

# Timpanogos Grotto of the National Speleological Society, Inc.

## Constitution & By-Laws

02/25/2025

### Article I. Name

1.1 The name of this organization shall be the “Timpanogos Grotto of the National Speleological Society, Inc.”.

### Article II. Object and Purpose

2.1 The object and purpose of the grotto shall be the same as the parent organization’s: to promote interest in speleology and the various related sciences; to promote conservation among its members and the public in general; to provide fellowship among the members of the organization publications, material needs, and conservation activities. At no time will grotto assets be used for the personal gain of any individual member or members.

### Article III. N.S.S. Affiliation

3.1 The Timpanogos Grotto shall exist as an organization that is in no way owned or operated by the National Speleological Society, but will still recognize its heritage as a local extension of the National Speleological Society. In the event of the dissolution of the Timpanogos Grotto, of the effectual change of the object and purpose of the organization in such a manner as to cause it to become a profit-making organization, all goods, chattels, and properties of the grotto, or to which the grotto asserts ownership de facto, shall be distributed to a fund, foundation or corporation organized and operating exclusively of the purpose specified in Section 501(c)(3) of the Internal Revenue Code of 1954, or subsequent and superseding legislation.

### Article IV. Not-for-Profit Declaration

4.1 The Timpanogos Grotto shall exist as an organization that shall not constitute a profit-making organization. No part of the net earning of the grotto shall inure to the benefit of, or in any way, be distributed to any member, trustees, officers, director, or other private persons, except that the grotto shall be authorized and empowered to pay reasonable compensation for

services rendered, or materials delivered, and to make payments and distributions in the furtherance of the purposes of the organization as set forth in Article 2.1 of these bylaws. No substantial part of the activities of the grotto shall be directed toward the generation or distribution of propaganda or in any other way toward the influencing of legislation. The grotto shall in no way participate in, or intervene in any political campaign on behalf of any candidate for public office. Further, the grotto shall in no way carry on any activity permitted by organizations holding not-for-profit status under section 501(c)(3) of the Internal Revenue Code of 1954 or any subsequent legislation thereto superseding.

## Article V. Membership

5.1 Membership in the Timpanogos Grotto shall be open to any person regardless of origin or beliefs who exhibits competency in conservation and caving safety, who is a member of the National Speleological Society, and who meets other requirements for membership as may be set forth hereinafter.

5.2 The grotto shall, at all times, maintain five (5) members who are regular members of the National Speleological Society, Inc., in order to remain and be considered active by the National Speleological Society.

### 5.3 Regular Membership

5.3.1 Regular membership is limited to members of the National Speleological Society at least 18 years of age. Any member of the National Speleological Society, Inc who in written form, expresses a desire to join the Timpanogos Grotto, may be admitted to regular membership upon receipt of proper forms of application and current grotto dues. Regular members may hold office, have an equal vote in all grotto matters, and shall count toward representation in the Congress of the National Speleological Society.

### 5.4 Associate Membership

5.4.1 Associate membership is, as required by the National Speleological Society, any person who is not a member of the National Speleological Society or who is 18 years of age, and who expresses an interest, in writing by application for membership in the Timpanogos Grotto, may be admitted to membership upon payment of current dues. Associate members may not hold office, or count towards representation in the Congress of the National Speleological Society, but shall have equal vote in all grotto matters.

### 5.5 Family Membership

5.5.1 Any person, who is the spouse or partner of a regular or associate member in the grotto, may apply for membership as a family member. Such membership conveys all rights and privileges of the regular or associate member to whom the dependent member is subordinate but

must hold National Speleological Society membership to be eligible to hold elected office or count towards representation in the Congress of Grottos. A person may be accepted for family membership upon receipt of proper forms of application and payment of current dues.

## 5.6 Youth Membership

5.6.1 Youth membership is any individual under the age of eighteen (18) who expresses an interest, in writing with parental or legal guardian's consent by application for membership in the Timpanogos Grotto, may be admitted to membership upon payment of current dues. Youth members turning eighteen (18) will become an associate member, unless they are an N.S.S. member, and are subject to dues related to this membership. Youth members may not hold office, sit on the board of directors, or count towards representation in the Congress of the National Speleological Society, but shall have equal vote in all grotto matters.

## 5.7 Dues

5.7.1 Dues in the grotto shall be:

Regular Membership:	\$25.00 per year
Associate Membership:	\$25.00 per year
Family Membership:	\$10.00 per year
Youth Membership:	\$10.00 per year

5.7.2 Members are under no obligation to renew their membership, although failure to pay dues will result in a loss of membership, and shall not be permitted to participate in grotto-sanctioned activities.

5.7.3 Refunds for membership dues will not be given for any reason.

## 5.8 Disciplinary Actions

5.8.1 Members may be expelled from the Timpanogos Grotto by a three-fourths vote of a quorum during a formal hearing of an Executive Committee meeting.

5.8.2 Executive Committee members may be expelled from the Timpanogos Grotto by a unanimous vote of a quorum during a formal hearing of the Board of Directors meeting.

5.8.3 Cause for disciplinary actions are, but are not limited to, the following:

- Persisting or flagrantly unsafe behavior while participating in Timpanogos Grotto activities.
- Failure to follow cave conservation principles of the National Speleological Society or violations of any state or local cave conservation laws.
- Use of any assets/equipment of the Timpanogos Grotto for personal gain, financial or otherwise.

- Use of Timpanogos Grotto membership for personal gain or misrepresenting the Timpanogos Grotto

5.8.4 An expelled member may not reapply for membership for one full calendar year from the date of expulsion. Acceptance of reapplication for membership will be made by a three-fourths majority vote of the quorum of an Executive Committee meeting.

## Article VI. Board of Directors

### 6.1 Responsibilities of the Directors

6.1.1 The prime responsibilities of the directors are (1) setting policies for conducting the official business of the Grotto and (2) reviewing and enacting the financial budget.

### 6.2 Election of Directors

6.2.1 The board of Directors consists of four (4) directors elected from the regular, associate, or family membership. Two directors are elected each year for two-year terms. The Board of Directors are expected to be open and accountable to the membership.

6.2.2 The Executive Committee, led by the Chairman, selects candidates for directors from among regular, associate, or family membership. Alternatively, a petition signed by twenty-five (25) voting members may nominate an eligible member.

6.2.3 Directors are elected by ballot of the Executive Committee Members. The number of votes cast for each determines those who are elected for two years. An immediate ballot breaks ties of current officers, committee heads, and directors. Normally elected Directors shall take office after the adjournment of the December annual meeting.

6.2.4 In the event that one or more vacancies develop, the Executive Committee appoints interim directors. Interim directors are seated immediately upon election. Terms of interim directors run until a successor to the vacancy can be elected by the Executive Committee through the normal election process and the successor takes office. Vacancies can occur through resignation, death, or termination of membership. The Executive Committee may remove a director for a year of non-attendance of board meetings.

### 6.3 Financial Considerations

6.3.1 Directors receive neither salary nor honorarium nor are they reimbursed for travel or other ex-officio expenses.

6.3.2 Directors are eligible for monies payable as a result of other Timpanogos Grotto services unrelated to their status as directors.

### 6.4 Organization of the Directors

6.4.1 Directors are notified by the Chairman about meetings of the Board of Directors at least two weeks in advance of each meeting and are expected to attend all meetings in person

or over technology. Three-fifths of the directors, or all, shall constitute a quorum at meetings of the Board of Directors.

6.4.2 The Chairman will call and conduct meetings of the Board of Directors. The Chairman presides typically at the meetings of the directors but may delegate the chairmanship of part or all of a meeting. With the concurrence of the Directors, the Chairman may invite other persons to attend open or closed meetings. The Chairman represents the Directors at meetings of the Executive Committee and on other occasions.

6.4.3 Closed meetings of the Board of Directors are scheduled during each meeting. Open meetings of the Board of Directors also may be convened by the Chairman or upon request of a majority of its members. Meetings are conducted in accordance with Robert's Rule of Order.

## 6.5 Proxies

6.5.1 A director may appoint a proxy to speak and vote for him/her at any meetings of the Board of Directors. The proxy must be a member of the grotto who would be eligible to serve as a director. The proxy may serve at one meeting for only one director. The Chairman must be notified of each proxy appointment prior to the meeting or the proxy shall file written authorization from his/her principal at the time of the meeting. This authorization should state whether or not the proxy has been given discretionary voting powers.

6.5.2 Directors appointing proxies for all meetings during a single fiscal year are subject to removal from office.

## 6.6 Other Functions of Directors

6.6.1 The Board of Directors establishes all Grotto policies. The directors formulate new policies and amend old policies by majority vote. Among other routine functions, they review the activities of the Grotto committees and may serve as members of these committees. They may submit motions to change any committee operation but may not assign tasks to any committee.

6.6.2 The Directors approve, modify, or disapprove the society's financial budget. The budget is an especially powerful policy statement because it decides how the society is going to allocate its funds among its various functions and missions.

6.6.3 Each officer has the power to shift line-item funds within his/her budget units. Officers may shift money between budget units within their department with the Chairman's approval. The officers are expected to modify the next budget to reflect these budget shifts when appropriate. Directors do not have line-item control for the expenditures, except by specific motions of the board. The Treasurer is officially instructed to refuse payment for any bill in excess of the budget.

6.6.4 The Chairman appoints Heads of permanent committees and the head and members of permanent commissions. These appointments are subject to approval by the Executive Committee. The committee head, commission head, and commission members serve until they resign or are replaced by the Chairman

6.6.5 With the Chairman, the directors review the activities and formulate the purpose and practices of committees and commissions. Only the Chairman has direct administrative authority over the committee and commission heads. Like any other grotto member, directors may ask questions of committee heads but may assign new responsibilities to them, only by a majority vote of the entire board. In practice, information may be best obtained from the officer in charge of a given committee rather than from its head. Directors are eligible to become members of grotto committees and commissions.

6.6.6 Directors may perform additional unofficial actions such as the presentation of papers or expression of personal viewpoints provided they clearly differentiate official from personal actions.

6.6.7 Each action approved by the Board of Directors that serves to establish new policies, revise the governing body, or establish new administrative procedures will be designated as an "Act." The Chairman, or one who is designated, shall see that a record is kept of all Acts and that the record is made available to all members of the grotto.

6.6.8 The Board of Directors along with the Vice-Chairman must have access to all cave information and locations. Cave locations given to the grotto by a member or outside source should comply with their request when it relates to conservation unless deemed unnecessary by the Board of Directors.

6.6.8 The Chairman along with the closest two board members must have a key to the Grotto's PO Box.

## 6.7 Ethics

6.7.1 The Directors represent the grotto to the membership and to the world. As such, they are expected to conduct themselves as appropriate role models who will enhance the stature of the grotto and the reputation of cavers and speleologists.

6.7.1 Directors are expected to:

- To represent the views of the membership.
- To be open and accountable to the membership.
- To be responsive to the membership, especially those members who are in the minority on some issues. This does not mean Directors must agree with their viewpoint but rather that the Directors ensure that their views are heard in a respectful manner.
- To act responsibly in the conduct of the grotto business. This includes expressing differences of opinion but respecting differing viewpoints.
- To work with a positive attitude to achieve agreement on issues to the benefit of society.
- To respect the confidential nature of personnel and award discussions.
- To use grotto letterhead stationery for official business, but not for any personal use.

- To abstain from voting on matters of business which may have a direct effect on their business interests or about which they are not adequately informed.

## 6.8 Director Position Description

6.8.1 The Timpanogos Grotto Board of Directors is a group of five regular or associate members, four (4) of which are, elected by the Executive Committee, who have decision-making authority, voting authority, and specific responsibilities which in each case are separate and distinct from the authority and responsibilities of the officers of the grotto. Two (2) directors are elected for a two (2) year term each year.

6.8.2 The directors are responsible for establishing overall goals, strategies, policies, and direction of the grotto, and assist with the leadership and general promotion of the grotto so as to support the organization's mission and needs. They review and enact the budget.

### 6.8.3 Major Responsibilities

- Organizational leadership and advisement
- Formulation and oversight of policies and procedures.
- Financial management, including adoption and oversight of the annual budget.
- Oversight of program planning and evaluation.
- Review of organizational and committee reports.
- Promotion of the organization.
- Fundraising and outreach.

### 6.8.4 Expectations of Board Members:

- Attend and participate in meetings on a regular basis. (Board Meeting Here)
- Appoint a proxy when you cannot attend a meeting.
- Attend and participate in special events as often as possible.
- Participate on a standing committee, and serve on ad-hoc committees as often as possible.
- Be alert to concerns that can be addressed by the Timpanogos Grotto mission, objective, and programs.
- Communicate and promote the Timpanogos Grotto mission and programs to the membership. Attending regular meetings is a good way to promote communication between the Board and the membership.
- Become familiar with Timpanogos Grotto's finances especially the budget and the grotto's resources and needs.

## 6.9 Removal of a member from the Board of Directors

6.9.1 Directors may be removed from office for cause by disciplinary proceedings with a formal hearing by the Executive Committee.

6.9.2 A regular motion, in writing, shall be made and allowed at the regular Grotto meeting. Notice in writing of this motion shall be made to the membership at least one week prior to balloting. The motion shall be tabled until the next regular meeting, at which time it shall

be read again and balloted upon. A two-thirds vote of the membership present shall be required for the motion to pass

6.9.3 A Director who fails to attend the majority of meetings in a twelve-month period may be removed from office by the Board of Directors or Executive Committee.

## Article VII. Officers

7.1 Section 1: The Officers of the Timpanogos Grotto shall be:

- Chairman
- Vice-Chairman
- Secretary
- Treasurer

7.1.1 These officers will perform the prescribed duties as written in these bylaws and by the parliamentary authority adopted by the grotto.

7.1.2 The officers and committee heads of the grotto shall constitute the executive committee of the grotto. This number must include an odd number of both officers and committee heads.

7.1.3 The duties of the officers shall be those usually associated with the respective officers and such additional responsibilities as may be designated by the Board of Directors.

7.2 Section 2

7.2.1 The executive committee shall have the authority to meet aside from regular or special grotto meetings and carry out the business and policies of the grotto. The executive committee shall in no way have the authority to spend any funds not already appropriated by the board or commit the grotto to any actions or policies inconsistent with any of the property, chattels, assets, or belongings of the grotto unless specifically authorized, by the Board of Directors, and then only in compliance with section 501(c)(3) of the Internal Revenue Code of 1954 or any subsequent legislation thereto superseding.

7.2.2 All officers of the Timpanogos Grotto must be regular members, must hold a current National Speleological Society membership, and must have been a member of the Grotto for twelve (12) months.

7.2.3 Officers shall be elected at the annual meetings for a period of one (1) year and shall take office after the adjournment of the December annual meeting.

7.2.4 Officers may succeed in office.

7.2.5 A vacancy shall be declared on the executive committee in the event of:

- The death of an office holder.
- The resignation of an office holder.
- Missing three (3) consecutive months of Grotto activities.

- At this point, the officer will be brought under review by the Board of Directors for a greater understanding of their situation and how to move forward.

7.2.6 A vacancy may be declared on the executive committee in the event of:

- The failure of an office holder to attend grotto functions or meetings for a period of three calendar months.
- For other reasons as may from time to time exist.

7.2.7 Vacancies shall be filled by a special election at the meeting in compliance with the same rules and procedures for a regular election save those nominations and the vote may occur at the same meeting as the vacancy is declared to exist.

7.3 The duties of the officers shall be as follows:

7.3.1 Chairman

- The duty of the Chairman will be to conduct the grotto meetings in a structured manner to include; a call to order, announce business in proper sequence, state and put to vote all questions that come before the assembly, protect the assembly from frivolous or dilatory motions and to expedite business in every way compatible with the rights of the members. In addition, the chair will be expected to authenticate by their signature, when necessary, all acts, orders, and proceedings of the assembly. It will be the duty of the chairman along with the treasurer to conduct, or delegate, all transactions with grotto funds from the bank. The Chairman will also appoint all special committees. The Chairman will also act as an EX-Officio member of all committees, standing, special or otherwise. The Chairman will serve as a principal liaison with the National Speleological Society.
- Generally, the Chairman along with the Executive Committee, and Board of Directors manages any keys. Grotto leadership may choose another key holder for reasons of convenience, conservation, compliance with Government regulation, or the key holder's knowledge of the cave. Duplicate copies of cave keys are not to be given out except during a true emergency and should be kept at a separate, secure location. All keys must have a clearly labeled, readable tag designating their use.

7.3.2 Vice-Chairman

- The duty of the Vice-Chairman, in the absence of the chairman, will be to perform all the duties of the Chairman. The vice-chairman will also serve as Membership Chairman and assist other elected officers as needed.

7.3.3 Secretary

- Duty of the secretary will be responsible for recording the minutes of each grotto meeting and reading the minutes at each monthly meeting at the Timpanogos Grotto. In addition, the Secretary will conduct all such correspondences deemed

necessary by the Timpanogos Grotto Executive Committee, and keep organized and up-to-date records and paperwork. As required by the National Speleological Society, the Secretary and or Treasurer shall submit an annual report to the Internal Organization (I/O) committee, containing the following:

- A list of the organization's officers with their respective National Speleological Society numbers and mailing addresses.
- The mailing address of the organization.
- Whether or not copies of the organization's publications are being submitted as required by the National Speleological Society.
- The I/O report must be submitted prior to the date set by the National Speleological Society I/O committee.
- Along with their duties as set forth, the secretary will also act as the Grotto's historian and editor/librarian.
  - The duty of the editor/librarian will be to maintain a library of books and periodicals on speleological subjects and related topics for use by the members.
  - The duty of the historian will be to document and record activities, projects, and expeditions of the Grotto for use by the public and members.

#### 7.3.4 Treasurer

- The Treasurer will be responsible for maintaining the Timpanogos Grotto bank accounts, receiving all donations, collect all dues, and other monies and assets given to the Timpanogos Grotto. The Treasurer, or delegate, will also make expenditures of funds as approved by two (2) directors' signatures or a director and a committee head's signature, keep accurate records of all monetary transactions or other transactions involving assets of the Timpanogos Grotto, and complete any required reports.
- The Treasurer also operates at the Grotto's bookkeeper

#### 7.3.5 Removing an Executive Committee Member

- A regular motion, in writing, shall be made and allowed at the regular Grotto meeting.
- Notice in writing of this motion shall be made to the membership at least one week prior to balloting.
- The motion shall be tabled until the next regular meeting, at which time it shall be read again and balloted upon. A two-thirds vote of the membership present shall be required for the motion to pass
- The Board of Directors may also remove any Executive Committee Member with a unanimous vote of all Board Members. Notice of this motion shall be made during a Board of Directors Meeting and voted upon during the subsequent meeting.

- The Directors and Executive Committee may also remove the Chairman with a two-thirds vote. Notice of this motion shall be made during a meeting and voted upon during the subsequent meeting.

#### 7.4 Section 3: Officer Compliance with Bylaws.

##### 7.4.1 Duty to Uphold Bylaws

- All elected officers of the Timpanogos Grotto shall adhere to and uphold the Constitution and Bylaws of the Grotto. Officers must act in accordance with the stated mission, policies, and procedures to ensure the integrity and proper governance of the organization.

##### 7.4.2 Accountability and Enforcement

- Officers found to be in violation of the Bylaws or acting contrary to the interests of the Grotto may be subject to disciplinary action, including but not limited to formal warnings, suspension, or removal from office, as outlined in Section 7.3.5.

##### 7.4.3 Annual Review and Training

- To ensure continued compliance, all officers shall review the Bylaws annually and participate in any governance or training sessions deemed necessary by the Board of Directors.

#### 7.5 Section 4: Contingency for Vacant Officer Positions

##### 7.5.1 Interim Assumption of Duties

- In the event that an officer position is not filled during an election, the Board of Directors shall collectively assume the responsibilities of the vacant position. The specific duties shall be delegated among the directors by a majority vote to ensure the continuity of the Grotto's operations.

##### 7.5.2 Assignment of Duties

- The Board of Directors may temporarily appoint one of its members or a qualified regular member of the Grotto to perform specific tasks associated with the vacant officer position until a new officer is elected or appointed in accordance with Section 7.2.7.

##### 7.5.3 Notification to Membership

- The Board shall notify the membership of the vacancy and the steps being taken to address the situation, including the delegation of responsibilities and plans for filling the position.

### Article VIII. Committees

8.1 The chairman, with the approval of the Board of Directors shall name and create all committees, as are necessary to carry out the purposes of the Timpanogos Grotto, and the

National Speleological Society. Those committees shall be in the form of standing and/ or ad hoc committees and shall contain as many members as are deemed necessary by the chairman.

8.2 Specific standing committees shall exist for the purpose of:

- Planning & Events Committee
- Science & Exploration Committee
- Training Committee
- Technology Committee

8.3 Ad hoc committees and standing committees serving functions other than these hereinafter mentioned shall cease to exist at the end of the term of office of the appointing chairman.

8.4 Appointments shall be made to standing committees annually by the chairman

#### Article IX. Meetings

9.1 Section 1: The meetings of the Timpanogos Grotto shall be as follows:

9.1.1 Regular Meetings of the grotto shall be held on the third Tuesday of each month from January through November, with December being the annual meeting, unless otherwise at a time and place and on a date specified by the Chairman.

9.1.2 The Annual Meeting shall occur once during a fiscal year during the third Tuesday of December for the purpose of announcing new directors, electing officers, receiving annual reports of the directors, officers, and committees, and for the other business that may arise.

9.1.3 Special Meetings as are deemed necessary by the Executive Committee and on 24-hour notice to all voting members, provided that the inaccessibility of members to be contacted shall not void the notification procedure. Special Meetings will be called only for the purposes of extraordinary and pressing business, which cannot or should not for the benefit of the grotto, wait until the next scheduled regular meeting.

9.1.4 Closed Meetings are held by the Executive Committee and Board of Directors and shall be called by the Chairman or a majority vote to address sensitive or confidential matters. Committee heads may be invited by the Chairman to address specific topics that are related to their committee. Minutes must be published or read at the following regular meeting.

9.2 Section 2

9.2.1 Members having the right to vote may do so while unable to attend a meeting by the assignment of a proxy vote, in writing, to another member, or by submitting a written statement of intent to the secretary prior to the meeting indicating the intended vote of that

person on specific issues. Proxy votes may be challenged subject to confirmation by the member who has extended the proxy. Only in such cases where the vote of a proxy will have a direct bearing on the outcome of a vote, shall the proceedings be held in absence pending confirmation. In all other cases, the vote shall be final.

## Article X. Finances

10.1 The Treasurer will provide a monthly updated and itemized report to the Timpanogos Grotto to include all income and expenditures for that month.

10.2 An annual budget sheet will also be submitted to the grotto at the annual meeting and a required copy will go to the secretary for submission with the National Speleological Internal Organization report.

10.3 All monetary business transactions will be completed within seven (7) business days of their approval by two (2) directors' signatures or a director and a committee head's signature unless the transaction takes longer.

10.4 Only Directors, Officers, and Committee Heads may use Grotto funds. Purchases can not be made by any other member.

10.5 Reimbursements may be given for personal funds used for purchases but must have been given approval prior to purchase.

10.6 Any purchases made by the Grotto or for those being considered for reimbursement must have a valid receipt. A receipt may be in the form of an email, for online transactions, or physical.

10.7 The Treasurer and Chairman will have responsibility for maintaining the Timpanogos Grotto checking account and be held accountable for thereof.

10.8 The Treasurer may choose a designee of their choice to give the monthly financial report to the grotto in their absence.

10.9 Monthly treasury reports will be given by the individual of their designee in their absence.

10.10 The fiscal year of the Corporation or Grotto shall be defined by the calendar year (January 1st to December 31st).

10.11 The Timpanogos Grotto Federal Identification Number shall be used only for Grotto bank accounts. All other transactions associated with the Grotto Federal Identification Number must be recorded in Grotto ledgers, reflected in Grotto financial statements, and reported in Grotto federal tax returns. The Timpanogos Grotto's Federal Identification Number shall not be provided to anyone for any purpose other than to open an approved Grotto bank account or process Grotto tax reports. If someone requests our Federal Identification Number or a copy of our IRS determination letter for any other purpose (for example to show they contributed to a 501(c)(3) organization), respond by referring them to the IRS listing of all 501(c)(3) organizations in IRS Publication 78, the IRS's listing of all 501(c)(3) organizations which can be viewed at the IRS website, <https://www.irs.gov/charities-and-nonprofits>.

10.12 To transfer, sell, or in any way relieve any asset, owned by the Grotto, that exceeds five hundred dollars must be voted upon and have a unanimous vote of both the Board of Directors and the Executive Committee. Any asset that does not exceed five hundred dollars will be decided upon by the Board of Directors with a majority vote.

#### Article X I . Parliamentary Authority

11.1 The constitution and bylaws of the National Speleological Society are herein adopted and made a part hereof as though they were spelled out in their entirety. In each and every case where there is a conflict between the constitution and bylaws of the National Speleological Society and the Timpanogos Grotto, the national constitution and bylaws shall take precedence.

11.2 Nothing in the constitution or its bylaws shall be interpreted as to say, imply, or in any other way cause this document to come in conflict with any law, rule, regulation, or code of the United States of America or any state or local government agency when such law, rule, regulation, or code pertains to requirements for qualification for non-profit status. In each and every instance where this is a conflict, the federal, state, or local law, rule, regulation, or code shall supersede the constitution and bylaws and be in full force and effect as though it were in herein included, spelled out in its entirety, incorporated, and made a part of the constitution and its bylaws.

11.3 Roberts Rules of Order shall be binding upon the procedures of the grotto.

#### Article X I I . Amendments to the Constitution and Bylaws

12.1 The constitution and bylaws shall be subject to amendment in the following manner:

12.1.1 A resolution in writing shall be presented and read at an Executive Committee or Board of Directors meeting, and placed in the form of a motion calling for the adoption of the amendment.

12.1.2 The resolution and motion shall then be tabled until the following meeting, whether regular or special at which time the resolution and motion will again be read in their entirety.

12.1.3 A vote will then be taken requiring affirmative votes of two-thirds of the voting members present at the meeting in order for the resolution to pass.

12.1.4 A motion to waive the second reading of the resolution may be made at the time the resolution is presented, provided it is established that all voting members of the grotto received written copies of the resolution at least one week prior to the meeting at which it is presented for consideration. The vote to waive shall be passed by a three-fourths majority of those voting members present.

## Article X I I I . Conflict of Interest Policy

13.1 The purpose of this conflict of interest policy is to establish guidelines and procedures to ensure that all directors, officers, members, and volunteers of the Timpanogos Grotto act in the best interests of the Grotto and avoid conflicts of interest that could compromise their judgment or objectivity. This policy applies to all individuals associated with the Grotto including, but not limited to, board members, officers, members, and volunteers.

13.2 A conflict of interest arises when an individual's personal professional, or financial interests or relationships could interfere or appear to interfere with their ability to act in the best interests of the Grotto. A related party includes any person who has a familial, personal, or financial relationship with an individual that could influence or appear to influence their decisions or actions related to the Grotto.

### 13.3 Policy Guidelines

13.3.1 Disclosure of Conflicts: (a) Any individual associated with the Grotto who has a potential or actual conflict of interest shall disclose the conflict promptly and in writing to the Chairman or one designated. (b) Disclosure should include all relevant facts about the conflict, including the nature of the conflicting interest and any relationships or affiliations that may give rise to the conflict.

13.3.2 Evaluation and Determination: (a) Upon receipt of a conflict of interest disclosure, the Chairman or one designated shall evaluate the disclosed conflict to determine its significance and potential impact on the Grotto. (b) The Chairman or one designated shall consult with the Board of Directors and/or legal counsel as necessary to ensure a fair and objective evaluation. © The Board of Directors shall make a determination regarding the conflict of interest and appropriate actions to be taken in accordance with this policy.

13.3.3 Actions to Address Conflicts: (a) In situations where a conflict of interest is determined to exist, the individual with the conflict shall be recused from participation in any decision-making process related to the matter in question. (b) The Board of Directors may take

additional actions, including seeking independent advice, imposing restrictions, or implementing other measures to address the conflict of interest and protect the Grotto's best interests.

13.3.4 Annual Statements: (a) All board members, officers, and key members shall annually validate the conflict of interest statement affirming their understanding of this policy, their commitment to disclose any potential conflicts of interest, and their compliance with the policy's provisions. (b) The validation of the conflict of interest statements shall be maintained in the Grotto's minutes/records and made available for review by appropriate individuals, including the Board of Directors and auditors.

13.3.5 Reporting and Enforcement: (a) Any concerns or violations of this policy should be reported promptly to the Chairman or one designated. (b) The Chairman or one designated, in consultation with the Board of Directors, shall take appropriate action to address violations of this policy, which may include disciplinary actions, as listed in the Constitution and Bylaws.

13.6 This Conflict of Interest Policy shall be reviewed periodically by the Board of Directors to ensure its effectiveness and compliance with applicable laws and regulations. Any proposed amendments to this policy shall be approved by the Board of Directors.

#### Article XIV. Miscellaneous

14.1 "Timpanogos Grotto" as used herein, refers to the Timpanogos Grotto of the National Speleological Society, Inc.

14.2 "Timp Grotto" may be used and refers to the Timpanogos Grotto of the National Speleological Society, Inc.

14.3 "NSS" as used herein, refers to the National Speleological Society, Inc., a District of Columbia nonprofit corporation ("NSS").

14.4 "Corporation" as used herein, refers to the Timpanogos Grotto of the National Speleological Society, Inc.

14.5 "Grotto" as used herein, refers to the Timpanogos Grotto of the National Speleological Society, Inc.

#### 14.6 Limited Liability

14.6.1 Except as provided in article 14.6.2, no grotto member, (or former grotto member) shall be personally liable for monetary damages for any action taken as a grotto member in the performance of their duty to the Corporation or any failure to take any action unless the grotto member has breached or failed to perform the duties of his or her office in accordance with

section 5712 of the Nonprofit Corporation Law of 1988 (the NCL) and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

14.6.2 This limitation of liability shall not apply to responsibility or liability on any grotto member pursuant to a criminal statute or the liability of a grotto member for the payment of taxes pursuant to local, State, or Federal law.

#### 14.7 Liability Waivers

14.7.1 A general liability waiver will appear on all membership applications and renewal applications for Grotto Membership

14.7.2 A general liability waiver must be signed by any person who is not a member of the Grotto that wishes to participate in a Grotto-sanctioned activity.

### Article XV Amendments

#### 15.1 Purpose

15.1.1 This section is an official record of all amendments made to the Timpanogos Grotto Bylaws, ensuring transparency and historical documentation of changes.

#### 15.2 Amendment Documentation

15.2.1 Each amendment shall be recorded with the following details:

- The section(s) amended
- A brief description of the change
- The date of approval
- The approving authority (Board of Directors)

#### 15.3 Amendment Log

Amendment #	Section Amended	Description	Date Approved	Approved By
1	7.5	Contingency for Vacant Officer Positions	02/25/2025	Neil Hooker Richar Downey Austin Goodsell Blake Goodsell Rachel Wynder
2	15	Amendments	02/25/2025	Neil Hooker Richar Downey Austin Goodsell Blake Goodsell Rachel Wynder

Article X VI. Date of Passage

16.1 These bylaws shall be in full force and effect on and after their passage by unanimous vote of the Board of Directors of the Timpanogos Grotto of the National Speleological Society, Inc.

Date of passage: 09/20/2023

Attest:

Chairman: Matt Paulson  
Director: Austin Goodsell  
Director: Blake Goodsell  
Director: Rachel Wynder  
Director: Richard Downey