

# Mid-Appalachian Region of the National Speleological Society, Inc. Articles of Incorporation

08/26/2009

The undersigned incorporators desire to incorporate a nonprofit corporation under the Pennsylvania Nonprofit Corporation Act of 1988 and state in accordance with 15 Pa. Cons. Stat. § 5306:

1. The name of the corporation is the Mid-Appalachian Region [of the National Speleological Society, Inc.]
2. The corporation's initial registered office is 625 Carbon Avenue, Harrisburg, PA 17111-4526
3. The purposes for which the corporation is incorporated are exclusively charitable, educational, recreational, and scientific within the meaning of section 501(c)(7) of the United States Internal Revenue Code or the equivalent section of any future federal tax code (the "Code"), including without limitation to promote interest in and advance in any and all ways the study and science of speleology and the protection of caves and their natural contents, to promote fellowship among those interested therein, particularly within the Mid-Appalachian region, and to promote the charitable, educational, and scientific purposes of the National Speleological Society, Inc., a District of Columbia nonprofit corporation, to the extent those purposes fall within the Code.
4. The Constitution and Bylaws of the National Speleological Society shall be binding on the corporation. Any action inconsistent therewith shall be null and void.
5. The corporation is organized on a non-stock basis.
6. The term of the corporation is perpetual.
7. The corporation shall have cavers, representatives, directors, and officers as provided by its bylaws.
8. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings shall inure to the benefit of its members, directors, or officers or other private persons, except that the corporation may pay reasonable amounts for goods, wages and salaries, and services provided to it and make payments in furtherance of the purposes set forth in paragraph 3 above.
9. The corporation may engage in all legal activities consistent with its purposes set forth in paragraph 3 above.
10. Upon dissolution of the corporation, its net assets shall be distributed for charitable, educational, and scientific purposes within the meaning of section 501(c) (3) of the Code. The surplus funds of the corporation are prohibited from being used for private inurement to any person in the event of a sale or dissolution of the corporation.
11. The incorporators constitute a majority of the members of a committee authorized to incorporate the Mid-Appalachian Region, an unincorporated association authorized by the National Speleological Society, Inc., under the organic law of that association for the amendment of its organic law.
12. The names and addresses of the incorporators are:

Keith D. Wheeland,	2191 Mountain View Ave., State College, PA 16801
William B. White,	4538 Miller Road, Petersburg, PA 16669
Elizabeth L. White,	4538 Miller Road, Petersburg, PA 16669

In testimony whereof, the incorporators have signed these Articles of Incorporation on the date(s) below:

\_\_\_\_\_  
Dated: \_\_\_\_\_

\_\_\_\_\_  
Dated: \_\_\_\_\_

\_\_\_\_\_  
Dated: \_\_\_\_\_

**Mid-Appalachian Region (MAR) of the  
National Speleological Society, Inc.**  
**Bylaws**  
08/26//2009

**Article 1. Regional Council.**

1.1. The business and affairs of the Corporation shall be managed by a board of directors known as the Regional Council.

1.2. The Regional Council shall consist of two individual Representatives selected annually by each MAR Grotto and two Representatives who represent the Grotto independent NSS members as described in Article 5. The method of selection of any Representative shall be determined by the group being represented. Representatives' terms shall begin upon actual notice of their selection to the Secretary of the Corporation. Vacancies in the Regional Council shall be filled by the MAR Grotto from whence the vacant position arose. The remaining Representatives to the Regional Council shall be the final authority in any controversy regarding the selection of any Representative.

1.3. The Regional Council shall hold an annual meeting, commonly known as "The Business Meeting", at such time and place as the Regional Council shall decide. The Corporation, and each MAR Grotto shall be notified of such time and place at least one month in advance. Any Member of the Corporation shall be entitled to attend the annual meeting of the Regional Council.

1.4. The Regional Council may hold such other meetings in such manner, time, and place as determined by the Regional Council or by the Chairperson. Such other meetings may be conducted in person or by telephonic, electronic, internet, or other means which allows virtually-simultaneous communication among Representatives, or any combination of any such means. The Representatives of the Regional Council and the officers of the Corporation shall be notified of such manner, time, and place of such other meeting at least ten days in advance, or some reasonable period in advance if emergent circumstances warrant less than ten days' notice.

1.5. Representatives may be represented by written proxy at any meeting of the Regional Council. Where only one Representative from an MAR Grotto attends a meeting of the Regional Council, that Representative shall be presumed to hold the proxy of the other Representative from that MAR Grotto, unless the Secretary of the Corporation has been informed otherwise. No person may hold more than one written proxy.

1.6. At least one Representative from a majority of the MAR Grottos which have selected at least one Representative to the Regional Council shall constitute a quorum for any meeting of the Regional Council.

1.7. Any action that may be taken by the Regional Council at any meeting may be taken by the written consent of all Representatives on the Regional Council.

1.8. Representatives to the Regional Council may be removed by the group which they represent in a manner determined by that group. The remaining Representatives to the Regional Council shall be the final authority in any controversy regarding the removal of any Representative.

**Article 2. Cavers of the Region.**

2.1. The Cavers of the Region shall consist of the members of each MAR Grotto, and Grotto independent NSS members as described in Article 5. A Caver of the Region who is a member of an MAR Grotto need not be a member of the NSS. The sole organizational function of the Cavers of the Region is to elect the officers of the Corporation.

2.2. The Corporation shall maintain a list of Cavers of the Region for the purposes of notification, and other purposes as described in Acts of the Corporation.

2.3. The Cavers of the Region shall meet annually to elect three persons for officers of the Corporation. The annual meeting shall be held in person at such time and place as determined by the Regional Council or by the Chairperson. The MAR Grottos, the Representatives of the Regional Council, the officers of the Corporation, and those Cavers of the Region who have qualified to be on the mailing list shall be notified of such time, and place of such other meeting at least one month in advance.

2.4. Nominees for officers of the Corporation shall be members of the NSS and a Caver of the Region. Candidates shall be selected in such manner as the Regional Council shall determine. Such election shall be conducted in such manner as the Regional Council may determine, which may include without limitation, acclimation, voice vote, show of hands, or secret ballot.

2.5. Notwithstanding paragraphs 2.3. and 2.4. above, where the only business before the Cavers of the Region for their annual meeting is the election of nominees, and where the Regional Council determines that an in-person meeting of the Cavers of the Region is not practical, the Regional Council may conduct such election by mail or email in lieu of an annual meeting of the Cavers of the Region. The manner of such mail or email election shall be determined by the Regional Council. Where such election is to be conducted by mail or email, the Regional Council shall solicit nominations from, distribute a slate of candidates to, and collect ballots from the Cavers of the Region through the MAR Grottos, allowing sufficient notice for each. The Regional Council may also solicit nominations directly from, distribute a slate of candidates directly to, and/or collect ballots directly from the Cavers of the Region.

2.6. The Regional Council shall resolve any dispute or tie vote arising in connection with the election of nominees.

2.7. The Cavers of the Region shall hold such other meetings at such time and place as determined by the Regional Council. The MAR Grottos, the Representatives of the Regional Council, the officers of the Corporation, and those Cavers of the Region who have qualified to be on the mailing list shall be notified of such time, and place of such other meeting at least one month in advance.

2.8. At least one Caver of the Region from a majority of the MAR Grottos shall constitute a quorum for any meeting of the Cavers of the Region.

### **Article 3. Officers.**

3.1. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, and such other officers as the Regional Council may establish from time to time. Officers shall be members of the NSS and Cavers of the Region, but need not be a Representative to the Regional Council. No two offices may be held by the same person.

3.2. The Chairperson, the Vice-Chairperson, and the Secretary shall be natural persons selected annually from amongst the three candidates for officers of the Corporation elected by the Cavers of the Region. Such selection shall be made unanimously by the nominees themselves, or if they are unwilling or unable to do so, by the Regional Council.

3.3. The Treasurer shall be appointed by the Regional Council and shall serve until he or she resigns, is unable to serve, or is removed or replaced by the Regional Council.

3.4. The Chairperson shall act as president of the Corporation. He or she shall serve as the chair of meetings of the Members of the Corporation and of the Regional Council. The Chairperson shall supervise the day-to-day affairs of the Corporation, consistent with the policies and directions of the Regional Council.

3.5. The Vice-Chairperson shall assist the Chairperson in the performance of the Chairperson's duties and shall perform those duties when the Chairperson is absent or unwilling or unable to do so.

3.6. The Secretary shall keep minutes of all meetings of the Cavers of the Region and the Regional Council and shall have charge and custody of all records of the Corporation. The Secretary is responsible for keeping

the MAR records up to date with the NSS and for submitting the annual report to the Internal Organizations Committee of the NSS.

3.7. The Treasurer shall have charge and custody of all funds of the Corporation and shall maintain an accurate account of all such funds. The Treasurer shall present a financial report at the business meeting and at other times upon request by the Regional Council. The Treasurer shall submit any necessary filings with local, state, and federal governments.

3.8. Officers may be removed upon due process by the Regional Council at any time.

#### **Article 4. Amendments**

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the members present and voting at any regular meeting of the Regional Council, when the notice of the meeting states that a bylaw change is proposed and to be voted on at that meeting. No such alteration, amendment, repeal, or adoption of any bylaw shall be voted on by the Regional Council at any regular or special meeting, unless written notice of the proposed change is sent to each Representative at his/her last known address at least twenty-one (21) days before such meeting; however, two-thirds of the members present and voting at a regular annual Regional Council meeting may amend the bylaws without further notice. Bylaw changes shall not be considered at a special Regional Council meeting called by the Chairperson alone.

#### **Article 5. Miscellaneous.**

5.1. "Annual," as used herein, refers to once per fiscal year of the Corporation.

5.2. "NSS" as used herein, refers to the National Speleological Society, Inc., a District of Columbia nonprofit corporation ("NSS").

5.3 "MAR" as used herein, refers to the Mid-Appalachian Region of the NSS which encompasses the States of Delaware, Maryland, New Jersey, and Pennsylvania.

5.4. "MAR Grotto" as used herein, refers to active Chapters of the NSS located within the MAR.

5.5. "Grotto independent NSS members" as used herein, refers to NSS members who reside within the MAR and who are not members of any MAR Grotto.

5.6. "Corporation" as used herein refers to the Mid Appalachian Region of the National Speleological Society, Inc.

5.7. The fiscal year of the Corporation shall be a calendar year.

5.8 Notice, where required herein, shall be deemed complete by mailing, delivering, completing a telephone call, or emailing a notice to the current mailing address, address, telephone number, or email address, respectively, of the person or MAR Grotto to be notified in the records of the Corporation, except that mailing shall be by first class mail and shall be deemed complete five days after the mail is deposited. Notice to all MAR Grottos shall constitute notice to all Cavers of the Region, including Members of the Corporation who are not members of any MAR Grotto.

#### **Article 6. Limited Liability.**

(a) Except as provided in paragraph (b), no MAR member,(or former MAR member) shall be personally liable for monetary damages for any action taken as an MAR member in the performance of their duty to the Corporation or any failure to take any action unless the MAR member has breached or failed to perform the duties of his or her office in accordance with section 5712 of the Nonprofit Corporation Law of 1988 (the NCL) and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) This limitation of liability shall not apply to responsibility or liability of an MAR member pursuant to a criminal statute or the liability of an MAR member for the payment of taxes pursuant to local, State, or Federal law.