

CONSTITUTION AND BYLAWS

of the

MISSOURI CAVES AND KARST CONSERVANCY

CONSTITUTION

(As Revised 12-21-2011)

ARTICLE I – NAME

The name of this organization shall be Missouri Caves and Karst Conservancy.

ARTICLE II – DURATION

The terms for which the Missouri Caves and Karst Conservancy, herein after referred to as MCKC, is organized shall be perpetual.

ARTICLE III – PURPOSES OF MCKC

To conserve caves and karst areas of the State of Missouri through lease purchase, ownership and management, or other contractual arrangement.

To assist cave owners in the conservation of their cave and karst resources.

To educate the citizens of the State of Missouri about cave and karst conservation and management.

To promote the scientific study of cave and karst environments.

To ensure that the Caving Community continues to have access to caves for exploration and other activities.

To cooperate with all individuals and organizations in achieving the foregoing purposes.

ARTICLE IV – GOVERNMENT AND MEMBERSHIP

The MCKC shall consist of and be governed by a Board of Directors, herein after referred to as Board.

The Board shall be the legal representative of the MCKC and act as its governing and administrative body in conducting business. The MCKC shall have members, who shall have the power to elect two members of the Board.

The MCKC shall establish and maintain a system of regional advisors from within the MCKC membership to serve as local contacts and sources of information for the Board.

ARTICLE V – MEETINGS

The meetings shall be held at times and places designated by the Board and provided in the Bylaws.

ARTICLE VI – FINANCES

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

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 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 on any of their activities not permitted to be carried on:

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 any future United States Internal Revenue Law), or

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 MCKC 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 requirements of this act and the law of the State of Missouri.

ARTICLE VIII – DISSOLUTION

In the event that the Board shall elect to dissolve the corporation, the Board shall also determine which not-for-profit cave conservation organization(s) are eligible to receive MCKC funds and properties. The Board of Directors and officers of such designated organization(s) must agree to assume responsibility for relinquished MCKC property. At such time that the MCKC Board votes to dissolve the corporation, the Board may not approve transfer of MCKC funds or properties to any designated cave conservation organization(s) until all outstanding MCKC expenses have been paid.

ARTICLE IX - AMENDMENTS

The MCKC Constitution may be amended by a two-thirds vote of the Board. All proposed amendments shall be presented in writing to the Board at least thirty (30) days prior to the regular meeting.

BYLAWS

CHAPTER I – BOARD OF DIRECTORS

The Board shall:

Conduct business according to Roberts Rules of Order, revised as amended by these By-laws.

Pass items of business by a simple majority, except as provided elsewhere in the Constitution or Bylaws.

Conduct routine business only when a simple majority of all directors is present in person. Under special circumstances, the President may poll the Board by mail or electronic communications to pass items of business.

Consist of no less than seven (7) directors.

Selection of Directors:

The membership of the MCKC shall elect two (2) Directors, one in odd, one in even numbered years, each to serve a two (2) year term. Filling these positions is not mandatory, if no nominees come forth after nominations are sought. (Amended 6-14-97)

The MCKC Board shall appoint one Director to serve a two (2) year term as a Director of the Missouri Speleological Survey.

The MCKC Board of Directors shall appoint all other directors to serve a three (3) year term.

All Directors shall be current dues paying members of the MCKC.

Prior to being appointed to the Board of Directors, the nominee shall appear at an MCKC meeting to be interviewed by the Board members. (Amended 9-25-99)

Removal of a Director:

A director may be removed from office for conduct detrimental to the interest of the MCKC

A director may be removed from office for persistent absence from Board meetings.

A director may be removed from office upon a two-thirds vote of the full Board of Directors.

CHAPTER II – MEETINGS

- A. Meetings of the MCKC Board of Directors will be held at such times, dates and places as determined by the Board.
- B. Additional or Special meetings may be called by the President or by a written request of a majority of the Board of Directors.
- C. Written notice of the time and place of Special meetings shall be delivered to all members of the Board of Directors at least seven (7) days prior to such meeting.
- D. All meetings will be open to all members of the MCKC.

CHAPTER III – PRESIDENT

The MCKC President shall:

- A. Be a current dues paying member of the MCKC and be elected by secret ballot of the members of the Board of Directors at the annual June 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. Act as the official spokesperson and envoy for the MCKC.
- E. Call special meetings.
- F. Vote on MCKC business, only in the event of a tie.
- G. Be the second signatory on the MCKC bank account and safe deposit box; write checks and obtain wire transfers as needed, in the event the treasurer is not available.
- H. Sign all contracts or other instruments authorized by the Board.
- I. Oversee the hiring and firing of all salaried staff.
- J. No president may serve more than two consecutive terms. (Amended 9-7-96)

CHAPTER IV – VICE PRESIDENT

The MCKC Vice-President shall:

- A. Be a current dues paying member of the MCKC and shall be elected by secret ballot of the members of the Board of Directors at the annual June 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 performing the duties of the office of the President in the absence or disability of the President.

C. Assist the President as directed by the President or Board.

CHAPTER V – TREASURER

The MCKC Treasurer shall be a current dues paying member of the MCKC and shall be appointed by the President for a term of three years subject to the approval of the Board. He/she may be replaced by a two-thirds vote of the Board of Directors.

Responsibilities of the MCKC Treasurer are as follows:

A. Collect and receive all MCKC funds.

B. Act as custodian of all funds and depositing them in a bank or financial institution designated by the Board.

C. Disburse corporate funds in accordance with the budget or upon order of the Board.

D. Sign checks for approved MCKC expenses, obtaining wire transfers when necessary, overseeing the contents of the MCKC safe deposit box.

E. Maintain books and ledgers as directed by the Board.

F. Prepare financial statements and presenting such statements to the Board upon request.

G. Report the financial status of the MCKC at each Board meeting.

H. Prepare and file all tax forms required of the MCKC.

CHAPTER VI – SECRETARY

The Secretary of the MCKC shall be a current dues paying member of the MCKC and shall be appointed by the President for a term of three years subject to the approval of the Board. He/she may be replaced by a two-thirds vote of the Board of Directors.

The Secretary of the MCKC shall:

A. Keep minutes of all meetings of the Board or designate a recording secretary to do so.

B. Distribute copies of the minutes of all meetings of the Board to Directors prior to the next Board meeting.

C. Maintain a file of the official documents and records of the MCKC as directed by the Board.

D. Be the custodian of the seal of the Corporation and see that the seal is affixed to all duly executed documents of the Corporation.

E. Supervise a Membership Secretary who shall be a current dues paying member of the MCKC and shall be appointed by the President. The Membership Secretary shall process all membership applications, maintain a current membership list, provide all members of the Board with an updated copy of the membership list on a quarterly basis, keep the Digest staff informed about additions or corrections to the membership, and buy, store, sell and distribute all MCKC promotional and membership benefit items. The Secretary may serve as the Membership Secretary with approval from the Board.

CHAPTER VII – PUBLICATIONS

The MCKC shall publish a quarterly publication, *The MCKC Quarterly*, and such other publication as deemed necessary to accomplish the purposes of the MCKC. The President shall appoint editor(s) of such publications subject to the approval of the vote of the Board. The Board shall set fees for publications. The editor of the publication(s) shall appoint his/her own staff subject to the approval of the Board.”

CHAPTER VIII – AMENDMENTS

The MCKC Bylaws may be amended by a majority vote of the Board of Directors, but such amendments shall be presented in writing to the Board of Directors at least thirty (30) days prior to the meeting.

ADOPTED BY MCKC BOARD OF DIRECTORS APRIL 6, 1996

Chapter III section J amended 9-7-96

Chapter I section B amended 6-14-97

Chapter I section B Number 5 amended 9-25-99

Chapter VII amended 03-19-2005

Chapter II and VII amended 8-18-2010

Constitution: Article VIII and By-Laws: Chapter III, Chapter V, Chapter VII amended December 21, 2011