

CONSTITUTION OF THE ILLINOIS SPELEOLOGICAL SURVEY

Revised 5 December 2015

Adopted 26 January 2016

ARTICLE I - NAME

The name of this organization shall be ILLINOIS SPELEOLOGICAL SURVEY, INC.

By speleological it is meant those sciences devoted, wholly or in part, to the study of caves.

ARTICLE II - DURATION

The ILLINOIS SPELEOLOGICAL SURVEY, INC., herein after referred to as the ISS, shall be perpetual.

ARTICLE III - PURPOSES OF ISS

A. To protect, conserve, locate, record, explore, and study the caves and karst resources in the State of Illinois.

B. To provide a permanent, non-profit, non-sectarian, cooperative organization for the pursuit of speleology.

C. To establish and nurture a professional atmosphere among Illinois' speleologists.

D. To cooperate with all individuals and organizations consistent with the foregoing purposes.

ARTICLE IV - GOVERNMENT AND MEMBERSHIP

A. Government:

1. The ISS shall be governed by a Board of Directors, herein after referred to as the

Board, consisting of a President, a Vice-President and Directors whose number are specified in the Bylaws.

2. The Board of Directors is comprised of at least three volunteers actively pursuing the goals of the ISS. Board members may serve an indefinite period of time.

3. Officers and Directors will have duties and responsibilities as outlined in the Bylaws of the ISS.

4. The Board shall be the legal representative of the ISS and act as its governing and administrative body in conducting business pertaining to speleology in Illinois.

B. Membership:

1. There shall be one category of membership in the ISS known as Cooperator.

2. Qualifications and conditions of membership, and method of termination of membership shall be further specified in the Bylaws.

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 ISS may solicit and accept funds for its operations. The Board shall have control of the receipt, management, and disbursements of the funds of the ISS.

B. No part of the net earnings 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 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 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 on any other activities not permitted to be carried on:

C. by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of an future United States Internal Revenue Law), or

D. 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 ISS shall be incorporated under the provisions of the "General Not For Profit Corporation Act 1986" of the State of Illinois. The corporation in all respects shall comply with requirements of this act and the law of the State of Illinois.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the corporation, the Board shall, pay or make provision for the payment of all the assets of the corporation exclusively 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 an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX - AMENDMENTS

A. The Constitution of the ISS may be amended by a simple majority of the Board of Directors. Proposed amendments shall be made available to the Board of Directors at least forty-five (45) days prior to a scheduled meeting and disseminated in such a way that the Board be duly informed via postal means, electronic means, personal presentation, or any combination.

B. Amendments approved by the Board shall become effective on the close of business of the meeting when voting was tallied.

BYLAWS OF THE ILLINOIS SPELEOLOGICAL SURVEY

Revised 5 December 2015

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CHAPTER I - BOARD OF DIRECTORS

A. The Board shall:

1. Conduct business guided by Robert's Rules of Order, revised as amended by these Bylaws.
2. Conduct business only when more than half of all directors are Present in person or by electronic means.

B. If the President has been selected from the members of the Board, his/her directorship shall be appointed by the Board.

C. If the Vice President is selected from the Directors, he/she shall retain the directorship.

D. Items of business shall be passed by a simple majority, except as provided elsewhere in the Constitution or the Bylaws.

CHAPTER II - DIRECTORS

A. Directors shall:

1. Participate in the decisions of the Board of Directors.
2. Have one vote during the conduct of business.
3. A Director may be removed by two-thirds majority vote of the Board of Directors.
4. Additional Directors may be added by a simple majority vote of the Board of Directors

B. In the event of resignation of a Director, the Board may appoint a replacement to fill the vacancy.

CHAPTER III - PRESIDENT

The President of the Board of Directors shall:

A. Be elected by secret ballot of the Board of Directors at the annual meeting, by a simple majority, for a term of two years, to begin with the end of the meeting at which he/she is elected.

B. Be responsible for assembling an agenda for each meeting.

C. Preside at all meetings.

D. Be the official spokesperson and envoy of the ISS.

E. Call special meetings.

F. Vote during the conduct of ISS business only in the event of a tie.

G. May be removed by a two-thirds majority of the Board.

H. Not also be a Director

CHAPTER IV - VICE PRESIDENT

The Vice-President of the Board of Directors shall:

A. Be elected by secret ballot by the Board of Directors at the annual meeting by simple majority for a term of one year to begin with the end of the meeting at which he/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 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 at the next regular meeting, by a simple majority vote of the Board of Directors.

G. May be removed by a two-thirds majority of the Board.

H. Shall encourage researchers to contribute data to the ISS.

I. Serve as the membership liaison between ISS members and the Board of Directors and maintain the membership list.

CHAPTER V - TREASURER

A. The Treasurer of the ISS shall be appointed by the President, subject to the approval of the Board, and shall be responsible for all the funds of the ISS. He/She may be replaced by a two-thirds vote of the Board of Directors. The Treasurer may only vote if also serving as a Director.

CHAPTER VI - RECORDING SECRETARY

A Recording Secretary shall be appointed for each meeting by the President and shall be responsible for the taking of minutes, and submits draft minutes to the President for distribution to the Board of Directors after the meeting. The Recording Secretary may only vote if also serving as a director.

CHAPTER VII- MEMBERSHIP

A. Interested parties should contact any member of the Board of Directors if they would like to become a member. The Board of Directors shall consider such potential members during a Board of Directors meeting.

B. Membership in the ISS is determined by vote of the Board of Directors.

CHAPTER VIII- LOSS OF REPRESENTATION & MEMBERSHIP

A. Members may be removed from the ISS by a two-thirds vote of the Board of Directors for any reason, including unauthorized distribution or use of restricted ISS information.

CHAPTER IX – MEETINGS

A. There shall be a minimum of one meeting per calendar year.

CHAPTER X- PUBLICATIONS

A. The ISS shall publish such 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 publications shall be set by the Board.

CHAPTER XI- DATA ACCESS

A. Data shall be available for advancement of the purposes stated in Article III of the Constitution of the ISS. These purposes specifically do not include recreational caving or commercially led trips.

B. The Board of Directors shall review information requests.

C. Both ISS and the person submitting data have ownership rights to the submitted data. Requesters must sign a confidentiality agreement saying that they may not disseminate this information without written permission of the Board of Directors. The requester must make a report of findings to the ISS in a timely manner, which may be specified by the Board of Directors. The cave catalogs complete or partial, do not belong to the requester and must be turned in when issued an updated one for the same area. Further restrictions may be imposed by the Board of Directors.

D. A person requesting substantial amounts of data, as determined by the Board of Directors, may be required to submit a written request, research proposal and pertinent resume to the committee in order for the request to be evaluated.

E. Submitters of data shall have access to the data they have submitted.

F. The Board shall consider data requests from organizations only with a Memorandum of Understanding (MOU) with the ISS in such a way that the dissemination of data shall be in compliance with the MOU.

CHAPTER XII- AMENDMENTS

A. Amendments to the Bylaws may be made by a two-thirds majority of the Board. Proposed amendments shall be made available to the Board of Directors at least forty-five (45) days prior to a scheduled meeting and disseminated in such a way that the Board be duly informed via postal means, electronic means, personal presentation, or any combination.

B. Amendments approved by the Board of Directors shall become effective at the close of business, except for the provisions that state otherwise.