

**Rockcastle Karst Conservancy  
General Meeting – 12/11/2011  
Approved Minutes**

In Attendance:

Directors: Howard Kalnitz, Mary Gratsch, Werner Jud, Pete Stow, and Gary Bush

Others:

Neena Jud	Matt Keller	Tammy Otten	Bob Dobbs
Pam Duncan	Ralph Mann	Bob Yuellig	Rob Coomer
Roger Garrison			

26<sup>th</sup> Meeting of the RKC was held at the Scheben Branch Boone County Library, Union, KY.  
Called to Order by Chair Howard Kalnitz at about 2:05PM.



agenda-rkc-2011-12-  
11.pdf

Meeting Agenda is attached:

Announcements: (None)

Secretary's Report: (Bush) Read summary of Minutes of Meeting of 9/18//2011.

Stow moved to accept the minutes as published. Seconded by Gratsch.  
Vote: Approved unanimously (5 votes For). The final Minutes can now be posted on the website.

Treasurer's Report: (Jud)

Details are in the Year-To-Date Revenue & Expense and Balance Sheets below:



RKC-Rev&Exp-2011-  
12.pdf

2011 Dec. Rev&Exp:



RKC-BalSht-2011-12.  
pdf

2011 Dec. Bal. Sheet:

Summary of reports (Jan. 1 – Dec. 11):

Total Income = \$ 11,233.96  
Total Expense = \$ 5,590.06  
Net Income = \$ 5,643.90

Total Current Assets = \$ 22,035.42  
Total Liabilities & Equity = \$390,035.42

Bush moved: "Vote to accept the Treasurer's Reports, as provided." Stow seconded.  
Vote: For: Kalnitz, Gratsch, Stow, Bush. Abstain: Jud. Reports Accepted

Committee Reports

(A) Membership Committee: (Pete Stow)

1. Total current membership = 97 members with 36 Life members.
2. Sustaining memberships = 5 (2 Life & 3 regular, totaling \$35 / mo.).
3. Over 140 prior members haven't renewed over the years. The Board will discuss ways to improve the retention rate.

(B) Election Committee: (Stow)

1. At the last meeting in September, Mary Gratsch and Tammy Otten were nominated to run for the two Director positions. Since then, no new nominations have been received.
2. Additional nominations were requested at this meeting. None were offered.

Bush moved to close nominations. Kalnitz seconded. Motion passed unanimously.

With two seats open and only two nominations made, Bush moved to accept the two nominees by acclamation. Motion passed unanimously. Gratsch and Otten are the two new Directors, whose terms will begin at the March General Meeting.

3. Seating of the Election Committee, usually taken at this point, was deemed unnecessary.

(C) Fundraising Committee: (Gratsch/Duncan)

1. Discussion ensued as to whether RKC would repeat "Music in the Mountain" in 2012. Concern was voiced that RKC received less profit from the event than the Renfro Valley Barn Dance, even though we supplied all the preparations, advertising, and staffing for the event. Adjusted arrangements with Renfro Valley will have to be discussed with them for any 2012 repeat.

The group agreed that having two shows on the same day would make better use of the rental items and manpower. The leading suggestion is to have one show with a Renfro Valley Barn Dance show band and a second show with a local band.

Bob Dobbs reported that a representative of the Rockcastle Tourism Council (????) has asked if MIM will be repeated in 2012. They are compiling their calendar for the year.

Timing of the event was discussed and sometime in late August was preferred, due to other activities our members have during the summer. Neena didn't want the 3<sup>rd</sup> weekend, so the last weekend of August was favored at that time, although that is Labor Day weekend

The 2012 committee must be formed. Bob Dobbs agreed to chair the committee again this year. Ralph Mann and Pam Duncan agreed to be on the committee. The MIM committee will finalize the date for the event.

2. Pam Duncan will be a vendor at the 2012 NSS Convention. She will need help at Convention with the RKC portion of the booth. Tammy Otten and Rob Coomer agreed to help her.

(D) Stewardship Committee: (Howard Kalnitz)

Now that all three preserves have their own committee, the Stewardship Committee is dormant until another property is investigated or acquired.

(E) GSP Committee: (Neena Jud) - Highlights of the report are:

1. Financials: Total Assets of \$31,350.89 with Liabilities of \$12,208.09.
2. The Green Latrine (aka Composting Outhouse) project is now expected for completion next Spring. They have raised \$19,085.79 for the project with expenditures of \$19,595.70 to date. Additional grants and donations are being requested.
3. A request to initiate fee-based monthly camper storage at GSP was voted down, citing Management Plan restrictions.
4. Donation of a wooden swing/play set was refused, citing Management Plan restrictions.
5. Updated guidelines are being worked out between the GSP Committee and GCG (see below).
6. The theme for the 2012 Open House will recognize the bicentennial of the War of 1812. Many exciting plans are being formulated.

One idea for the bicentennial involves reenactments with demonstrations of period firearms. Use of firearms and/or explosives is prohibited by the Management Plan. The Committee requested an exemption for these demonstrations.

To wit, Bush moved that the RKC Board grant an exemption to the Management Plan to allow demonstrations of historic firearms at the 2012 Open House reenactment events. Kalnitz seconded. Passed unanimously.

Werner Jud will notify Guy Marwick of the Felburn Foundation of the firearms displays at the GSP Open House and ask for their concurrence.



GSP Report to RKC  
December 11 2011.pr

Full text of GSP Report:



Draft1\_Guidelines\_G  
CG-GSPComm.pdf

DRAFT of GSP-GCG Guidelines:

(F) Misty Cave Committee: (Stow) – No trips to the cave, since the last meeting. No visit by Pete. Pete has the RKC sign at home, to be set on his next trip to the cave.

(G) Cornhole Cave Committee: (Gratsch)

1. Work was done on the road in October. About 5 - 6 volunteers helped. Culverts were also opened up. Need gravel for the road next year to stabilize it.
2. Matt Keller will help get the field cut in the spring.
3. A neighbor reported hunters using our property. She wanted to put a cable across the road to prevent them getting down there. Mary told her we'd have to cut it on our next visit and install a lock.
4. Maintenance costs for the preserve will be handled on an ad hoc basis.
5. Bob Yuellig asked if he can install registers in both Misty and Cornhole caves. Both committee chairs agreed.

(H) Acquisition Committee: (Stow/Jud) – Nothing to report.

(I) Message Committee: (Otten/Coomer) –

1. Tammy reported that the Committee has redesigned the pamphlet. She wants to print 1000 pamphlets. Postcards and business-card-sized printouts are also requested.
2. She wants approval to send out letters to those who don't renew their RKC memberships to encourage them to join again.
3. Non-caver notes are ready.
4. 2012 Earth Day booth approval was requested. Date will be April 23<sup>rd</sup>. There's a \$50 registration fee. She proposed that we need a more interactive booth format.
5. Attending another 2012 event was proposed. RKC should have a booth at "Paddlefest" (at Coney Island in June) for Friday night and Saturday morning and afternoon. Paddlefest also produces an outdoor magazine (circulation about 50K). Ads are pretty pricey.
6. Roadshow still needs to be developed as a DVD, a PowerPoint Presentation, etc.

Kalnitz moved to give the Message Committee a \$200 fund for tri-folds, postcards, an Earth Day booth, and business-card-sized ads. Bush seconded. Approved unanimously.

7. A Post-2012-NSS-Convention camp will be held at GSP. See the 2012 NSS Convention website.



PCC Advertisement  
2011-10.pdf

Submitted text for the PCC:

## Old Business

(A) Forest Service Cave Keys - (Jud)

1. Updates on talks with the Forest Service - The original ranger has retired. Two other rangers have come and gone. Werner plans to visit both Goochland and Waterfall Caves to assess the lock situation.
2. There's a large beaver dam in the creek you drive through near Goochland. The usual route is now Impassible to 4-wheel drive vehicles.

(B) GCG-RKC MOU update:

Additional effort needed by GCG and GSP committee to clarify roles. Efforts underway:

1. Neena Jud is submitting a "charter" for GSP to GCG for their approval.
2. Quorum guidelines were added/updated in the GSP Committee "Charter".

(C) Sign Grant Update: (Yuellig)

At the TX Convention/ICS the NSF gave us a grant for signage. Signs are complete for inside the caves. Bob will notify the NSF that the signs are done. Next step is to mount the signs.

Jud moved to send a Letter of Appreciation to Bob for his efforts in obtaining the signs. All agreed.

(D) Rockcastle Industrial Development Committee: - Nothing to report.

(E) Life Membership Annuity: (Bush)

RKC needs to invest approximately \$12K to provide the annual dues equivalent income for all the Life Members of RKC. Discussion ensued about how removing that amount from the current liquid assets could seriously impact RKC's ability to deal with any unexpected expenses.

Kalnitz moved: "RKC will move 1/2 of current operating assets, all new Life dues, and 25% of all dues from this point forward, to a fund allocated toward the Life Fund account, until it reaches the needed amount to cover all Life memberships. Any interest from these funds will accrue to the General Fund." Gratsch seconded. Motion passed unanimously.

(F) Bank without charges: (Jud)

Chase Bank can charge us fees, if our account drops below \$5,000. Werner needs to ask Chase and Key Banks about this. Will continue this discussion at the next meeting.

(G) Tri-fold printing: (Otten) - (See Message Committee discussion)

## New Business

(A) First reading of updated Bylaws into Minutes for March Vote: (Bush)

Secretary Bush uncovered several recurring errors in the current Bylaws, apparently arising from past revisions. The errors include typos, stodgy language, and reference number errors. This revision of the Bylaws corrects these errors. No functional or substantive changes are made to the Bylaws. This reading was required to meet the 60-day-notice requirement for making Bylaw changes.



rkc\_bylaws-2011-12-  
11-corrected2.pdf

Full Text of the unapproved Bylaws revision:

(B) Music In The Mountain date: (Dobbs) - (See Fund-Raising Committee discussion)

(C) Question from the Floor:

Tammy Otten asked if RKC will be doing a raffle at KOR 2012. The answer is "Yes" ..

Next Meeting:

March 11, 2012 at 2 - 5 PM - Library to be announced.

Adjournment: Motion to adjourn made by Jud, seconded by Kalnitz at 4:45 PM.

Vote: Passed unanimously (5 votes For)

Meeting Minutes prepared by W. Gary Bush, Secretary

# **RKC Agenda**

Dec 11<sup>th</sup>, 2011

## **General:**

- 1) Announcements
- 2) Secretary reading of previous meeting Minutes
- 3) Treasurers Report

## **Committee Reports:**

- 1) Membership committee (stow)
  - a. Total current membership
  - b. Sustaining memberships
- 2) Election Committee
  - a. Close of nominations
  - b. Seating of election committee
- 3) Fundraising Committee (Gratsch)
- 4) Great Saltpeter Cave Committee (Jud)
- 5) Misty Cave Committee (Stow)
- 6) Cornhole Cave Committee (Gratsch)
- 7) Acquisition Committee (Stow/Jud)
- 8) Message Committee (Otten/Coomer)

## **Old Business:**

- 1) Forest Service Keys
  - a. Any updates on talks with Forest service (Jud)
- 2) GCG –RKC MOU update
  - a. Additional effort needed by GCG and GSP committee to clarify roles
- 3) Sign Grant Update (Yuellig)
- 4) Rockcastle Industrial Development Committee
- 5) Life membership savings (Bush)
- 6) Bank without charges (Jud)
- 7) Trifold printing (Otten)

## **New Business:**

- 1) First Reading of updated bylaws into minutes for March Vote
- 2) Music In The Mountain date (Dobbs)

January 22, 2012  
Cash Basis

## Rockcastle Karst Conservancy, Inc.

### Revenue & Expenditures

January 1 through December 11, 2011

	<u>Jan 1 - Dec 11, 11</u>
Ordinary Income/Expense	
Income	
4 · Contributed support	
4010 · Individual contribution	412.00
4210 · Organizations, Businesses	1,232.00
Total 4 · Contributed support	<u>1,644.00</u>
5 · Petitioned revenues	
5210 · Membership dues	2,285.00
5220 · Promotion	1,748.37
5250 · RKC Merchandise	2,102.79
5310 · Interest short-term inv	47.25
Total 5 · Petitioned revenues	<u>6,183.41</u>
5200 · Special events	3,832.00
Total Income	<u>11,659.41</u>
Cost of Goods Sold	
5000 · Cost of Goods Sold	425.45
Total COGS	<u>425.45</u>
Gross Profit	11,233.96
Expense	
7000 · Grant & contract expense	
7010 · Contracts-spl event related	1,809.99
Total 7000 · Grant & contract expense	1,809.99
8100 · General Operating expenses	
8110 · Supplies	15.00
8140 · Postage, shipping, delivery	25.62
Total 8100 · General Operating expenses	40.62
8500 · Misc expenses	
8510 · Interest expense - general	70.79
8550 · Karst Awareness goods	500.00
8570 · Advertising expenses	75.00
8590 · Bank fees	6.25
Total 8500 · Misc expenses	652.04
8600 · Business expenses	
8605 · Liability Insurance	2,878.40
8670 · Organizational (corp) expenses	113.38
8680 · Transaction fees	70.63
8690 · Recording fees	25.00
Total 8600 · Business expenses	<u>3,087.41</u>
Total Expense	<u>5,590.06</u>
Net Ordinary Income	5,643.90
Other Income/Expense	
Other Income	
5900 · Temporary holding	0.00
Total Other Income	<u>0.00</u>
Net Other Income	0.00
Net Income	<u><u>5,643.90</u></u>

## Rockcastle Karst Conservancy, Inc.

## Balance Sheet

As of December 11, 2011

	<u>Dec 11, 11</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
1000 · Chase JPM	13,064.23
1002 · Community Trust	
1003 · Misty Funds	288.10
1002 · Community Trust - Other	5,104.11
<b>Total 1002 · Community Trust</b>	<u>5,392.21</u>
1006 · Community Trust CD	2,784.79
1010 · Petty cash	15.05
<b>Total Checking/Savings</b>	<u>21,256.28</u>
<b>Other Current Assets</b>	
1120 · Inventory Asset	774.55
1299 · Undeposited Funds	4.59
<b>Total Other Current Assets</b>	<u>779.14</u>
<b>Total Current Assets</b>	22,035.42
<b>Fixed Assets</b>	
1140 · Real Estate Asset(GSP)	350,000.00
1141 · Real Estate Asset (Misty)	18,000.00
<b>Total Fixed Assets</b>	<u>368,000.00</u>
<b>TOTAL ASSETS</b>	<b><u>390,035.42</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Equity</b>	
3001 · Opening Bal Equity	350,000.00
3010 · Unrestrict (retained earnings)	34,391.52
Net Income	5,643.90
<b>Total Equity</b>	<u>390,035.42</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>390,035.42</u></b>



# Great SaltPetre Cave Preserve Report to Rockcastle Karst Conservancy

## December 11, 2011

### Facilities Management:

#### A. Financial Snapshot as of November 31, 2011

1. Assets:	Total Checking/Savings/Petty Cash	\$ 31,350.89
	Inventory	\$ 1,537.36
	Fixed Assets/Durable Goods	<u>\$ 5,458.88</u>
	Total Assets	\$ 38,347.13
Liabilities:	Loans & Credit Card	\$ 12,208.09
2. Budget (not including Green Latrine project)		
	Income through November:	\$ 20,033.38
	Expenses through November:	\$ 13,027.61

#### B. Green Latrine (formerly Composting Outhouse) – under construction. We will wait until spring to open it.

Funds raised: \$ 19,085.79

Spent: \$ 19,596.70

Additional grant applications and requests for donations are being pursued.  
CD and loans mature or become due in March.

#### C. Committee decisions

1. A proposal: for monthly camper storage at GSP for a fee. Committee voted against citing Management Plan.
2. An offer: to donate a wooden swing set/play structure to GSP. Committee declined citing potential for liability issues.

### Communication:

#### A. The Relationship between GCG and the GSP Committee

Guidelines are still in discussion. They will be renamed “Charter for the Committee”.

The GSP Committee is working with the KOR Committee on camping donations for KOR 2012 and what facilities that will cover. It is anticipated that income from KOR camping will be substantially less than in recent years. GSP will budget accordingly.

### Outreach:

#### B. Open House

To recognize the Bicentennial of the War of 1812, for which Great Saltpetre Cave was a major source of saltpetre, the GSP Committee would like to enhance Open House 2012. We are discussing ways to portray what life in the Crooked Creek Valley was like at that time, such as a period encampment, story telling or music, and a saltpetre processing demonstration. In conjunction with the saltpetre processing, we would also like to fire a historically appropriate rifle or similar device. We realize that our Management Plan expressly prohibits discharging firearms, fireworks or explosives, but we are requesting permission for this weekend only. If this board grants our appeal, we will also contact the Felburn Foundation to explain the purpose and make the same petition.

Respectfully Submitted  
Neena Jud, Chair  
NSS#60145

Guidelines for accomplishing  
the Preserve Manager Duties for Great Saltpetre Cave Preserve  
between  
the Greater Cincinnati Grotto  
and  
the Great Saltpetre Cave Preserve Management Committee  
that it established.

## **Charter for the Great Saltpetre Cave Preserve Management Committee**

Be it resolved:

1. GCG shall act as a watchdog (agent) for RKC's interests in the Great Saltpetre Cave Preserve.
2. The Chair of GCG shall appoint the Chair of the Committee, who shall appoint the remaining GCG representatives to the committee. Committee members shall serve one year terms, and shall be re-appointed yearly.
3. The Committee shall consist of eight members, representatives of the three Grottos that have joined together to manage the preserve. Four members shall be from GCG. Two members should be from the Blue Grass Grotto (BGG) and the Dayton Underground Grotto (DUG) respectively.
4. The Chair and the Treasurer shall be members of GCG. The Secretary may be from any of the member grottos.
5. The GSP Committee shall prepare and maintain a Strategic Plan for the Great Saltpetre Cave Preserve.
6. The GSP Committee shall periodically update and maintain a Management Plan for the Great Saltpetre Cave Preserve.
7. The GSP Committee shall be responsible for maintenance of the grounds, the buildings and facilities with the exception of the Caretaker's residence.
  - a. The GSP Committee shall prepare a yearly budget which forecasts income and expenses, and shall establish budgets for larger projects, acquisitions or repairs which include proposals to fund these special expenses.
  - b. If any particular line item of the budget (including special expenses) varies by \$5,000.00 or more from one year to the next, the Committee shall bring this issue to the GCG Board for review and approval before finalizing the yearly budget.
  - c. The Committee shall not commit to expenditures without funds available.
  - d. If a loan is required, the purpose for the loan must be approved by GCG and the purpose, terms and conditions of the loan must be approved by RKC. Only RKC, as the owner of the property, has the authorization to sign for a loan.
  - e. The Checking account shall be maintained by the Treasurer. One other committee member shall be signatory to the account. The Chair shall be the second signature unless the remaining members of the Committee consider it in the best interest of the Preserve to have another member be the second signature.
8. The Committee shall establish a list of Projects and General Maintenance to work on each year.
  - a. The Committee shall consider that the primary motivation of membership in GCG (and BGG & DUG) is to go caving, and shall balance the requests for volunteer assistance with opportunities to go caving.
  - b. The Committee shall establish two standing volunteer weekends each year as follows:
    - i. the weekend before Mother's Day shall be used to prepare the grounds and the Cave for Open House which occurs the weekend after Mother's Day.

- ii. the weekend 12 days before the beginning of Karst-O-Rama shall be used to prepare the grounds and the Cave for GCG's annual fundraising event.
  - c. GCG shall consider that the members of the Committee need additional volunteers to accomplish the maintenance, repairs, renovations, and occasional new construction projects and shall encourage the members of the Grotto to give of their time and efforts to benefit the Preserve.
- 9. The Committee shall have monthly meetings to conduct the business of the Preserve. All members of the managing grottos are invited to the meeting and GCG Board members are encouraged to attend in order to better understand the issues being discussed.
  - a. Attendance by four or more Committee members shall enable business to be conducted.
    - i. An affirmative vote by a simple majority of those present is required to pass motions.
    - ii. Major decisions including large projects and budgets require an affirmative vote of five Committee members – in person or by electronic means.
    - iii. Decisions made by electronic voting shall require advance notice and shall be recorded in the next meeting minutes.
  - b. The Committee shall prepare and distribute meeting minutes within two weeks of a meeting / before the GCG Board meeting so that Board members are aware of what is going on and things can be discussed at the Board meeting.
  - c. GCG Board members should attend Committee meetings when annual budget is discussed if they want to ask questions or have input.
  - d. by having a majority of members on the Committee, the GCG has input into the development of the budget & project list.
- 10. The Committee shall submit a report to the GCG Executive Board on a monthly basis and be in attendance at their regular meetings.
- 11. The Committee shall submit a report to RKC at the annual meeting which shall include the budget and projects. Interim reports can keep the RKC Board informed but are not required.

Draft

Greater Cincinnati Grotto and Rockcastle Karst Conservancy invite you to join us for a Post Convention Camp at Great Saltpetre Cave Preserve (GSP) a property of Rockcastle Karst Conservancy (RKC).

Come join us for camping and caving from June 30<sup>th</sup> thru July 6<sup>th</sup>. Great Saltpetre Cave Preserve is a beautiful historic cave and camping property in Rockcastle County the heart of Kentucky Cave Country. GSP was the site of the 2001 NSS Convention and hosts Karst-O-Rama every year. This area offers a plethora of caving opportunities of all shapes and sizes. There will be guided trips available to caves in Rockcastle, Jackson and Pulaski Counties (the two adjoining counties) as well as self guided trips. The following are a few of the guided trips that will be offered:

- Cornhole Cave (an RKC property) in Rockcastle County: This cave connects to one of the largest cave systems in the area, Goochland Cave System. This is a moderate to difficult trip with some climbing and some exposure.
- Misty Cave, (an RKC property) in Jackson County: This is an easy loop trip lasting about 4 hours with walking passage and some crawling.
- Sloan's Valley Cave, in Pulaski County: This cave contains multiple entrances and can offer trips for the diehard cavers who want a 12 hour trip or cavers looking for a 4 hour tour, whatever you desire, this cave has it all.

We will be offering at *least* one lead trip every day during the camp. Trips can include easy or difficult caves, horizontal caves, vertical caving, wet caving and surveying depending on what attendees are looking for. We also suggest you pull out and dust off that 2001 NSS Convention guidebook and bring it along (they are still available at the NSS bookstore).

Camping at GSP is \$5.00 per night per person which we will ask for in advance to secure your spot. (Hot water showers available on site, electric sites are also available for an additional fee of \$5.00 per night.) We are limiting attendance to 20 people so register quickly.

Decontamination of all gear will be mandatory. You will be able to decontaminate on site, all materials will be provided to ensure that WNS is not carried by cavers to or from this area.

For more information or to register contact Tammy Otten, [TCCAVER@yahoo.com](mailto:TCCAVER@yahoo.com)

# Rockcastle Karst Conservancy, Inc Bylaws -- Corrected (Unapproved)

(Note: Deletions are noted in ~~strike-through~~ font. Additions are in <<blue>> font.)

## CHAPTER I. NAME AND OFFICES

### Section A. Name

This organization shall be known as the Rockcastle Karst Conservancy, Inc. (RKC). RKC is a non-profit organization incorporated in Catlettsburg, Boyd County, Kentucky.

### Section B. Offices

The principal office of RKC shall be the mailing address or residence of the ~~Chairperson~~ <<Chair>> or Secretary of the organization, or such other mailing address as designated by the Board of Directors at the annual meeting.

## CHAPTER II. PURPOSE

This non-profit corporation is organized and shall be operated exclusively for charitable, scientific, conservational, environmental, educational and recreational purposes and as described within Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws). The corporation shall receive contributions and fees and shall distribute its funds to organizations and individuals in order to further the purposes of the Corporation and permitted for an organization exempt under said Section 501(c)(3).

To acquire, lease and negotiate easements for caves and karst areas primarily within the county of Rockcastle and the surrounding region, in the state of Kentucky, to protect the scientific and environmental value of these resources and to maintain accessibility of these caves and karst areas for continued exploration.

To create management plans for the above mentioned caves and karst areas that serve to maintain, protect and preserve the value of these resources.

To aid in the dissemination of educational material concerning the need to protect caves and karst areas for the geological, hydrological, biological, ecological and anthropological significance.

To provide a permanent, non-profit, non-sectarian, cooperative organization that works to establish and nurture a professional atmosphere among individuals and organizations that support the foregoing purposes.

## **CHAPTER III. MEMBERSHIP**

**Section A.** There shall be the following classes of membership in RKC:

1. Individual Membership. Individual members are persons who pay regular annual membership dues. Individual members shall have the right to vote for the Board.
2. Sustaining Membership. Sustaining membership program allows members to continually sustain RKC by making monthly or quarterly payments billed to their credit or debit card. The minimum sustaining membership is \$5 per month, but can be as high as the member is willing to commit. Sustaining members have the right to vote for the Board.
3. Lifetime Membership. Life members are persons who pay a one time life membership dues payment. Lifetime members shall have the right to vote for the Board.
4. Transition Membership. Any sustaining member making payments will be allowed to apply payments towards a lifetime membership.
5. Supporting Membership. Supporting members are persons or organizations who pay annual supporting membership dues and whose principal goals and objectives are consistent with the goals and objectives of RKC. Supporting members do not have the right to vote in the affairs of RKC.
6. Benefactor Membership. Benefactor members are persons or organizations who pay a one time lump sum dues payment and whose principal goals and objectives are consistent with the goals and objectives of RKC. Benefactor members do not have the right to vote in the affairs of RKC.
7. Honorary Membership. Honorary members are persons or organizations to whom membership is awarded by the Board of Directors for outstanding service and/or contributions to RKC. Honorary members do not have the right to vote in the affairs of RKC.
8. The Board may establish other classes of membership that may or may not have voting rights. The Board shall determine set annual membership dues amounts.

**Section B.** Privileges. Members shall have all privileges and benefits of membership that may be established and approved by the Board of Directors. Membership in RKC does not confer, entitle, guarantee or assure access, visitation, exploration or any other use of any real or personal property owned, leased, operated, controlled or managed by RKC. Such membership privileges shall be determined by the Board of Directors and/or any Board approved management plans.

**Section C.** Membership Acceptance. Upon written application for Individual, Sustaining and Lifetime membership and payment of the appropriate dues, the applicant is accepted as a member of RKC. Upon application for Supporting and Benefactor membership and

payment of the appropriate annual dues, the Board shall decide to accept an applicant for membership.

Section D. Revocation of Membership. Any Individual or organizational membership in RKC may be revoked and terminated by a 4 of 5 vote of the Board of Directors. Prior notification of the pending vote will be given to the member in question. Grounds for revocation of membership shall consist of evidence of action(s) by the member which are inconsistent with and in conflict with the purposes of RKC.

Section E. Voting Eligibility. Voting members of record on the 90th day prior to the Annual Meeting are entitled to vote in that year's election.

## **CHAPTER IV. DIRECTORS**

Section A. The Board shall consist of five (5) Directors.

1. The Initial Board of Directors shall be the three incorporating Directors and they shall appoint two additional Directors to have a total of 5. Their term shall be three years. At the end of that time two Directors shall continue for a second three year term, one shall continue for a two year term and the remaining two shall continue for a one year term.
2. The Board shall be elected by written ballot sent to the membership for the term of three years and shall serve for such term until the election of their successors, except for providing for the filling of vacancies.
3. Any voting member can be considered a nominee to the Board of Directors providing they submit a written document seeking such position.
4. In the event that there is a vacancy on the Board of Directors, the Board will designate a person to fill that vacancy. This person shall serve only until the next election of the Directors, but shall be eligible to be designated for a subsequent term.
5. Each Director shall have an equal vote during the conduct of business. Voting will be by voice. A majority vote of those Directors actually present at a meeting at which there is a quorum, will prevail on all issues, except an amendment(s) to the bylaws. Amendment(s) to bylaws require a majority vote by written ballot of 4 of 5 Directors. Directors casting a ballot for bylaws amendments must be present at the meeting in which the amendment vote is being taken.
6. Quorum. A quorum of the Board shall be necessary to conduct formal business of RKC and to adopt policies and procedures. Three Board members shall constitute a quorum. If a quorum is not present at any meeting of the Board the members present will adjourn the meeting and reschedule by following the procedures enumerated in Section B. below. Amendments to bylaws shall only occur if consistent with ~~Chapter III.A.6 above and Chapter VIII below~~ <<[Chapter IV.A.5 above and Chapter IX below.>>](#)

7. The Chairperson <<Chair>> may determine that a time-critical decision of the Board is required prior to the next scheduled Board meeting and therefore accept a motion to be considered and discussed by e-mail, conference call, or other electronic means. Procedurally, the motion will be proposed by a Board member to the Chairperson <<Chair>> and the Chairperson <<Chair>> will determine if the motion requires immediate action and is appropriate to be considered, given the limited ability to interactively communicate. If the Chairperson <<Chair>> accepts the motion, it will be communicated to the entire Board, and a second on the motion will be accepted, and discussions will proceed. Any Board member may request to the Chairperson <<Chair>> that the motion be postponed until the next meeting. The Chairperson <<Chair>> will be obligated to postpone the motion unless the request is overruled by all the remaining Board members. If no request to postpone the motion is received, the Chairperson <<Chair>> will monitor the discussion and call for a vote as appropriate. A majority of the Board must approve the motion for it to pass. A motion voted in this manner shall be recorded in the minutes of the next Board meeting.
8. Proxies. No voting by proxy shall be allowed.

#### Section B. Schedule and Frequency of Board Meetings

The annual meeting shall be held in the month of March. The Board of Directors shall meet at least once a year. The date of the next meeting shall be set by the Board before the adjournment of each meeting. Meeting dates shall be published in the minutes of the meeting at which they were set and shall be distributed to all Board members. Board meetings are open to the public unless the Board is confronted with issues which require confidentiality then the Board may hold a closed meeting.

#### Section C. Responsibilities of Board of Directors. The responsibilities of the Board of Directors shall be:

1. The Board shall have full responsibility and authority to conduct the operations of RKC;
2. To adopt long-range plans and budgets of RKC;
3. To select projects from among those identified which shall be target areas of protection;
4. To ensure that the funds are raised for annual operating expenses of RKC and that such funds are consistent with the provisions of 28 U.S.C. 501(c)(3);
5. To further cave and karst protection programs in Rockcastle County and the surrounding region;
6. To make decisions regarding contracts, caretakers, employees, lessees; and



7. To minimize development and preserve the natural environment.

## CHAPTER V. OFFICERS

### Section A. Title

The officers of RKC shall be a Chairperson <<Chair>>, a Vice-person <<Vice-Chair>>, a Treasurer, and a Secretary. In addition, the Board of Directors may elect additional officers as it deems appropriate to conduct RKC activities. The officers must be a Director. A Director may hold the position of any one office.

### Section B. Terms

The officers will be elected at the annual meeting. Each officer will serve a one-year term.

### Section C. Responsibilities The officers shall have the following administrative duties:

1. The Chairperson <<Chair>> shall be the chief executive officer of RKC and shall preside at meetings of the Board of Directors. The Chairperson <<Chair>> shall have a general charge and supervision of the affairs of RKC and shall perform such duties as may be designated or assigned from time to time by the Board of Directors. <<The Vice-Chair shall assume these duties in the event the Chair is unavailable to perform them.>>
2. Either the Chairman <<Chair>> or Vice-Chairman <<Vice-Chair>> shall be present at any Board meeting.
3. The Secretary shall be responsible for keeping documentation of all meetings of the Board of Directors, for issuing all notices of RKC, for recording and monitoring each Director's term of office and for notifying RKC and its Directors of a Director's impending term expiration date, and for maintaining all RKC records, except financial records. The Secretary shall:
  - a. Be responsible for taking all minutes and make minutes available to the Board after the meeting within a reasonable time.
  - b. Be responsible for all correspondence and business records of RKC; and
  - c. Ensure that all official and annual paper work is completed and filed with the appropriate parties, such as the Kentucky Secretary of State in order for the corporation to maintain its charitable corporation status and remain in good standing with the Kentucky Secretary of State, Kentucky Revenue Cabinet and the Internal Revenue Service.
4. Treasurer. The Treasurer shall be responsible for the financial records of RKC and subject to such regulations as may be imposed by the Board of Directors and in accordance with the policies and procedures of RKC. The Treasurer shall:

- a. Be responsible for all the funds of RKC, including, but not limited to: accounts payable, donation records and receipts, balance sheets, checkbook reconciliations and petty cash.
- b. Be responsible for submitting financial statements to the Board.
- c. Be responsible for all tax related documents and documentation to maintain RKC's 501(c)(3) status.
- d. Be responsible for securing and keeping current all necessary documentation for other tax exempt status, such as sales tax exemption with the Kentucky Revenue Cabinet.
- e. All checks over the amount of \$1,000.00 must be signed by two officers.
- f. The Treasurer may appoint an assistant.

Section D. Removal. RKC officers may be removed from office by a 4 of 5 vote of the Board of Directors. RKC officers are subject to removal upon the same grounds and procedures as those set out for Director's removal below.

Section E. Compensation. RKC officers shall receive no compensation for their duties or services as officers except reimbursement of out-of-pocket expenses.

Section F. Vacancies. The Board of Directors may appoint a person to fill any vacancy among the elected officers. A person so appointed shall serve only until the next annual election, but shall be eligible for nomination and election for a subsequent term.

## **CHAPTER VI. ESTABLISHMENT OF COMMITTEES.**

The Board has the authority to create and dissolve standing committees and/or ad hoc committees and to determine the organizational structure of each. The ~~Chairperson~~ <<Chair>> has the authority to create and dissolve ad hoc committees.

Section A. RKC shall have two initial standing committees:

1. The Great Saltpetre Cave Preserve Committee
2. Fund Raising Committee to fulfill other long range goals of RKC

Section B. Management plans by committees:

1. New management plans shall be written and submitted to RKC Board for approval. All management plans shall be consistent with RKC's purposes, articles and

bylaws as written therein. All management plans are subject to review in order to ensure consistency and efficiency.

2. Management plans shall be reviewed and or updated at least once every two years by the committee.
3. The ongoing day-to-day decisions of the management committees will not be set aside, reviewed, or interrupted by the Board, unless there is an abuse of discretion or the Board is asked to intervene.

## **CHAPTER VII. FISCAL YEAR**

The fiscal year of RKC shall be the same as the calendar year.

## **CHAPTER VIII. PARLIAMENTARY PROCEDURES**

The conduct of meetings shall be governed by Robert's Rules of Order ~~as revised~~ Revised unless such procedures are contrary to the procedures outlined by these Bylaws, in which case the Bylaws shall govern.

## **CHAPTER IX. AMENDMENTS**

These Bylaws, with the exception of Chapter II, may be amended at any meeting of the Board of Directors by a 4 of 5 vote upon written ballot. Directors must be present to vote for (a) bylaw(s) amendment. The motion/petition to amend the Bylaws must be presented at a regularly scheduled Board meeting. The specific text proposed change(s) must be communicated to the Board in written form at least 45 days prior to final consideration and vote.

## **CHAPTER X. REMOVAL AND/OR REPLACEMENT OF DIRECTORS**

Should a Director fail to satisfactorily perform his/her duties, the position may be declared vacant by a 4 of 5 vote of the Board. Missing more than two consecutive meetings, ~~or failure to maintain necessary membership in the representative Grotto,~~ may be grounds for removal.

A Director can also be removed by a 4 of 5 vote of the Board when sufficient cause exists for removal. Such cause includes, but may not be limited to criminal acts, conduct in direct contradiction to the purpose of RKC, immoral acts which could lead to criminal prosecution, and any other grounds which could potentially threaten the purposes of RKC, it's contributing grottos, and/or members of the public visiting Great Saltpetre Cave Preserve or any other properties which might be owned or managed by RKC.

If a Director is removed, the Board will appoint a replacement as soon as possible to fulfill the remaining term.

## **CHAPTER XI. DISSOLUTION**

In order to choose a dissolution of RKC it shall be necessary to receive a unanimous vote of all Directors. Upon dissolution, the assets remaining after payment of just debts or debts ordered paid by law are to be turned over to some similar non-profit organization whose intent and purpose encompass those of RKC and in accordance with 28 U.S.C. 501(c)(3) regulations.

## **CHAPTER XII. NON-PROFIT STATUS**

RKC is a non-profit corporation. Except as otherwise listed by the provisions of the Articles of Incorporation, RKC shall have all the general rights, privileges, responsibilities, limitations and powers that may be conferred upon Kentucky non-profit corporations and charitable organizations qualifying for charitable status under the provisions of 28 U.S.C. 501(c)(3).

No part of the net earnings of RKC shall accrue to the benefit of or be distributed to its Officers and Directors or any other private person, except that RKC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this non-profit corporation.

## **CHAPTER XIII. DURATION**

Duration of RKC shall be perpetual.