

BY-LAWS

WEST VIRGINIA ASSOCIATION for CAVE STUDIES, Inc.

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National Speleological Society
Institutional Member #900347IN

A Non-Profit, Non-Stock
Corporation

STATE OF WEST VIRGINIA
CHARTERED JULY 28, 1961

WEST VIRGINIA ASSOCIATION for CAVE STUDIES, Inc.

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ARTICLE I - PURPOSE

The purpose of this Corporation is to provide a vehicle to promote and conduct cave related studies in Greenbrier County and other related areas. The Goals of the Corporation are as follows:

1. To promote exploration and mapping of caves.
2. To promote cave-related scientific studies.
3. To promote cave conservation.
4. To provide facilities support.
5. To maintain an active, adequately trained, long-term membership.
6. To maintain and disseminate information pertaining to caves and cave studies.
7. To develop and maintain positive landowner relations.
8. To facilitate and maintain access to caves.

ARTICLE II - MEMBERSHIP IN THE CORPORATION

Section 1. Associate Members must be at least 18 years of age. Associate Members are candidates for Regular Membership and may be proposed by a Regular Member at any time by presenting the Membership Committee Chairperson with a completed membership application and appropriate dues. Associate Members may sit on committees.

Section 2. Regular Members may vote on candidates for the Board of Directors, for Corporation officers, and on Associate Member candidates for Regular membership. They may serve on, or chair, all committees, and do all other things as specified in these By-laws. Only Regular Members may hold office, have voting privileges, and sponsor guests.

Section 3. Honorary Members shall be those individuals whose association with the Corporation is of a supportive nature and whose contributions toward the Corporation's long-range goals call for special recognition. Honorary Members shall be chosen by the Board of Directors, as described in Article V; Section 1; B. Benefits and recognition accorded to Honorary Members will be considered and addressed by the Board on a case-by-case basis.

ARTICLE III - DUES AND ASSESSMENTS

Section 1. Dues and assessments are to be established by the Board of Directors. Honorary Members are not liable for dues or assessments.

Section 2. Annual dues are due on January 1. The Chairperson of the Membership Committee or the Treasurer will publish a dues reminder during the final three months of the year. Electronic, and, if necessary, paper notices will be sent to the membership by the Chairperson of the Membership Committee or the Treasurer. A dues reminder will be communicated by the Chairperson of the Membership Committee or the Treasurer to individuals who have not paid by the end of February. The Chairperson of the Membership Committee or the Treasurer will notify suspended members, stating the late payment penalty, in writing by May 1.

Section 3. Regular Members who fail to pay all dues by the 1st of April shall have their membership and all rights and benefits of regular membership (except that of reinstatement) suspended as of that date. Officership and/or Directorship is terminated for those who fail to pay dues by April 1st, but Regular Membership may be reinstated by payment of all monies due within the calendar year along with a late payment penalty assessment.

Section 4. Associate and Regular Members who are delinquent of any assessments thirty (30) days or more beyond the stated due date shall have their membership suspended. They may be reinstated upon payment of the delinquency within a sixty (60) day period following their suspension. Financially delinquent members who fail to be reinstated during that calendar year may reapply as an Associate.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors may vote either in person or by proxy, as specified in Article VII; Section 2; A; 1.

Section 2. The responsibility of the Board of Directors shall be to carry out all business and financial matters of the Corporation, to establish dues, to appoint committee chairpersons, to amend the By-laws, and develop and maintain a Long Range Plan and an Annual Plan to ensure that the actions of the Corporation are consistent with the Corporation's long-range goals.

Section 3. The Board of Directors, by a majority vote, may enact operating rules (e.g. Field Station Rules, Drug/Alcohol Policy, voting protocols, enabling rules,

etc. - that are subservient to these By-laws), landowner agreements, leases, deeds, or other documents necessary for the operation of the Corporation. This authority shall not be delegated.

Section 4. The Board of Directors must reconsider any action of the Board within ninety (90) days of a petition signed by at least one fourth of the general membership. The petition shall be submitted to the President, within 180 DAYS of circulation of the Board of Directors' minutes in which the action appears, and contain a description of the action to be reconsidered, a comprehensive statement for the reason for reconsideration, and action desired as a result of the reconsideration. The Board must take formal action on the request and report the results of its action in the Board minutes.

Section 5. There will be ten elected Directors of this Corporation who will serve three-year terms. At the October election meeting, or as described in Article V; Section 2; A, the Directors whose terms expire will either be re-elected or replaced. The Board of Directors shall temporarily fill a Directorship that is vacated for any reason until the membership elects a replacement in October.

Section 6. Any Director failing to attend, in person or by proxy, two consecutive quarterly Board meetings, or failing to attend in person any three consecutive quarterly Board meetings, shall be automatically dropped from the Board.

Section 7. The Officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer who will each serve a one-year term starting directly after the Board Meeting in which the election of the Board of Directors and Officers of the Corporation are duly elected and ratified.

- A. The President shall call meetings of the Board of Directors, preside over all meetings of the Board and of the membership, shall develop a Board Meeting agenda and send it to the Secretary three weeks prior to each meeting, shall have official authority to sign checks for Board approved expenditures, shall recommend committee chairperson appointments to the Board, shall appoint Directors to serve on committees (giving preference to the Director's request), shall be ex-officio member on all committees, shall be the official spokesperson and signatory for the Corporation (but only with the Boards understanding and approval), and shall perform all other duties the position may require.
- B. The Vice President shall assist the President in the discharge of his/her duties and shall preside over meetings in the absence of the President. In the

event the President cannot complete his/her term for any reason, the Vice President shall assume the office of the President for the remainder of that term. The Vice President shall have official authority to sign checks for Board approved expenditures.

- C. The Secretary shall, at the direction of the President, notify members of the Board of quarterly meetings and their agendas ten (10) days prior to each meeting. At the direction of the Board of Directors, the Secretary shall notify the General Membership of special meetings of the Board of Directors and special Member Meetings ten (10) days prior to the meeting. The Secretary shall keep minutes of Board and Members meetings and see that these minutes are promptly circulated to all members, and circulate other mailings as is warranted. The Secretary shall send updated By-laws, either electronically or via mail, to all members in February.
- D. The Treasurer shall have authority to sign checks for Board approved expenditures, and shall receive and receipt all finances. The Treasurer shall make prompt deposits and sign checks for the prompt payment of Board authorized expenses. The Treasurer shall keep the financial records of the Corporation, shall provide a financial statement for the annual plan, shall provide a written Quarterly Report of finances at all regular Board meetings, and at any time when called upon to do so by a majority of the Directors. The Treasurer shall have a copy of the By-laws and the Certificate of Incorporation at all meetings, and maintain a current copy of said documents in the current year's Financial Binder. As well, the Treasurer will maintain all current financial documentation in the appropriate binder in the field station.

The Treasurer shall coordinate with the Membership Committee:

1. by February 20th, of members who have not paid dues or assessments.
2. by April 15th of members who have not paid their dues by April 1st.
3. of any address changes received with dues payments promptly.

Section 8. The Board of Directors shall appoint Chairpersons to head at least seven permanent committees and any other committees that may be necessary for the operation of the Corporation. Such committee Chairpersons are to report, either in writing or orally, at Members Meetings and to the Board of Directors. Each Director shall be appointed to serve on a committee by the President with at least one Director appointed to each committee. The President will give preference

to a Director's committee request. The seven permanent committees are as follows:

- A. Planning and Resources Committee, which is responsible to the Board for the following:
 - 1. Develop and recommend a Long-Range (5-Year) Plan and an Annual Plan.
 - 2. Coordinate all inter-committee activities.
 - 3. Conduct and present an internal audit of the Corporation finances.
 - 4. Monitor and advise as to the status and any changes required to the Annual Plan.
 - 5. Develop and recommend policies, rules and procedures with input from other committees and the membership.

- B. Fieldwork Committee, which is responsible to the Board for the following:
 - 1. Facilitate and conduct all activities in the Field.
 - a. Exploration, surveying, stream tracing
 - b. Digging, entrance/sinkhole cleanup
 - 2. Arrange for special equipment needed for Field activities.

- C. Research Committee, which is responsible to the Board for the following:
 - 1. Solicit and coordinate karst research related activity.
 - 2. Encourage karst related use of WVACS facilities by colleges and universities.

- D. Membership Committee, which is responsible to the Board for the following:
 - 1. Conduct elections of Associate Members.

2. Establish and maintain a Nominating Committee and an Elections Committee to ensure that WVACS elections transpire annually as scheduled, or as described in Article V; Section 2; A. The Nominating Committee shall solicit nominations for Officers of the Corporation and for the Directors whose terms expire that year at least thirty (30) days prior to the July Membership meeting. A Director shall not be the Chairperson of said committee(s) in an election year in which the Director is up for election as an Officer of the Corporation, or up for re-election as a Board member.
 3. Send mail ballots to the general membership by September 1st, or as described in Article V; Section 2; A.
 4. Keep the membership list up to date, and send annually to the members each July 1st, or as published in the West Virginia Caver.
- E. Archives and Publishing Committee, which is responsible to the Board for the following:
1. Organize and coordinate archives.
 - a. Archive maps, newsletters, bulletins, books, reports, etc.
 - b. Maintain copy of all survey data.
 2. Facilitate and coordinate publications.
- F. Facilities Committee, which is responsible to the Board for the following:
1. Coordinate all activities on corporate property.
 - a. Construct and maintain buildings, provide utilities and supplies.
 - b. Develop and maintain grounds
 2. Regulate use of facilities
 - a. By members.
 - b. By outside groups
- G. Grants Committee, which is responsible to the Board for the following:
1. Coordinate and maintain current Grant Application paperwork for both the Research and Education Grant, and the Exploration Grant, updating requirements as is necessary, to ensure that the Grant

Application process maintains transparency, impartiality, and that all Grants are administered in an equitable manner.

2. Vet all incoming Grant Applications for either fund to ensure that each incoming Grant Application meets all requirements set forth in the application process.
3. Make recommendations to the Board of Directors either in writing or in person as to how each Grant Application should be processed, and as to what extent each Grant Application should be funded. Grants to an amount agreed upon by the Board of Directors at the beginning of each calendar year may be approved directly by the Grants Committee and sent directly to the Treasurer for payment. At no time may the Grants Committee commit WVACS funds in excess of pre-established annual funds limits.
4. Maintain an inventory and accounting of all Grant-funded durable goods, and ensure that all Grant-funded durable goods are stored and maintained such that they are in operable condition and available for future use by new Grant Applicants.

Section 9. The Board of Directors shall be responsible for the development and implementation of a Long Range (five-year) Plan and an Annual Plan.

- A. The Long Range Plan will give direction to satisfy the goals and objectives of the Corporation. The plan will project the operation of the Corporation five years into the future and shall be updated annually and adopted at the January Board meeting.
- B. The Annual Plan will give focus for short-term operations and will be adopted at the January Board meeting and be circulated to the Membership immediately there after. This plan will include a list of the Directors, a list of the Officers, a Treasurer's report, Committee reports, a list of Director committee appointments, names of committee Chairpersons and members, the anticipated programs of their committees, a projected budget broken down by tasks, and a list of project weekends identifying meeting weekends in January, April, July and October, or as described in Article V; Section 2; A.

ARTICLE V - MEETINGS

Section 1. The Membership will meet four times a year to receive Committee reports and to vote on Associate Member candidates for Regular Membership and for any other business.

- A. These meetings will be scheduled on Sunday mornings of project weekends as noted in the Annual Plan, and as in Article V; Section 2; A, and as in Article V; Section 2; B. Additional meetings may be scheduled.
- B. Special meetings may be called by the President, or by written request for a special meeting submitted to the President by two Board members or by ten Regular Members. Notice for a special meeting will be given at least ten (10) days prior to the meeting. There is no provision for voting on members at these special meetings.

Section 2. The Board of Directors will meet at least four times a year to oversee the operation of the Corporation.

- A. Meetings will be scheduled on Sunday mornings of project weekends in January, April, July and October. Additional meetings may be scheduled as necessary. Changes to the dates of the scheduled Member's and Board of Directors' meetings may be proposed and accepted by the Board of Directors as is necessary to ensure that the requirements for a quorum as described in Article VI; Section 1; B, and Article VI; Section 2 are met, and to ensure that at least four Member's meetings and four Board of Directors' meetings occur per year. Subsequent specific changes to the Annual Plan's calendar may be made by the Planning and Resources Committee to align with the Board of Directors' accepted calendar schedule.
- B. In the event of a civil, environmental, or public health emergency on a national, state (West Virginia), or local level (Greenbrier County), or for any other extenuating circumstances, in which members and/or the Board of Directors are unable to meet in person for a scheduled meeting, the meeting(s) may be either postponed, and/or conducted remotely using a generally accepted conferencing format. The Board of Directors will discuss all options available in advance of said meeting to ensure that at least four Member's and four Board of Directors' meetings occur each year. All remote meetings will be open meetings and all regular members will be encouraged to participate and given an appropriate opportunity to speak. Notice of postponement, and/or of a change in format, will be provided to all

members, by the President or Secretary, at least ten (10) days prior to the meeting. All business conducted remotely shall be considered official as long as the provisions for a quorum are met, as described in Article VI; Section 1; A, and Article VI; Section 2.

- C. Notice of these meetings, agendas, and other pertinent data will be circulated to members of the Board, by the President or Secretary, at least ten (10) days prior to the meeting.
- D. Special meetings may be called by the President, or by written request for a special meeting submitted to the President by two Board members or by ten Regular Members. Notice for special meetings will be given as described in Article V; Section 2; C.
- E. Meetings of the Board of Directors will be open meetings and the membership is encouraged to attend. Members will be given an appropriate opportunity to speak.
- F. The Board may conduct special "urgent" business by alternative means including but not limited to telephone conferences, videoconferences, or by e-mail, if requested by two or more members of the Board. The President must then attempt to reach all Board members, either by telephone or e-mail, contacting at least a majority of the Board of Directors. In the case of a telephone contact, a conference must be established for the purpose of discussing and voting on the issue at hand. In either case, all Board members contacted must vote (no abstentions), and the vote must be unanimous in favor of the item under consideration in order for it to be approved. Twenty-four hours may be allowed for replies. The results of any such telephone, video, or e-mail ballot must be transmitted promptly to the Board of Directors, and confirmed at the next regularly scheduled Directors' meeting.

ARTICLE VI - QUORUM

Section 1. No corporate action can be conducted in the absence of a quorum, which shall consist of:

- A. For a General Membership meeting, ten Regular Members. However, if the business at hand is an amendment to the Certificate of Incorporation,

Consolidation, Merger, or Dissolution, a quorum consists of three-fourths of the Regular Membership.

- B. For a Board of Directors meeting, a majority of the Board of Directors.
- C. Any Director being considered for impeachment or expulsion shall not be counted as part of the quorum for the impeachment portion of that meeting.

Section 2. All corporate action may be approved by a simple majority vote of the quorum except those actions specially described in these By-laws, which require a different vote of the quorum.

ARTICLE VII - VOTING RULES

Section 1. General Membership - only Regular Members may vote.

- A. Associate Members shall be voted on for Regular Membership by the Regular Members at a Membership meeting no sooner than six months nor later than thirteen months from time of application, when the Membership Committee recommends that the Membership act on their candidacy according to the Associate Member Voting Protocol. Candidates are approved by a majority vote of a quorum. Any candidate who fails to be elected within 13 months of their application date, may reapply after one year, as described in Article II; Section 1.
- B. Honorary Members shall be chosen by the Board of Directors by a three-fourths vote of a quorum, and they shall remain Honorary Members until the Board of Directors removes them from this class of membership by a three-fourths vote of a quorum.
- C. Directors shall be elected by the Regular Members at the October meeting, or as described in Article V; Section 2; A, and shall serve three year terms.
 - 1. Regular Members who have been Regular Members for the year preceding the year of the election may be nominated for a directorship.
 - 2. Any eligible member may be nominated by any Regular Member by submitting a written nomination, by any generally accepted means, to the Nominating Committee Chairperson by the July Membership

meeting. The Nominating Committee shall submit a proposed slate of nominees for office at the July Membership meeting composed of nominations made in accordance with the above procedures.

Nominations may be verbally made and accepted in writing at the July Membership meeting, or accepted by the nominee electronically or by letter postmarked no later than August 5, or as described in Article V; Section 2; A, to the Nominating Committee Chairperson. Candidates are encouraged to provide a platform statement of no more than 200 words to accompany the election ballot.

3. Candidates for the Board of Directors shall be elected by a vote of the Regular Members. The election may be electronic, by mail, or a combination thereof as determined by the Election Committee. Deadlines for election ballots to be delivered to the membership, as well as deadlines for receiving the voted ballots, will be determined by the Elections Committee based on the meeting schedule of the organization as proposed in the Corporation's Annual Plan.
4. The candidates receiving the highest number of votes shall be declared elected to Directorship. This same total vote count shall apply to all elections.
5. In the election, the highest plurality candidates will be assigned the expired Directorship terms, with lower plurality candidates being assigned the shorter vacated Directorship(s), progressively. Ties shall be broken by lot, unless the tied candidates unanimously agree to a resolution among themselves at the October meeting, or as described in Article V; Section 2; A.

D. The officers of the Corporation shall be elected by the Regular Members at the October meeting, or as described in Article V; Section 2; A, and shall serve a one-year term.

1. Regular Members who have been Regular Members for the year preceding the year of the election may be nominated for President, Vice-President, Secretary, or Treasurer.
2. Officers shall be nominated and elected in the same manner as Directors.

3. Ties shall be broken by lot, unless one is an incumbent, in which case the incumbent shall be declared elected.
 4. A vacancy that develops in the office of Vice President, Secretary, or Treasurer for any reason shall be filled for the remainder of the term by the nomination of a qualified replacement officer by the President and by approval of a majority of the Board within thirty (30) days of the occurrence of the vacancy. The replacement officer will be considered installed when s/he is confirmed.
- E. The election shall consist of votes cast by at least one-third of the Regular Members. Should this requirement not be met, the remaining Directors shall elect Directors and officers from the proposed ballot.
- F. In the event that there is exactly one candidate or fewer for each expiring Officer and Board of Director position during the annual election cycle, the Board of Directors can elect to forego the election process, and accept the slate of proposed candidates in total. Any position for which an acceptable candidate has not been proposed can subsequently be filled by the Board of Directors, as described in Article IV; Section 5, Article VII; Section 1; D; 4, and Article VII; Section 1; E.
- G. Amendments to the Certificate of Incorporation require a majority vote of a quorum of the Regular Members, as described in Article V; Section 1, and Article VI; Section 1; A.

Section 2. Board of Directors

- A. A Director may vote in person or by proxy.
1. A written or electronic proxy, signed and dated, may be communicated to the President at or prior to the beginning of a specific meeting.
 2. The proxy will designate a specific Regular Member, who will be present in person at the meeting to represent the proxy-giver. The limits of power must be clearly stated to guide the proxy vote (e.g. "to discuss and vote on any and all business that is properly presented" or a more restrictive limit if so desired), but any vote on expulsion or

impeachment must be specifically stated. The date of the meeting for which the proxy is to be used must be stated.

3. A member may vote only one proxy at any meeting.
- B. Committee Chairpersons shall be appointed by the Board of Directors.
 - C. Amendments to the By-laws require a three-fourths vote of a quorum of the Board of Directors, as described in Article VI; Section 1; B.
 - D. Impeachment of an Officer, a Director, or expulsion of a member shall require a three-fourths vote of a quorum of the Board of Directors, as described in Article VI; Section 1; B.
 - E. A Director may not vote on his/her own expulsion or impeachment or be counted as part of the quorum for such expulsion/impeachment proceedings.

ARTICLE VIII - AMENDMENTS

Section 1. The Regular Membership is responsible for amending the Certificate of Incorporation. An amendment to the Certificate of Incorporation may be proposed by petition to the President, made in writing, by one-third of the Regular Members or two thirds of the Board of Directors. The petition shall contain the wording of the amendment and signatures of the petitioners.

- A. Upon receipt of an amendment petition, the President shall schedule a meeting to act on the proposal.
- B. Proposed amendments shall be circulated to the Regular Members at least thirty (30) days prior to the meeting at which they are to be discussed and voted upon.
- C. Amendments to the Certificate of Incorporation require a majority vote of a quorum of the Regular Members, as described in Article VI; Section 1; A.

Section 2. The Board of Directors is responsible for amending the By-laws. An amendment to the By-laws may be proposed by any two Directors, or by ten Regular Members, by informing, in writing, the President of the proposed amendment.

- A. Proposed amendments shall be circulated to the Directors at least thirty (30) days prior to the meeting at which they are to be discussed and voted upon.
- B. Amendments to the By-laws require a three-fourths vote of a quorum of the Board of Directors, as described in Article VI; Section 1: B.

ARTICLE IX - IMPEACHMENT OR EXPULSION

Section 1. The expulsion (i.e. termination of membership in the Corporation) of any member, or the impeachment of any Officer or Director, may be called for by a petition of ten percent of the membership by advising the President, in writing, accompanied by a summary of reasons for initiating expulsion or impeachment proceedings and signatures of the petitioners.

Section 2. Impeachment of an Officer or Director removes the member from Officership or Directorship, but not from membership.

Section 3. Impeachment or expulsion proceedings shall be conducted at a Board of Directors meeting, and must have any such proceedings as the first order of business. Impeachment shall be held within six weeks of receipt by the President of any petition calling for such action. At least two weeks prior to this meeting, the individual(s) in question and the Board of Directors shall be advised of the reasons for such proceedings. The accused individual(s) shall have the right to represent themselves at the proceedings.

Section 4. Any Director being considered for impeachment or expulsion shall not be counted as part of the quorum for the impeachment portion of that meeting. The President shall not preside at his/her own expulsion or impeachment proceedings.

Section 5. In the event that more than one member is being considered for impeachment or expulsion, such multiple proceedings may not be held concurrently, but must be conducted consecutively in the chronological order of their initiation.

Section 6. Impeachment of an Officer or a Director, or expulsion of a member shall require a three-fourths vote of a quorum of the Board of Directors.