

TEXAS CAVE MANAGEMENT ASSOCIATION, INC.
Bylaws
Passed Spring Members Meeting 2011

Article 1 OFFICES

Section 1.1 Permanent Address.

The initial registered office of the Corporation shall be at the place designated in the Articles of Incorporation. Thereafter, the permanent address shall be at such other place as the Board may designate.

Section 1.2 Other Offices.

The Corporation may have other offices at such places, within or without the State of Texas, as the Board from time to time may determine or the business of the Corporation may require.

Article 2 BOARD OF DIRECTORS

Section 2.1 Board of Directors.

The business and affairs of the Corporation shall be managed by the Board of Directors (hereafter, "Board").

Section 2.2 Number of Directors and Term of Office.

The Board shall consist of thirteen (13) Directors, four (or five) of whom will be replaced in each annual voting cycle depending on their terms of office. The term of each Director shall be three years with the period of the term being coincident with the calendar year. Each director may be elected for no more than two consecutive terms. There is no limit on the total number of terms, provided that there is a minimum of a one-year break in service after two consecutive elections to the Board. Directors appointed to fill a vacancy may serve out two full terms after completing a partial term. Each Director must be a member of the Corporation.

Section 2.3 Election of Directors.

Any member can be considered a nominee to the Board of Directors providing they submit a written document seeking such position. Directors shall be elected by a ballot that is distributed to the membership. The candidates with the greatest number of votes will be elected until the number of open Board positions are filled. The Secretary will announce the results and publish them to the membership no later than 7 days after the vote tally is complete.

Section 2.4 Vacancies.

A vacancy occurring on the Board may be filled by appointing a person eligible to serve as Director by majority vote of the entire Board. A Director elected to fill a vacancy shall serve the unexpired term of

his predecessor in office.

Section 2.5 Termination.

The term of office of any director may be terminated by 1.) a two-thirds (2/3) vote at a special membership meeting called for that purpose according to Article 6.2, or 2.) a three-quarters (3/4) vote of all Directors then in office. Such removal shall be effective immediately and the terminated Director will be ineligible to serve on the Board until the next election. Any vacancies that occur as a result of termination will be filled per Section 2.4.

Article 3 OFFICERS

Section 3.1 Appointments and Terms.

The Officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. Officers shall be elected from among current Directors by majority of the entire Board at the first Board meeting in each calendar year. There is no limit on the total number of terms that may be served, provided that the Officer remains a Director. The term of each Officer shall be one year. An officer may be removed at any time without cause by vote of a majority of the entire Board. If any office becomes vacant, the vacancy shall be filled by the Board.

Section 3.2 President.

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board and members. Except as the Board shall authorize the execution thereof in some other manner, the President shall on behalf of the Corporation execute deeds, bonds, mortgages, and other contracts, which the Board has authorized to be executed.

Section 3.3 Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

Section 3.4 Secretary.

The Secretary shall be responsible for creating a record of all votes and the minutes of all proceedings in a form designated for that purpose. The Secretary shall give, or cause to be given, notice of all regular and special meetings of the Board and the members, and shall keep the register of the post office and electronic contact information for each member of the Corporation.

Section 3.5 Treasurer.

The Treasurer shall have the custody of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers, and shall render to the President and the directors, at the regular meetings of the Board or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Article 4 COMMITTEES AND OTHER POSITIONS

Section 4.1 Committees.

The Board may create committees to carry out functions of the Corporation. The President, with consent of the Board, shall appoint the chairperson of each committee. Committee chairpersons must be members of the Corporation and are authorized to appoint and dismiss committee members, unless otherwise determined by the Board. Each such committee shall keep regular minutes of its business and report the same to the Board when requested.

Section 4.2 Nominating Committee.

The Nominating Committee shall be appointed annually by the Board for the purpose of recruiting Director and Officer candidates as well as preparing and distributing the Director election ballot. Members of this Committee can not be standing as candidates for election as Director or Officer and the Chairman shall be a Director.

Section 4.3 Other Positions. Preserve Managers, a Bookkeeper and other positions the Board deems fit to create shall be filled by persons who are members of the Corporation and approved by the Board.

Article 5 MEMBERS

Section 5.1 Membership.

A member shall be any entity within one of the membership classes in Section 5.2 who is current in their dues

Section 5.2 Classes of Membership. There will be the following membership categories:

Regular – Persons at least eighteen (18) years of age who have all privileges of TCMA membership, including the rights to vote, serve on the Board of Directors or as committee chairmen, have access to the Society's records and data, and other privileges the Board may assign.

Associate – Persons under eighteen (18) years of age whose parent or guardian is a TCMA member. Associate members shall not have voting rights, or any other membership privileges except as the Board may assign.

Life – Life members are Regular TCMA members whose membership is non-expiring. A life membership fee is set by the Board in an amount not less than twenty (20) times the regular annual membership dues.

Honorary Life – Persons to whom membership is awarded by the Board. Only one Honorary Life membership may be awarded each year. Honorary Life members have the same privileges as Life members. Previous Life members will be assigned to Honorary Life membership.

Institutional – An organizational or corporate member of TCMA. Institutional members shall not have voting rights, or any other membership privileges except as the Board may assign.

Section 5.2 Voting Rights.

Each regular, life, and honorary life member is entitled to one vote on all matters to come before the membership.

Section 5.3 Termination and Removal.

The membership of any member shall automatically terminate upon: death; receipt by the Secretary of the member's written request for such termination; non-payment of annual dues; or a two-thirds (2/3) vote of all Directors.

Article 6 MEETINGS OF THE CORPORATION

Section 6.1 Annual Meeting.

The date of annual meetings of the members shall be determined by the Board. At each annual meeting, the members shall elect Directors.

Section 6.2 Special Meetings.

Special meetings of the members may be called

- (i) upon written request of at least fifteen (15) members; or
- (ii) upon the request of a majority of the Board. Special meetings shall be held within thirty (30) days after receipt of any of the above requests and shall be held at such place as shall be determined by the Board. The purpose of any special meeting shall be specified in the notice of the meeting.

Section 6.3 Notices.

Notices of meetings of members shall state the date, time, and place of each meeting and shall be given not less than twelve (12) nor more than fifty (50) days before the date of any such meeting. Electronic methods can constitute official notification.

Section 6.4 Quorum of the Membership.

At least ten percent (10%) of the members, or twenty (20) members, whichever is greatest, shall be a quorum for the transaction of business, and the act of a majority of the members of that quorum shall be the act of the membership.

Section 6.5 Board Meetings.

At least one meeting of the Board shall be held each calendar year. Meetings of the Board may be called by the President with at least forty-eight (48) hours notice given to each Director. Meetings may be called by the President or Secretary based on the written request of at least two Directors, under the same conditions. Meetings may be held in person or in any electronic format that allows for full simultaneous audio access by participants.

Section 6.6 Quorum of the Board.

A majority of the Directors then in office constitutes a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise provided in the bylaws.

Section 6.7 Consent in Lieu of a Meeting.

Board business and votes may be conducted by electronic methods. For such actions to become an official act of the Board, a majority of all Directors then in office must provide an affirmative response to the Board unless specified otherwise in the bylaws. The Secretary will be provided a copy of all Board business and voting conducted by electronic methods and will distribute the voting results and acts of the Board to all Board members, and review these activities at the next meeting of the Board.

Section 6.8 Compensation of Directors.

No Director or member of any committee may be paid compensation for his services as a Director or committee member. Such persons, however, may be authorized for reimbursement for any reasonable expenses incurred, on such basis as is determined by the Board.

Section 6.9 Proxies.

All votes at all meetings shall be made by the actual person eligible to vote. There is specifically no provision for proxies.

Section 6.10 Roberts Rules.

The current revision of Roberts Rules of Order shall prevail in all instances not covered by the TCMA Articles of Incorporation or Bylaws.

Article 7 GENERAL PROVISIONS

Section 7.1 Fiscal Year.

The fiscal year of the Corporation shall be fixed by resolution of the Board.

Section 7.2 Checks.

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board designates.

Section 7.3 Indemnification.

To the fullest extent permitted by law, the Corporation shall indemnify any one or more of its Directors or former Directors against the liabilities and expenses actually and necessarily incurred in connection with any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, arbitrative or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit, or proceeding, in which one or more of them was, is, or is threatened to be made a defendant or respondent by reason of his holding office as a director, or by reason of his serving as an officer of the Corporation while serving as a Director of the Corporation, if, upon a majority vote of the Directors not involved in the proceedings or upon any other determination permitted by Article 1396-2.22A of the Texas Nonprofit Corporation Act, it is determined that the Director or former Director,

- (i) conducted himself in good faith,

- (ii) reasonably believed, in the case of conduct in his official capacity as a director of the Corporation, that his conduct was in the Corporation's best interest,
- (iii) reasonably believed, in all other cases, that his conduct was at least not opposed to the Corporation's best interest, and
- (iv) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful; provided, however, that indemnification may not be given with respect to matters in which any such individual shall be adjudged to be liable to the Corporation, or on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from action taken in his official capacity. The Corporation shall reimburse to any Director or Officer named a defendant or respondent in any proceeding by reason of his holding office, reasonable expenses of such suit or proceeding if the Director or Officer has been wholly successful, on the merits, or otherwise, in defense of such proceeding.

Section 7.4 Amendments.

These Bylaws may be amended by:

- 1.) a two-thirds (2/3) vote of the Directors and subsequent approval by the membership at an annual members meeting or special meeting, or
- 2.) a special meeting of the members specifically called for that purpose. The proposed amended Bylaws shall be published to the membership at least thirty (30) days in advance of a members meeting or special meeting in which they are to be considered.

Section 7.5 Dissolution.

The Corporation may only be dissolved by a majority vote of two-thirds (2/3) of the eligible membership, conducted by mail ballot.

Section 7.6 Effective Date.

These bylaws shall become effective immediately upon approval by the membership with the following exceptions:

- 1) The number of Directors will remain at the current number until 1 January 2012.
- 2) Term limit provisions for current Directors shall start counting with their current term.
- 3) Officers need not be Directors until 1 January 2012.

Texas Cave Management Association

E-voting Procedures

The basic working procedures for TCMA are defined in the By-Laws. These internal procedures provide additional roles for the preparation and conduct of such meetings.

In order to do business between meetings the following procedures for electronic voting have been decided.

- 1. Call for a vote:** Any Board member may at any time submit a proposal for electronic voting to the chairman.
- 2. The Proposal:** The Chairman or their designee poses the proposal to the Board via the TCMA Board listserv and gives a time limit for initial comment.
- 3. Amended proposals:** At the close of that limit, or more frequently if comments are substantial, the Chairman recasts the proposal in light of what he sees as an emerging consensus and items for continuing discussion. As long as, in the judgment of the Chairman, new information is emerging from the discussions, the issue will be periodically restated with a new time limit for response.
- 4. Closure for voting:** When it is the judgment of the Chairman that further discussion on the issue is not meaningful, or at the request of a trustee, the proposal is called for electronic voting with a dead-line for voting. Votes must be sent to the TCMA Board Listserv so that all board members can audit the outcome.
- 5. Requirements:** For an electronic vote to be conclusive, the vote of the majority of the board must be received.
- 6. Voting options:** The electronic voting options are: Yes/No/Abstention/Veto. The veto option is to be selected by a trustee if he determines that the issue has not been vetted to his satisfaction and therefore wishes to reopen discussion.
- 7. Results of a veto:** Upon a veto, the in-progress electronic vote is cancelled and the process reverts to the discussion stage or is referred to a synchronous meeting at the Chairman's discretion.
- 8. Change of vote:** Up to the time the Chairman has announced the result, any member may change his vote, including a veto.
- 9. Result:** Upon resolution of an electronic vote (closure or referral to a synchronous meeting), the Chairman will state the issue and the result to the Board Secretary via the TCMA Board Listserv for recording in the next Board meeting minutes.
- 10. Conditions for positive vote:** A proposal is accepted if the majority of the board give a positive vote. For decisions where a larger majority is required by the TCMA By-Laws, that rule will prevail.
- 11. Ratification:** Decisions will be placed on the agenda of the next Board meeting for ratification. 06/30/07