

# **BYLAWS of the POTOMAC SPELEOLOGICAL CLUB**

(January 1, 1995 revision)  
(Includes changes approved in September, 1996)

## **SECTION I -- MEMBERSHIP**

### **A. Applications and Requirements**

Membership in the Potomac Speleological Club shall be open to any person who has passed his/her eighteenth (18th) birthday and who seeks membership therein, meets the requirements for membership, and is disposed to abide by these Bylaws.

#### **1. Applications for Membership**

- a. All applications for membership shall be addressed to the Membership Committee in writing and accompanied by any fee or dues required.
- b. An Applicant shall be any individual who has applied for membership in the Potomac Speleological Club less than one (1) year ago.
- c. An Applicant shall successfully complete the membership requirements and become a Regular member within one (1) year of the date of his/her application or his/her application shall be considered to have been abandoned. Any dues and/or fees over those of subscriber status shall be forfeited in this event and the Applicant shall automatically become a Subscriber.

#### **2. Requirements for Membership**

A person qualifies for Regular membership if he/she: is an individual eighteen (18) years of age or over who has applied in writing for Regular membership, has met the requirements for Regular membership, has the endorsement of two (2) Regular members in good standing, and has the approval of the Membership Committee.

Requirements for Regular membership shall be as set by the Board of Directors and shall include the following:

- a. The Applicant shall have spent at least twenty-four (24) hours underground on four (4) or more separate field trips, in the company of not less than two (2) Regular members of the Potomac Speleological Club.
- b. The Applicant shall own a hard hat and a caving lamp.
- c. The Applicant shall have demonstrated the following qualities to the membership:

- 1) Willingness to abide by the policies, rules, requirements, and other like matters of the club, particularly those relating to safety, conservation, and consideration of cave owners' property rights.
  - 2) Ability to conduct himself/herself above and below ground in a safe, considerate, and mature manner.
3. Denial of Membership
- a. An Applicant may be refused membership for any of the reasons for expulsion set forth in these Bylaws.
  - b. A rejected Applicant or one (1) of his/her sponsors may request and shall be granted a personal hearing before the Board of Directors prior to final board action. This hearing may be closed at the Applicant's discretion.
  - c. An individual who has been denied membership may reapply for membership only by written petition to the Board of Directors who shall direct the Membership Committee as to the action to be taken.
4. Waiver of Membership Requirements

The Board of Directors may waive membership requirements in special cases where it deems it appropriate to do so. It is the intent that all applicants for membership shall be required to comply with all the requirements for membership except for an occasional special case. The Board of Directors must decide each such case individually. The board shall not have the prerogative of delegating this obligation, but may seek a recommendation from the Membership Committee or conduct any investigation it feels necessary, prior to making a decision.

B. Membership Number

A serial number shall be assigned to each member at the time of his/her acceptance as a member. A given serial number shall be assigned only once. All serial numbers shall be assigned in chronological order commencing with the number one (1). A permanent record of all serial numbers, to whom assigned, and the date of assignment shall be kept by the Membership Committee.

C. Member Responsibility

It shall be the responsibility of each individual member to comply at all times with the Constitution and these Bylaws, the policies set by the Board of Directors, and the rules of conduct, and generally to conduct himself/herself in a manner to further the purposes of the club.

D. Member Organizations

Organizations having similar interests, purposes, aims, or objectives may become a branch of, or affiliated with, this club, subject to conditions established by the Board of Directors.

E. Member and Nonmember Rights and Classification.

1. Members.

The privileges of membership include the right to vote on all matters, hold office, serve as committee chair, receive a copy of all regular publications, and have access to the club's records, files, and all other data.

There are three types of members:

- a. Regular members.
- b. Honorary members. The distinction of being an Honorary member is bestowed on an individual by a majority vote of the Board of Directors. The Honorary members have the same rights as Regular members.
- c. Family members. A Regular member who is living in the same household with a Regular member in good standing may declare himself a Family member at any time. Family members do not receive the regular publication. Otherwise, Family members have the same rights as Regular members.

2. Nonmembers.

There are two types of nonmembers:

- a. Applicants. Applicants may have the use of the Library, may attend meetings, and shall receive the regular publications. They shall not: vote on any matter except those relating to social functions, act as a committee chair, or hold office.
- b. Subscribers. Subscribers receive all regular publications of the club.

SECTION II -- DUES, ASSESSMENTS, FEES, AND GIFTS

A. General

All dues and fees not specifically stated herein shall be set by the Board of Directors. All solicitations must be approved by the board.

B. Dues

All members' dues shall become due and payable on the first (1st) day of June each year, except for the first (1st) year or fraction thereof, which shall be prorated from the first of the month of acceptance until the first day of June following.

1. The dues shall be the same for Applicants and members.
2. The dues shall be determined by the Board of Directors, and shall not be changed more than once per dues year.

3. Family Members and Family Applicants. Reduced dues may be established by the Board of Directors for those members or Applicants who elect not to receive publications because they reside in a common family household with another member in good standing.
4. Honorary Members. Honorary members are not required to pay dues for either receiving regular publications or maintaining their membership status.

C. Assessments, Contributions, Fees -- Member

No special assessments shall be made against the members. Voluntary contributions may be solicited for specific purposes. Fees may be charged to members to cover the cost of: (1) special activities, (2) use of club property, (3) special publications or extra copies of regular publications, (4) copies of maps or other data, and (5) other special services.

D. Fees, Nonmember

1. A fee may be charged to nonmembers for: (1) attendance at club-sponsored activities and meetings; (2) use of club property including, but not limited to, equipment and the Library; (3) copies of publications, maps, and other data; (4) subscription to club publications; and (5) services rendered.
2. The amounts of such fees shall be as established by the Board of Directors.

E. Gifts and Bequests

Gifts and bequests may be made to the Potomac Speleological Club in any amount and for any use compatible with the purposes of the club. If special designations are not made by the donor, such gifts shall become a part of the Endowment Fund.

### SECTION III -- GOVERNMENT

A. General

The government of the Potomac Speleological Club shall be vested in the Board of Directors, as set forth in the Constitution. The board shall have the assistance of the Trustees, the officers, the committees, and any other persons the board may specially appoint.

B. Board of Directors

The Board of Directors shall consist of six (6) members.

1. The six (6) members shall be elected from the Regular voting membership by the members of the club for a term of two (2) years. Three (3) shall be elected each year in December and inaugurated at the first January board meeting for the following two (2) years.
2. The Chair of the board shall be selected by the Board from among its members. He/she shall have no vote on board matters, except to decide a tie.
3. A secretary to the Board of Directors shall be appointed by the board from the membership at large. Unless he/she is also a director or officer, he/she shall have no vote on Board matters.

4. A treasurer of the club shall be appointed by the board from the membership at large. Unless he/she is also a director or officer of the club, he/she shall have no vote in board matters.
5. Vacancies on the Board of Directors occurring during and for the remainder of any term shall be filled by an election called by the board and held at a regular club meeting after notice of said election is published in *The Potomac Caver*. A mail ballot shall not be required.
6. A director does not have the right to appoint a substitute for his/her office, but may appoint a proxy to represent him/her at any one meeting, provided that the board is notified in writing or by telephone to this effect.
7. Any member in good standing of the organization may attend each meeting of the Board of Directors and may speak if recognized by the presiding officer, but shall have no power to vote.
8. A committee chair shall, if present, have the right to vote at board meetings only on matters pertaining to his/her committee.
9. The Board of Directors may be convened by action of the board, by the chair, by petition of one-third (1/3) of the directors, or by the secretary of the Board. A majority of the Directors, which must include one (1) officer, shall constitute a quorum.
10. The Board of Directors shall meet monthly.
11. Until dissolution of the Potomac Speleological Club, the Board of Directors shall be responsible for the acquisition, maintenance, operation, and disposition of real property and equipment. The Board may, for various periods, vest the authority to perform any actions associated with these responsibilities to specific individuals or committees.
12. Each action approved by the Board of Directors which serves to establish new administrative procedures or new policies shall be designated as a directive. The Chair of the Board of Directors shall be responsible to insure that each directive is numbered in chronological order and be responsible for forwarding the contents thereof to each director and committee chair, and the Editor of the newsletter for publication therein. The Chair of the Board of Directors shall also be responsible to ensure that a perpetual file of all directives is kept which shall include, in addition to the directive number, the date accepted, date rescinded, and any other pertinent data.

### C. Officers of the Club

The officers of the Potomac Speleological Club shall be the Chair, the Administrative Director and the Executive Director. The chain of command shall be in that order.

1. Each year in January the directors, acting jointly with the directors-elect, shall select and install the officers for the ensuing year from among the continuing directors and the directors-elect. No officer shall serve more than two (2) full consecutive terms at any one time.
2. The officers shall have primary responsibility for the execution and administration of the policies formulated by the Board of Directors.
3. The duties of the officers shall be as designated by the Board of Directors.

#### D. Trustees

The Trustees shall consist of all past chairs who retain continuous membership and the present Chair, Administrative Director, and Executive Director. A past chair may resign from the Trustees and in such cases may not be reinstated unless he/she becomes eligible by again becoming chair.

1. The Trustees shall act as advisors to the board in the acquisition and management of all real property by the Potomac Speleological Club.
2. The Trustees shall supervise and administer the Endowment Fund.
3. The Trustees shall pay attention to and keep watch over the well being and value of all real property owned or controlled by the Potomac Speleological Club.
4. In the event that the life of the Potomac Speleological Club is terminated as set forth in the Constitution, the Trustees may liquidate such property to satisfy any outstanding obligations of the club. All remaining funds and property shall be donated to other speleological organizations. The Trustees at the time of termination shall name the recipients.

#### E. Standing and Special Committees

Standing and special committees shall be established to assist the Board of Directors and further the purposes of the Potomac Speleological Club.

1. Membership Committee (standing). The Membership Committee shall be responsible for those matters which relate directly to the members and/or applicants for membership, such as but not limited to: recruitment, member qualifications and certification, collection of dues and fees, record keeping, receiving, resolving, and taking action on the grievances of the members, excepting those matters herein specifically designated as the responsibility of other organizational unit(s).

The chair of this committee shall be appointed by the Chair of the Board of Directors with the concurrence of a majority of the Board of Directors. The chair of this committee may appoint additional members of the Committee.

The Membership Committee shall meet as often as necessary to properly discharge its responsibilities.

The committee shall report in writing to the Board of Directors not less than twice annually. This report shall contain not less than the following:

- a. The current number of members.
- b. The current number of Applicants.
- c. The current number of subscribers.
- d. The current numbers of Family members and Family Applicants.

- e. A list of current members -- stating name, address, phone number, and any other pertinent information.
- f. A review of any action taken on behalf of or against any member or Applicant.

When the Membership Committee cannot reach unanimous agreement to approve a candidate, the Committee shall place the matter before the Board of Directors for a final decision.

- 2. Field House Committee (standing). The Potomac Speleological Club may operate a field house or houses as deemed beneficial to its members and associates. The Potomac Speleological Club shall assign operational control of such a field house or houses to the Field House Committee.

In the case PSC shall own a field house, the committee shall consist of a Chairman and at least four members. The committee Chair shall be appointed by the Board of Directors. Committee membership shall be open only to Members in good standing, and all committee members must be approved by the Board of Directors after their recommendation by the Chair of the committee. The Chairman and Committee members shall be approved by the Board of Directors annually.

- 3. Club Store Committee (standing). The Potomac Speleological Club may operate a club store as deemed beneficial to its members and associates. The Potomac Speleological Club shall assign operational control of such a store to the Club Store Committee.
- 4. Publication Committee (standing). The Potomac Speleological Club may operate a printing plant as deemed beneficial to its members and associates. The Club shall assign operational control of such printing to the Publication Committee.
- 5. Other committees, standing or special, may be established by the Board of Directors to further the business and purposes of the Club.
- 6. The chair of each committee shall be appointed by the Chair of the Board with the approval of the Board of Directors. Each chair shall select the personnel and promote the activities of his/her committee.
- 7. In order to ensure continuity of purpose, policy, and method of operation, each committee shall be guided by a standard operating procedure or by a board directive which shall define the purpose, scope, and operational procedure for that committee.
- 8. The Chair of the Board may dissolve any committee for failure to fulfill its duties, with the approval of the Board of Directors, and, if necessary, appoint another in its place.
- 9. The board shall exercise general supervision over all committees. Any question of conflicting jurisdiction shall be resolved by the board. All committees must report to the Board of Directors. Any money collected by a committee is the property of the Potomac Speleological Club.
- 10. The Chair of the Board shall be ex-officio member of all committees except any nominating committee.

B. Rules

The rules contained in Roberts Rules of Order Newly Revised shall govern the Potomac Speleological Club in all cases to which they are applicable, and in which they are not inconsistent with the Constitution or the Bylaws of the Potomac Speleological Club.

A. Liability

The directors, Trustees, officers, or other duly selected officials shall not be held personally liable, either individually or collectively, for losses incurred while acting in accord with the Constitution and Bylaws of the Potomac Speleological Club, nor shall they be held personally liable, either individually or collectively, for the debts and obligations of the club.

#### SECTION IV -- MEETINGS

B. Regular Meetings

The Potomac Speleological Club shall hold regular meetings at a time and place designated by the Board of Directors. The Chair of the Board shall preside.

C. Special Meetings

Special meetings may be called at times and places designated by the Board of Directors. The membership shall be notified as to date, time, place, and purpose of any such meetings not less than fourteen (14) days prior thereto.

#### SECTION V -- REFERENDUM

A. Procedure

An action of the Board of Directors may be subjected to a referendum.

1. A referendum may be initiated by a petition bearing the signatures of one-fifth of all members in good standing or by an affirmative majority vote of those members in good standing present at a regular meeting or by a majority vote of the Trustees.
2. Upon presentation of the initiating petition or resolution to the chair, notice of the pending referendum shall be given to the membership by reading the referendum resolution at the two (2) regular meetings immediately prior to the meeting at which the referendum is to be held, and by publication of the text in *The Potomac Caver* not less than twenty (20) days prior to the meeting at which the referendum is to be held.
3. Only Regular members in good standing may vote on the referendum. Two-thirds (2/3) of the votes cast, ignoring blanks, abstentions, and illegal ballots shall be required for the passage of the resolution.
4. Upon presentation of the initiating petition or resolution to the chair, the action in question will be held in abeyance to await the outcome of the referendum.



B. Advisory Vote

The Board of Directors may seek an advisory vote from the membership. Any such advisory vote by the membership shall not be binding on the Board of Directors.

1. Notice of the pending vote shall be given to the membership by publication.
  2. The vote shall be held at the next regular meeting after notice has been given.
- C. The Board of Directors may defer any matter to the membership for a final decision, in which case a majority vote of those attending a regular meeting at which a quorum is present shall suffice.

SECTION VI -- RECALL

Any elected or appointed official of the Potomac Speleological Club may be removed from office at any time by electing a successor to his/her position.

- A. A resolution of recall may be initiated by a petition bearing the signatures of one-fifth (1/5) of all members in good standing, or by an affirmative majority vote of those members in good standing at a regular meeting with a quorum.
- B. The recall resolution shall state the explicit reasons for recall and shall nominate a replacement for each official to be recalled.
- C. Notice of the pending recall action and the text of the resolution shall be published in the next regular issue of The Potomac Caver. A vote on the pending resolution shall be taken, after debate and by secret ballot of the members in good standing, at the next regular club meeting with a quorum which occurs not less than twenty (20) days after publication of the notice in The Potomac Caver.
- D. After publication, the resolution may not be amended or delayed in any manner. An affirmative vote of two-thirds (2/3) of the votes cast, ignoring blanks, abstentions, and illegal ballots, shall be required for passing the resolution.

SECTION VII -- PROJECTS AND ACTIVITIES

- A. Any member or group of members may undertake a study or project, which may be sponsored by the Potomac Speleological Club upon approval of the Board of Directors.
- B. The club may: sponsor expeditions, field trips, studies and other projects; hold meetings, present lectures; and carry on other activities consistent with the purposes of the club.
- C. Reports of all sponsored field trips, projects, and studies shall be submitted to the Library for permanent retention. It is the responsibility of each member to submit to the Library a report of each field trip and a description of each cave visited on any trip.

## SECTION VIII -- PUBLICATIONS

- A. The Potomac Speleological Club shall issue and distribute a monthly publication and special publications subject to regulations issued by the Board of Directors.
- B. Copies of all publications shall be available to all interested parties upon payment of the requisite fees, as set forth by the board.

## SECTION IX -- PROPERTY

- A. To further its purposes, the Potomac Speleological Club may acquire property of any kind for use by and for the membership. Title to all real property acquired by the Potomac Speleological Club shall be held in the name of the Potomac Speleological Club.
- B. The club reserves reproduction rights of all photographs taken during sponsored trips, expeditions, or other activities.
- C. The club may act as agent on behalf of any member in the transfer of rights affecting photographs, literary compositions, and other like speleological material under conditions approved by the Board of Directors.

## SECTION X -- LIBRARY

- A. The Potomac Speleological Club shall maintain a Library of speleological and related subjects and topics for use by the membership, including charts, maps, reports, descriptions, photographs, prints, reprints, transparencies, periodicals, textbooks, books, technical publications, and all other appropriate material, both domestic and foreign.
- B. A charge may be made for the use of the above material, subject to conditions established by the Board of Directors.
- C. The Library shall be the responsibility of the Librarian, who shall be appointed by the chair with approval of the board, and who shall take action to insure that the material is kept in accord with good library practices.
- D. The Library shall be the archives of the club. All records and documents pertaining to the club and its activities shall be provided to and retained by the Library.

## SECTION XI -- EXPULSION OF MEMBERS

- A. A member may be dropped or expelled by the Board of Directors for the following reasons:
  - 1. Nonpayment of dues, fees, and other obligations.
  - 2. Willful misuse of Potomac Speleological Club property.

3. Willful disregard of his/her own safety or the safety of others on field trips, expeditions, or other activities.
  4. Willful disregard of the cave conservation policies of the club.
  5. Conduct detrimental or embarrassing to the club or its members.
- B. Any member subject to expulsion proceedings may request and shall be granted a personal hearing before the Board of Directors, which may be closed to the membership at the member's discretion.
- C. An individual who has been expelled for any reason other than nonpayment of dues may reapply for membership only by a letter to the Board of Directors who shall direct the Membership Committee as to the action to be taken.

## SECTION XII -- QUORUMS AND AMENDMENTS

### A. Quorums

1. The quorum for the conduct of ordinary business at meetings shall be one-half (1/2) of the average of the number of members in good standing present at each of the previous four (4) regular meetings.
2. A member in good standing shall be a member whose dues, fees, and/or other obligations are not in arrears.

### B. Amendments

1. Amendments may be proposed by the Board of Directors, by the Legislative Committee, as a result of an affirmative vote at a regular meeting, or by a petition of one-fifth (1/5) of the members in good standing.
2. A copy of each such proposed amendment shall be distributed to the membership not less than twenty (20) days prior to its debate.
3. Each such proposed amendment shall then be debated at the regular meeting date published or the next regular meeting at which a quorum is present.
4. Only minor changes of language may be allowed after publication of the proposed amendment. If changes are made during the debate other than minor changes of language, the modified amendment will be published in The Potomac Caver at least 20 days prior to balloting.
5. Amendments to these Bylaws shall be made by secret ballot of the regular members in good standing. The ballot shall be mailed after the debate or with the next ballot for Board of Directors but in any case, not more than ninety (90) days after the debate.
6. The ballots shall be counted within fifteen (15) days after the deadline published for their return.
7. An affirmative vote of two-thirds (2/3) of the votes cast, ignoring blanks, abstentions, and illegal ballots, shall be required to adopt a proposed amendment.

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