

# Rockcastle Karst Conservancy, Inc Bylaws

## CHAPTER I. NAME AND OFFICES

### Section A. Name

This organization shall be known as the Rockcastle Karst Conservancy, Inc. (RKC). RKC is a non-profit organization incorporated in Catlettsburg, Boyd County, Kentucky.

### Section B. Offices

The principal office of RKC shall be the mailing address or residence of the Chairperson or Secretary of the organization, or such other mailing address as designated by the Board of Directors at the annual meeting.

## CHAPTER II. PURPOSE

This non-profit corporation is organized and shall be operated exclusively for charitable, scientific, conservational, environmental, educational and recreational purposes and as described within Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws). The corporation shall receive contributions and fees and shall distribute its funds to organizations and individuals in order to further the purposes of the Corporation and permitted for an organization exempt under said Section 501(c)(3).

To acquire, lease and negotiate easements for caves and karst areas primarily within the county of Rockcastle and the surrounding region, in the state of Kentucky, to protect the scientific and environmental value of these resources and to maintain accessibility of these caves and karst areas for continued exploration.

To create management plans for the above mentioned caves and karst areas that serve to maintain, protect and preserve the value of these resources.

To aid in the dissemination of educational material concerning the need to protect caves and karst areas for the geological, hydrological, biological, ecological and anthropological significance.

To provide a permanent, non-profit, non-sectarian, cooperative organization that works to establish and nurture a professional atmosphere among individuals and organizations that support the foregoing purposes.

## **CHAPTER III. MEMBERSHIP**

**Section A.** There shall be the following classes of membership in RKC:

1. Individual Membership. Individual members are persons who pay regular annual membership dues. Individual members shall have the right to vote for the Board.
2. Sustaining Membership. Sustaining membership program allows members to continually sustain RKC by making monthly or quarterly payments billed to their credit or debit card. The minimum sustaining membership is \$5 per month, but can be as high as the member is willing to commit. Sustaining members have the right to vote for the Board.
3. Lifetime Membership. Life members are persons who pay a one time life membership dues payment. Lifetime members shall have the right to vote for the Board.
4. Transition Membership. Any sustaining member making payments will be allowed to apply payments towards a lifetime membership.
5. Supporting Membership. Supporting members are persons or organizations who pay annual supporting membership dues and whose principal goals and objectives are consistent with the goals and objectives of RKC. Supporting members do not have the right to vote in the affairs of RKC.
6. Benefactor Membership. Benefactor members are persons or organizations who pay a one time lump sum dues payment and whose principal goals and objectives are consistent with the goals and objectives of RKC. Benefactor members do not have the right to vote in the affairs of RKC.
7. Honorary Membership. Honorary members are persons or organizations to whom membership is awarded by the Board of Directors for outstanding service and/or contributions to RKC. Honorary members do not have the right to vote in the affairs of RKC.
8. The Board may establish other classes of membership that may or may not have voting rights. The Board shall determine set annual membership dues amounts.

**Section B.** Privileges. Members shall have all privileges and benefits of membership that may be established and approved by the Board of Directors. Membership in RKC does not confer, entitle, guarantee or assure access, visitation, exploration or any other use of any real or personal property owned, leased, operated, controlled or managed by RKC. Such membership privileges shall be determined by the Board of Directors and/or any Board approved management plans.

**Section C.** Membership Acceptance. Upon written application for Individual, Sustaining and Lifetime membership and payment of the appropriate dues, the applicant is accepted as a member of RKC. Upon application for Supporting and Benefactor membership and

payment of the appropriate annual dues, the Board shall decide to accept an applicant for membership.

Section D. Revocation of Membership. Any Individual or organizational membership in RKC may be revoked and terminated by a 4 of 5 vote of the Board of Directors. Prior notification of the pending vote will be given to the member in question. Grounds for revocation of membership shall consist of evidence of action(s) by the member which are inconsistent with and in conflict with the purposes of RKC.

Section E. Voting Eligibility. Voting members of record on the 90th day prior to the Annual Meeting are entitled to vote in that year's election.

## **CHAPTER IV. DIRECTORS**

Section A. The Board shall consist of five (5) Directors.

1. The Initial Board of Directors shall be the three incorporating Directors and they shall appoint two additional Directors to have a total of 5. Their term shall be three years. At the end of that time two Directors shall continue for a second three year term, one shall continue for a two year term and the remaining two shall continue for a one year term.
2. The Board shall be elected by written ballot sent to the membership for the term of three years and shall serve for such term until the election of their successors, except for providing for the filling of vacancies.
3. Any voting member can be considered a nominee to the Board of Directors providing they submit a written document seeking such position.
4. In the event that there is a vacancy on the Board of Directors, the Board will designate a person to fill that vacancy. This person shall serve only until the next election of the Directors, but shall be eligible to be designated for a subsequent term.
5. Each Director shall have an equal vote during the conduct of business. Voting will be by voice. A majority vote of those Directors actually present at a meeting at which there is a quorum, will prevail on all issues, except an amendment(s) to the bylaws. Amendment(s) to bylaws require a majority vote by written ballot of 4 of 5 Directors. Directors casting a ballot for bylaws amendments must be present at the meeting in which the amendment vote is being taken.
6. Quorum. A quorum of the Board shall be necessary to conduct formal business of RKC and to adopt policies and procedures. Three Board members shall constitute a quorum. If a quorum is not present at any meeting of the Board the members present will adjourn the meeting and reschedule by following the procedures enumerated in Section B. below. Amendments to bylaws shall only occur if consistent with Chapter III.A.6 above and Chapter VIII below.

7. The Chairperson may determine that a time-critical decision of the Board is required prior to the next scheduled Board meeting and therefore accept a motion to be considered and discussed by e-mail, conference call, or other electronic means. Procedurally, the motion will be proposed by a Board member to the Chairperson and the Chairperson will determine if the motion requires immediate action and is appropriate to be considered, given the limited ability to interactively communicate. If the Chairperson accepts the motion, it will be communicated to the entire Board, and a second on the motion will be accepted, and discussions will proceed. Any Board member may request to the Chairperson that the motion be postponed until the next meeting. The Chairperson will be obligated to postpone the motion unless the request is overruled by all the remaining Board members. If no request to postpone the motion is received, the Chairperson will monitor the discussion and call for a vote as appropriate. A majority of the Board must approve the motion for it to pass. A motion voted in this manner shall be recorded in the minutes of the next Board meeting.
8. Proxies. No voting by proxy shall be allowed.

#### Section B. Schedule and Frequency of Board Meetings

The annual meeting shall be held in the month of March. The Board of Directors shall meet at least once a year. The date of the next meeting shall be set by the Board before the adjournment of each meeting. Meeting dates shall be published in the minutes of the meeting at which they were set and shall be distributed to all Board members. Board meetings are open to the public unless the Board is confronted with issues which require confidentiality then the Board may hold a closed meeting.

#### Section C. Responsibilities of Board of Directors. The responsibilities of the Board of Directors shall be:

1. The Board shall have full responsibility and authority to conduct the operations of RKC;
2. To adopt long-range plans and budgets of RKC;
3. To select projects from among those identified which shall be target areas of protection;
4. To ensure that the funds are raised for annual operating expenses of RKC and that such funds are consistent with the provisions of 28 U.S.C. 501(c)(3);
5. To further cave and karst protection programs in Rockcastle County and the surrounding region;
6. To make decisions regarding contracts, caretakers, employees, lessees; and
7. To minimize development and preserve the natural environment.

## CHAPTER V. OFFICERS

### Section A. Title

The officers of RKC shall be a Chairperson, a Vice Chairperson, a Treasurer, and a Secretary. In addition, the Board of Directors may elect additional officers as it deems appropriate to conduct RKC activities. The officers must be a Director. A Director may hold the position of any one office.

### Section B. Terms

The officers will be elected at the annual meeting. Each officer will serve a one-year term.

### Section C. Responsibilities The officers shall have the following administrative duties:

1. The Chairperson shall be the chief executive officer of RKC and shall preside at meetings of the Board of Directors. The Chairperson shall have a general charge and supervision of the affairs of RKC and shall perform such duties as may be designated or assigned from time to time by the Board of Directors.
2. Either the Chairman or Vice Chairman shall be present at any Board meeting.
3. The Secretary shall be responsible for keeping documentation of all meetings of the Board of Directors, for issuing all notices of RKC, for recording and monitoring each Director's term of office and for notifying RKC and its Directors of a Director's impending term expiration date, and for maintaining all RKC records, except financial records. The Secretary shall:
  - a. Be responsible for taking all minutes and make minutes available to the Board after the meeting within a reasonable time.
  - b. Be responsible for all correspondence and business records of RKC; and
  - c. Ensure that all official and annual paper work is completed and filed with the appropriate parties, such as the Kentucky Secretary of State in order for the corporation to maintain its charitable corporation status and remain in good standing with the Kentucky Secretary of State, Kentucky Revenue Cabinet and the Internal Revenue Service.
4. Treasurer. The Treasurer shall be responsible for the financial records of RKC and subject to such regulations as may be imposed by the Board of Directors and in accordance with the policies and procedures of RKC. The Treasurer shall:
  - a. Be responsible for all the funds of RKC, including, but not limited to: accounts payable, donation records and receipts, balance sheets, checkbook reconciliations and petty cash.

- b. Be responsible for submitting financial statements to the Board.
- c. Be responsible for all tax related documents and documentation to maintain RKC's 501(c)(3) status.
- d. Be responsible for securing and keeping current all necessary documentation for other tax exempt status, such as sales tax exemption with the Kentucky Revenue Cabinet.
- e. All checks over the amount of \$1,000.00 must be signed by two officers.
- f. The Treasurer may appoint an assistant.

Section D. Removal. RKC officers may be removed from office by a 4 of 5 vote of the Board of Directors. RKC officers are subject to removal upon the same grounds and procedures as those set out for Director's removal below.

Section E. Compensation. RKC officers shall receive no compensation for their duties or services as officers except reimbursement of out-of-pocket expenses.

Section F. Vacancies. The Board of Directors may appoint a person to fill any vacancy among the elected officers. A person so appointed shall serve only until the next annual election, but shall be eligible for nomination and election for a subsequent term.

## **CHAPTER VI. ESTABLISHMENT OF COMMITTEES.**

The Board has the authority to create and dissolve standing committees and/or ad hoc committees and to determine the organizational structure of each. The Chairperson has the authority to create and dissolve ad hoc committees.

Section A. RKC shall have two initial standing committees:

1. The Great Saltpetre Cave Preserve Committee
2. Fund raising committee to fulfill other long range goals of RKC

Section B. Management plans by committees:

1. New management plans shall be written and submitted to RKC Board for approval. All management plans shall be consistent with RKC's purposes, articles and bylaws as written therein. All management plans are subject to review in order to ensure consistency and efficiency.
2. Management plans shall be reviewed and or updated at least once every two years by the committee.

3. The ongoing day-to-day decisions of the management committees will not be set aside, reviewed, or interrupted by the Board, unless there is an abuse of discretion or the Board is asked to intervene.

### **CHAPTER VII. FISCAL YEAR**

The fiscal year of RKC shall be the same as the calendar year.

### **CHAPTER VIII. PARLIAMENTARY PROCEDURES**

The conduct of meetings shall be governed by Robert's Rules of Order as revised unless such procedures are contrary to the procedures outlined by these Bylaws, in which case the Bylaws shall govern.

### **CHAPTER IX. AMENDMENTS**

These Bylaws, with the exception of Chapter II, may be amended at any meeting of the Board of Directors by a 4 of 5 vote upon written ballot. Directors must be present to vote for (a) bylaw(s) amendment. The motion/petition to amend the Bylaws must be presented at a regularly scheduled Board meeting. The specific text proposed change(s) must be communicated to the Board in written form at least 45 days prior to final consideration and vote.

### **CHAPTER X. REMOVAL AND/OR REPLACEMENT OF DIRECTORS**

Should a Director fail to satisfactorily perform his/her duties, the position may be declared vacant by a 4 of 5 vote of the Board. Missing more than two consecutive meetings, or failure to maintain necessary membership in the representative Grotto, may be grounds for removal.

A Director can also be removed by a 4 of 5 vote of the Board when sufficient cause exists for removal. Such cause includes, but may not be limited to criminal acts, conduct in direct contradiction to the purpose of RKC, immoral acts which could lead to criminal prosecution, and any other grounds which could potentially threaten the purposes of RKC, it's contributing grottos, and/or members of the public visiting Great Saltpetre Cave Preserve or any other properties which might be owned or managed by RKC.

If a Director is removed, the Board will appoint a replacement as soon as possible to fulfill the remaining term.

## **CHAPTER XI. DISSOLUTION**

In order to choose a dissolution of RKC it shall be necessary to receive a unanimous vote of all Directors. Upon dissolution, the assets remaining after payment of just debts or debts ordered paid by law are to be turned over to some similar non-profit organization whose intent and purpose encompass those of RKC and in accordance with 28 U.S.C. 501(c)(3) regulations.

## **CHAPTER XII. NON-PROFIT STATUS**

RKC is a non-profit corporation. Except as otherwise listed by the provisions of the Articles of Incorporation, RKC shall have all the general rights, privileges, responsibilities, limitations and powers that may be conferred upon Kentucky non-profit corporations and charitable organizations qualifying for charitable status under the provisions of 28 U.S.C. 501(c)(3).

No part of the net earnings of RKC shall accrue to the benefit of or be distributed to its Officers and Directors or any other private person, except that RKC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this non-profit corporation.

## **CHAPTER XIII. DURATION**

Duration of RKC shall be perpetual.