

Bylaws of the Carroll Cave Conservancy

Adopted 26 July 2014

Article I. Board of Directors

Section 1. Duties. The Board of Directors shall:

1. Consist of no less than seven (7) directors
2. Conduct business according to Roberts Rules of Order, or as revised by these Bylaws.
3. Conduct most business through Standing and Special Committees.
4. Pass items of business by a simple majority, except as provided elsewhere in the Articles or Bylaws.
5. Conduct routine business at the annual meeting or via email. Items for possible board action via email shall be presented to the President. At the President's discretion, he may electronically post a motion for a board vote with or without a deadline for voting. When and if a majority of the board approves the motion, it will become policy.
6. Attend Board Meetings. A meeting of the Board of Directors of the Conservancy will commence following adjournment of the annual members meeting. Other meetings may occur as deemed necessary by the President.

Section 2. Members of the Board of Directors.

1. Four Directors will be the elected officers of the Conservancy. All other Directors shall be nominated and selected by consensus of the four elected officers.
2. All Directors shall be current dues-paying or honorary members of the Conservancy.

Section 3. Removal of a Director.

1. A director may be removed from office for conduct detrimental to the interest of the Conservancy or for persistent absence from Board meetings by a two-thirds vote of the full Board of Directors (i.e. no less than 4 votes to remove).

Article II Standing Committees

1. Standing Committees are established by the Board and serve at the discretion of the Board.
2. The Board shall appoint the chairman of the committee.
3. The chairman of the committee shall draft a written committee policy for approval of the Board.

Standing Committees

Membership (Treasurer is chairman)

1. Implement membership requirements set by the Bylaws.
2. Maintain member records.
3. Collect dues.

Access

1. Enforce policies to control access to Carroll Cave consistent with the goals set forth in

the Constitution.

2. Issue entry permits to the designated trip leader.
3. Determine minimum requirements for Trip Leaders.

Survey

1. Provide the organization with an accurate survey of the Carroll Cave.

Conservation and Restoration

1. Initiate projects to repair damage caused by past bad caving practices and determine ways to lessen the impact of present and future cavers.

Safety and Rescue

1. Establish safety policies and rescue procedures.
2. Maintain rescue equipment.
3. Train Trip Leaders

Biology

1. Collect data on cave life and seek qualified council on interpreting data.
2. Share learnings with CCC and caving community.

Hydrology, Stream Level Monitoring

1. Work with Survey to collect data to better understand the hydrology of the cave and maintain equipment to such end.

Landowner Relations

1. Act as liaison to owners of entrance areas and owners of property in the general vicinity of the cave.
2. Ensure lease payments are made and manage lease related activity.

Article III Elected Officers

Section 1. Elections:

1. Elections shall be held at an annual members meeting.
2. Elections of officers shall be by a simple majority of those voting in person, by mailed ballot or by proxy where proxy holder comes with written permission from non-attending member.

Section 2. Term:

1. Officers shall serve for a two-year term.
2. If a vacancy occurs, the board shall appoint a replacement to serve until the next election of officers at an annual membership meeting.

Section 3. Officer and duties:

President. The President of the Conservancy shall:

1. Draft and distribute an agenda for each meeting.

2. Preside at all meetings.
3. Be the official spokesman and envoy of the Conservancy.
4. Call special meetings of the board or membership as deemed necessary.
5. Vote during the conduct of a board meeting only in the event of a tie.
6. Have the ability to sign or endorse checks, drafts and notes as a backup for the Treasurer.
7. Sign all contracts or other instruments authorized by the Board.
8. Oversee the hiring and firing of all salaried staff.
9. Not serve more than two (2) consecutive terms.

Vice-President. The Vice-President of the Conservancy shall:

1. Be responsible for performing the duties of the office of the President upon the absence or disability of the President.
2. Assist the President as directed by the President or the Board of Directors.

Treasurer. The Treasurer of the Conservancy shall:

1. Act as custodian of all funds, receive and deposit in a bank or financial institution approved by the Board of Directors.
2. Disburse funds in accordance with the budget or upon order of the Board of Directors.
3. Maintain books and ledgers as directed by the Board of Directors.
4. Prepare a Treasurer's report and present it at the annual members meeting and report financial details to the Board of Directors upon request.
5. Prepare and file the annual state corporate report and fee and all tax forms required by law.
6. Serve as chairman of the membership committee.

Secretary. The Secretary of the Conservancy shall:

1. Keep minutes of all meetings of the Board of Directors and membership or designate a recording secretary to do so.
2. Distribute copies of the minutes of all meetings within thirty (30) days after the meeting.
3. Maintain a file of the official documents and records of the Conservancy as directed by the Board of Directors. At a minimum this shall consist of:
 - Current and historical records of the terms of the officers and directors of the Conservancy.
 - Current and historical copies of the Constitution and Bylaws of the Conservancy.
 - A chronological record of all motions voted on by the Board.
 - A historical record of all meeting minutes.
4. Work with the Web Master to ensure that the above are correctly published and maintained on the Conservancy's webpage.

Article IV Membership

Section 1. Requirements for Membership

1. A Member must be current on dues.
2. A Member must sign a waiver of liability.
3. A Member must agree to comply with the policies and mission of the CCC.
4. An individual's membership may be revoked by decision of the Board of Directors for

conduct detrimental to the CCC.

Section 2. Annual Members Meetings.

1. Member meetings shall be held annually on the last Saturday of July unless otherwise announced by the President.
2. Notice of Member meetings shall be posted electronically to the membership no less than thirty (30) days prior to the meeting.
3. The President shall conduct business according to Roberts Rules of Order, as amended by these By-laws.
4. Proxies. Members may be represented at a meeting by proxy by giving their written, signed and dated proxy to a member that will be at the meeting. The written proxy shall mention the specific meeting that it is intended for and name the person that will carry the proxy. A member represented by proxy shall be considered present for quorum requirements.
5. Voting. Approval of motions, other than Bylaw amendments, will be by a majority vote of those voting, in person or by a proxy, at a regular meeting, with no quorum requirement, unless one-third (1/3) of the members present demand a majority vote of a quorum.
6. Quorum. A quorum shall consist of no less than one-fourth (1/4) of the current members.

Article V Election of Officers

1. Prior to an annual members meeting at which an election for an officer will be conducted, the president shall appoint a nominating committee. The nominating committee shall be appointed early enough to complete their work in a timely manner.
2. The nominating committee shall publish a ballot with at least one nominee for each office to be filled at least thirty days prior to the meeting.
3. The Membership Chairman shall mail the ballot to all current adult members at least 14 days prior to the meeting, to be returned by mail or to the meeting.
4. Members present at the meeting who have not voted by mail may request a duplicate ballot for themselves and any valid proxies they hold.
5. At the meeting, the president will request two attendees, who have no personal stake in the election, to serve as vote counters.
6. When the president calls for the vote, all ballots not previously mailed or submitted to the nominating committee will be submitted for the final count.
7. The vote counting volunteers will ensure that each ballot is valid and that no member votes more than once.
8. The nominating committee will tally the results and announce the new officers before the end of the members meeting.
9. New officers assume their duties upon adjournment of the meeting at which they were elected.

Article VI Communications and Publications

1. Electronic communication is preferred.
2. The Conservancy shall publish its information on a website (<http://www.carrollcave.org>)

and in other publications as deemed necessary for the accomplishment of the Conservancy's purposes.

3. Email shall be the primary mode of communication between the board members and between the general membership.
4. An email discussion group shall be established for exclusive board use. A separate email discussion group shall be established for conservancy members and the public.
5. The email group provider shall maintain a historical record of all emails sent.
6. The editor(s) of the website shall be selected by the Board.

Article VII Amendments

1. The By-laws of the Conservancy may be amended by a 2/3 (two thirds) vote of the membership present at a membership meeting.
2. Such amendments shall be presented in writing to the Board of Directors at least thirty (30) days prior to the meeting.