

CONSTITUTION AND BYLAWS OF THE *MISSOURI SPELEOLOGICAL SURVEY, INC.*

CONSTITUTION

ARTICLE I: NAME

The name of this organization shall be Missouri Speleological Survey, Incorporated. BySpeleological it is meant those sciences which are devoted wholly or in part, to the study of caves.

ARTICLE II: DURATION

The terms for which the Missouri Speleological Survey, Inc., herein after referred to as MSS is organized shall be perpetual.

ARTICLE III: PURPOSES OF MSS

This organization is organized and will be operated exclusively for educational and scientific purposes within the meaning of Section 501-C (3) of the United States Internal Revenue Code of 1954 (or corresponding revisions or any future United States Internal Revenue Law).

- A. To locate, record, conserve, and research the caves, of the state of Missouri
- B. To provide a permanent, non-profit non-sectarian, cooperative organization for the pursuit of speleology.
- C. To disseminate knowledge of caves of Missouri through publications, conducting public forums, lectures and other similar programs.
- D. To establish and nurture a professional atmosphere among Missouri's speleologists.
- E. To cooperate with all individuals and organizations consistent with the forgoing purpose.

ARTICLE IV: GOVERNMENT AND MEMBERSHIP

- A. The MSS shall consist of and be governed by a Board of Directors, herein after referred to as Board consisting of a President and one Director from each affiliate organization as recognized by MSS.
- B. The Board shall be the legal representative of the MSS and act as its governing and administrative body in conducting business pertaining to speleology in Missouri.

ARTICLE V: MEETINGS

The meetings shall be held at times and places as designated by the Board and provided in the bylaws

ARTICLE VI: FINANCES

- A. The MSS may solicit and accept funds for its operations. The Board shall have control of the receipt, management and disbursement of the funds of the MSS.
- B. No part of the net earning of the corporation shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these articles the corporation shall not carry any other activities not permitted to be carried on:

- a. by a corporation exempt from Federal income tax under section 501 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or
- b. by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII: INCORPORATION

The MSS shall be incorporated under the laws of the "General Not For Profit Corporation Act of the State of Missouri" Chapter 355 of the revised statutes. The corporation in all respects shall comply with the requirements of this act and tile law of the State of Missouri.

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the corporation, the Board shall after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation effusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as all exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1954 as the Board shall determine.

ARTICLE IX: AMENDMENTS

The constitution of the MSS may be amended by a two-thirds vote of the Board, but such amendments shall not become effective until ratified by two-thirds of the affiliated organizations. All proposed amendments shall be presented in writing to the board at least forty-five (45) days prior to the regular meeting.

BYLAWS

CHAPTER 1: BOARD OF DIRECTORS

A. The board shall:

- a. Conduct business according to Robert's Rules of Order revised as amended by these Bylaws.
- b. Conduct business meetings only when at least one-half of all directors are present in person or by proxy. A proxy shall have written authorization with him at the meeting from the organization stating that he is their representative proxy.
- c. In event of interim business requiring Board action the Board may be polled by the President to determine the Board's wishes with at least 15 days between notification and answer.
- d. If the president has been selected from the members of the board his organization shall elect or appoint a representative to fill out his term.

- e. Items of business shall be passed by a simpler majority except as provided elsewhere in the Constitution or Bylaws.

CHAPTER II: DIRECTORS

A. Each director shall:

- a. Be a member in good standing of the organization he or she represents.
- b. Be elected or appointed as Director by the organization which he or she represents for a term to be determined by that organization at a time convenient to that organization.
- c. Not represent more than one organization.
- d. Be the voting voice of his or her organization during the conduct of business at all meetings of the Board.
- e. Have one vote during the conduct of business.
- f. Report in person or in writing the proceedings of all MSS meetings to his or her respective organization.
- g. Be prepared to report to the Board at regular meetings the activities and progress of his or her organization.
- h. Maintain an up-to-date mailing address with the President and Secretary.

CHAPTER III: PRESIDENT

The President of the Board shall:

- A. Be elected by secret ballot of the members of the Board at the regular Fall meeting by a simple majority for a term of two years to begin with the end of the meeting at which he or she is elected.
- B. Be responsible for assembling an agenda for each meeting.
- C. Preside at all meetings.
- D. Be the official spokesman and envoy of the MSS.
- E. Call special meetings.
- F. Vote during the conduct of MSS business only in the event of a tie.

CHAPTER IV: VICE-PRESIDENT

The Vice-president of the Board shall:

- A. Be elected by secret ballot by the members at the Fall meeting by a simple majority for a term of two years to begin with the end of the meeting at which he or she is elected.
- B. Assist the President.
- C. Preside at all meetings in the absence of the President.
- D. May also serve as a Director and may vote only if he or she is also serving in that capacity.
- E. Shall assume the presidency upon the death or resignation or incapacitation (with approval of the majority of the Board) of the President.
- F. If vacated, be filled for the remainder of the term by secret ballot of the members of the Board at the next regular meeting by a simple majority vote of the Board of Directors.

CHAPTER V: TREASURER

The Treasurer of the MSS:

- A. Shall be appointed by the President for a term of three years subject to the approval of the Board.
- B. Shall be responsible for all funds of the MSS.
- C. May be replaced by a two-thirds vote of the Board.

CHAPTER VI: SECRETARY

The Secretary of the MSS shall:

- A. Be appointed by the President for a term of three years subject to the approval of the Board.
- B. Be responsible for the taking of the minutes and the distribution of these minutes to the Board after the meeting.

CHAPTER VII: COOPERATORSHIP AND ACCESS TO DATA

- A. Individuals, Organizations, or Agencies who cooperate with the goals of the MSS shall be termed Cooperators.
- B. Access to the Missouri Cave Database:
 - a. Cooperators should request data from his/her representative Director, the President, or the Cave Files Custodian.
 - b. Should the Cooperator be refused access to data, then they may present their request to the Board of Directors.
- C. Guidelines on Partial Data Requests:
 - a. That the person demonstrates a need for the information.
 - b. That the Cooperator is expected to contribute to the cave files as a result of their access to them.
 - c. Initially, access to information may be of a limited nature to a single county or less and general access may be limited to only information that is needed.

CHAPTER VIII: ORGANIZATION

- A. Charter organizations of the MSS to be represented on the Board are:
Chouteau Grotto of the NSS, Gasconade Grotto of the NSS, Middle Mississippi Valley Grotto of the NSS, Western Missouri Speleologists, MSM Spelunker's Club, St. Louis University Grotto of NSS, and Southeast Missouri State College Grotto of the NSS.
- B. New Organizations:
 - a. An Affiliate Organizations Officer shall be appointed by the President to review and submit a report on organizations requesting affiliate status. The report will make recommendations as to whether the organization should be allowed affiliation at this time. Organizations are free to reapply before the next affiliate committee meeting.
 - i. Requirements of applicants:
 1. An adopted plan of organization indicating the governmental structure name and address of the organization.
 2. A membership list showing the names and ages of all participating members and officers.
 3. Minutes of meetings indicating that the organization has been in existence and operating activity for a period of one year or more preceding the date of application for affiliation.
 - b. The Affiliate Organizations Officer will make a complete evaluation of the activities of the organization to see if it acts in a manner consistent with the aims and purposes of MSS.

CHAPTER VI: PRIVILEGES OF AFFILIATE ORGANIZATIONS

- A. Privileges of all affiliate organizations shall be subject to review at the discretion of the Board.
- B. Affiliate organizations shall receive the Missouri Speleology and the MSS Liaison.

CHAPTER X: AFFILIATION FEE

Each affiliate organization within the MSS shall be assessed an annual affiliation fee to provide monies to the General Fund. The amount of the fee shall be as determined by the Board and shall be due on the date of the Spring meeting.

CHAPTER XI: LOSS OF REPRESENTATIVE

An organization shall lose its right to representation on the Board if it:

- A. Acts in a manner detrimental to the MSS as determined by the Board.
- B. Fails to pay affiliation fee within two months from date due.

CHAPTER XII: LOSS OF MEMBERSHIP

- A. An organization failing to rectify the conditions leading to its loss of representation under Chapter XI, above within one year from the date of such loss shall lose all membership rights.
- B. Disbands.

CHAPTER XIII: MEETINGS

- A. There shall be a minimum of two meetings per year.
- B. Meeting dates, locations and / or formats (in-person or online) shall be determined by the President and approved by the Board either in person or via electronic communication with at least 30 days advance notice to all Board members. In the event of electronic communication (email), approval of upcoming meeting dates, locations and / or formats is to be determined by a vote of the majority of Board members who respond to the call for a meeting within two weeks.
- C. Special meetings may be called by the President with at least 30 days advance notice to all Board members.

CHAPTER XIV: PUBLICATIONS

The MSS shall publish a scientific journal, Missouri Speleology, and a general information publication MSS Liaison and such other publications as deemed necessary for the accomplishment of its purposes. The Editor(s) of such publications shall be appointed by the President subject to the approval of the vote of the Board. Fees for such publications shall be set by the Board.

CHAPTER XV: RESEARCH COUNCIL

The MSS shall establish a Research Council to coordinate research projects, to solicit and disburse funds and to publish findings through Missouri Speleology. This Research Council shall consist of a four member voting panel, one of which will serve as secretary. The council shall be appointed by the Board every three years.

CHAPTER XVI: AMENDMENTS

The Bylaws of the MSS may be amended by a majority vote of the board, but such amendments shall be presented in writing to the Board at least forty-five (45) days prior to the meeting and have been presented to each affiliated organization by their MSS Director.

Constitution of 1981 with Amendments of Sept. 13, 1986 and Jan. 24, 1987, 2010, Sept. 27, 2015 and Sept. 19, 2021.