

BYLAWS OF THE KARST CONSERVANCY OF ILLINOIS

August 28, 2003

SECTION I: NAME

The organization shall be known as the Karst Conservancy of Illinois, or KCI.

SECTION II: PERSONNEL

II.A. Directors

1. Directors are elected by the Board of Directors.
2. A Director must be a member of KCI.
3. The Board of Directors shall consist of at least three and not more than twelve Directors.
4. Duties of the Board of Directors are as follows:
 - a. Conduct business according to Robert's Rules of Order, as amended by these bylaws.
 - b. Set policies and make decisions for KCI.
 - c. Approve financial transactions.
 - d. Elect Directors, a President, a Secretary, and a Treasurer.
 - e. Select a Registered Agent.
5. A full term for a Director is three years. A Director may be appointed for less than three years to complete the unexpired term of a Director who is being replaced, or to help ensure that the terms of approximately one-third of the Directors expire each year.
6. A Director's term shall end at an annual meeting. A Director shall serve until the next annual meeting even if the Director has already served the appointed length of the term.
7. A Director is limited to serving two consecutive full terms. A Director who has served two consecutive full terms may be reappointed after being off the Board for at least one year.
8. If a Director does not attend two consecutive annual meetings, that Director shall be removed from the Board immediately. The Director's seat shall be considered vacant for quorum purposes.

II.B. President

1. The President is elected by secret ballot of the Directors.
2. The President must be a Director.
3. The President's duties consist of the following:
 - a. Serve as the chief executive officer and public spokesperson for KCI.
 - b. Oversee the research, education, protection, and management responsibilities of KCI.
 - c. Call meetings of the Board, prepare an agenda for the meetings, and preside at the meetings.
 - d. Serve as an ex officio member of any KCI committee.
4. In the absence of the President, the Director present with the most cumulative seniority shall serve as chairperson for the meeting.
5. The term of the President is two years or the end of the President's directorship, whichever is sooner. The President shall serve until the next annual meeting even if the President has already served the appointed length of the term.
6. The President can be removed by a simple majority vote of the Board.

II.C. Secretary

1. The Secretary is elected by a secret ballot of the Directors.
2. The Secretary may or may not be a Director, but must be a member of KCI.
3. The Secretary's duties consist of the following:
 - a. Maintain KCI's files other than financial records.
 - b. Distribute Board meeting announcements and agendas.
 - c. Record the minutes of each meeting, and distribute them to Directors within thirty days of the meeting.
 - d. Provide new Directors with minutes of all Board meetings that have been held within the past five years.
 - e. Ensure that the minutes of the past five Board meetings are available at each meeting.
 - f. Maintain a roster of Directors and Advisors.
4. If the Secretary is not present at a Board meeting, the President shall designate a Recording Secretary for the meeting.

5. The term of the Secretary is three years. The Secretary shall serve until the next annual meeting even if the Secretary has already served the appointed length of the term.
6. The Secretary can be removed by a simple majority vote of the Board.

II.D. Treasurer

1. The Treasurer is elected by a secret ballot of the Directors.
2. The Treasurer may or may not be a Director, but must be a member of KCI.
3. The Treasurer's duties consist of the following:
 - a. Conduct the financial operations of KCI in keeping with the policies of the Board.
 - b. Maintain adequate records of KCI's income and disbursements.
 - c. Prepare a Treasurer's report for each Board meeting.
 - d. Maintain a membership roster.
 - e. Provide financial information to the Secretary as needed to complete reports required of KCI.
4. The term of the Treasurer is three years. The Treasurer shall serve until the next annual meeting even if the Treasurer has already served the appointed length of the term.
5. The Treasurer can be removed by a simple majority of the Board.

II.E. Editor

1. The Editor is responsible for producing KCI's newsletter, with guidance of the Board of Directors and the assistance of other members.

II.F. Advisors

1. The Board may select Advisors from individuals who are not presently Directors.
2. An Advisor is not required to be a member of KCI.
3. An Advisor may attend Board meetings, participate in discussions, and advise the Board.
4. An Advisor is not entitled to vote and is not counted as part of a quorum.
5. An Advisor can be removed by a simple majority of the Board.

II.G. Registered Agent

1. The Registered Agent is selected by the Directors.
2. The Registered Agent files the reports and forms that are required by KCI's status as a corporation.
3. The Registered Agent may be removed by a simple majority of the Board.

SECTION III. MEMBERSHIP

III.A. Individual membership

1. An individual member is a person who has paid membership dues. Upon application for individual membership and payment of annual dues, the applicant is accepted as a member of KCI.
2. An individual member has the right to submit items of business to be considered by the Board of Directors, to serve as Secretary, to serve as Treasurer, to serve on committees, and to chair committees.

III.B. Organizational membership

1. An organizational member is an organization whose purpose is consistent with the purpose of KCI, and which has paid membership dues.

III.C. Revocation of membership

1. Membership in KCI may be revoked by motion and concurrence of not less than two-thirds of the Board. Prior notification of the pending vote shall be given to the member in question. Grounds for revocation of membership shall include evidence that an action by the member is in conflict with the purpose of KCI.

SECTION IV. MEETINGS

IV.A. Annual meetings

1. The Board shall meet no less than annually.
2. The membership shall be notified of annual meetings and encouraged to attend.
3. The purposes of the annual meeting shall be to:
 - a. Elect officers and Directors.
 - b. Update members on the business of KCI.

c. Provide a forum for the membership to bring items of interest to the attention of the Board.

d. Conduct other business.

4. Each annual meeting of the Board shall have a standing item to allow the membership to submit items of business to be considered by the Directors.

5. The date of the next annual Board meeting shall be set by the Board before the adjournment of each meeting.

IV.B. Special meetings

1. The President may call special Board meetings.

2. Thirty days notice of special Board meetings must be provided unless two-thirds of the Directors agree to an earlier date.

3. If one-third of the Directors request a special Board meeting, the President must schedule a special Board meeting to be held within sixty days of the request.

IV.C. Quorum

1. A quorum of the Board shall be necessary to conduct the formal business of KCI and to adopt policies and positions.

2. Fifty-one percent of the Board constitutes a quorum.

3. Only Directors attending the meeting count toward a quorum.

4. A Director may not appoint a proxy.

IV.D. Voting

1. Motions shall be approved by a simple majority vote of Directors, except as provided in the Constitution or elsewhere in the bylaws.

2. Only personnel matters may be determined by secret ballot.

3. The Board may conduct business and vote on motions by e-mail or telephone. A vote taken in this manner shall be recorded in the minutes of the next Board meeting.

IV.E. Closed sessions

1. The Board may conduct business in a session that is closed to other people in order to consider matters pertaining to personnel, caves, or real estate.

SECTION V: COMMITTEES

V.A. Formation and composition of committees

1. The Board may create and dissolve standing committees and ad hoc committees. The President may create and dissolve ad hoc committees.

2. A committee member is not required to be a member of KCI.

3. Each committee shall have a chairperson.

4. If a committee includes individuals who are not Directors, a Director shall be designated as the sponsor of the committee. The sponsor shall provide direction to the committee. The committee shall keep the sponsor apprised of its activities.

SECTION VI: AMENDMENTS

The Bylaws of KCI may be amended by a majority vote of the Board of Directors. Amendments must be presented in writing to the Board of Directors at least thirty days before being voted upon.