

BYLAWS
of
NEAR NORMAL GROTTO, Inc.

ARTICLE 1

PURPOSES

The Corporation is organized for the purpose of providing opportunities to members to participate in cave exploring; to promote conservation activities as determined by the members of the association; and to engage in, or support educational research relating to cave exploration.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its director, officers, or other private 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 2

OFFICES

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3

MEMBERS

Section 3.1—General Membership. "The Corporation shall have members as may be admitted to the Corporation by the Board of Directors of the Corporation pursuant to a signed application which shall be accompanied by dues in an amount determined from time to time by the Board of Directors of the Corporation."

Section 3.2—Honorary Life Membership. "The Board of Directors may confer honorary life membership into the Corporation and its benefits to individuals based on meritorious service consistent with the goals of the Corporation and the National Speleological Society."

- Honorary life membership entitles the honoree to all benefits of a regular member of the Corporation, consistent with the policy of the National Speleological Society, with regular membership dues of the Corporation being waived.
- Individuals may be nominated for honorary life membership by any member of the Corporation in good standing and submitted in writing to the Board of Directors of the Corporation. The nomination will include justification for the honor to be bestowed. Nominations must be received by the Board of Directors of the Corporation three months prior to the year of the honor being bestowed.
- The Board of Directors of the Corporation may confer one (1) honorary life membership per year, but not limited to one (1) if situations merit it. Honorary life membership is conferred on an individual upon a 4/5 majority vote by the Board of Directors of the Corporation.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.1—General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 4.2—Number, Tenure, Election, and Qualifications. The number of directors of the Corporation shall be five (5). Directors shall be elected to specific duties and offices. Directors shall be elected by the members and hold office for a term of one (1) year and until a successor has been elected and qualified. Any director may resign at any time by giving not less than thirty (30) days' written notice to the President or the Secretary. A resignation need not be accepted in order to be effective.

Section 4.3—Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year without other notice than this bylaw at such time and place as the Board of Directors shall by resolution provide.

Section 4.4—Special Meeting. A special meeting of the Board of Directors may be called by or at the request of the President or any two (2) directors, and any such special meeting shall be held at a place to be fixed by the President of the Corporation.

Section 4.5—Notice. Except as otherwise prescribed by law, written or actual oral notice of the time and place of any meeting of the Board of Directors shall be given at least five (5) days previously thereto. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless required by law, the Articles of Incorporation, or these Bylaws.

Section 4.6—Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all directors entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Illinois General Not-for-Profit Corporation Act of 1986, or in any other document.

Section 4.7—Quorum. A majority of the whole Board of Directors shall constitute a quorum for the transacting of business at any meeting. If less than a majority of the directors is present, a majority of the directors present, or if only one director is present, then that director may adjourn the meeting without further notice.

Section 4.8—Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these Bylaws.

Section 4.9—Vacancies. Any vacancy, however occurring, in the Board of Directors and any directorship to be filled by reason of an increase of directors may be filled by the Board of Directors. An individual elected to fill a Director vacancy shall be elected for the unexpired term of his predecessor in office.

ARTICLE 5

OFFICERS

Section 5.1—Number. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Member at Large, and such other officers and assistant officers as may be elected or appointed by the Board of Directors. The same persons may hold any two (2) or more offices, except the offices of President and Secretary. Directors may also be officers of the Corporation.

Section 5.2—Election and Term of Office. The officers of the Corporation shall be elected for a term on one (1) year by the Board of Directors at the regular annual meeting and may serve for more than one (1) consecutive term. If the election of officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until such officer shall resign or shall be removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer may resign at any time by giving not less than thirty (30) days' notice to the Board of Directors, the President or the Secretary. A resignation of an officer need not be accepted in order to be effective.

Section 5.3—Removal. Any officer may be removed by the Board of Directors, either with or without cause, whenever in its judgment the best interests of the Corporation shall be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.4—Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5—President. The President of the Board shall be a director and shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors, and shall supervise and manage all affairs of the Corporation.

Section 5.6—Vice-President. The Vice-President of the Board shall preside at all meetings of the Board of Directors at which the President is absent and shall perform such other duties as may be assigned by the Board of Directors.

Section 5.7—Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties, in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall [a] have custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source, and deposit all such money in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 6 of these Bylaws; and [b] in general, perform all the duties incidental to the office of Treasurer and such duties as from time to time may be assigned by the President or by the Board of Directors.

Section 5.8—Secretary. The Secretary shall [a] see that all minutes of all meetings of the Board of Directors; [b] see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; [c] be custodian of the corporate records and of any seal of the Corporation and that any seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized under the provisions of these Bylaws; [d] keep a register of the post office addresses of each director or committee member which shall be furnished to the Secretary by such director or committee member; and [e] in general, perform all duties incidental to the office of Secretary and such duties as may from time to time be assigned by the President or by the Board of Directors.

ARTICLE 6

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 6.1—Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instruments.

Section 6.2—Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination, such instruments may be signed by the Treasurer and countersigned by one other officer.

Section 6.3—Deposits. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE 7

RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and shall keep at its registered office or principal office a record giving the names and addresses of the directors and committee members. All books and records of the Corporation may be inspected by any director, or any director's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 8

FISCAL YEAR

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

ARTICLE 9

SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal, Illinois”.

ARTICLE 10

NOTICES

Section 10.1—Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director or member of any committee designated by the Board of Directors, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid, and addressed to or by delivering it to a telegraph company, charges prepaid, for transmission to such director or committee member either at such director or committee member’s address as it appears on the books of the Corporation or at the business address of a director or committee member, or delivered by electronic mail and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails, delivered to the telegraph company, or to be delivered by electronic mail. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled to such notice as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation, or these Bylaws.

Section 10.2—Waiver of Notice. Whenever notice is required to be given under the provisions of the Illinois General Not-for-Profit Corporation Act of 1986 or under the provisions of the Articles of Incorporation or these Bylaws of the Corporation, a waiver of such notices in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be determined equivalent to the giving of such notice.

ARTICLE 11

INDEMNIFICATION

Each person who at any time is or shall have been a director, officer, employee, or agent of this Corporation, or is or shall have been serving at the request of the Corporation as a director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Corporation in accordance with and to the full extent permitted by the Illinois General Not-for-Profit Corporation Act of 1986 as in effect at the time of adoption of this bylaw or as amended from time to time, or as permitted by and subsequent Illinois or federal law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not-for-Profit Corporation Act of 1986 as in effect at the time of adoption of this bylaw or as amended from time to time, or as permitted by any subsequent Illinois or federal law.

ARTICLE 12

AMENDMENT AND ADOPTION

The Board of Directors may alter, amend or repeal these Bylaws and may adopt new Bylaws.