shall consist of twelve directors plus the officers.

(1)

- (a) The directors shall serve for three years, four being elected each year to take office at the start of the first Board meeting following May of that year. A tie for fourth place shall be broken by an immediate ballot of those current officers and directors who are not tied for fourth place.
- (b) In the event that one or more vacancies develop, the Board may appoint interim directors. Their terms shall run until a successor to each vacancy can be elected through the normal elections process as described below and such successors take office. The elected successor then serves the remainder of the full term.
- (c) The number of votes cast for each candidate shall determine which are elected for three year terms and which for shorter terms to fill vacancies. In the event of ties for the shorter terms, such shall be broken by an immediate of current officers and directors, excluding any under interim appointment or any tied for fourth place.

(2)

- (a) Candidates for director shall be selected from among eligible Society members by a nominating committee of at least three members, appointed annually by the President and approved by the Board. Any eligible member may be nominated by a petition signed by twenty-five voting members. The ballot shall have provision for write-in votes. An incumbent completing two contiguous full terms as director is not eligible to run for reelection for one full term. Persons ineligible to run for reelection shall not be appointed to Director vacancies under Bylaw Section IV.A.(1)(b) nor as proxies under Bylaw Section IV.E.
- (b) The deadline for receiving ballots shall be no later than thirty days before the elected directors will take office. Ballots shall be made available to voting members at least forty-five days before the deadline for receiving ballots.
- (e) An announcement shall be published in the *NSS NEWS*, and otherwise distributed to all voting members, at least forty-five days before the deadline for receipt of nominations. The announcement shall identify the nominating committee, state the number of positions to be filled and the term of office of each, solicit suggestions for candidates, state the procedure and deadline for nominations.

(3) Officers of the Society shall be President, Executive-Vice President, Administrative Vice-President, Operations Vice-President, and Secretary-Treasurer.

- (a) At the meeting of the Board of Governors prior to the annual meeting, the directors shall convene and elect a President-Elect, who shall become President of the Society at the close of the subsequent opening session of the annual meeting of the Board of Governors. The term of office of the President is from the close of one opening session of an annual meeting to the close of the next such or until a successor is elected and installed. The President-Elect is not an officer of the Society and has no formal authority or responsibilities by virtue of holding that position. In the event a retiring president is elected a director in the same year, the President-Elect shall

serve as a director at the opening session of the annual meeting of the Board of Governors in place of the retiring President.

- (b) The vice-presidents of the Society shall be elected at an organizational meeting of the Directors of the Society, convened for that purpose following the close of the opening session of the annual meeting, but prior to any subsequent session or meeting of the Board of Governors. The term of office of vice-presidents shall be from one such organizational meeting to the next or until their successors are elected and installed.
 - (c) At the fall meeting of the Board of Governors the directors shall convene and elect the Secretary-Treasurer-elect. The term of office of the Secretary-Treasurer shall begin at the opening of the spring meeting of the Board of Governors.
 - (d) An Executive Search Committee, appointed by the directors, shall solicit nominations for President-Elect, vice-presidents, and Secretary-Treasurer by inserting suitable notice in the *NSS News* and other means. It shall distribute its list of candidates for officers to directors at least thirty days before the relevant elections. Additional nominations may be made during the election.
 - (e) The duties of the officers shall be those usually associated with the respective offices and such additional responsibilities as may be designated by the Board of Governors.
 - (f) In the absence of the President the Chairman of the Directorate shall perform the duties of this position until either the President is able to resume, the Directors elect a new President, or a President-elect is able to assume the position.
 - (g) Vacancies in the offices of Vice-Presidents and Secretary-Treasurer shall be filled by temporary appointment by the Chairman of the Directorate, so as to continue the business of the society. The COD shall promptly notify the Directorate of the vacancy, the proposed appointment, and obtain the advice and consent of the Directorate before making this appointment. The appointed officer shall be referred to as “acting” until regularly elected. At the next regular meeting the Directorate may elect the appointee to regularly fill the vacancy, or may elect another candidate. Notice shall be made to the membership by the Executive Search Committee of the vacancy and proposed election of an officer prior to the regular meeting as done for other elections of officers
- B. No member may serve simultaneously as a director and as an officer of the Society. Only eligible members of the Society may serve on the Board of Governors.
- C. The Directorate shall consist of the twelve elected Directors.
- (1) The Directors shall elect a Chairman of the Directorate (COD) from among themselves to preside at meetings of the Directorate and conduct such business as falls to the Directorate, as apart from the Board of Governors. Nominations for COD will be conducted during the closed session of the Directorate at the summer Board of Governors Monday meeting, with an election at the same meeting. The COD is the official contact for the Directorate. The COD is not an officer of the Society.
 - (2) Directorate business shall include, but is not limited to, the election of Officers of the Society, the appointment of Committee Chairman for committees that report to the Directorate, and the review of reports from such committees.
 - (3) Following any closed meetings, the COD shall report in open session any formal actions taken by the Directorate.

- D. Board of Governors Meetings.
- (1) The Board of Governors may be convened by action of the Board, by the President, or by petition of at least one third of the Board members. The President of the Society, or in his absence the Vice-President with the most time served as any officer, shall preside at meetings of the Board of Governors. One third of the directors and two officers, all present in person, shall constitute a quorum at meetings of the Board of Governors.
 - (2) There shall be an annual meeting of the Board of Governors at each annual convention, which shall be divided into an opening session on the first day of the convention, an adjourned session near the end of the convention, and such special sessions as shall be called by the President with due notice.
- E. Directors and officers must be forwarded notice at least two weeks in advance of meetings of the Board of Governors.
- F. Any member of the Board may appoint a proxy to speak and vote for him at a meeting of the Board of Governors. The proxy must be a member of the Society who would be eligible to serve on the Board of Governors. The proxy may act at one meeting for only one director or officer. The presiding officer must be notified of such proxy appointment prior to the meeting, or the proxy should file written authorization from his principal at the time of the meeting. Authorization should state whether or not discretionary voting powers have been given to the proxy.
- G. Committee chairmen may attend each meeting of the Board of Governors and have the privilege of speaking on matters relevant to the committee's function but shall have no vote.
- H. A group of members chartered by the Society shall have the right of sending a representative to a meeting of the Board of Governors for the purpose of presenting or discussing matters relating to the group, but shall have no vote.
- I. Any member of the Society may attend meetings of the Board of Governors and may be granted the privilege of the floor at the discretion of the presiding officer, but shall have no power to vote.
- J. Robert's Rules of Order, as Revised, shall govern all procedural questions arising at meetings of the Board of Governors.
- K. Each action approved by the Board of Governors that serves to establish new policies, to revise the governing body, or to establish new administrative procedures will be designated as an "Act." The President shall see that a record is kept of all Acts and that the record is made available to at least all members of the Society.
- L. If three percent (3%) of the voting members of the Society have signed a petition within a 13 month period requesting a referendum on a proposed Act, the Act must be submitted to the voting membership along with the next NSS election of Directors that has a deadline for nominations of at least 30 days after the signed petition has been given to the President of the Society, unless the Act has been approved by the Board of Governors since the circulation of the petition. If the proposal receives a majority favorable vote of ballots returned and marked concerning the proposed Act, the Act will become effective when the elected Directors are seated.
- M. Removal from office.
- (1) Officers and Directors may be removed from office for cause by disciplinary proceedings with a formal hearing by the Board of Governors as provided for in the parliamentary authority.
 - (2) Officers and Directors may be removed from office at the pleasure of the membership by a recall vote. If three percent (3%) of the voting members of the Society have signed a petition within a 13 month period requesting a recall vote

on a specific Officer or Director, and the petition has been given to the President of the Society 30 days prior to the annual NSS election of Directors, the recall proposal shall be placed on the ballot. A majority of those voting shall prevail.

- (3) An Officer or Director who fails to attend two out of three successive Board of Governors meetings in a twelve month period may be removed from office by a 2/3 majority vote of the Board of Governors.

V. CONVENTIONS - GROTOS CONGRESS - SPECIAL MEETINGS

- A. An annual convention shall be held at a place and time approved by the Board of Governors. A notice of the annual convention shall be forwarded to all members at least one month in advance of the date thereof.
- B. There shall be a congress held at least once a year for the purpose of affording the membership an opportunity to present their views on all problems relative to the operation of the Society.
 - (1) The Congress shall provide for representation of both internal organizations and individual members and shall be conducted in such a manner prescribed by the Board of Governors until formal rules for governing are adopted by the Congress itself. (Such rules were adopted in 1969.)
 - (2) The Congress shall have the power to pass resolutions; which resolutions must be considered by the Executive Committee before the next Board of Governors meeting. The President's report for that meeting shall discuss the resolutions.
 - (3) The Congress shall meet at the annual convention and at such other time as its rules may provide.
- C. Special meetings of the Society may be called at such time and places as approved by the Board of Governors. The entire membership shall be sent notices as to the date, place, and purpose of any such meetings at least two weeks in advance thereof.

VI. PERMANENT COMMITTEES AND COMMISSIONS

- A. Permanent committees and commissions shall be established to accomplish the work of the Society. The duties of each committee and commission shall be to study, promote interest in, and work toward the advancement of all matters pertaining to its field of activity. Any questions of conflicting jurisdiction of committees or commissions shall be resolved by the President. For administrative purposes the Board of Governors will divide the permanent committees and the permanent commissions into groups and will designate an officer of the Society to supervise the activities of each group.
- B. The chairmen of the permanent committees shall be appointed by the officer of the Society responsible for supervising the activities of the committee with the approval of the Board of Governors. Each chairman shall promote the activities of the committee and select the personnel unless otherwise directed by the Board of Governors. A chairman may appoint subcommittees to accomplish the work of the committee.
- C. The chairmen and members of permanent commissions shall be appointed by the officer of the Society responsible for supervising the activities of the commission with the approval of the Board of Governors. Commissions may appoint committees to accomplish the work of the commission.
- D. Other temporary committees or commissions may be appointed by the President as needed.

VII. INTERNAL ORGANIZATIONS

- A. Internal organizations are groups which have been chartered by the Society to further promote the purposes of the Society. The privileges and responsibilities of internal organizations, as well as the criteria by which they are chartered, shall be as set forth in the "Policy for Internal Organizations", as approved by the Board of Governors.
- B. A chapter (Grotto, Student Grotto) is an internal organization made up of individuals who reside in the same general locality or who cave together and maintain community by means of electronic or other communications.
- C. A Regional Association (Region) is an internal organization made up of individuals and organizations in a general geographic area.
- D. A Speleological Survey (Survey) is an internal organization made up of individuals and organizations engaged in gathering speleological data in a general geographic area.
- E. A Special Section (Section) is an internal organization made up of individuals involved in a common study or interest related to speleology.

VIII. PROPERTIES

- A. The Society may acquire real and personal property, including equipment, literature, and other materials for use by and on behalf of the membership.
- B. The Society may act as an agent on behalf of any member in the transfer of rights affecting photographs, literary compositions, and other speleological material under conditions approved by the Board of Governors.

IX. PUBLICATIONS

- A. The Society will issue and distribute regular publications consisting of a JOURNAL and NEWS and is empowered to issue and distribute special publications subject to regulations governing the subject matter, publication dates, sales, and distribution as prescribed by the Board of Governors.
- B. Copies of publications issued by internal organizations will be made available to members of the Society upon payment of the requisite subscription fees, and additional copies will be distributed as prescribed in the "Policy for Internal Organizations".

X. LIBRARY

- A. The Society will maintain a library of speleological subjects and topics for use of members including technical publications, textbooks, charts, maps, photographs, prints, reprints, transparencies, periodicals, both domestic and foreign.

XI. EXPULSION OF MEMBERS

- A. A member not exempt from paying dues shall be automatically dropped for failure to pay.
- B. By a two-thirds vote the Board of Governors may expel a member for disregard of accepted safety or conservation practice or the rights of a cave owner or for other conduct detrimental to the Society. A member subject to expulsion is entitled to a private hearing before the Board.

XII. AMENDMENT OF THE BYLAWS

- A. These bylaws may be amended only by:
 - (1) Unanimous approval of those present at a Board of Governors meeting at which three quarters of the Board members or their personally appointed proxies are present; or

- (2) Presenting the proposed amendments in writing to the Board of Governors at least one meeting prior to their consideration, or by mail to each member of the Board at least one month prior to their consideration, and approval of two thirds of the Board members or their personally appointed proxies present at the next Board meeting. Under the above two procedures only minor changes of language from that presented may be allowed at the time of adoption.
- (3) If 5 percent of the voting members of the Society have signed a petition within a fifteen-month period requesting a referendum on a proposed amendment to these Bylaws, the amendment must be submitted to the voting membership along with the next NSS election of directors that has a deadline for nominations at least thirty days after the signed petition has been given to the President of the Society, unless the proposed amendment has been previously approved by the Board of Governors as provided above. If the proposal receives a two-thirds favorable vote of ballots returned and marked concerning the proposal the amendment will become effective when the elected directors are seated.

XIII. DISSOLUTION

In the event of dissolution the assets of the organization shall be distributed to the National Speleological Foundation. However, if the National Speleological Foundation is not then in existence or no longer is a qualified distributee or unwilling or unable to accept the distribution, the assets of the organization shall be distributed as may be determined by the Board of Governors or by a court of competent jurisdiction upon application of the Board of Governors to a fund, foundation, or corporation organized and operated exclusively for scientific or educational purposes which would then qualify under provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or hereafter may be amended.

As amended through November 2005.

Bylaws amended after November 2005 are annotated: Section - Date: Agenda Item Number

- Bylaw I.B.(14) – 07-27-07:22
- Bylaw I.B.(1), (3), (4) and I.D. – 03-31-12:1a-d
- Bylaw II.A. and B. – 03-31-12:2
- Bylaw III.A. and C. – 03-31-12:3
- Bylaw IV.A.(1)(d), (3)(c) and (d), B., C., D., E., I., and M. – 03-31-12:4a,c,e,f,g,h
- Bylaw IV.A.(1)(b) and (c) – 03-31-12:26
- Bylaw IV.A.(1)(a) and (c), (2)(b) – 06-29-12:6
- Bylaw IV.A.(2)(a) – 06-29-12:21
- Bylaw IV.A.(2)(c) – 06-29-12:22
- Bylaw IV.A.(3)(f) – 06-29-12:23
- Bylaw IV.C – 11-09-13:23
- Bylaw V.B. (2) - 03-15-14:6
- Bylaw IV.A.(3)(c) – 03-15-14:12
- Bylaw IV.C.(1) – 07/14/14:17
- Bylaw I.B, C, and D – 10/25/14:5
- Bylaw IV. add part L. – 07-18-16:19
- Bylaw IV.A (3) add part (g) – 07-18-16:20