

**BY-LAWS of the VERTICAL SECTION of the National Speleological Society**

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- 1) **DEFINITION OF PURPOSE** The purpose of the VERTICAL SECTION (SECTION) of the National Speleological Society, subject to the conditions and limitations imposed by the Articles of Incorporation and by law, shall be:
- (A) To educate the members and the public, to promote interest in the study and science of Speleology, to advance the protection of caves and their natural contents, and to promote fellowship among those interested therein by performing as a Section of the National Speleological Society (NSS);
  - (B) To encourage the development of safe vertical caving techniques and their application in the exploration of vertical caves.
- 2) **MEMBERSHIP**
- (A) General Requirements. Membership in the VERTICAL SECTION is open to all individuals demonstrating an interest in the objectives of the organization and agreeing to abide by its tenets. Membership shall not be denied due to race, sex, religious affiliation, or national origin.
  - (B) Membership Qualifications.
    - (i) The Membership consists of those who attend an annual General Meeting and/or other official VERTICAL SECTION function at the Annual NSS Convention and who sign the roster with their name and email (or regular) address. The duration of membership shall be 5 years commencing from the close of the last meeting or function attended, if the member's dues are not in arrears.
    - (ii) Applications for membership shall be in writing, as specified above, and shall be accompanied by dues as specified herein. On-line registration shall also be available to those who cannot attend an annual meeting (function) in a form provided by the EXECUTIVE COMMITTEE.

(iii) Membership Classifications.

- a. FULL REGULAR MEMBER. Full membership is limited to members of the NSS, who have paid current dues to both the SECTION and the NSS. Full regular members will receive all rights and benefits of SECTION membership. Regular members meeting all requirements of this Section 2) can vote and hold elected office.
- b. SUBSCRIBER. Non-NSS members, or groups, who have paid Subscriber's dues are entitled only to receive an on-line subscription to SECTION publications.

(iv) Voting Eligibility. FULL REGULAR MEMBERS of record on the 180th day prior to a SECTION meeting, Annual or Special, who are age 18 or older, are entitled to vote as of that meeting and run for elected office.

(C) Annual Dues. Dues for all membership classes shall be set by the EXECUTIVE COMMITTEE, subject to approval by a majority vote of the members present at the annual SECTION meeting. The EXECUTIVE COMMITTEE (or its delegates) shall endeavor to notify all members when their dues are due. Such notice may be oral or written and which notice, if not given, shall not relieve any member of the obligation to timely pay dues. The current approved annual dues shall be posted on the SECTION website.

3) **TRUSTEES** The BOARD OF TRUSTEES shall have the same membership as the EXECUTIVE COMMITTEE and, for purposes of qualification, election, term of office, vacancies, powers, and duties, shall be synonymous with the EXECUTIVE COMMITTEE.

4) **EXECUTIVE COMMITTEE** The affairs of the SECTION shall be governed by an EXECUTIVE COMMITTEE, as designated in Article IV of the CONSTITUTION of the VERTICAL SECTION.

(A) An EXECUTIVE COMMITTEE member must remain a FULL REGULAR MEMBER of the SECTION to remain on the COMMITTEE.

(B) Primary Duties & Responsibilities of Officers:

(i) ALL COMMITTEE MEMBERS:

- maintain a complete listing of duties of each Officer, to be available to new or prospective COMMITTEE members to guide them in fulfilling their requirements of office; - shall be familiar with the purposes of the VERTICAL SECTION;
- shall perform other duties as required or designated by the members of the COMMITTEE;
- shall conduct all business of the SECTION in a fair, respectful, and impartial manner; and
- shall maintain open and respectful communications with both COMMITTEE and SECTION members, as well as other interested parties, as needed to conduct the business of the SECTION.
- shall represent the SECTION to other NSS members and to the public in a respectful manner.

(ii) CHAIRMAN:

- preside over all meetings of the SECTION;
- lead the EXECUTIVE COMMITTEE in the conduct of all business; and - ensure the proper conduct of all business of the SECTION.

(iii) VICE-CHAIRMAN:

- Assume the duties of the CHAIRMAN when that individual is not present or unable to perform the duties of the office;
- Ascend to the office of CHAIRMAN if that office becomes prematurely vacant; and
- Assist the CHAIRMAN in conducting section business and temporarily perform additional duties as directed by the CHAIRMAN.

(iv) SECRETARY-TREASURER:

- record the proceedings of all meetings;
- keep, read, and distribute minutes of all meetings of the SECTION;
- shall distribute the Minutes of all SECTION meetings to the COMMITTEE members within thirty (30) days;
- answer inquiries and prepare the general correspondence of the SECTION;
- have charge, custody, and responsibility for all funds of the SECTION;
- maintain the SECTION's bank account(s);
- disburse funds as required to conduct the proper business of the SECTION;
- maintain an accurate, up-to-date ledger of all financial transactions of the SECTION's funds;
- maintain an up-to-date listing of the SECTION's members and subscribers, including voting eligibility pursuant to Paragraph 2)(B)(iv) above;
- maintain records and audits of prior years; and
- prepare the annual Secretary's Report, Treasurer's Report, and Report to the NSS Internal Organization Committee, in a timely fashion.

(v) WEBSITE COORDINATOR:

- maintain and manage the SECTION website;
- assemble, edit or format (as necessary), and publish in electronic format the NYLON HIGHWAY; The NYLON HIGHWAY is the electronic journal of the SECTION that shall serve as the repository of all administrative minutes and technical data, analysis, and discussions related to vertical caving techniques and their application in the exploration of vertical caves;
- maintain an electronic library of back issues of the NYLON HIGHWAY on the website;
- shall publish the approved Minutes of all SECTION and EXECUTIVE COMMITTEE meetings exactly as received from the SECRETARY-TREASURER, as they represent the official record of meeting business; - shall avoid derogatory and/or political articles;
- shall send controversial articles to at least one other EXECUTIVE COMMITTEE member before publishing for review and recommendation as to the appropriateness for publication;
- maintain an accurate, up-to-date ledger of all financial transactions pertinent to the Website Coordinator's office; and
- submit all receipts for expenditures annually to the SECRETARY-TREASURER.

(vi) AT-LARGE MEMBERS:

- provide necessary assistance to the CHAIRMAN, SECRETARY-TREASURER, and WEBSITE COORDINATOR in the conduct of SECTION business; and
- conduct the business of any COMMITTEE member who becomes incapacitated during the year.

(vii) CONTEST COORDINATOR:

- conduct the vertical contests, as designated by the EXECUTIVE COMMITTEE, pursuant to Section 5)(C) of these BY-LAWS; and
- provide necessary assistance to the other COMMITTEE members in the conduct of SECTION business.

(viii) VERTICAL TECHNIQUES WORKSHOP COORDINATOR:

- conduct the vertical techniques workshop, as designated by the EXECUTIVE COMMITTEE, pursuant to Section 5)(D) of these BY-LAWS; and
- provide necessary assistance to the other COMMITTEE members in the conduct of SECTION business.

(ix) EDUCATION COORDINATOR:

- compile educational materials and conduct special training workshops, as designated by the EXECUTIVE COMMITTEE, pursuant to Section 5)(E) of these BY-LAWS; and
- provide necessary assistance to the other COMMITTEE members in the conduct of SECTION business.

- (C) Election of Officers. Members of the EXECUTIVE COMMITTEE shall be elected or appointed as designated in Article IV of the CONSTITUTION of the VERTICAL SECTION.

- (i) Nominations: - The EXECUTIVE COMMITTEE, or a Nominating Committee appointed by the EXECUTIVE COMMITTEE, will search for qualified applicants for the elected offices of the EXECUTIVE COMMITTEE from within the SECTION membership. Qualified applicants may submit a short written candidate statement expressing their desire for an elected or appointed position on the EXECUTIVE COMMITTEE and list any leadership, management or other relevant skills or experience. Candidate statements received prior to the election meeting will be made available to the membership. Only FULL REGULAR MEMBERS meeting the requirements of paragraph 2)(B)(iv) above are permitted to hold elected office. Open nominations will be accepted from the floor prior to the elections at the Annual SECTION meeting or any special meeting called for the purpose of officer elections. Nominees must consent to having their name placed in nomination. Nominees will be afforded the opportunity to make a short verbal statement to the membership prior to voting. If an election is declared procedurally invalid and has to be repeated, nominations will not be re-opened for the position(s), provided there are still sufficient eligible nominees for the position(s) available.
  - (ii) Terms of Office - shall begin at the closure of the annual or special meeting during which the elections are conducted, and end at the closure of the meeting during which the next annual elections are conducted. Duties of officers elected at the meeting will commence upon adjournment of that meeting.
  - (iii) Order of Election.
    - a. Election of the SECRETARY-TREASURER will be held first.
    - b. Elections for the vacant or expiring COMMITTEE Members At-large (MAL) positions will then be held. All unsuccessful candidates from the SECRETARY-TREASURER election are eligible to run for the MAL positions, if interested. Voting is normally by secret ballot.
    - c. For the annual MAL election, voters may cast votes for any two of the MAL candidates on the ballot. The number of votes cast for each candidate (most to least) shall determine which are elected for two-year terms. If there is an un-expired MAL vacancy (see 4)(E)(i) below) to be filled, then voters may cast 3 votes and the third place candidate will fill the vacant position.
    - d. If there is a tie that prevents prompt identification of the winners, such ties shall be broken by an immediate revote with only the tied candidates eligible. In the unlikely event one or more of the tied candidates elects to withdraw from the race, all unelected candidates will be eligible for a revote to fill all remaining open positions.
    - e. If there is only one candidate for a single position or only two candidates for two positions, the chair may, if there are no objections, declare the candidate(s) elected by acclamation (unanimous consent).
  - (iv) CHAIRMAN. The CHAIRMAN shall be selected by the elected EXECUTIVE COMMITTEE from the COMMITTEE Members At-large.
  - (v) VICE-CHAIRMAN. After selection of the CHAIRMAN, the VICE-CHAIRMAN shall be selected by the elected EXECUTIVE COMMITTEE from the remaining COMMITTEE Members At-large.
  - (vi) The appointed members of the EXECUTIVE COMMITTEE will be selected by vote of the elected EXECUTIVE COMMITTEE members following the elections of the CHAIRMAN and VICE-CHAIRMAN. Candidates for appointed positions should normally meet the same qualifications as for elected officers. The elected EXECUTIVE COMMITTEE members may waive the 180-day elected office requirement in paragraph 2)(B)(iv) for a well-qualified candidate.
- (D) Removal/Resignation of Officers: - Any officer may resign at any time by giving written notice to the EXECUTIVE COMMITTEE, to the CHAIRMAN, or to the SECRETARY-TREASURER of the SECTION. Any such resignation shall take effect at the date of the receipt of such notice or at any

later time specified therein and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any officer may be removed with or without cause by a two-thirds (2/3) majority vote of the full membership of the SECTION present at a regular or special meeting, provided that removal is specified in advance of the meeting as a purpose of that meeting.

(E) Vacancies:

- (i) At-large elected positions [Offices] that become vacant shall remain vacant until the next election. At that election, the vacancy shall be filled as defined in Section 4)(C)(iii) above only for the balance of the current term.
- (ii) If the office of SECRETARY-TREASURER becomes vacant, the EXECUTIVE COMMITTEE will appoint one of the remaining elected members to assume the SECRETARY-TREASURER duties until the next annual election.
- (iii) If the position of CHAIRMAN becomes vacant, the VICE CHAIRMAN will ascend to that position in accordance with paragraph 4) (B) (iii) of these BY-LAWS.
- (iv) If the position of VICE-CHAIRMAN becomes vacant, the Elected Members of the EXECUTIVE COMMITTEE will elect a replacement from the remaining At-Large COMMITTEE members, to serve until the end of the current term.
- (v) If an Appointed member position becomes vacant, the Elected Members of the EXECUTIVE COMMITTEE may appoint a replacement to serve in that position until the end of the current term.

5) **SPECIAL COMMITTEES**

- (A) CONVENTION VERTICAL COORDINATOR. The EXECUTIVE COMMITTEE will appoint annually a Coordinator for the NSS Convention. Any suitable SECTION member may be selected for this position. The duties of the Convention Vertical Coordinator shall include inspecting the site of the next NSS Convention and communicating with both the NSS Convention Committee and the various VERTICAL SECTION event chairpersons to ensure that proper facilities and equipment are available for all SECTION activities and that the event chairpersons are adequately informed about facilities, etc.
- (B) SECTION REPRESENTATIVES. The EXECUTIVE COMMITTEE may appoint interested members in good standing as VERTICAL SECTION Representatives. Representatives are expected to attend regional meetings and other local events to talk to vertical cavers and promote the purposes of the VERTICAL SECTION. Representatives are appointed and dismissed by the EXECUTIVE COMMITTEE, acting as a whole, and may resign at any time by notifying the COMMITTEE.
- (C) VERTICAL CONTEST COMMITTEE. The Vertical Contest Committee will have complete authority over, and responsibility for, the annual NSS Convention vertical contests, subject to the following conditions:
  - (i) The CONTEST COORDINATOR will be the Chair of this committee and will appoint additional committee members as needed.
  - (ii) All procedures developed by the Vertical Contest Committee are subject to approval by the EXECUTIVE COMMITTEE.
  - (iii) The functions of the Vertical Contest Committee will include, but not be limited to, establishing and publishing the rules of the contest, organizing and running each annual contest, publishing the results of each contest, and maintaining complete contest records.

- (D) VERTICAL TECHNIQUES WORKSHOP COMMITTEE. The SECTION may organize and hold a Vertical Techniques Workshop at the annual NSS Convention. This Workshop is to give novice participants hands-on experience with basic vertical practices. It also provides SECTION members an opportunity to improve their own instructional skills.
  - (i) The VERTICAL TECHNIQUES WORKSHOP COORDINATOR will be the Chair of this committee and may appoint additional committee members as needed.
  - (ii) The Vertical Techniques Workshop Committee will plan, organize, and conduct the Workshop and will appoint qualified SECTION members to serve as instructors for the Workshop.
  - (iii) All procedures and curricula developed for the Vertical Techniques Workshop are subject to approval by the EXECUTIVE COMMITTEE.
  
- (E) VERTICAL TRAINING COMMITTEE.
  - (i) The EDUCATION COORDINATOR will be the Chair of this committee and may appoint additional committee members as needed.
  - (ii) The VERTICAL TRAINING COMMITTEE shall establish a recommended standard written lesson plan for use in training novice ropework classes. An additional plan will be established for intermediate ropework classes.
  - (iii) All procedures and curricula developed by the VERTICAL TRAINING COMMITTEE are subject to approval by the EXECUTIVE COMMITTEE.
  
- (F) VERTICAL SECTION AWARDS COMMITTEE. The VERTICAL SECTION CHAIRMAN shall appoint an Awards Committee Chairman who may, in turn, select additional Committee members to assist in carrying out the responsibilities of that Committee. The Awards Committee's responsibilities are to:
  - (i) Review nominations and recommend approval or disapproval.
  - (ii) Determine the applicable award/recognition.
  - (iii) Obtain such an award and/or develop the recognition means.
  - (iv) Ensure that such award/recognition is distributed.

6) **CONDUCT & PRACTICES**

- (A) Officers and TRUSTEES of the SECTION shall serve without compensation.
- (B) National Speleological Society. The "Policy for Internal Organizations" as approved by the Board of Governors of the National Speleological Society shall (as provided by Article VII(A) of the NSS By-Laws) determine the privileges and responsibilities of this Section vis-à-vis the NSS and its affiliates to the extent, but only to the extent, that the provisions of that Policy are not inconsistent with state laws or with Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- (C) The SECTION will use all legal avenues available to urge producers of speleo equipment to ensure that all their products are safe.
- (D) The VERTICAL SECTION does not endorse equipment.
- (E) All VERTICAL SECTION contest lengths shall be in meters.

- (F) Any purchase of over \$100.00 or a purchase that might be considered controversial in regard to SECTION activities must be approved by the SECTION's EXECUTIVE COMMITTEE.

7) **AWARDS AND RECOGNITION** The VERTICAL SECTION may present an award to, or otherwise recognize, a person, persons, or group for an outstanding contribution in promoting, supporting or advancing the sport or technical aspects of vertical caving.

- (A) Any member of the VERTICAL SECTION EXECUTIVE COMMITTEE may nominate a person, persons, or group for an award/recognition. Nominations must be in writing together with a brief summary of justification. Such nominations are to be provided to the VERTICAL SECTION Awards Chairman.
- (B) The VERTICAL SECTION Awards Committee Chairman, within 60 days of receipt of the nomination, shall forward the results of his Committee's recommendations to the VERTICAL SECTION EXECUTIVE COMMITTEE. The VERTICAL SECTION EXECUTIVE COMMITTEE, by majority vote, shall approve or disapprove the Awards Committee's recommendations.
- (C) Awards to the recipients will be presented in a timely and appropriate manner and, wherever possible, will be presented at a meeting attended by fellow cavers.

8) **FISCAL YEAR and AUDIT** The SECTION's Fiscal Year shall run from July 1 to June 30. The EXECUTIVE COMMITTEE shall conduct an audit of the TREASURER's accounting of the SECTION's finances after the close of the Fiscal Year, no later than the end of the NSS Convention. The Audit Committee shall consist of the TREASURER and at least one other qualified individual, as appointed by the CHAIRMAN. Results of the audit will be published in the NYLON HIGHWAY.

9) **PARLIAMENTARY AUTHORITY AND RULES OF ORDER**

- (A) **MEETINGS:** Conduct of all meetings of the VERTICAL SECTION and of the EXECUTIVE COMMITTEE (EC), whether in-person or electronic, shall be governed by the current edition of Robert's Rules of Order Newly Revised, when it is applicable, and when it is not inconsistent with the VERTICAL SECTION CONSTITUTION, BY-LAWS, or Articles of Incorporation. To facilitate business in rare cases, these rules of order may be relaxed, i.e. Suspend the Rules as provided for in Robert's Rules of Order itself. In addition to annual meetings, Special meetings, as authorized in the CONSTITUTION of the VERTICAL SECTION, paragraph V. MEETINGS, may be conducted as necessary to conduct SECTION business.
  - (i) The annual in-person meeting of the VERTICAL SECTION during the NSS convention will be scheduled by the CHAIRMAN or the EXECUTIVE COMMITTEE in coordination with the convention staff. Additional special meetings of the VERTICAL SECTION may be called by majority vote of the EC, or by the written request of 51% of the current FULL REGULAR SECTION MEMBERS. Notice of the special SECTION meeting must be emailed and/or postal-mailed to all members no less than 30 days prior to the date of the meeting.
  - (ii) In-person meetings of the EXECUTIVE COMMITTEE normally occur during the week of the annual NSS Convention. In-person, electronic video conference, or email EC meetings will be scheduled by the CHAIRMAN or may be called by three or more EC members.
  - (iii) **Quorums:** The quorum for a regular or special meeting of the VERTICAL SECTION shall be ten or more FULL REGULAR MEMBERS. The quorum for regular or special meetings of the EXECUTIVE COMMITTEE shall be a majority of the EC members. The quorum of votes received in an officer election that is held using an electronic secure voting system without being part of a SECTION meeting shall be ten or more total votes.

- (iv) Proxies: Proxies will be accepted at all meetings and may be counted for quorum purposes.
  - a. All proxy authorizations shall be in writing. Email proxies are acceptable. The authorization may designate alternate proxy holders by name, or by method of appointment, to serve if the named holder is absent.
  - b. A "specific proxy" as to a particular question must specifically identify that question and instruct the proxy holder to vote for or against the particular question or candidate, or specifically authorize the proxy holder to exercise his/her discretion regarding that particular question, or otherwise set forth a method to determine how to vote on that particular question (including, but not limited to, obtaining telephonic instructions).
- (v) Minutes: A written record of the approved minutes of all SECTION and EC meetings shall be published in the VERTICAL SECTION's on-line journal, the NYLON HIGHWAY.
- (B) Special Rules of Order for the conduct of EC meetings using email. These special rules of order do not apply to electronic video conference meetings, which are governed as set forth in paragraph 9)(A) above. SECTION meetings may not be conducted by email.
  - (i) The EXECUTIVE COMMITTEE may decide to hold EC meetings by email, hereinafter referred to as "e-meetings", as necessary to conduct SECTION business throughout the year.
  - (ii) E-meetings may be called either by the SECTION Chair or by 3 or more members of the EXECUTIVE COMMITTEE.
  - (iii) E-meetings will take place using the process outlined below.
  - (iv) Each e-meeting shall address one issue only. If additional issues need to be addressed, a separate e-meeting for each issue shall be called.
  - (v) The e-meeting shall be chaired by the SECTION CHAIRMAN. If the SECTION CHAIRMAN is unavailable, the meeting chair shall be the VICE-CHAIRMAN, unless another EXECUTIVE COMMITTEE member is designated by the SECTION CHAIRMAN to act in that capacity for a specific meeting. The meeting secretary (MS) shall be the SECRETARY-TREASURER unless otherwise designated by the meeting chair.
  - (vi) The rules applying to the conduct of all meetings shall apply to e-meetings with the following exceptions:
    - a. The Motion to Table rule shall be suspended for 72 hours (3 days) immediately following the announcement of the start of the discussion period by the meeting chair. Following the suspension period, any Motion to Table brought forth shall be disposed of within 48 hours (2 days).
    - b. The motion to Call the Question rule shall be suspended and replaced with the rules in Items (vii) e, f, and g, below.
  - (vii) The order of business shall be as follows:
    - a. The SECTION CHAIRMAN shall send a notification to all the EC members stating the reason for calling the e-meeting and providing an outline of the issue to be discussed. The SECTION CHAIRMAN should also state in the notification if another EC member will be designated to act as meeting chair and/or MS for the meeting. The meeting shall not begin until the meeting chair has received acknowledgement of the meeting from a quorum of EC members. The meeting chair will make an additional attempt by telephone to contact all EC members who have not acknowledged the meeting within a reasonable period of time.

- b. The notification from the SECTION CHAIRMAN shall contain a unique subject line identifying the topic of the e-meeting. This unique subject line shall be used in all communications related to this e-meeting to aid in tracking. Any EC member sending a public communication relating to an e-meeting must send it simultaneously to all EC members.
- c. Motions shall be presented, seconded, and opened for discussion by following the same rules and procedures followed in regular meetings with the exceptions noted above.
- d. Once a motion has been seconded, the meeting chair shall then start a discussion period which shall be open for a minimum of 5 days. For motions that do not require a discussion period, the meeting chair may announce that unless any EC member objects, this minimum 5 day discussion period will be waived and the voting period may begin.
- e. At the end of the discussion period, unless the EXECUTIVE COMMITTEE votes to extend the discussion or end the discussion period sooner, the meeting chair shall then start the voting period by submitting the motion to a vote by the members. The voting period shall be open for a minimum of 4 days or until the number of returned votes is sufficient to determine the outcome of the vote. Any votes submitted during the discussion period cannot be counted - the member must submit the vote again during the voting period.
- f. Each voting member shall send his/her vote to all members of the EXECUTIVE COMMITTEE. The MS shall tally the votes and announce the results at the end of the voting period along with a list showing the vote of each member. If a motion to hold a secret ballot had previously been passed, each voting member shall send his/her vote only to the meeting chair and the MS. The MS shall then announce only the results of the vote.
- g. Once the voting results are announced, the meeting chair shall declare the e-meeting closed.
- h. A written record of the vote shall be recorded in the minutes of the e-meeting.

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