

PROPOSED CONSTITUTION AND BYLAWS OF MVOR, 1981 AMENDED 1982, Revised 2014

ARTICLE I - NAME

The name of the organization shall be the Mississippi Valley Ozark Region Association, Inc. (MVOR), an internal organization of the National Speleological Society (NSS).

ARTICLE II -- PURPOSE

The purpose of the MVOR is to promote the conservation of caves within the caving community of the MVOR area of the NSS, within the guidelines set forth by the NSS policy of cave conservation, and to promote fellowship, ~~and~~ safety and caving opportunities among those involved.

ARTICLE III – GOVERNMENT

The MVOR shall be governed by a Board of Directors, consisting of the President, Vice-President, Treasurer, and Secretary. The Board shall have full power to manage the business of the MVOR in accordance with Chapter 355 of General Not for Profit Corporate Laws of the State of Missouri R.S. Mo. (2010), and to raise funds in any manner consistent with the policies of the NSS, whose constitution and bylaws are accepted where applicable. The officers shall be elected as provided for in the bylaws.

ARTICLE IV – LIFE OF THE ORGANIZATION

Sec. A. The life of the MVOR shall be perpetual or until terminated in accordance with the provisions herein.

Sec. B. This corporation may be dissolved in accordance with Section 355.661-746, R.S. Mo. 2010 as amended and supplemented, in the following manner:

1. Adoption of a resolution by the Board recommending dissolution and submission to a vote at a meeting of the members.
2. Thirty days notice given to the members of the time, date, and place of such meeting.
3. A resolution to dissolve the corporation adopted by two-thirds of the members present and entitled to vote at such a meeting.
4. Disposition of assets on dissolution and a plan of disposition shall be adopted and take place in the manner provided for General Not for Profit Corporations organized under the provisions of Section 355.661-746, R.S. Mo. 2010 and in section 501 (C) (3) of the 1954 Internal Revenue Code or such section as it may be amended or a corresponding provision of a prior law.
5. ~~Any NSS property in possession of the MVOR at the time of dissolution~~

shall revert to the NSS.

ARTICLE V – REGISTERED AGENT

In order to maintain the articles of incorporation with the Missouri Secretary of State, the registered agent shall be a resident of Missouri. Filing per the state's requirements.

ARTICLE VI – MEMBERSHIP

Membership in the MVOR shall be open to any persons who are interested in speleology and cave related disciplines, and have complied with conditions of membership set forth in the Bylaws.

ARTICLE VII – AMENDMENTS

Any motion to amend or repeal the constitution or any part thereof must be submitted in writing by to the Board. Changes in the constitution may be made by a two-thirds vote of members present at any regular meeting, or any special meeting called for that purpose, provided 30 days' previous notice setting forth the changes shall have been given to all **current** members **or posted on the MVOR website.**

BYLAWS

CHAPTER I – MEMBERSHIP

Sec. A. Any **current** NSS member, **current** NSS grotto member, or unaffiliated caver who meets qualifications under Sec. B shall be granted voting membership.

Sec. B. Application for membership for unaffiliated cavers shall be endorsed by a member in good standing. **Membership dues** ~~for the next two MVORs~~ shall accompany the application. All applications are subject to approval by the Board, and/or the group sponsoring the convention.

Sec. C. Registration fee for an event shall include membership dues.

CHAPTER II – DUES AND ASSESSMENTS

The membership dues of the organization shall be set by the Treasurer with the approval by majority vote of the members at a regular meeting. ~~And~~ increase of not more than ~~25~~ 50 cents per member may be made with the approval of the Board only.

The hosting grotto of the MVOR meetings must supply the MVOR Board with the attending members information and fees

CHAPTER III – QUALIFICATIONS AND DUTIES OF OFFICERS

Sec. A. Qualifications

~~1. At least 3 of the officers must be a natural born U.S. citizen.~~

1. All officers shall be NSS members in good standing and at least 21 years of age.

- 3.2. The President, with the approval of the Board, shall appoint a member of the MVOR to fill a vacancy on the Board, to serve until the next regular meeting.

Sec. B. Duties

1. The President shall preside at MVOR meetings, be responsible for taking the initiative in keeping the MVOR active in the accomplishment of its purposes, ~~and for the filing between January 15 and March 1 of the annual articles of incorporation with the Secretary of State, to avoid paying late penalties.~~ **oversee the board to accomplish it's duties, and with board assistance, file the annual internal organization report to the NSS.**
2. The Vice-President shall substitute for the President, if absent, and assist the President in the performance of those duties when necessary. In the event of the President's unwillingness or inability to serve, the Vice-President shall succeed to the office of President.
3. The Treasurer shall receive **and** disburse all money pertaining to the Region, keep a record of such money and disbursements to the proper authorities on receipt. No MVOR money shall be spent or given away without prior **written** consent of the Treasurer, or a majority vote of the Board. The Treasurer shall be responsible for submitting the annual report to the Secretary of State and paying the required fees, as prescribed in **Section 355.661-746, R.S. Mo. 2010**. There ~~shall~~ **should** be an annual audit conducted by 3 members not on the board.
4. The Secretary shall attend business meetings, be responsible for the minutes of the meetings, conduct the official correspondence, make the annual NSS report with assistance of the Treasurer when necessary, **maintain the MVOR membership list** and perform such other secretarial duties as may be required.
5. The regional officers shall be the sole channel for any complaints ~~of~~ **or** suggestions concerning conditions at MVOR meetings, and may relay them to the appropriate authorities, speaking on behalf of the entire membership.

CHAPTER IV – ELECTIONS

- Sec. A. The slate of candidates shall be nominated from the floor at the Fall business meeting. No name shall be presented unless it is definitely known that the member ~~is willing and~~ **is** able to serve, and meets the qualifications, if elected. Election of officers will follow immediately.
- Sec. B. The officers shall be elected by a simple majority. If no candidate receives a simple majority, a runoff election shall be held.
- Sec. C. The term of officers shall be for one year, to begin immediately following their election.

CHAPTER V -- MEETINGS AND EVENTS

- Sec. A. Regular **business** meetings of the organization shall be held at least annually. The Fall **business** meeting shall be used for the purpose of nomination and election of officers.
- Sec. B. 40 members shall constitute a quorum at a regular meeting.
- Sec. C. Decisions or actions of the Board may be overruled by a two-thirds majority vote of the members present.
- Sec. D. The meetings shall be ~~governed~~ **guided** by Robert's Rules of Order.
- Sec. E. MVOR meetings must be hosted by current NSS grotto, internal organization or an individual group chaired by an NSS member in good standing.**
- Sec. F. The MVOR membership forms and dues must be submitted to the board before the business meeting is adjourned.**
- Sec. G. Events shall be conducted in a manner consistent with the *How to Host an MVOR* document which is available on the MVOR website.**

CHAPTER VI – SUSPENSIONS AND EXPULSIONS

- Sec. A. Members may be suspended or expelled from the MVOR **organization or individual event** for the following reasons.
1. Willful disregard of his own and the safety of others.
 2. Willful destruction of cave formations, cave fauna, or the property of cave owners.
 3. Conduct detrimental to the MVOR.
- Sec. B. No member shall be suspended or expelled from the MVOR unless he or she shall have been:
1. Granted a hearing by the Board, with at least three Board members present;
 2. Allowed to confront the witnesses against him or her; 3. Voluntarily absent from the hearing.
- Sec. C. No member shall be suspended or expelled except upon affirmative vote of three members of the Board after the hearing.

CHAPTER VII – AMENDMENTS

A motion to amend or repeal these bylaws or any part thereof shall be submitted in writing 30 days before a regular business meeting. These bylaws may be changed or amended by the MVOR on a two-thirds affirmative vote of the members present at the next regular business meeting.