

Bylaws of the Bluegrass Karst Conservancy, Inc.

CHAPTER I - PARLIMENTARY AUTHORITY

- A.** The Board is composed of Directors and Officers. The Board shall:
1. Act as the governing and administrative body in conducting the business of the Bluegrass Karst Conservancy, Inc., herein after called the Conservancy.
 2. Conduct business according to Robert's Rules of Order, revised as amended by these Bylaws.
 3. Conduct business only when at least two-thirds of the Board are present in person or by proxy.
 4. Conduct business by mail, e-mail or other interactive methods when necessary. At least two (2) weeks notice shall be provided for all such votes. All members of the Board shall be considered as present for the purposes of determining majority, any member of the Board not responding shall be considered a negative vote.
- B.** Items of business shall be passed by a simple majority, except as provided elsewhere in the Articles of Incorporation or the Bylaws.

CHAPTER II-DIRECTORS

Directors: There should be not less than four(4) or more than fifteen(15) Directors. The actual number of Directors, within the limits just described, shall be either ten(10) or twenty(20) percent of the total voting membership on the day of the Annual Business meeting (whichever is greater). Each Director shall:

- A.** Be a member in good standing of both the Conservancy and the National Speleological Society, or agree to become a member within thirty(30) days upon being elected.
- B.** The initial Board will be composed of four(4)directors who will serve for a two-year term, four(4)directors who will serve for four years and two(2)directors who will serve for a period of six(6)years. Thereafter, directors elected during normal electoral proceedings shall serve a term of two(2) years. Votes will be accepted by mail ballots. The secretary shall mail ballots to all individual members sixty(60) days prior to the Election meeting held in March. The nominees receiving the most votes at the Election meeting from the general membership shall be elected and shall begin their term on May 1st. In the event of the removal, resignation or other incapacitations that terminate the Director from his or her responsibilities in his or her position, the Board will

elect a replacement to complete the remaining term of the absent Director. Election will be determined by achieving 2/3 of the Board's vote.

C. Have one vote during the conduct of business.

CHAPTER III-OFFICERS

A. The Conservancy shall elect a President, Vice President, Treasurer, and Secretary. All officers shall be elected by a simple majority of the Directors at the election meeting and shall serve one-year terms beginning on May the 1st of each year. All officers shall:

1. Be a member in good standing of both the Conservancy and the National Speleological Society, or agree to become a member within thirty(30)days upon being elected.

2. Be elected for a one-year term at the election meeting. Votes will be accepted by mailed ballots only. The nominees receiving the most votes shall be elected. The secretary shall mail ballots to all individual members sixty(60)days prior to the election meeting.

3. Have one vote during the conduct of business.

B. Any officer may be removed by a two-thirds vote of the Board or the general membership. Any vacancies during the year shall be filled by appointments from the President with a majority vote for approval by the Board.

C. The Duties of the officers consist of

1. The President of the Board shall:

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

b. Preside at all meetings.

c. Be the official spokesperson and envoy of the Conservancy.

d. Call special meetings.

e. Vote during the conduct of Conservancy business only in the event of a tie.

2. The Vice-President of the Board shall:

a. Assist the President in his duties, when necessary

b. Preside at all meetings in the absence of the President.

c. Shall assume the presidency upon the death or resignation or incapacitation of the president.

d. Will maintain the filing status of the corporation with the state

- e. Serve as an ex officio member of any special advisory committees that may be established by the Board.
3. The Treasurer of the Board shall:
- a. Be responsible for all the funds of the Conservancy.
 - b. Be responsible for submitting a financial statement to the board on a monthly basis.
 - c. Be responsible for all tax related documents and documentation to maintain the Conservancy's 501(c)3 status
 - d. Be the chairman for the Real Estate committee
4. The Secretary of the Conservancy shall:
- a. Be responsible for the taking of minutes and the distribution of copies of these minutes to the Board after the meeting.
 - b. Be responsible for accepting membership applications
 - c. Be responsible for all correspondence and membership records of the Conservancy.
 - d. Be responsible for the mailing of election ballots to the members of the Conservancy, when necessary.

CHAPTER IV-MEMBERSHIP

A. Organizational Membership:

1. Organizations wishing to join the Conservancy shall apply to the Membership Committee. Organizations are free to reapply at the next Membership Committee meeting.
2. Membership is not limited to Kentucky organizations.

B. Individual Membership: Individuals wishing to join the Conservancy shall do so by filing an application with the Secretary. A part of this application shall include agreement with the goals of Conservancy. Individual members are natural persons who have paid membership dues. Individual members shall have the right to vote for the Directors, vote on proposed changes to the Bylaws when applicable, hold office provided they meet all requirements as outlined in Article IV, be appointed to committees, and chair committees. Individual membership is not limited to residents of Kentucky.

C. Honorary Membership: Any individual who provides substantial contributions to the Conservancy is eligible to become an honorary member. To become a candidate for honorary membership, a member of the candidate must nominate the individual for candidacy. Confirmation of honorary membership will occur with a 2/3 majority vote in the affirmative for

membership. This vote will occur during the first meeting after the meeting where nomination occurred. Honorary membership is identical to individual membership, minus the obligation to pay an annual fee.

- C. Member's Declaration of Membership: Upon membership acceptance, an individual or organization may declare itself a member of the Conservancy, subject to annual renewal through payment of dues. Organizational members may designate themselves "a member of" or "affiliated with" the Conservancy.

CHAPTER V-CONFLICT OF INTEREST

No individual or organizational member shall use their membership in the Conservancy or their office, for any personal or professional gain.

CHAPTER VI-AFFILIATION AND MEMBERSHIP FEES

Each organization within the Conservancy 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 election meeting. Individual members shall be assessed a membership fee every October adequate to cover the cost of publications and finance the operations of the corporation.

CHAPTER VII-LOSS OF REPRESENTATION & MEMBERSHIP

- A. An organization may lose its right to membership in the Conservancy if it:
1. Acts in a manner detrimental to the Conservancy as determined by 2/3 of the Board's vote.
 2. Fails to pay affiliation fee within two months from date due.
 3. Disbands
- B. An individual may lose their membership if they fail to pay their dues after a two-month period has lapsed from their membership expiration date or if they act in a manner detrimental to the Conservancy as determined by 2/3 of the Board's vote.

CHAPTER VIII-MEETINGS

There shall be a minimum of four meetings a year. One of these shall be called the Election Meeting and should be held in March each year.

CHAPTER IX-PUBLICATIONS

The Conservancy 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 Board. The Board shall set fees for publications.

CHAPTER X-INTERNAL PROJECTS

The Board shall approve by a majority vote any projects to be undertaken by the Conservancy, in the name of, or on behalf of the Conservancy.

CHAPTER XI -COMMITTEES

The Conservancy shall have the following standing committees. All committee members will serve a one-year term.

- A. Nominations Committee:** The President shall appoint, with the Board's approval, a three member nominating committee who shall offer a slate of officers and Directors forty-five(45) days prior to the annual meeting. An alternative slate shall also be nominated if sponsored by at least a 2/3 majority of Directors or members of the Conservancy. The Nominating Committee shall oversee the election process.
- B. Appeals Committee:** The President shall appoint, with the Board's majority approval, an Appeals Committee Chair to lead committee efforts. The balance of the committee shall consist of the President, Vice-President, Treasurer and Secretary.

The Board has the authority to create and dissolve standing committees and/or ad hoc committees and to determine the organizational structure of each. This is done with a majority vote from the Board.

CHAPTER XIII-LIABILITY

No individual or participant in a group visiting a cave or property owned or managed by the Conservancy may be expected or required to pay any fees or costs in excess of the actual shared trip expenses. Groups requesting permission to visit the Conservancy properties must agree in writing to this policy. Violation of this policy will be sufficient reason for denying any group permission to visit said properties.

CHAPTER XIV-AMENDMENTS

The Bylaws of the Conservancy, with the exception of Chapter I, may be amended by a majority vote of the Board. Amendments to Chapter I shall require a 2/3 majority vote of the entire membership. All proposed amendments shall be presented in writing to the Board at least forty-five(45)days prior to the meeting.