

BYLAWS OF THE NATIONAL SPELEOLOGICAL SOCIETY

I. MEMBERSHIP - DUES

- A. Applications for membership must be accompanied by payment of dues or life-membership fee. Applicants must signify that they support the goals and conservation policies of the Society.
- B. (1) The classes of members are as described in this section. Persons under seventeen years of age may only be associate, family-associate, honorary, or outstanding-service members.
- (2) Except where otherwise provided below, dues are set by the Board of Governors. A change in dues may be approved only at a meeting at least thirty days later than the board meeting at which it is moved. The only amendments to a motion for a change in dues that may be accepted at the subsequent meeting will be those which would reduce any proposed increases or which would delay the effective date of the change.
- (3) Honorary members are individuals to whom membership is awarded by the Board of Governors for outstanding contributions to the field of speleology. Only one honorary membership may be awarded each year. Honorary members have the same privileges as life members.
- (4) William J. Stephenson Outstanding Service members are individuals to whom membership is awarded by the Board of Governors for outstanding service to speleology and the Society. Only one outstanding Service membership may be awarded each year. Outstanding Service members have the same privileges as life members.
- (5) A full fee for life membership shall be established by the Board of Governors. Everyone has an age-discounted life-membership fee calculated as follows: For people less than 60 years old, the discounted fee is equal to the full fee; for people 60 through 89, the full fee is reduced by 2.5 percent for each year over 59; and for people 90 or over, the discounted fee is 25 percent of the full fee. For a person who is a sustaining or family-sustaining member, the discounted fee is calculated based on the full fee in effect at the time the person became a sustaining or family-sustaining member, providing that there has been no subsequent lapse of two years or longer in the member=s status as a sustaining or family-sustaining member. In all other cases, the discounted fee is based on the current full life-membership fee. A person may become a life member by paying the discounted fee. An eligible person may become a family-life member by payment of one-half of the discounted fee. In addition, members may establish a life membership account by making a payment toward life membership of at least one-tenth of the current full fee or by becoming a sustaining or family-sustaining member. Additions to an account may be made through sustaining or family-sustaining dues or other payments to the Society for this purpose. A member seventeen years of age or older whose account reaches the member=s discounted life- membership fee becomes a life member; an eligible member may elect to become a family-life member when his or her account reaches one-half the members discounted life membership fee. A life-membership account is not refundable. Money in such accounts shall be placed in the Life Membership Fund.
- (6) A life member is an individual who is exempt from payment of dues and has all the privileges of a regular member. Any surviving spouse of an honorary, outstanding service, or life member is entitled to and shall be offered life membership status.
- (7) A family-life member is married to an outstanding-service, honorary, or life member. In the event of the death of the spouse, the family-life member will become a life member. In the event that a family-life member is divorced from the spouse, the family-life member's life-membership account will be credited with the amount necessary to bring it to one-half the

member=s current discounted life-membership fee, unless it already exceeds that amount, and the required total payment will be set to the member=s current life-membership fee. The divorced family-life member's class shall become regular with dues expiration in two months. A family-life member may make additional payments toward life membership into his or her life-membership account at any time. Family-life members do not receive publications, but otherwise have all the privileges of regular members.

(8) A sustaining member is an individual who pays dues that are regular member dues plus, for each year, one-tenth the current full life-membership fee. Eleven-tenths of the amount paid in excess of regular dues will be credited to the member's life-membership account. Sustaining members have all the privileges of regular members.

(9) A family-sustaining member is married to an outstanding-service, honorary, life, or sustaining member. Dues of a family-sustaining member are current family-regular dues plus, for each year, one-twentieth of the current full life-membership fee. Eleven-tenths of the amount in excess of the current family-regular dues is credited toward the life-membership account of the family-sustaining member. If a family-sustaining member's spouse should die while a sustaining member, any excess in the spouse's life-membership account over the amount in the surviving member's account will be credited to the survivor's account, and, if the total in the account does not entitle the surviving member to life membership, the survivor's membership class shall become regular for the remainder of his or her dues year. If the spouse should die an outstanding-service, honorary, or life member, the surviving member will become a life member. Family-sustaining members do not receive publications but otherwise have all the privileges of sustaining members.

(10) Regular members are individuals at least seventeen years of age who have all privileges of Society membership, including the rights to vote, serve on the Board of Governors or as committee chairmen, receive current issues of the NEWS and JOURNAL, and have access to the Society's records and data.

(11) Associate members are under seventeen years of age, or full-time students, or non-U.S. citizens who reside outside the United States. They have all the privileges of Society membership except the rights to vote and serve on the Board of Governors or as committee chairmen.

(12) Family-regular and family-associate members are members that are in the immediate family of and reside at the same address as a member, other than a family member, of the Society. These members do not receive publications, but otherwise have all the privileges of regular or associate members, respectively. When their memberships depend on dues-paying members of the Society, their dues will expire at the same time.

(a) A family-regular member must be at least seventeen years old, and his or her membership must not depend on an associate member.

(b) A family-associate member is under seventeen years of age, or his or her membership depends on an associate member of the Society. In addition, full-time students and non-U.S. citizens living outside the United States may be family-associate members if they wish.

(13) Institutional members are organizations or corporations, but not individuals, that have all the privileges of regular members except the rights to serve on the Board of Governors or as committee chairmen.

(14) Basic members are at least seventeen years of age. These members do not receive publications, accept as stated; but otherwise have all the privileges of Regular members.

(a) Basic members receive copies of Society periodicals no more than once per year, and such special publications or issues of periodicals as the Board of Governors may direct.

(b) Dues for Basic membership shall be set no lower than the amount which added to the cost of a subscription to the monthly periodical of the Society equals the dues set for the regular membership.

(15) Conservation Members are members who have an interest in providing additional support for NSS activities. Conservation Members have all the privileges of a regular member.

(16) Conservation Life Members are life members who have an interest in providing additional support for NSS activities. Conservation Life Members have all the privileges of a life member.

C. A serial number will be assigned to each member at the time of admission to the Society. Upon granting a request for reinstatement of a former member his original membership number will be reinstated.

D. Fellows are individual members of the Society that have been so designated by the Board of Governors for service in speleological research, exploration, conservation, or administration. The number of fellows shall not exceed ten percent of the total Society membership.

II. AWARDS - GRANTS

A. The Board of Governors, or an officer or committee to whom the Board has delegated the responsibility, may select recipients for awards and grants as specified in the Directives.

B. An award is defined as a tangible or intangible recognition and appreciation for past actions of the recipient. A grant is defined as an amount of money given to a recipient to assist future actions and may have its use restricted by the Board of Governors as specified in the Directives.

III. ASSESSMENTS - GIFTS

A. No special assessment may be made against the members of the Society. Voluntary contributions may be solicited by the Board of Governors for specific purposes. A charge may be made for the Society's special publications and extra copies of regular publications, and fees may be collected for use of the Society's property when approved by the Board of Governors.

B. Gifts and bequests may be made to the Society in any form or amount and for any use compatible with the purposes of the Society. The Society may transfer such gifts and bequests, or any other of its funds or property, to the National Speleological Foundation to be administered for the benefit of the Society.

C. A charge may be made to non-members for:

- (1) Attendance at Society-sponsored activities and meetings;
- (2) Use of the Society's equipment and library;
- (3) Copies of publications, maps, and other data; and
- (4) Inclusion of non-members on the Society's mailing list.

IV. BOARD OF GOVERNORS - OFFICERS - DIRECTORS

A. The Board of Governors shall consist of twelve directors plus the officers.

- (1)
 - (a) The directors shall serve for three years, four being elected each year to take office at the start of the first Board meeting following May of that year. A tie for fourth place shall be broken by an immediate mail ballot of those current officers and directors who are not tied for fourth place.
 - (b) In the event that one or more vacancies develop, the Board may appoint interim directors. Their terms shall run until a successor to each vacancy can be elected through the normal elections process as described below and such successors take office. The elected successor then serves the remainder of the full term.
 - (c) The number of votes cast for each candidate shall determine which are elected for three year terms and which for shorter terms to fill vacancies. In the event of ties for the shorter terms, such shall be broken by an immediate mail ballot of current officers and directors, excluding any under interim appointment or any tied for fourth place.
 - (d) The Board may remove any Board member who attends in person no meeting in a fiscal year.
- (2)
 - (a) Candidates for director shall be selected from among eligible Society members by a nominating committee of at least three members, appointed annually by the President and approved by the Board. Any eligible member may be nominated by a petition signed by twenty-five voting members. The ballot shall have provision for write-in votes. An incumbent completing two contiguous full terms as director is not eligible to run for reelection until the following year. Persons ineligible to run for reelection shall not be appointed to Director vacancies under Bylaw Section IV.A.(1)(b) nor as proxies under Bylaw Section IV.G.
 - (b) The deadline for receiving ballots shall be no later than thirty days before the elected directors will take office. Ballots shall be mailed to voting members at least thirty days, if by first-class mail, or forty-five days, otherwise, before the deadline for receiving ballots.
 - (c) An announcement shall be published in the NSS NEWS, or otherwise distributed to all voting members, at least forty-five days before the deadline for receipt of nominating petitions. The announcement shall identify the nominating committee, state the number of positions to be filled and the term of office of each, solicit suggestions for candidates, state the procedure and deadline for petitions, and list candidates who have already consented to run.
- (3) Officers of the Society shall be President, Executive-Vice President, Administrative Vice-President, Operations Vice-President, and Secretary-Treasurer.
 - (a) At the meeting of the Board of Governors prior to the annual meeting, the directors shall convene and elect a President-Elect, who shall become President of the Society at the close of the subsequent opening session of the annual meeting of the Board of Governors. The term of office of the President is from the close of one opening session of an annual meeting to the close of the next such or until a successor is elected and installed. The President-Elect is not an officer of the Society and has no formal authority or responsibilities by virtue of holding that position. In the event a retiring president is elected a director in the same year, the President-Elect shall serve as a director at the opening session of the annual meeting of the Board of Governors in place of the retiring President.
 - (b) The vice-presidents of the Society shall be elected at an organizational meeting of the Directors of the Society, convened for that purpose following the close of the opening session of the annual meeting, but prior to any subsequent session or meeting

of the Board of Governors. The term of office of vice-presidents shall be from one such organizational meeting to the next or until their successors are elected and installed.

(c) At a meeting of the Board of Governors prior to the close of the fiscal year, the directors shall convene and elect the Secretary-Treasurer. The term of office of the Secretary-Treasurer shall run from the beginning of the fiscal year to its close or until a successor has been elected and installed. The Society's fiscal year starts April first. This change will be effective April 1, 2007.

(d) An Executive Search Committee shall solicit nominations for President-Elect, vice-presidents, and Secretary-Treasurer by inserting suitable notice in the NSS NEWS and other means. It shall distribute its list of candidates for officers at least thirty days before the relevant election by the directors. Additional nominations may be made during the election.

(e) The duties of the officers shall be those usually associated with the respective offices and such additional responsibilities as may be designated by the Board of Governors.

(f) Concurrently with the installation of a President, and thereafter at its pleasure, the Directorate shall select a President pro tem, who shall in the absence of the President have all power and duties of the President. The President pro tem shall have by virtue of this selection no powers or duties when the President is present.

1/ A non-incumbent President-elect shall automatically become President pro tem.

2/ The President pro tem shall be selected from persons qualified to hold the office of President.

B. No member may serve simultaneously as a director and as an officer of the Society. No officer of the National Society shall simultaneously serve as an officer of an internal organization. Only eligible members of the Society may serve on the Board of Governors.

C. The directors shall have the power to remove officers, establish additional officers as needed, and fill vacancies in office which may occur.

D. The directors shall select a chairman from among themselves to call and conduct a meeting for the purpose of acting pursuant to Section IV-A-(3)(b) or Section IV-C above. The President shall preside at all other meetings of the Board.

E. Board of Governors Meetings.

(1) The Board of Governors may be convened by action of the Board, by the President, or by petition of at least one third of the Board members. One third of the directors and two officers, all present in person, shall constitute a quorum at meetings of the Board of Governors.

(2) There shall be an annual meeting of the Board of Governors at each annual convention, which shall be divided into an opening session on the first day of the convention, an adjourned session near the end of the convention, and such special sessions as shall be called by the President with due notice.

F. Directors and officers must be forwarded notice at least two weeks in advance of meetings of the Board of Governors.

G. Any member of the Board may appoint a proxy to speak and vote for him at a meeting of the Board of Governors. The proxy must be a member of the Society who would be eligible to serve on the Board of Governors. The proxy may act at one meeting for only one director or officer. The presiding officer must be notified of such proxy appointment prior to the meeting, or the proxy should file written authorization from his principal at the time of the meeting. Authorization should state whether or not discretionary voting powers have been given to the proxy.

H. Committee chairmen may attend each meeting of the Board of Governors and have the privilege of speaking on matters relevant to the committee's function but shall have no vote.

I. An internal organization of the Society shall have the right of sending a representative to a meeting of the Board of Governors for the purpose of presenting or discussing matters relating to said internal organization, but shall have no vote.

J. Any member of the Society may attend meetings of the Board of Governors and may be granted the privilege of the floor at the discretion of the presiding officer, but shall have no power to vote.

K. Robert's Rules of Order, as Revised, shall govern all procedural questions arising at meetings of the Board of Governors.

L. Each action approved by the Board of Governors which serves to establish new policies, to revise the governing body, or to establish new administrative procedures will be designated as an "Act." The President shall see that a record is kept of all Acts and that the record is made available to at least all members of the Society.

M. If three percent (3%) of the voting members of the Society have signed a petition within a 13 month period requesting a referendum on a proposed Act, the Act must be submitted to the voting membership along with the next NSS election of Directors that has a deadline of at least 30 days after the signed petition has been given to the President of the Society, unless the Act has been approved by the Board of Governors since the circulation of the petition. If the proposal receives a majority favorable vote of ballots returned and marked concerning the proposed Act, the Act will become effective when the elected Directors are seated.

V. CONVENTIONS - GROTTOS CONGRESS - SPECIAL MEETINGS

A. An annual convention shall be held at a place and time approved by the Board of Governors. A notice of the annual convention shall be forwarded to all members at least one month in advance of the date thereof.

B. There shall be a congress held at least once a year for the purpose of affording the membership an opportunity to present their views on all problems relative to the operation of the Society.

(1) The Congress shall provide for representation of both internal organizations and individual members and shall be conducted in such a manner prescribed by the Board of Governors until formal rules for governing are adopted by the Congress itself. (Such rules were adopted in 1969.)

(2) The Congress shall have the power to pass resolutions; which resolutions must be considered by the Board of Governors at its next regular meeting.

(3) The Congress shall meet at the annual convention and at such other time as its rules may provide.

C. Special meetings of the Society may be called at such time and places as approved by the Board of Governors. The entire membership shall be sent notices as to the date, place, and purpose of any such meetings at least two weeks in advance thereof.

VI. PERMANENT COMMITTEES AND COMMISSIONS

A. Permanent committees and commissions shall be established to accomplish the work of the Society. The duties of each committee and commission shall be to study, promote interest in, and work toward the advancement of all matters pertaining to its field of activity. Any questions of conflicting jurisdiction of committees or commissions shall be resolved by the President. For administrative purposes the Board of Governors will divide the permanent committees and the

permanent commissions into groups and will designate an officer of the Society to supervise the activities of each group.

B. The chairmen of the permanent committees shall be appointed by the officer of the Society responsible for supervising the activities of the committee with the approval of the Board of Governors. Each chairman shall promote the activities of the committee and select the personnel unless otherwise directed by the Board of Governors. A chairman may appoint subcommittees to accomplish the work of the committee.

C. The chairmen and members of permanent commissions shall be appointed by the officer of the Society responsible for supervising the activities of the commission with the approval of the Board of Governors. Commissions may appoint committees to accomplish the work of the commission.

D. Other temporary committees or commissions may be appointed by the President as needed.

VII. INTERNAL ORGANIZATIONS

A. Internal organizations are groups which have been chartered by the Society to further promote the purposes of the Society. The privileges and responsibilities of internal organizations, as well as the criteria by which they are chartered, shall be as set forth in the "Policy for Internal Organizations", as approved by the Board of Governors.

B. A chapter (Grotto, Student Grotto) is an internal organization made up of individuals who reside in the same general locality or who came together and maintain community by means of electronic or other communications.

C. A Regional Association (Region) is an internal organization made up of individuals and organizations in a general geographic area.

D. A Speleological Survey (Survey) is an internal organization made up of individuals and organizations engaged in gathering speleological data in a general geographic area.

E. A Special Section (Section) is an internal organization made up of individuals involved in a common study or interest related to speleology.

VIII. PROPERTIES

A. The Society may acquire real and personal property, including equipment, literature, and other materials for use by and on behalf of the membership.

B. The Society may act as an agent on behalf of any member in the transfer of rights affecting photographs, literary compositions, and other speleological material under conditions approved by the Board of Governors.

IX. PUBLICATIONS

A. The Society will issue and distribute regular publications consisting of a JOURNAL and NEWS and is empowered to issue and distribute special publications subject to regulations governing the subject matter, publication dates, sales, and distribution as prescribed by the Board of Governors.

B. Copies of publications issued by internal organizations will be made available to members of the Society upon payment of the requisite subscription fees, and additional copies will be distributed as prescribed in the "Policy for Internal Organizations".

X. LIBRARY

A. The Society will maintain a library of speleological subjects and topics for use of members including technical publications, textbooks, charts, maps, photographs, prints, reprints, transparencies, periodicals, both domestic and foreign.

XI. EXPULSION OF MEMBERS

- A. A member not exempt from paying dues shall be automatically dropped for failure to pay.
- B. By a two-thirds vote the Board of Governors may expell a member for disregard of accepted safety or conservation practice or the rights of a cave owner or for other conduct detrimental to the Society. A member subject to expulsion is entitled to a private hearing before the Board.

XII. AMENDMENT OF THE BYLAWS

- A. These bylaws may be amended only by:
 - (1) Unanimous approval of those present at a Board of Governors meeting at which three quarters of the Board members or their personally appointed proxies are present; or
 - (2) Presenting the proposed amendments in writing to the Board of Governors at least one meeting prior to their consideration, or by mail to each member of the Board at least one month prior to their consideration, and approval of two thirds of the Board members or their personally appointed proxies present at the next Board meeting. Under the above two procedures only minor changes of language from that presented may be allowed at the time of adoption.
 - (3) If 5 percent of the voting members of the Society have signed a petition within a fifteen month period requesting a referendum on a proposed amendment to these Bylaws, the amendment must be submitted to the voting membership along with the next NSS election of directors that has a deadline for nominations at least thirty days after the signed petition has been given to the President of the Society, unless the proposed amendment has been previously approved by the Board of Governors as provided above. If the proposal receives a two-thirds favorable vote of ballots returned and marked concerning the proposal the amendment will become effective when the elected directors are seated.

XIII. DISSOLUTION

In the event of dissolution the assets of the organization shall be distributed to the National Speleological Foundation. However, if the National Speleological Foundation is not then in existence or no longer is a qualified distributee or unwilling or unable to accept the distribution, the assets of the organization shall be distributed as may be determined by the Board of Governors or by a court of competent jurisdiction upon application of the Board of Governors to a fund, foundation, or corporation organized and operated exclusively for scientific or educational purposes which would then qualify under provisions of Section 501(c)(3) of the Internal Revenue Code as they now exist or hereafter may be amended.

As amended through November 2005. Bylaws amended after November 2005 are annotated:
Section - Date: Agenda Item Number

Bylaw 1.B. (14) – 07-27-07:22