

# **CONSTITUTION OF THE ILLINOIS SPELEOLOGICAL SURVEY**

Revised Nov. 18, 2012

## **ARTICLE I - NAME**

The name of this organization shall be ILLINOIS SPELEOLOGICAL SURVEY, INC. By speleological it is meant those sciences which are 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. Directors will be:
    - a. Organizational Directors: Appointed by ISS affiliated non-caver organizations.
    - b. Elected Directors: Elected individually by a plurality of the ISS members voting.
  - 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 membership. Proposed amendments shall be published at least forty-five (45) days prior to a scheduled

meeting and disseminated in such a way that the membership be duly informed via postal means, electronic means, personal presentation, or any combination.

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

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## **BYLAWS**

### **CHAPTER I - BOARD OF DIRECTORS**

- A. The Board shall:
  - 1. Conduct business according to Robert's Rules of Order, revised as amended by these Bylaws.
  - 2. Conduct business only when at least half of all directors are present in person, and at least three fourths of all directors are present in person or by proxy. A proxy shall provided written authorization to the President at or before the meeting..
- B. If the President has been selected from the members of the Board, his/her directorship shall:
  - 1. In the case of Organizational Directors: The organization shall elect or appoint a representative to fill out his/her term.
  - 2. In the case of Elected Directors: A replacement shall be appointed by a plurality of the ISS members present at the time of election.
- 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. Each Organizational Director shall:
  - 1. Be affiliated with the organization he/she represents.
  - 2. Be selected by the organization which he/she represents for a term to be determined by his/her organization, at a time convenient to his/her organization.
  - 3. Not represent more than one organization.
  - 4. Be the voting voice of his/her organization during the conduct of business at all meetings of the Board of Directors.
  - 5. Have one vote during the conduct of business.
  - 6. Be prepared to report to the Board of Directors at regular meetings the activities and progress of his/her organization.
  - 7. Not also serve as an elected Director.

- B. Each Elected Director shall:
  - 1. Be elected by a plurality of the members of the ISS voting.
  - 2. Serve a term of two years.
  - 3. Serve and assist in the decisions of the Board of Directors.
  - 4. Have one vote during the conduct of business.
  
- C. Resignation:
  - 1. In the event of resignation of an Elected Director, the Board shall appoint a member to fill the vacancy until the next election.
  - 2. In the event of resignation of an Organizational Director, the position shall be filled at the convenience of the organization.
  
- D. The number of Elected Directors will be greater than the number of Organizational Directors.
  - 1. There shall be five elected directors.

### **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. Serve not more than two consecutive terms.
- C. Be responsible for assembling an agenda for each meeting.
- D. Preside at all meetings.
- E. Be the official spokesperson and envoy of the ISS.
- F. Call special meetings.
- G. Vote during the conduct of ISS business only in the event of a tie.
- H. Verify that member's ballots have been accurately counted by the Vice President.
- I. May be removed by a two-thirds majority of the Board.
- J. Not also be a Director

### **CHAPTER IV - VICE PRESIDENT**

The Vice-President of the Board 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 by performing the following duties:
  - 1. Be the person receiving all applications for membership.
  - 2. Approve applications for membership for individuals meeting the conditions described in Chapter VIII – Membership of the ISS By-laws.
  - 3. Maintain the membership list for all members

#### **CHAPTER V - TREASURER**

The Treasurer of the ISS shall be appointed by the president for a term of two years 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 the distribution of copies of these minutes to the Board of Directors after the meeting. The Recording Secretary may only vote if also serving as a director.

#### **CHAPTER VII - ORGANIZATIONS**

- A. The organizations of the ISS eligible for representation on the Board of Directors are:
  - 1. The Illinois Department of Natural Resources
  - 2. Clifftop, NFP
- B. New organizations:
  - 1. A membership committee of three individuals shall be appointed by the President to review and submit a report on organizations requesting membership status. The report shall make recommendations as to whether the organization should be allowed membership at that time. Organizations are free to reapply at the next membership committee meeting.

2. Requirements of Applicants: The applicant organization must submit an adopted plan of organization indicating the governmental structure, name, and address of the organization.
  3. The Board will vote on the application for membership.
  4. Privileges of member organizations shall be subject to review at the discretion of the Board.
- C. Membership is not limited to Illinois organizations.
- D. Organizations that are internal organizations (i.e., grottos) of National Speleological Society (NSS) or similar structured organizations that are primarily of a social nature are not eligible for representation as an Organization.

### **CHAPTER VIII - MEMBERSHIP**

- A. Membership in the ISS will require an individual to agree to the purposes of the ISS and:
1. Shall be granted on application in writing or in person to the ISS, citing sufficient evidence that the applicant supports the purposes of the ISS.
  2. Is not limited to residents of Illinois.
  3. Have nominating and voting privileges only for election of directors, and as provided in the Constitution and By-laws.

### **CHAPTER IX - AFFILIATION FEE**

Each organization and member within the ISS 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 annual meeting.

### **CHAPTER X - VOTING**

- A. The Vice President shall have responsibility and oversight of all member general elections. These responsibilities are:
1. Send and receive mailed ballots for voting as outlined in the Constitution and by-laws.
  2. Tally votes prior to a general meeting and announce results to the President, the director-elects, and the members at least 30 days prior to the next general meeting. If the Vice President is a candidate for director, the Vice President will appoint an independent person to tally the votes. That independent person will be identified to the members prior to the vote tally.
- B. Ballots shall be mailed to all Members. Members may return ballots via postal means (e.g., USPS, or other carrier service) or may personally present the original ballot to the Vice-President prior to the tally of votes.

- C. Voting shall be conducted by secret ballot but ballots shall be marked in such a way to prevent duplication.
- D. The initial vote for the election of interim directors after the approval of these changes shall be by those members present at the time of approval by the board. Interim Directors shall serve until new directors are seated.

#### **CHAPTER XI - LOSS OF REPRESENTATION & MEMBERSHIP**

- A. An organization shall lose its right to representation on the Board if it:
  - 1. Acts in a manner detrimental to the ISS as determined by the Board.
  - 2. Fails to submit a report to the Board at the annual meeting concerning its activities over the past year. This report must show a constructive effort in relation to the purpose of the ISS as determined by the Board.
  - 3. Fails to pay affiliation fee within two months from date due.
  - 4. Fails to attend or send proxy for two consecutive meetings.
- B. An organization shall lose its right to membership in the ISS if it:
  - 1. Fails to rectify the conditions leading to its loss of representation within one year from the date of such loss.
  - 2. Disbands.
- C. Elected Directors shall be removed for failure to attend or send a proxy for two consecutive meetings, including meetings adjourned due to a lack of a quorum . Removal shall be automatic. The position shall be filled by appointment by the board until the next regular election.
- D. Members may be dropped or expelled from the ISS for the following reasons:
  - 1. Non-payment of fees.
  - 2. Willful misuse of ISS equipment/property.
  - 3. Conduct detrimental to the ISS.
  - 4. Unauthorized distribution or use of restricted ISS information.
- E. Former members, dropped for non-payment of fees, can reapply by payment of the established membership fee. Re-instatement of membership shall be at the member's former level.
- F. Any Director may recommend that an ISS member be expelled for cause. The member must be given a hearing before the board with at least one-month notice. The member has the right to present his case in person or by representative at the hearing.

#### **CHAPTER XII – MEETINGS**

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

### **CHAPTER XIII - PUBLICATIONS**

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 XIV - 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 shall appoint a 3-member Data Request Committee to review information requests. The appointees shall serve one-year terms. The committee must be unanimous in their decision to approve the information request. If the request is denied, appeal can be made to the Board. Requests for large amounts of data will also require approval of the Board. The committee will track requests and the history of use of information. Qualitative information may be given out by a single member of the committee.
- C. All data ownership rights will be retained by the ISS. Requesters must sign a confidentiality agreement saying that they may not disseminate this information without written permission of the committee. Wherever applicable the requester must make a report of findings to the ISS in a timely manner. 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 Data Request Committee.
- D. A person submitting data may restrict the data to be available, only with their written permission, for a period of two years and may be renewed on a yearly basis by the submitter indefinitely.
- E. A person requesting substantial amounts of data, as determined by the committee, may be required to submit a written request, research proposal and pertinent resume to the committee in order for the request to be evaluated.
- F. The committee shall supply a written report of all data requests and their disposition to the President on a monthly basis. The President will report this information to the Board at the next board meeting and a written summary of the Committee's reports shall be made available to the membership with the minutes from the reporting meeting. Reports will consist of the type of data disseminated (i.e., cave locations, maps or scientific data), the county(ies) for which the data was generated, the intended purpose of the data cited by the requestor, the name of the requestor and the organization (if applicable) the requestor is associated (e.g., grotto, corporation, government agency, etc.).
- G. Submitters of data are guaranteed access to the data they have submitted.
- H. The Data Request Committee shall consider all data requests from organizations with a Memorandum of Understanding (MOU) with the ISS in such that the dissemination of data shall be in compliance with the MOU.
- I. The Data Request Committee when considering requests by a contributing member of the ISS will consider the fact that the requester has contributed to the database to be a



significant factor in favor of granting the request. A “contributing member” is defined as a member of the ISS who has previously submitted original cave locations, original maps, or other original data of scientific value to the ISS database.

## **CHAPTER XV - AMENDMENTS**

- A. Amendments to the Bylaws may be made by a two-thirds majority of the Board. Proposed amendments shall be published 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, except for the provisions that specifically state otherwise.