

CONSTITUTION AND BYLAWS

MMV

OCTOBER 2011

ARTICLE I - NAME

The name of the organization shall be the Middle Mississippi Valley Grotto, Inc., a Grotto of the National Speleological Society, Inc.

ARTICLE II - PURPOSE

The purpose of the Grotto shall be to promote interest in and to advance the study and science of speleology and cave related disciplines and to promote fellowship and safety among those interested therein.

ARTICLE III - GOVERNMENT

The Grotto shall be governed by a Board of Directors consisting of the Chairman, Vice Chairman, Secretary, Treasurer, the predecessor of the current Chairman, and the Missouri Speleological Society representative. If the past Chairman is unable or unwilling to serve as a Board member, this position may be filled from the membership at large. The Board of Directors shall have full power to manage the business of the Grotto; to formulate Bylaws; to raise funds in any manner consistent with the policies of the National Speleological Society, Inc.; to perform all other necessary functions. The officers shall be elected as provided for in the Bylaws.

ARTICLE IV - LIFE OF THE GROTTTO

Sec. A. The life of the Grotto shall be perpetual or until terminated in accordance with the provisions herein.

Sec. B. This corporation may be dissolved in accordance with Section 355.661-746, R.S.Mo. (2010) as amended and supplemented, in the following manner:

1. Adoption of a resolution by the Board of Directors recommending dissolution and submission to a vote at a meeting of the members.
2. Two weeks notice given to the members of the time, date, and place of such meeting.
3. A resolution to dissolve the corporation adopted by two-thirds of the members present and entitled to vote at such a meeting.
4. Disposition of assets on dissolution and a plan of disposition shall be adopted and take place in the manner provided for General Not for Profit Corporations organized under the provisions of Chapter 355, R.S.Mo.(2010).

ARTICLE V - REGISTERED AGENT

The Registered Agent shall be the Treasurer of the Grotto and his/her address shall be the corporate address of

record for the State of Missouri.

ARTICLE VI ñ MEMBERSHIP

Membership of this Grotto shall be open to any persons interested in speleology and cave related disciplines, and have complied with conditions of membership set forth in the Bylaws.

ARTICLE VII ñ AMENDMENTS

Any motion to amend or repeal the Constitution or any part thereof must be submitted in writing by the Board of Directors. Changes in the Constitution may be made by a two-thirds affirmative vote of members present or by written proxy at any regular business meeting of the Grotto or any special meeting called for that purpose provided two weeks previous notice setting forth the changes shall have been given by mail to all members. The presiding officer shall be notified of such proxy appointment prior to voting.

BYLAWS

CHAPTER I ñ MEMBERSHIP

Sec. A. Application for membership shall be in writing, endorsed by a member in good standing, and filed with the Vice-Chairman. The dues for one year shall accompany the application. All applications are subject to the approval of the Board of Directors. Membership shall run from January 1st until December 31st. Persons who join at the September through December meetings will have their membership extended to December 31st of the following year.

Sec. B. Membership qualifications

Prospective members, having 1) taken part in at least one caving field trip in the company of Grotto members; 2) completed membership form which has been signed by one endorsing member; 3) filed these forms with the Vice-Chairman; 4) and paid dues; shall be granted full membership.

Sec. C. The membership requirements may be waived by the Board of Directors in exceptional cases.

CHAPTER II - DUES AND ASSESSMENTS

Sec. A. The annual membership dues of the Grotto shall be set by the Board of Directors.

Sec. B. A charge may be made for the use of Grotto equipment, publications, and supplies. Members utilizing borrowed equipment are financially responsible for such equipment if damaged or lost.

CHAPTER III - QUALIFICATIONS AND DUTIES OF POSITIONS

Sec. A. Qualifications of officers are as follows:

1. No member shall hold an office on the Board of Directors who is not a member in good standing of the National Speleological Society, Inc.
2. The Chairman, with the approval of the Board of Directors, shall appoint a member of the Grotto to fill a vacancy on the Board of Directors, and such member shall serve until the next regular election.

Sec. B. Duties of officers are as follows:

1. The Chairman shall preside at Grotto meetings, review appointive positions annually, and be responsible for taking the initiative in keeping the Grotto active in the accomplishment of its purposes.
2. The Vice-Chairman shall substitute for the Chairman, if absent, and assist the Chairman in the performance of those duties when necessary. In the event of the Chairman's unwillingness or inability to serve, the Vice-Chairman shall succeed to the office of Chairman. The Vice-Chairman shall serve as membership Chairman and the National Speleological Society, Inc. representative.
3. The Secretary shall attend business meetings, be responsible for recording, distributing and archiving the minutes of the meetings, conduct the official correspondence of the Grotto, and perform such other secretarial duties as may be required.
4. The Treasurer shall receive all money pertaining to the organization, with exception of the Grotto store, keep a record of all money received, and disburse such money to the proper authorities upon receipt. The Treasurer shall present a monthly and an annual financial report to the Grotto, and submit the annual report to the Secretary of State as prescribed in Section 355.856, R.S.MO.(2010). No Grotto money shall be spent without prior consent of the Treasurer, or a majority of the Board of Directors.
5. Should an officer be absent at a Board of Directors' meeting, the officer shall appoint a proxy.

Sec. C. Duties of appointive positions are as follows:

1. The editor shall be responsible for editing, publishing and distributing Grotto publications.
2. The storekeeper shall maintain the Grotto store, and prepare and submit an annual report and an inventory to the Grotto.
3. The librarian shall be responsible for maintaining and distributing library materials, preparing a budget and booklist, submitting it to the Grotto, and making recommendations for acquisitions.
4. The conservation coordinator shall be responsible for informing members of important conservation and environmental issues and be in charge of Grotto efforts in such issues.
5. The quartermaster shall be responsible for the repair or replacement of Grotto equipment as necessary, be responsible for distribution of Grotto equipment, make recommendations concerning equipment acquisitions, and submit a yearly inventory. He shall collect fees for rental equipment as determined by the Board of Directors.
6. The program director shall be responsible for arranging programs for the monthly meeting.
7. The Missouri Speleological Survey representative shall explain the purpose and publications of the organization at each meeting, report MSS activities to the Grotto and report all Grotto activities to the MSS through the Liaison on a regular basis.
8. The National Speleological Society, Inc. representative shall explain the purpose and publications of the organization at each meeting, and report NSS, Inc. activities to the Grotto.

CHAPTER IV - ELECTIONS

Sec. A. The Chairman shall appoint three or more regular members of the Grotto, one member being on the Board of Directors, to serve as a nominating committee prior to the October meeting.

Sec. B. The Nominating Committee shall select a slate of candidates consisting of at least one nominee for each office.

Sec. C. The Nominating Committee shall present the slate of candidates at the October business meeting. At this time, nominations from the floor will be accepted. No name shall be presented unless it is definitely known that the member is willing and able to serve, if elected.

Sec. D. The full Grotto shall be notified of the candidates for all offices prior to the election. A secret ballot will be held at the December meeting.

Sec. E. The officers shall be elected by a simple majority as shown by the ballots returned. If no candidate receives a simple majority, a run off election shall be held.

Sec. F. The term of the officers shall be for one year to begin the first day of January following their election.

Sec. G. All officers must be members in good standing of the National Speleological Society, Inc. during their term of office.

Sec. H. Only members in good standing shall be permitted to vote.

CHAPTER V - MEETINGS

Sec. A. Regular meetings of the organization shall be held at least tri-annually. These meetings shall be held in or about April, October and December. The October meeting shall be for the purpose of nomination of a slate of officers.

Sec. B. No set number shall constitute a quorum at a regular meeting.

Sec. C. Decisions or actions of the Board of Directors may be overruled by a two-thirds majority vote of the Grotto members.

CHAPTER VI - SUSPENSIONS AND EXPULSIONS

Sec. A. Members may be suspend or expelled from the Grotto for the following reasons:

1. Nonópayment of dues.
2. Willful misuse of the Grottoís property.
3. Willful disregard of his own and the safety of others.
4. Willful destruction of cave formations, cave fauna, or the property of cave owners.
5. Violation of laws of the organization.
6. Conduct detrimental to the Grotto.

Sec. B. No member shall be suspended or expelled from the Grotto unless he or she shall have been:

1. Granted a hearing by the Board of Directors with at least three members of the Board of Directors present.
2. Notified in writing of the charges against him at last five days prior to the hearing.
3. Allowed to confront the witness against him.

Sec. C. No member shall be suspended except upon affirmative vote of three members of the Board of Directors after the hearing.

Sec. D. No matter pertaining to suspension or expulsion of a member shall be brought before the membership unless there has been a hearing.

Sec. E. Matters pertaining to suspension or expulsion which shall be presented to the membership must be presented at the regular meeting next following the hearing.

Sec. F. The Board of Directors or the membership voting on any matter pertaining to suspension or expulsion shall vote by secret ballot. A two-thirds affirmative vote by the members present who are eligible to vote is required for expulsion.

CHAPTER VII ñ AMENDMENTS

A motion to amend or repeal these bylaws or any part thereof shall be submitted in writing at a regular business meeting, endorsed by four members. These bylaws may be changed or amended by the Grotto on a two-thirds affirmative vote of the members present at the next regular business meeting, or any special meeting called for that purpose.