

TSA CONSTITUTION AND BY-LAWS

(this version ratified 28 April 2002)

CONSTITUTION

Article I: NAME. The name of this organization is TEXAS SPELEOLOGICAL ASSOCIATION, a Regional Association of the National Speleological Society, hereafter called the TSA.

Article II: AIMS AND GOALS. The purposes of TSA are to promote (1) the study and science of speleology, (2) the protection of caves and the preservation of natural and cultural resources within caves, (3) the education of members and the general public, and (4) communication and coordination of speleological activities in the State of Texas. TSA supports the aims and goals of the National Speleological Society.

Article III: MEMBERSHIP AND DUES. Membership in TSA is open to members of the National Speleological Society and to any person whose purpose and aims are consistent with those of TSA and who meet the membership conditions set forth in the Bylaws.

Article IV: GOVERNMENT. The governing body of TSA is the membership present at TSA meetings. The administrative body of TSA is the Executive Council.

Article V: MEETINGS. At least three TSA meetings shall be held each calendar year. The time and place of all TSA meetings shall be announced through a regular publication of the TSA, or by electronic mail to all members of record. TSA meetings shall be called by the officers or by written petition of 20% of all TSA members.

Article VI: AMENDMENTS. This Constitution may be amended by a two-thirds vote at any Member Meeting provided that a written notice of the proposed amendment has been sent to the members at least thirty (30) days prior to the meeting.

BY-LAWS

Article I: MEMBERSHIP

- A. The TSA shall be composed of full members who are National Speleological Society members and associate members. Only full members may serve on the Executive Council; only full and associate members over 16 years of age may vote.
- B. A member shall be one whose dues are not delinquent.
- C. Membership in TSA shall be composed of the following categories:
 1. Individuals.
 2. Families: head of households and resident dependents.
 3. Students: individuals in grade school through college/university between 17 and 25 years of age.
 4. Member organizations: National Speleological Society grottos may be member organizations of the TSA upon request to the Executive Council.
 5. Affiliated organizations: Projects, chartered societies, societies, clubs, grottos and institutions may apply to the Executive Council for membership.
 6. Neither member organizations nor affiliated organizations shall have voice, vote or the privilege of holding office.
 7. Membership may be terminated for non-payment of dues or by two-thirds vote of the Executive Council, for actions detrimental to the TSA or its goals; reinstatement shall be in the like manner.

Article II: DUES

- A. Dues shall be regulated by the Executive Council with the approval of the membership.
- B. The Executive Council may authorize reasonable fees to attend functions or Projects, as it deems necessary.

Article III: MEETINGS

- A. All members present may vote at TSA meetings.
- B. A quorum consists of seven members, including the Executive Council.
- C. In the absence of specific rules of order in the Constitution and By-laws of TSA, the current edition of Robert's Rules of Order shall prevail.

D. All dues-paying members are to be notified by electronic mail or regular publication of TSA meetings at least two weeks in advance.

Article IV: OFFICERS

A. The Executive Council consists of the Chairman, Vice-Chairman, Secretary, Treasurer and the Chair of each standing committee. Elected officers shall take office on the first day of the New Year.

1. The Chairman, when present, shall preside over all TSA meetings.
2. The Vice-Chairman is responsible for meeting and program arrangements and shall preside at TSA meeting in the absence of the Chairman.
3. The Secretary records the minutes of TSA meetings and maintains a current list of members.
4. The Treasurer keeps track of TSA assets by maintaining adequate financial records, including those for *The Texas Caver*. The Treasurer prepares a budget for the fiscal year, maintains the membership database, and insures the database is available electronically to the membership.

B. A vacancy in any elected office other than that of Chairman may be filled by the Executive Council by appointing any full member in good standing or by special election if so desired by the Executive Council.

C. The Vice-Chairman shall fill a vacancy in the office of Chairman.

D. Officers may be removed from their position by a three-quarters majority vote at any Member Meeting.

Article V: COMMITTEES

A. Committees of the TSA are of two kinds: Standing and Temporary.

B. The Standing Committees are Publications, Membership, Conservation, and Safety and Rescue. The TSA chairman appoints chairs of standing committees, whose terms shall be concurrent with those of TSA officers. Committee chairs may be removed at any TSA meeting by a vote of three-fourths of the members or at any time at the discretion of the Executive Committee. Chairs of Standing Committees are members of the Executive Council and must be TSA members. All Standing Committee members must be TSA members (with exceptions in the Safety and Rescue Committee as noted below).

1. Publications Committee

- a. The Publications Committee shall consist of the editors of TSA-sponsored publications, the TSA Treasurer, and other appointed members.
- b. The publications of the TSA shall be *The Texas Caver* (covers any material of interest to the members and to the Texas caving community), the TSA Web Page (makes information about the TSA available to members, the caving community, and the general public), and any special publications such as election ballots and event flyers that may be needed.
- c. The Publications Committee shall coordinate activities of the various publications to determine publication schedules, to solicit material for publication, to work with the Membership Committee to update the caver database, and to sell subscriptions, print and distribute the publications.

2. Membership Committee

- a. The Membership Committee shall consist of the Database Manager, the TSA Secretary, the TSA Treasurer, a representative of the Publications Committee, and other appointed members.
- b. The committee will develop data to be made available to TSA officers, committees, member organizations, affiliated organizations, and members for conducting caving business. The committee insures the membership database is published annually and is not made available to the general public.
- c. The Membership Committee will maintain an aggressive program within the various grottos, Projects, and other Texas caving organizations to encourage joining the TSA.

3. Conservation Committee

- a. The Conservation Committee shall consist of a representative from the various projects, the Texas Speleological Survey, any of the Affiliated Organizations, and other interested members.
- b. The purpose of the committee is to identify conservation problems, initiate remedies, and promote education of cavers and the general public concerning cave conservation.

4. Safety and Rescue Committee

- a. The Safety and Rescue Committee shall consist of interested TSA members and representatives of governmental emergency agencies.
- b. The committee's purpose is to maintain a list of available cave rescue equipment and locations, to coordinate with local, state, and federal emergency response agencies and the National Cave Rescue Commission, to promote education and training for cave rescue situations, and to produce cave safety and cave rescue related articles for inclusion in TSA publications.

C. Temporary committees are created and dissolved by the TSA Chairman as required for purposes and tenures to be specified at the time of appointment. The TSA Chairman appoints the temporary committee Chair, whom then designates the remaining members of that committee.

Article VI: TERMS AND ELECTIONS

A. The term for membership, subscriptions, and any other TSA business not specified otherwise in the Constitution or By-laws, shall be twelve months.

B. There are two types of elections: regular (the annual election of Officers) and special.

1. Regular elections are to be held each year at or near the fall meeting by mail-in secret ballot or other similar process to elect officers.

a. The TSA Chair shall appoint an Elections Committee chair, who will choose other committee members, to present a slate of candidates to the Membership, prepare and distribute ballots, and tabulate and announce election results.

b. The temporary Elections Committee is dissolved when the new officers take office. In the event of the loss of all four officers, the previous Election Committee chair shall assume charge of the TSA while a new slate of officers is properly nominated and elected (see Special Elections below).

c. Officer nominations may be made by any TSA member. Provisions will be made on ballots for write-in candidates. If a TSA member is nominated for more than one office, that candidate must choose to run for only one of the offices. All nominations must be announced in official TSA publications at least 30 days before ballots are distributed.

d. Ballots must be counted by at least four TSA members in good standing. Results will be announced in official TSA publications within 10 working days of the election deadline.

e. In the event of a tie, the candidates with equal votes may choose between themselves who will remain in office and who will concede. If no agreement can be reached, a special election will be held to resolve the tie, until one candidate has a majority of the votes.

f. Additional initiatives, such as By-law amendments, can also be attached to a Regular Election, if such are announced in official TSA publications at least 30 days in advance.

2. Special elections can be called at any time by the TSA Chairman, or by the Membership by a petition of at least 10% of the current TSA members. A Special Election Chair is designated by the TSA Chair for this purpose. Special elections must be announced by publishing in the official TSA publications at least 30 days in advance. Special elections may be to address the special situations outlined above, or any other need perceived by the Membership.

Article VII: LAND FUND

A. One dollar from every member registering at official TSA Projects, TSA Spring Convention, TSA Winter Business Meeting, and other official TSA meetings shall be placed in the Land Fund and held separate by the Treasurer.

B. The Land Fund shall be managed and administered by three trustees. The TSA Chairman shall serve as trustee during his/her term of office. One trustee shall be elected from the full membership for a term of three years, beginning January 1, 1996, to be reelected or replaced by majority vote every three years after in the manner prescribed for TSA officers. The TSA Chairman incumbent on January 1, 1996 shall appoint a third full member trustee, for an initial two-year term. The incumbent TSA Chair-person shall appoint successive trustees in the like manner for three-year terms. Vacancies shall be filled by appointment by the TSA Chairman for the remainder of the vacant term.

C. The Trustees shall review requests for expenditures and make recommendations to the Executive Council for approval. The Land Fund shall be used for the acquisition of land for the Texas Cavers Reunion and other ancillary purposes as deemed appropriate by the Trustees.

Article VIII: DISSOLUTION

The TSA is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings or assets of the TSA shall inure to the benefit of, or be distributed to its members, officers, or other private persons. However, the TSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VIII hereof. No substantial part of the activities of the TSA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and TSA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the TSA shall not, except to

an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the TSA. Upon dissolution of the TSA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Assets may also be distributed to the federal government, or to a state or local government, or for a public purpose. Assets remaining shall be disposed of by the Court of Common Pleas of the county in which the principle office of the TSA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX: AMENDMENTS.

Amendments to these Bylaws may be amended by a majority vote of a quorum at any Member Meeting, provided the full text of such proposed amendment has been announced as such and published in a regular publication of the TSA at least 30 days prior to the vote.

REVISION HISTORY

Revised Constitution and By-laws (“version 5”) adopted at TSA Convention at Caverns of Sonora 19 May 2001 in preparation for anticipated 501(c)(3) status.

Revised Articles 5, 6, and 7 of By-laws adopted at TSA Convention at Colorado Bend State Park 28 April 2002 to standardize committees, further develop elections procedure, and clarify vagarities and redundancies in previous edition.