

# **BYLAWS of The Richmond Area Speleological Society**

As Approved by the General Membership  
On October 6<sup>th</sup>, 2016



# **BYLAWS OF THE RICHMOND AREA SPELEOLOGICAL SOCIETY**

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## **Article I MEMBERSHIP**

### **Section 1 Membership Policy**

The Richmond Area Speleological Society (hereafter referred to as RASS), as an internal organization of the National Speleological Society (NSS), strongly encourages NSS membership for all of its members.

### **Section 2 Membership Categories and Requirements**

#### Voting Members

- a. Regular Member
  - (1) Is a member in good standing with the NSS who supports its goals and purposes.
  - (2) Maintains RASS as their primary affiliation.
  - (3) Completes and submits a RASS membership application.
  - (4) Pays annual dues.
  
- b. Family Regular Member
  - (1) Is a family member who is 18 years of age or older who lives in the household of a Regular RASS Member.
  - (2) Is a member in good standing with the NSS who supports its goals and purposes.
  - (3) Maintains RASS as their primary affiliation.
  - (4) Completes and submits a RASS membership application.
  - (5) Pays annual dues.
  
- c. Life Member
  - (1) Has distinguished himself/herself by outstanding contributions to RASS and/or speleology.
  - (2) Is unanimously approved by the Board.
  - (3) Pays no dues.
  - (4) Has voting privileges, but they are contingent upon continued NSS membership and maintaining RASS as their primary affiliation.
  - (5) A widow(er) of a Life Member becomes a Life Member.

## Non-Voting Members

- d. Associate Member (Non-Voting)
  - (1) Supports the goals and purposes of RASS and the NSS, and states the intention of becoming an NSS Member.
  - (2) Completes and submits a RASS membership application.
  - (3) Pays annual dues.
- e. Family Associate Member (Non-Voting)
  - (1) Is a dependent under the age of 18 who lives in the household of a Regular RASS Member.
  - (2) Supports the goals and purposes of RASS.
  - (3) Completes and submits a RASS membership application.
  - (4) Pays annual dues.

## **Section 3** Dues

- a. All RASS members shall pay annual membership dues.
- b. The cost of annual dues shall be set by the Board no less than 30 days prior to their due date.
- c. Dues are due and payable on January 1<sup>st</sup> every year; non-payment within 60 days shall be cause for being dropped from the rolls and loss of all Voting RASS Member privileges.
- d. Members may pay dues in advance up to 3 years.

## **Section 4** Expulsion

- a. Members may be expelled for:
  - (1) Willfully violating NSS and/or RASS conservation policies.
  - (2) Willfully violating safe caving techniques.
  - (3) Willfully creating an unfavorable public image of the NSS and/or RASS thru any action(s) or statement(s).
  - (4) Willfully taking action(s) detrimental to the NSS and/or RASS.
- b. Expulsion of members for cause must be voted on and passed by a two-thirds majority vote of the Board members present at a Regular or Special Board Meeting. A member subject to expulsion will be given notice of such at least one week before the meeting, and may, at that meeting, present a defense to the Board.

## **Article II BOARD OF DIRECTORS**

### **Section 1 Composition of the Board of Directors**

- a. RASS shall be governed by a Board of Directors (hereafter referred to as the Board), elected by Voting Members, and empowered to manage business, formulate bylaws, raise funds, and perform all other functions deemed necessary or appropriate to further the goals and purposes of RASS.
- b. The Board shall consist of 12 Directors. Directors will be elected by the membership to serve three-year terms, with four Directors being elected annually. Only Voting Members shall be eligible to serve on the Board.
- c. The Board shall elect from among its members the following officers: Chairman, President, Vice President, Secretary, and Treasurer.

### **Section 2 Executive Committee**

The central governing body of the Board shall be the Executive Committee, composed of the Officers of the Board. The Executive Committee shall be empowered ad hoc as approved by the Board.

### **Section 3 Voting**

- a. A quorum of at least two-thirds of the Directors sitting on the Board is necessary to conduct business.
- b. Directors unable to attend a scheduled Board Meeting may appoint a proxy to vote on their behalf. The votes of such a proxy shall be recorded as the votes of the appointing Director. Proxies must be Voting Members and must be appointed in writing before the meeting. An incumbent Director may not serve as a proxy for another Director.
- c. The business of RASS shall be conducted in accordance with Robert's Rules of Order.

### **Section 4 Contractual Agreements**

The Board may empower the President or other designee to enter into contractual agreements on behalf of RASS.

## **Section 5 Attendance Requirement of Directors**

Missing three Board Meetings within a 12-month period without providing a proxy, or absence from two-thirds of the Board Meetings, is grounds for removal, pursuant to Section 6 of this article. The provisions of this section do not apply to Special Meetings.

## **Section 6 Removal of Directors**

Directors may be removed for cause. Removal must be voted on and passed by at least a two-thirds majority of the Directors sitting on the Board at the time of the Regular or Special Board Meeting. Directors who are removed shall be ineligible for re-election for one year. A Director proposed for removal shall be informed of such, and shall be allowed to speak on his/her behalf at the Board Meeting.

## **Section 7 Acts of the Board**

- a. Decisions of the Board that are intended to clarify or amplify (but not abrogate or supplant) these bylaws shall be referred to as “Acts of the Board”.
- b. Acts of the Board shall be introduced and voted upon as such, and shall have the effect of supplementing these bylaws indefinitely, or until revoked, in whole or in part, by a subsequent act.
- c. Acts of the Board shall be numbered chronologically and prefixed by the calendar year of enactment (e.g., Act 14-123). Acts passed by the Board shall be published in RASS-sponsored electronic communications and maintained by the Secretary as an addendum to these bylaws.
- d. Acts of the Board that are expected to remain in force for two or more years should be incorporated into the Bylaws at their next modification.

## **Article III DUTIES OF OFFICERS**

### **Section 1 Chair of the Board**

Presides at RASS General Meetings and RASS Board Meetings; performs other customary duties of the Chair.

## **Section 2**    **President**

- a. Represents RASS and its Board to the public, the caving community, and to the NSS.
- b. Executes reports to the NSS.
- c. Is empowered to appoint activities chairmen, ad hoc standing committees, special project chairs, representatives to the NSS Congress of Grottos and the NSS Virginia Area Region (VAR), partnership representatives and alternate partnership representatives, and other positions, as necessary.
- d. Is responsible for ensuring that the duties, functions, and responsibilities of RASS are accomplished on a day-to-day basis.

## **Section 3**    **Vice President**

- a. Performs the duties of the President in the President's absence.
- b. Manages special RASS projects by appointment of the President.
- c. Chairs the RASS Grants Committee by appointment of the President.

## **Section 4**    **Secretary**

- a. Prepares and distributes the agenda for Board Meetings electronically.
- b. Prepares and distributes the minutes of Board Meetings electronically within ten days of the past meeting.
- c. Prepares official RASS correspondence.
- d. Documents attendance at meetings and educational events.

## **Section 5**    **Treasurer**

- a. Maintains custody and accounting records of RASS funds and securities, and provides financial reports to the Board on a timely basis.
- b. Chairs the Budget Committee, which will draft and submit an annual budget to be approved by the Board.

- c. Recommends to the Board investment strategies that will maximize the yield on accrued funds.
- d. Files an annual tax return (Form 990) with the IRS in a timely fashion.

## **Article IV ELECTORAL PROCESS**

### **Section 1 Nominations**

- a. Voting Members shall be nominated for Board vacancies at the October General Meeting. Only Voting Members in good standing for at least six months shall be eligible for nomination.
- b. Officers of the Board shall be nominated by Directors at the January Board Meeting.

### **Section 2 Elections**

- a. The Board shall be elected by a secret ballot of Voting Members in person or by absentee ballot at the December General Meeting.
- b. Officers of the Board shall be elected annually at the January Board Meeting by secret ballot of Directors present, and shall take office immediately.
- c. In 2014, there will be six open positions on the Board. Regardless of how many members are on the ballot, the four nominees receiving the highest number of votes will be elected to three-year terms. The two nominees receiving the fifth- and sixth-highest number of votes will be elected to two-year terms.  
In 2015, there will be six open positions on the Board. Regardless of how many members are on the ballot, the four nominees receiving the highest number of votes will be elected to three-year terms. The two nominees receiving the fifth- and sixth-highest number of votes will be elected to one-year terms.  
In 2016 and thereafter, there will normally be four open positions on the Board. (Those elected to two-year terms in 2014 and one-year terms in 2015 will have to stand for re-election in 2016 to retain their seats on the Board.)

### **Section 3 Vacancies**

Board vacancies with unexpired terms may be filled by the Board on an acting basis by majority vote. Acting Directors will serve until the next regular election, at which time the first runner-up will fill the unexpired term.

## **Section 4     Election Committee**

At the August Board Meeting, the President shall appoint an Election Committee consisting of three members to prepare ballots, supervise balloting, count ballots, and announce the results. No one nominated for the Board may serve on the Election Committee.

## **Section 5     Ballots**

1. Ballots shall have provisions for write-in candidates.
2. Ballots will be mailed to all Voting Members in early November (approximately November 12<sup>th</sup>). No ballots will be given out in person. Ballots will be counted at 8:00 p.m. at the December General Meeting; none will be accepted after that time. All ballots sent into the post office need to be sent in an envelope and not opened until the ballots are counted at the December meeting.
3. Members shall be notified of the opening of nominations at the September General Meeting and via RASS-sponsored electronic communications. Voting Members in good standing for at least six months (NSS members as of the first Thursday in June or earlier) shall be eligible for nomination for Board vacancies at the October General Meeting. The Election Committee must receive the names and platform statements of those who wish to run for the Board no later than October 25<sup>th</sup>. Platform statements received by the October Board Meeting will be published in November via RASS-sponsored electronic communications. All platform statements received by October 25<sup>th</sup> will be printed and sent out along with the ballots to Voting Members (members of the NSS and RASS) only.
4. The Board shall be elected by a secret ballot of Voting Members, or in person or by absentee ballot, at the December General Meeting, and those elected shall take office in January. Officers of the Board shall be elected annually at the January Board Meeting by a secret ballot of the Directors present, and shall take office immediately.
5. Vacancies in offices with unexpired terms may be filled by the Board on an acting basis until the next regular election.
6. Ballots will be numbered, and a sealed list of those numbers with their corresponding names shall be kept by someone not affiliated with the

Election Committee. The list and envelopes will be destroyed after the election.

## **Article V STANDING COMMITTEES**

### **Section 1 Duties of Committee Chairmen**

- a. To conduct the business of their committees in the best interest of RASS.
- b. To recruit and train committees' members to assist in the conduct of the committees' business and to provide assistance when Chairs are unavailable.
- c. To chair Committee Meetings and report to the Board accomplishments of and impediments to their committees' work.
- d. To develop and recommend to the Board an annual budget, and to administer the approved budget.

### **Section 2 Functions of Standing Committees**

- a. Conservation: Organizes and coordinates conservation projects; encourages conservation-minded caving.
- b. Education: Administers, approves, coordinates, and supervises cave-related education programs and trips for external organizations and the public; establishes priorities among competing requirements for limited facilities/equipment/personnel; authorizes educational trips.
- c. Safety and Techniques: Develops and implements a caving safety and techniques policy consistent with that approved by the NSS; provides training, encourages safe caving, and stores and maintains related equipment.
- d. Membership:
  - 1) Welcomes visitors at General Meetings and maintains the RASS membership list.
  - 2) Monitors RASS and NSS membership statuses and encourages all members/visitors to obtain voting status
  - 3) Takes attendance at RASS meetings and educational events (ie. RASS-sponsored novice trips, techniques training, oral

presentations, etc.), which excludes strictly-social gatherings.

- 4) Produces an annual attendance report by the March Board Meeting.
- e. Program: Schedules and coordinates caving-related speakers and audio-visual programs for General Meetings and other functions.
- f. Communications: Develops, coordinates, edits, and publishes RASS-sponsored electronic communications.
- g. Library: Acquires and maintains a library of books, documents, multi-media products, and historical records; receives all exchange publications; operates a loan system to make all library materials available to the membership.
- h. Novice Caving: Plans, coordinates, and supervises caving activities geared to the ability level of novice or first-time cavers; stores and maintains related equipment.
- i. Survey and Mapping: Coordinates and conducts survey and mapping projects.
- j. Field Station: Coordinates maintenance of the RASS Field Station; recommends property improvements to the Board and implements approved changes.
- k. Parliamentarian: Assists the Chairman in the conducting of meetings by citing the appropriate rules of parliamentary procedure, as found in Roberts Rules; the decisions of the Parliamentarian shall be final unless superseded by a two-thirds vote of the Board.
- l. Historian: Maintains the history of RASS.
- m. Outings and Expeditions: Coordinates out-of-town events

## **Article VI MONIES**

### **Section 1 Funds**

All funds received by RASS shall be deposited to the credit of RASS in depositories approved by the Board.

## **Section 2**     **Limitations on Expenditures**

- a. All non-recurring expenditures must be submitted for approval by the Board.
- b. The following categories of expenditure requests not already budgeted must be authorized for disbursement by vote of the Board:
  - (1) Those which include reimbursement to individuals for personal expense.
  - (2) Those exceeding \$100.00.

## **Section 3**     **Stipends**

To qualify for a stipend from RASS, an individual must:

- (1) Be a member of both RASS and the NSS for six or more months.
- (2) Maintain RASS as their primary affiliation.
- (3) Submit a written report to a RASS board member for review at the next board meeting, or give an oral/visual presentation at a regular RASS meeting. The written report or presentation must be submitted/given prior to the end of the calendar year. Payment of the stipend will be subject to the Board's approval of the written report or presentation.

## **Article VII**         **MEETINGS**

### **Section 1**     **Times and Locations**

Regular Board and General Meetings shall be held at such times and locations as determined by the Board. Times and locations shall be published in RASS-sponsored electronic communications and announced at the preceding Board Meeting.

### **Section 2**     **Special Board Meetings**

Special Board Meetings may be called by any three Directors of the Board with three days' notice.

### **Section 3**     **Closed Board Meetings**

By a vote of two-thirds of Directors present, Regular and Special Board Meetings may be restricted to Board Members, and such persons as the Board may invite to attend.

## **Article VIII MISCELLANEOUS**

### **Section 1 Field Station**

- a. The Field Station is a special asset of RASS, and is deserving of extra care. Unaccompanied access to the property shall be limited to Voting Members who have maintained RASS and NSS membership for at least 6 months, and claim RASS as their primary NSS grotto prior to their combination request.
- b. Special access may be granted by the RASS Board.

### **Section 2 Awards**

The Board has the ability to create an “Outstanding Service Award” to recognize exceptional long-term service to RASS by a member. The Outstanding Service Award is not expected to be made more often than every five years.

### **Section 3 Helmets for Children**

For any organized educational group outside of RASS, the minimum age to borrow RASS helmets is 14 years.

## **Article IX NSS CONSTITUTION AND BYLAWS**

The Board shall govern RASS to conform as nearly as reasonably possible to the Constitution and Bylaws of the National Speleological Society.

## **Article X AMENDMENTS**

- a. All proposed amendments to the RASS Bylaws shall be discussed at a Special Bylaws Meeting of the Board, which shall be announced at the preceding Board Meeting and via RASS-sponsored electronic communications.
- b. All recommended amendments to the Bylaws of RASS shall be passed by a two-thirds majority vote of the Board.
- c. Approval of all amendments to the Bylaws of RASS shall be by two-thirds majority, by written ballot of the Voting RASS Members attending the monthly General Meeting immediately following the Special Bylaws Meeting. The membership shall be notified of the Board’s recommended amendments and changes via RASS-sponsored electronic communications.

# ACTS OF THE BOARD

## Richmond Area Speleological Society



**ACT OF THE BOARD**  
**ACT 99-6 Subject: Field Station Rules**

**RASS FIELD STATION**  
**RULES AND USAGE REQUIREMENTS**

The purpose of the property is to facilitate the activity of caving and cave-related research, education, conservation, and fellowship.

1. The Field Station will be available for unaccompanied use by Voting RASS Members, their families, guests, and groups caving with Voting RASS Members. The Voting RASS Member must be present at the Field Station when their family, guests, or group is present. The lock combination to the entrance gate will be changed yearly (or more often, as necessary), and will be provided, upon request, to Voting RASS Members who meet the criteria stated in Article VIII Section 1. The property combination can only be given out by current RASS Board Members. No one else is permitted to give the combination out for any reason. Anyone found in violation of this rule will be subject to expulsion from RASS.
2. No one is to live on the property - i.e., set up any type of semi-permanent or permanent living quarters with the intent to stay on the property as a tenant or resident of any kind.
3. RASS members are responsible for their actions and the actions of their guests while on the property.
4. Other than at RASS events, there will be a "check in/check out" sign posted to ensure proper shut-down and closure of facilities located at the Field Station. You must sign in at the gate. If you go caving, you must leave the names of those in your party, the name of the cave you intend to visit, the time you left, the time you expect to be out of the cave, and verification of your return.
5. No open toilets are allowed. Portable toilets may be used.
6. No standing wood is to be cut for firewood. Once fire rings are established, they are the only places in which fires may be built. Fires must be dead out before departing the property.
7. Drivers should keep their vehicles on the roads as much as possible and use good common sense and judgment when driving across the fields, taking into account moisture in the ground and other necessary factors when leaving graded paths. Remember that towing services are a long way off, and the ground heals very slowly from deep tire marks.
8. All camping is on a carry-it-in, carry-it-out basis. Trash, etc. is not to be left behind. Trashcans are only to be put out for major events. All standard low impact camping

guidelines should be followed.

9. The discharging of firearms or fireworks is not allowed on the property.
10. No off-road motorcycles, ATVs, or ground destroying vehicles are allowed.
11. Users are expected to respect the rights, rules, and wishes (concerning access to the property) of the adjoining property owners.
12. Users are expected to respect the rights of other users on the property at the same time. During group events, quiet hours will be observed starting at 11:00 p.m. and ending at 8:00 a.m. outside the common social areas.
13. Users will refrain from illegal activities while on the property.
14. No youth groups or Scouts are permitted to use the bunkhouse or bathhouse.
15. There will be no hunting allowed on the property, and it is not to be used as an access for hunting on the adjacent National Forest.
16. All pets must be kept on a leash and under control. Owners of pets that are excessively noisy, quarrelsome, or threatening will be asked to bring the pet under control or to leave and take the pet with them immediately. Owners must clean up after their pets. Pets must also be up-to-date on the vaccinations that are required by the Commonwealth of Virginia, and the owner must be able to provide proof of current immunizations at any time while on the property.
17. Group events held at the RASS Field Station are only those events approved by the RASS Board of Directors, and will normally consist of the Spring, Summer, and Fall caving events, scheduled work weekends, and VAR (Virginia Area Region) events. No one may hold a large event at the Field Station on their own, without prior approval from the RASS Board.
18. Maintenance and upkeep of the RASS Field Station is an on-going, constant requirement, and is the responsibility of all RASS members using the Field Station. All RASS members are expected to do their part to maintain the property.
19. Firewood in the wood shed is for use in the bunkhouse woodstove only. It is not for use in the campsite fire rings or the outdoor fireplace.
20. If a consumable is depleted, the member who uses it up is responsible for either replacing it or notifying the RASS Board of the need for replacement (ie. gas for mowers, toilet paper, etc.). Members with receipts will be reimbursed for reasonable out-of-pocket expenses.

# **CONSTITUTION OF THE RICHMOND AREA SPELEOLOGICAL SOCIETY**

- I. The name of this organization shall be the Richmond Area Speleological Society (RASS), a chapter (or grotto) of the National Speleological Society (NSS).
- II. The purposes of this organization shall be the same as those of the National Speleological Society, with the additional purpose of organizing NSS Members in the Richmond area to better promote the objectives of the NSS.
- III. (1) The Richmond Area Speleological Society shall be governed by a Board of Directors consisting of twelve (12) members (all NSS members) elected for staggered three- (3) year terms by the Voting Membership. The Board of Directors shall elect from among its members the Officers of the Board, who shall be known as the Executive Committee, and who shall be empowered as deemed fit by the Board of Directors.  
  
(2) The Board of Directors shall have complete power to manage business, formulate bylaws, raise funds in any manner not inconsistent with the policies of the NSS, and perform all other necessary functions.  
  
(3) Decisions or actions of the Board of Directors may be overruled by a two-thirds majority vote of the Voting Members of RASS.
- IV. (1) Board of Directors' and General Meetings shall be held at such times and places as determined by the Board.  
  
(2) A petition signed by one-third of the Voting Membership shall be mandatory upon the Board of Directors to call a Special Meeting for the purpose stated in the petition.
- V. Voting Membership in RASS is limited to members of the NSS.
- VI. The Constitution and Bylaws of the NSS shall be binding on RASS. Any action inconsistent therewith shall be null and void.
- VII. Any RASS property shall revert to the NSS in the event of dissolution.
- VIII. Amendments to this Constitution shall be made by a two-thirds favorable vote of the Voting Members present at any membership meeting called by the Board of Directors expressly for that purpose.

# ARTICLES OF INCORPORATION OF THE RICHMOND AREA SPELEOLOGICAL SOCIETY

**ARTICLE I** The name of the corporation is the Richmond Area Speleological Society.

**ARTICLE II** The corporation is organized exclusively for educational, scientific, and charitable purposes, specifically: to promote the study and science of speleology, to protect caves and their contents, and to advance the study, conservation, exploration, and knowledge of caves.

**ARTICLE III** Membership in the corporation is open to all interested persons coming within the purview of Article II above who may qualify for membership upon approval of the Board of Directors of the corporation. All Voting Members of the corporation shall be entitled to vote for Directors of the corporation and shall be entitled to all of the privileges of membership.

**ARTICLE IV** The affairs of the corporation shall be managed by a Board of Directors serving staggered three-year terms, which shall consist of the President, Vice President, Chairman, Secretary, Treasurer, and other such members as may be elected in accordance with the bylaws of the corporation.

**ARTICLE V** The address of the initial office was 2315 Monument Avenue in the City of Richmond, Virginia. The city in which the initial registered office is located is Richmond. The name of the corporation's initial register agent is John M. Wilson, who is a resident of Virginia and a director of the corporation, and whose business office was the same as the registered office of the corporation.

**ARTICLE VI** The number of Directors constituting the initial Board of Directors was fifteen (15), and the names and residential addresses of the persons who served as the initial Directors are:

|                    |                                       |
|--------------------|---------------------------------------|
| John M. Wilson     | 9403 Alameda Avenue, Richmond, VA     |
| Gene R. Beale      | P.O. Box 64, Claremont, VA            |
| C.W. Bennett       | 4620 Hanover Avenue, Richmond, VA     |
| Carol M. Noble     | 9608 Bellingham Lane, Richmond, VA    |
| Diane M. Cook      | 501 E. Maryland Avenue, Richmond, VA  |
| L.T. Williams      | 5220 Sylvan Road, Richmond, VA        |
| Barbara L. Bennett | 4620 Hanover Avenue, Richmond, VA     |
| Nancy E. Ingram    | 4518 Grove Avenue, Richmond, VA       |
| Roberta A. Wilson  | 5701-C Finborough Drive, Richmond, VA |
| Maureen O'Halloran | 9206 Groomfield Road, Richmond, VA    |

Allen S. Kidd  
David Crighton  
Tom Patterson  
Ross Sweeny  
George C. Stonikinis

3909 Old Hundred Road, Midlothian, VA  
4704 W. Franklin Street, Richmond, VA  
Campus Police, University of Richmond  
216 Thompson Street, Richmond, VA  
411 Second Avenue, Farmville, VA