

**National Speleological Society
Vertical Training Commission**

Bylaws

Article 1. Purpose and Governing Instruments

Section 1.01 Purpose. The specific purposes of the Vertical Training Commission (“VTC” or “Commission”) are described in the current version of the VTC charter, as approved by the Board of Governors of the National Speleological Society (NSS; Act 91-976 and Appendix BP).

Section 1.02 Governing Instruments and Construction. VTC is governed by its current charter and bylaws. In the case of any conflict between the charter and these bylaws, the charter controls.

Article 2. Membership

VTC does not have members.

Article 3. Board

Section 3.01 Structure and Composition. The structure and composition of the VTC board are as specified in the charter.

Section 3.02 Nomination, Appointment, and Terms of Office. Nomination, appointment and terms of office for board members are as specified in the charter. The board must establish appropriate procedures to ensure a fair, transparent, and timely process for nominations for expiring positions. The board must provide nominations for expiring positions to the NSS administrative vice president (AVP) no later than 60 days prior to the annual meeting, in order to allow sufficient time for their consideration and appointment. If there are no nominees submitted within 30 days prior to the annual meeting or if in the opinion of the NSS AVP no nominee is qualified to serve, the NSS AVP may appoint any NSS member who in their opinion is qualified to serve. Terms for newly appointed board members begin at the beginning of the annual meeting.

To establish staggered terms for regional coordinators, the terms of the initial group of regional coordinators will expire in the following years: Northeastern, Central, and Western - 2023; Eastern, South Central and Pacific Northwest – 2024; Southeastern, and Rocky Mountain - 2025. To establish staggered terms for officers, the initial terms for the national coordinator will expire in 2023, and the initial term for the secretary-treasurer and education coordinator will expire in 2024.

Section 3.03 Powers and Duties. Subject to the charter and these bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the board has the control and management of the affairs and operations of VTC and may exercise all the powers that may be exercised by VTC.

Section 3.04 Meetings. The board must hold an annual meeting as specified in the charter. The annual meeting must include a mechanism of soliciting input and recommendations on VTC structure, education, and proficiencies from all interested parties. The annual meeting must also include either a written report from the curriculum committee or slide presentation, as determined by the education coordinator. The board may hold regular meetings at such times as the board may from time to time determine. The national coordinator or a majority of the board members then in office may call special meetings at any time. Open sessions of board meetings will be open to the NSS membership, and will include an opportunity for interested members to provide input. At any meeting, the board may meet in closed session to discuss legal or personnel issues or other sensitive issues warranting confidentiality. To the extent feasible, results of actions taken during closed session must be reported in open session and recorded in the minutes.

Section 3.05 Applicability of Robert’s Rules of Order Newly Revised. Unless otherwise required under the charter or these bylaws, or approved policies and procedures, Robert’s Rules of Order Newly Revised will govern parliamentary procedure in any meeting of the board or any of its committees.

Section 3.06 Notice of Meetings. Publication of the annual meeting date and time in the NSS convention calendar will constitute notice of the annual meeting. The secretary-treasurer or their designee must provide at least 14 days notice to board members and to the NSS membership of regular meetings. Publication on the VTC website of the dates and times of regular meetings at least 14 days prior to each meeting will constitute notice to the NSS membership. In the event that a regular meeting needs to be rescheduled such that this notice requirement cannot be achieved, the meeting will be considered a special meeting for notice purposes.

Unless waived as contemplated below, special meetings of the board may be called on four days’ notice by telephone or by electronic transmission, to each board member. Except as otherwise expressly provided by statute, the charter, or these bylaws, a notice or waiver of notice does not need to specify either the business to be transacted or the purpose of the meeting, and any business within the legal province and authority of the board may be transacted at any board meeting duly held as provided in these bylaws.

Attendance by a board member at a board meeting, either in person or remotely, constitutes waiver of notice of such meeting, unless a board member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. If all of the board members have waived notice of any meeting either before or after such meeting, such meeting must be deemed valid for all purposes. In any case, any acts or proceedings taken at a board meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent board meeting that is legally and validly called.

Section 3.07 Quorum. A quorum of six board members attending is required in order to conduct business at any board meeting.

Section 3.08 Vote Required for Action. Except as otherwise provided by statute, the charter, or these bylaws, the act of a majority of the board members voting at a meeting at which a quorum is present at the time is the act of the board.

Section 3.09 Action Without a Meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or any such committee must be filed with the minutes of the proceedings of the board or such committee.

Section 3.10 Action by Mail Ballot. Any action which may be taken at any meeting of the board or any of its committees may be taken by mail ballot as defined in the then current NSS Acts of the Board 06-183, and subject to its provisions pertaining to mail ballots. Mail includes any means of transmission capable of producing a verbatim written instrument in the hands of the recipient, including email and facsimile as well as original hard copy via the U.S. Postal Service or private courier.

Section 3.11 Remote Participation. Any one or more members of the board or any committee thereof may participate in a meeting of the board or such committee by means of audio and/or video conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

Section 3.12 Delegation. In case of the absence of any officer, or for any other reason that the board may deem sufficient, the national coordinator or their designee may at any time and from time to time delegate all or any part of the powers or duties of any officer to any other officer or to any board member. If the absence is in the national coordinator position, and the national coordinator is unable or unwilling to delegate or appoint a designee, the secretary-treasurer or their designee may temporarily assume the powers and duties of the national coordinator position.

Section 3.13 Confidentiality. All members of the board and any of its committees must respect the confidentiality of any discussions pertaining to matters of a legal or personnel nature.

Section 3.14 Minutes. The secretary-treasurer or their designee must make a written record of all board meetings. Draft minutes must be distributed to the board within 30 days and require a majority vote for approval. Minutes for open-session meetings must be made publicly available within 30 days after approval.

Section 3.15 Term Limits, Vacancies, and Removal. Term limits and provisions for vacancies and removal are as specified in the charter. Additionally, a vacancy will exist in the education coordinator position in the event that their curriculum-committee membership has expired and they have not been re-appointed to the curriculum committee. Any board member who misses three out of any four consecutive board meetings may be removed by the affirmative majority vote of the board at any board meeting.

Section 3.16 Resignation. Any board member may resign from office at any time by delivering a resignation in writing to the board. The acceptance of the resignation, unless required by its terms, is not necessary to make the resignation effective.

Section 3.17 Replacement. In the event of a vacancy occurring prior to a term expiration in a position other than that of the education coordinator, the board must nominate by majority vote

one or more replacement candidates to fill the remainder of the unexpired term. In the event that a vacancy occurs in the education coordinator position, the remaining members of the curriculum committee must nominate by majority vote one or more replacement candidates from the current curriculum committee membership to fill the remainder of the unexpired term. All replacement nominations are subject to approval by the NSS administrative vice president (AVP). If there are no nominees submitted within 30 days following a vacancy or if in the opinion of the NSS AVP no nominee is qualified to serve, the NSS AVP may appoint any qualified NSS member.

Section 3.18 Committees. In addition to the curriculum committee described in Article 4, the board, by resolution adopted by a majority of the entire board, may designate from among the board members an executive committee or other standing committees, each consisting of two or more board members, to serve at the pleasure of the board, and each of which, to the extent provided in such resolution, will have the authority of the board. The board may designate one or more board members as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 3.19 Master Trainers and Trainers. The board will develop a set of policies and procedures governing the qualification of master trainers and trainers, as described in the charter.

Article 4. Curriculum Committee

Section 4.01 Structure and Composition. The structure and composition of the curriculum committee are as specified in the charter.

Section 4.02 Nomination, Appointment, and Terms of Office. Nomination, appointment and terms of office for curriculum-committee members are as specified in the charter. The board must establish appropriate procedures to ensure a fair, transparent, and timely process for nominations for expiring positions. The board must provide nominations for expiring positions to the NSS administrative vice president (AVP) no later than 60 days prior to the annual meeting, in order to allow sufficient time for their consideration and appointment. Terms for newly appointed committee members begin at the beginning of the annual meeting. If there are no nominees submitted within 30 days prior to the annual meeting or if in the opinion of the NSS AVP no nominee is qualified to serve, the NSS AVP may appoint any individual who in their opinion is qualified to serve.

To establish staggered terms for the six authorized curriculum committee members other than the education coordinator, one of the initial committee members' terms will expire in 2023, two will expire in 2024, one will expire in 2025, and two will expire in 2026. The education coordinator must determine the term expiration years for each of the six other initial curriculum committee members, and must notify the VTC secretary-treasurer of their determinations no later than 31 December 2022.

Section 4.03 Powers and Duties. The powers and duties of the curriculum committee are as described in the VTC charter.

Section 4.04 Meetings. The curriculum committee will meet on a frequency to be established by the education coordinator.

Section 4.05 Policies and Procedures. The curriculum committee may develop and adopt by majority vote of the committee members then in office a set of policies and procedures to govern their operations, including, but not limited to, procedures by which the board will provide feedback to the committee with respect to curricula developed by the committee. Such policies and procedures will become effective upon approval by the board.

Section 4.06 Quorum. A quorum of four committee members attending is required in order to conduct business at any committee meeting.

Section 4.07 Vote Required for Action. Except as otherwise provided by statute, the charter, these bylaws, or the approved committee policies and procedures, the act of a majority of the committee members voting at a meeting at which a quorum is present at the time is the act of the committee.

Section 4.08 Action Without a Meeting. Any action required or permitted to be taken by the committee may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the committee must be filed with the minutes of the committee.

Section 4.09 Action by Mail Ballot Any action which may be taken at any meeting of the curriculum committee may be taken by mail ballot as defined in the then current NSS Acts of the Board 06-183, and subject to its provisions pertaining to mail ballots. Mail includes any means of transmission capable of producing a verbatim written instrument in the hands of the recipient, including email and facsimile as well as original hard copy via the U.S. Postal Service or private courier.

Section 4.10 Term Limits, Vacancies, and Removal. Term limits and provisions for vacancies and removal are as specified in the charter.

Section 4.11 Resignation. Any committee member may resign from office at any time by delivering a resignation in writing to the education coordinator. The acceptance of the resignation, unless required by its terms, is not necessary to make the resignation effective.

Section 4.12 Replacement. In the event that a vacancy occurs in the curriculum committee (other than the education coordinator position) prior to term expiration, the education coordinator may nominate a replacement candidate. Upon nominee approval by the board, the NSS AVP may appoint a replacement candidate to fill the remainder of the unexpired term.

Section 4.13 Remote Participation. Any one or more members of the committee may participate in a meeting of the committee by means of audio and/or video conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

Section 4.14 Minutes. The education coordinator or their designee must make a written record of all committee meetings. Draft minutes must be distributed to the committee within 30 days and require a majority vote for approval.

Article 5. Advisory Board

The VTC board may establish an advisory board, the purpose of which will be to serve as an informal advisory resource as needed by the VTC board and curriculum committee. Advisory board members have no duties, voting privileges, nor obligations for attendance at board meetings, but will be expected to comply with any applicable VTC policies and procedures. The national coordinator may appoint advisory board members as they deem warranted, subject to approval by the VTC board and NSS AVP. The number of members and their terms are not defined, but the VTC national coordinator or his or her designee should review the advisory board composition at least annually. The VTC national coordinator or the NSS AVP may remove advisory board members at any time with or without cause. The VTC board may dissolve the advisory board at its discretion.

Article 6. Finances

Section 6.01 Financial Operations. VTC will manage its finance and accounting operations as described in the charter.

Section 6.02 Contracts. Upon receiving approval from the NSS AVP, the board may authorize any officer or officers, agent or agents, in addition to those specified in these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of VTC, and such authority may be general or confined to specific instances. Unless so authorized by the board, no officer, agent or employee will have any power or authority to bind VTC by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Article 7. NSS Policies Adopted by Reference

Section 7.01 Code of Conduct. VTC's code of conduct is that specified in NSS Act 28-957 "Code of Conduct," (NSS BOG Manual Appendix BJ)

Section 7.02 Anti-Harassment Policy. VTC's anti-harassment policy is that specified in NSS Acts of the Board 28-944 "Anti-Harassment Policy." (NSS BOG Manual Appendix BF)

Section 7.03 Non-Discrimination Policy. VTC's non-discrimination policy is that specified in NSS Act 40-544 "Prohibition on Discrimination."

Section 7.04 Code of Ethics. VTC's code of ethics is that specified in the NSS Code of Ethics, which was originally approved in March 2022.

Article 8. Indemnification

NSS may indemnify VTC board members and curriculum-committee members, as specified in NSS Act 01-504.

Article 9. Dissolution

VTC may only be dissolved by an Act of the NSS Board of Governors. In that event, the assets remaining after payment of just debts or debts ordered paid by law are to be turned over to the NSS. If, at that time, the NSS no longer qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), all VTC assets must be turned over to a like-minded, non-profit organization that does qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

Article 10. Amendments

These bylaws may be amended as specified in the charter.

These bylaws were adopted at a meeting of the board of the National Speleological Society Vertical Training Commission on _____, 2022.

Ronald W. Miller
National Coordinator

Jenny Tison
Secretary-Treasurer

These bylaws were approved by the Administrative Vice President of the National Speleological Society on _____, 2022.

Adam Weaver
NSS AVP