



## **BYLAWS OF THE WEST VIRGINIA CAVE CONSERVANCY, INC.**

As revised by the Board of Directors through  
November 15, 2009

### **ARTICLE I: NAME**

The name of this organization shall be the "West Virginia Cave Conservancy, Inc."

### **ARTICLE II: PURPOSE**

The West Virginia Cave Conservancy, Inc. (hereinafter "the Conservancy") is a 501(c)(3) non-profit corporation established to conserve caves and educate the public about caves in West Virginia and Virginia. The Conservancy's mission is to "Preserve and maintain access to the cave and karst resources of West Virginia and Virginia for future generations."

### **ARTICLE III: MEMBERSHIP**

1. Membership in the Conservancy shall be open to anyone with an interest in the preservation of caves and the mission of the Conservancy.
2. Membership terms, conditions, privileges, and fees shall be determined by the Board and shall be specified in detail in the WVCC Directives.
3. Membership may be terminated by the individual member at any time at their request, or for failure to pay dues within the time limits detailed in the WVCC Directives, or by vote of the Board of Directors for any of the reasons detailed in the WVCC Directives. Members in arrears for a period of three months after notification by the Treasurer will be dropped from membership.

### **ARTICLE IV: BOARD OF DIRECTORS**

1. The Board shall be wholly responsible for the operation of the Conservancy and shall not act contrary to the non-profit status of the Conservancy.
2. The Board of Directors shall consist of no more than 12 Directors, 9 of whom are elected by a plurality of votes cast by the WVCC membership at large from a slate of candidates recommended by the WVCC Nominating Committee. Ties shall be decided by a majority of a quorum of the Board of Directors. The

remaining 3 Director positions are appointed by the Board, for terms decided by the Board. Unexpired terms may be filled by the Board.

3. Elected Directors shall serve nine-year terms that begin on January 1 and end on December 31. The terms for elected Directors shall be staggered, such that every third year, three terms expire. Initially, Robert H. Handley, Clifford F. Lindsay, and Dallas E. Swepston shall fill terms that begin immediately, and end 12/31/2006. These three initial Directors shall fill the terms ending 12/31/2003 and 12/31/2000 as they see fit.
4. Elections. In a calendar year at the end of which three elected Director terms will expire, an election to fill the expired terms shall be conducted, and shall be managed by an Elections Committee consisting of the elected Directors whose terms do not expire until the next three-year cycle. This committee shall be responsible for:
  - a. Selecting the Elections Committee Chair.
  - b. Nominating a slate of candidates and obtaining a platform statement from each.
  - c. Mailing ballots to all eligible members not later than October 1st, with a deadline of November 1st for receipt of completed ballots.
  - d. Jointly counting the ballots in public on the day of the annual Recognition Banquet.
  - e. Announcing the winners of the election at the Banquet.
5. Only current Directors on the Board may vote on Board matters. Each Director shall have one vote at meetings of the Board of Directors.
6. A Director shall automatically lose their position on the Board if he/she misses three consecutive scheduled meetings.
7. The Board shall have the authority to establish Directives, which are rules and regulations subordinate to these Bylaws.

#### **ARTICLE V: OFFICERS OF THE CONSERVANCY**

1. The Board of Directors shall elect all Officers of the Conservancy and may replace any Officer at any time. Officers shall be elected for one-year terms at the Annual meeting.
2. Officers must be current WVCC members and may also be current Directors.
3. The Officers of the Conservancy are the President, the Vice-President, the Secretary, and the Treasurer. The Board may not always have all Officer positions filled at all times and the positions may occasionally be combined, such

as Secretary-Treasurer, for efficiency of operations. The Board may establish other Officers.

4. All Officers shall be elected by the Board and shall serve at the will and pleasure of the Board. Specific duties shall be detailed in the WVCC Directives. The Board may select professional staff (paid or unpaid) to perform select officer duties, as necessary. Such staff shall be considered volunteers if unpaid and employees if paid, and are not actual Officers or Directors and may not vote on Board matters.

The Executive Committee shall consist of the Board elected Officers. The duties of the Executive Committee shall be to transact Conservancy business assigned to them by the Board of Directors. The Executive Committee shall prepare an annual report and a proposed annual budget to present at the annual end-of-year meeting. The President shall be in charge of the Executive Committee. Decisions of the Executive Committee must be unanimous, or the issue must be returned to the Board for a vote.

#### **ARTICLE VI: FISCAL POLICIES**

1. The fiscal year shall be from January 1 to December 31.
2. No Standing, Special, or Ad Hoc Committee member, Advisory Board member, Officer or Director, or other organizational member shall have the power to incur obligations binding upon the Conservancy except as authorized by the Board of Directors.
3. No one shall receive compensation or reimbursement unless authorized by the Board.

#### **ARTICLE VII: MEETINGS**

1. The Board shall meet at least once a year, at the Annual Meeting, at a time and place determined by the Board. The Board may meet more than once per year or as often as it deems necessary to conduct business.
2. The Annual Meeting shall be held on the day following the annual Recognition Banquet, which shall be held during the last quarter of each calendar year.
3. Special meetings of the Board may be called by the President, or by a majority of the Board members notifying the President of the need for a meeting.
4. The quorum and voting procedures for Board meetings are defined in Article X.
5. Ample notice of 21 days shall be given for all scheduled Board of Directors meetings, and 7 days notice shall be given for special meetings.

## **ARTICLE VIII: COMMITTEES**

1. The Board shall establish, direct, and eliminate any Committees, as it deems necessary to accomplish the mission of the Conservancy. Such Committees shall be identified in the WVCC Directives.
2. Standing Committees are appointed by the Board, are continuing in nature, and shall serve until dissolved by the Board.
3. Ad Hoc Committees are appointed by the Board or the President, are temporary in nature, and shall be disbanded once their objectives are met.
4. Committee chairs shall be current members and may recruit additional members to perform committee functions.
5. The Charter, Chair, membership list, objectives, and other pertinent rules for all Committees shall be recorded in the meeting minutes when the Committee is established, or for Committees established between meetings, in the minutes for the next meeting.

## **ARTICLE IX: ADVISORY COUNCIL**

1. The Board may establish an Advisory Council to provide counsel on any matters the Directors deem appropriate. The purpose and terms and conditions of the Council shall be detailed in the WVCC Directives.

## **ARTICLE X: VOTING**

1. A quorum for conducting the business of the Conservancy shall be a majority of the directors currently serving.
2. Board matters shall be decided by simple majority vote of the directors present, except in special circumstances as enumerated below, which require a four-fifths majority of directors present:
  - a. Amendments to the Certificate of Incorporation,
  - b. Amendments to the Bylaws,
  - c. Involuntary removal of a Director or Officer,
  - d. Involuntary removal of a WVCC member (any category),
  - e. Membership categories and dues structure,
  - f. Replacement of a Director or Officer in mid-term for the remainder of the term, and
  - g. Selection of appointed Directors and their terms.
3. A 21-day notice shall be given in writing to the Board members for any circumstances identified in Article X, Section 2.

4. Urgent business may be conducted outside of regularly scheduled meetings, by a majority vote of the Board by responding to either an electronic or a US Postal Service offering.

#### **ARTICLE XI: PARLIAMENTARY AUTHORITY**

1. Robert's Rules of Order, as revised, shall govern this Conservancy in all cases in which they are applicable, except as otherwise provided for in the Bylaws.