

Articles of Incorporation of SCCi, Inc.

*Incorporated in Walker County, Georgia
1 May 1991*

Article I - Name

1. The name of this organization shall be SOUTHEASTERN CAVE CONSERVANCY, INC. (hereinafter referred to as "SCCi").

Article II - Organization

1. SCCi is organized pursuant to the Georgia Nonprofit Corporation code.

Article III - Period of Duration

1. SCCi shall have perpetual duration.

Article IV - Purpose

1. The purpose of SCCi is to acquire and manage caves for scientific study, education of those persons interested in speleology, and conservation of these resources.

Article V - Non-Profit Status

1. SCCi shall be a non-profit organization. No part of the net earnings of SCCi shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons; excepting that SCCi shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV giving definition of purpose herein.
2. No substantial part of the activities of SCCi shall be carrying on propaganda, or otherwise attempting to influence legislation, and SCCi shall not participate in or intervene in (including publishing or distribution of any statements) and political campaign on the behalf of any candidate for public office.

3. Notwithstanding any provision of these articles, SCCi shall not carry on any other activities not permitted to be carried on by:
 - a. A corporation exempt from federal income tax under Section 501 (c) (3) of the U.S. Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue law).
 - b. A corporation, contributions to which are deductible under Section 170 (c) (2) of the U.S. Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue law).

Article VI - Government

1. SCCi shall be governed by a Board of Directors consisting initially of five (5) persons, but which may be expanded by a 2/3 majority vote of the Board to a maximum of fifteen (15) Directors. Not less than eight (8) directors must be elected by the membership. The Board of Directors may appoint additional directors as needed up to the current maximum Board size. Terms and elections procedures will be specified in the Bylaws. Directors elected by the membership shall be from nominees who indicate in writing their interest in filling a seat on the Board.
2. The name and address of each member of the initial Board of Directors is set forth below:

Diane Cousineau, Rt. 4 Box 1365-A Lafayette, GA 30728
Kris Green, 1026 S. Candler St. Decatur, GA 30030-4464
Alexis Harris, Rt. 8 Box 339 Toonigh Rd. Canton, GA 30114
Kenneth Huffines, 356 O'Brian Dr. Stone Mountain, GA 30088
Bill Putnam 2532, Lake Flair Ct. Atlanta, GA 30345
3. The Board of Directors shall have full power to conduct and supervise all business of SCCi.
4. Bylaws may be enacted by a simple majority vote of the Board of Directors to govern SCCi provided they do not conflict with these articles.

Article VII - Dissolution

1. In the event of dissolution, the assets of SCCi shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue law).

/S/ Diane Cousineau
/S/ Kris Green
/S/ Alexis Harris
/S/ Kenneth Huffines
/S/ Bill Putnam

Bylaws of SCCi, Inc.

Article I - Name and Offices

Section 1. Name.

This organization shall be known as Southeastern Cave Conservancy (SCCi). SCCi is a non-profit organization incorporated in Lafayette, Walker County, Georgia.

Section 2. Offices.

The principal office of SCCi shall be the mailing address or residence of the Chair or Secretary of the organization, or such address as designated by the Board of Directors.

Article II - Purpose

The purpose of SCCi shall be to perform within its designated territory, the functions described in and perform the functions in accordance with the Bylaws, Certificate of Incorporation and other policies and regulations of SCCi.

Article III - Territory, Membership, Dues

Section 1. Territory.

The Territory of SCCi is principally, but not limited to, the southern states of Georgia, Alabama, and Tennessee. The territory is subject to change which the Board of Directors may make in the future.

Section 2. Membership.

All persons who pay the dues are considered members of SCCi.

Section 3. Dues.

The dues of all members shall be those established by the Board of Directors.

Article IV - Annual Meetings, Nominations, Elections, Special Meetings

Section 1. Annual Meetings.

SCCi shall hold a meeting of the general membership annually. This meeting shall be held at a convenient hour and place designated by the Board of Directors for the purpose of relaying relevant business to the membership.

Section 2. Nomination to the Board of Directors.

Any member can be considered a nominee to the Board of Directors providing they submit a written document seeking such position.

Section 3.

There is no section 3.

Section 4. Vacancies.

In the event that there is a vacancy on the Board of Directors, the Chair may nominate a person to fill the vacancy. The person so nominated shall be confirmed or rejected by vote of the Board. If confirmed, the person shall serve only until the next annual election of Directors, but shall be eligible for nomination and election to fill out the remainder, if any, of the term of the vacant position.

Section 5. Notice of Meetings.

Notice of the time, place and purpose of annual meetings shall be given by mail or email to each member of SCCi not less than thirty (30) nor more than sixty (60) days before the meeting. Should a member not have a valid email address, they will be sent the meeting notice by mail. Such notices shall be mailed in time to meet the advance notice requirement.

Section 6. Voting.

At every meeting of members, each member present shall be entitled to one vote. All elections and all questions before any such meetings shall be decided by a majority vote of the members present at any meeting unless otherwise provided in these Bylaws.

Section 7. Election.

All nominations shall be voted upon by a written ballot to the general membership. The Board of Directors elected shall be by majority of votes received and returned to the designated address. Each member shall cast only one ballot.

Section 8. Adjournment.

A meeting may be adjourned at any time by a majority of members present.

Section 9. Special Meetings.

Special meetings of SCCi may be called at any time by the Chair or by three (3) members of the Board of Directors and must be called by the Chair on receipt of written request of 10% of the members of SCCi. Notice of the time, place and purpose of the meeting shall be given to each member of SCCi not less than fifteen (15) nor more than 45 days before the meeting.

Section 10. Proxies.

Proxies are not allowed.

Section 11. Quorum.

At all Annual Meetings, twenty-five (25) members shall constitute a quorum for the transaction of business. The act of a majority of members present at an Annual Meeting at which there is a quorum shall be binding. In the absence of a quorum at a duly called Annual Meeting, a lesser number may adjourn the meeting.

Article V - Board of Directors

Section 1. Function and Composition.

The Board of Directors shall be responsible for the business and affairs of SCCi. The Board shall consist of the Officers and not less than five (5) nor more than fifteen (15) Directors.

Section 2. Election.

The Board shall be elected by written ballot sent to the membership for the term of three years and shall serve for such term and until the election and qualification of their successors, except for providing for the filling of vacancies. They shall be elected for a term of three (3) years except that the initial elective terms shall be for one, two or three years so as to provide three approximately equal annual classes with staggered terms.

An incumbent completing two contiguous full terms as director is not eligible to run for reelection for one full term. Persons ineligible to run for reelection shall not be appointed to Director vacancies under Bylaw Section IV.2 (Vacancies).

A minimum of 50 votes must be received by an elected Board of Directors candidate to be elected.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors shall be held according to the schedule determined by the Board.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair or Vice Chair and must be called by either of them on written request of four (4) members of the Board.

Section 5. Notice of Meetings.

Notice of all meetings of the Board of Directors shall be given to the Directors by mail, email, courier, website, public place, or telephone at least ten (10) days before the meeting, but such notice may be waived by all members of the Board.

Section 6. Quorum.

At all meetings of the Board of Directors, 51% of its members shall constitute a quorum for the transaction of business. The act of a majority of the Board present at any meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum at a duly called meeting, a lesser number may adjourn the meeting until such time as a quorum is present.

Section 7. Powers.

All SCCi powers are subject to the Bylaws, and other policies and procedures of SCCi.

Section 8. Executive Committee.

There shall be an Executive Committee which shall consist of the Chair, Vice Chair, Treasurer, and a Secretary. Executive Committee members shall be designated by the Board. Notice of meetings of the Committee shall be given to all members of the Board of Directors, who may attend such meetings, but without power of vote. At all meetings of the Executive Committee a quorum shall consist of two (2) members of the Committee. The Executive Committee shall have and may exercise when the Board of Directors is not in session, all the powers of the Board that may not lawfully be delayed, provided that the Committee shall not make final determinations of policy. Such determinations of policy may be made on an interim basis but shall be referred to the Board of Directors for approval in a meeting or by mail vote.

Section 9. Compensation.

Members of the Board of Directors shall receive no compensation for their service and duties as Directors. The term compensation as used in these Bylaws does not include reimbursement of out-of-pocket expenses incurred in connection with SCCi business.

Section 10. Action Without a Meeting.

Any action by the Board of Directors may be taken without a meeting if a majority of the members of the Board consent to such action. Such consent as may be made on an interim basis shall be referred to the full Board of Directors for ratification in a meeting or by mail vote.

Section 11. Ex-Officio Members.

Ex-officio members of the Board shall consist of the officers of the corporation, corporate legal counsel, Executive Director, and such other persons as may be appointed by the Chair, subject to confirmation by vote of the Directors. Ex-officio members of the Board shall have all the rights, privileges, and responsibilities of regular directors, except that they shall not have the right to vote in meetings of the Board.

Section 12. Elected Director Term.

Terms of SCCi Directors elected by the membership begin at the convening of the Board of Directors meeting following certification of election results and run until convening of the Board of Directors meeting where their membership-elected replacements are seated.

Directors elected by the membership in 2019 assume their seats at the conclusion of the meeting at which this motion is approved.

Section 13. Appointed Board Members.

The Board will annually determine how many appointed seats will be filled. This determination should occur before the annual members meeting. Terms for an appointed Board member shall be one year. The maximum number of consecutive years an appointed Board member can serve and the break period between terms is the same as for elected Board members.

Section 14. Removal of a Director.

Any director can be removed with or without cause by these procedures.

1. Requires a special meeting of the Board of Directors with the sole purpose of considering the removal of a Director.
2. The meeting will be conducted by the Chair or another officer whom is not under consideration for removal.
3. The quorum for the removal meeting shall be two-thirds of the Directors plus one.
4. Attendance at the meeting by Directors can be in person or via Board of Directors approved contemporaneous methods.
5. The reasons for removal will be presented by the presiding officer. The Director under consideration of removal will be allowed to speak to the reasons presented. All attending Directors are allowed to comment.
6. After all comments are concluded a call for a vote of removal shall be made. The vote shall be by secret ballot. The results will be tallied and verified by a minimum of two officers not under consideration of removal.
7. A two-thirds majority vote is required to remove a Director.

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8. If the vote removes the Director, the removal takes effect immediately.
9. The removed Director must return any SCCi property within 7 days of the vote of removal.

Article VI - Officers

Section 1. Title and Number.

The officers of SCCi shall be Chair, Vice Chair, Treasurer, and Secretary. In addition, the Board of Directors may appoint additional officers as it deems appropriate for the conduct of SCCi activities.

Section 2. Election.

The officers shall be elected annually by the members of the Board of Directors.

Section 3. Chair.

The Chair shall be the chief executive officer of SCCi and shall preside at all meetings of members of SCCi and of the Board of Directors. The Chair shall have a general charge and supervision of the affairs of SCCi and shall perform such duties as may be designated or assigned from time to time by the Board of Directors.

Section 4. Vice-Chair.

The Vice Chair shall be responsible for all matters related to membership services and satisfaction. In the absence of the Chair, the Vice Chair will officiate as Chair.

Section 5. Secretary.

The Secretary shall be responsible for keeping minutes of all meetings of the Board of Directors and SCCi, Executive Committee for issuing all notices of SCCi and for maintaining all SCCi records except for financial records. In the absence of the Chair and Vice Chair, the Secretary will officiate as Chair.

Section 6. Treasurer.

The Treasurer shall be responsible for all funds and financial records of SCCi, subject to such regulations as may be imposed by the Board of Directors and in accordance with the policies and procedures of SCCi. In the absence of the Chair and Secretary, the Treasurer will officiate as Chair and appoint an interim Secretary.

Section 7. Removal.

SCCi officers may be removed from office by vote of a majority of the members of the Board of Directors.

Section 8. Compensation.

SCCi officers shall receive no compensation for their duties or services as officers except for out-of-pocket expenses.

Section 9. Vacancies.

The Board of Directors may appoint a person to fill any vacancy among the elective officers.

Section 10. Meetings without Officers.

In the event all officers are absent the remaining Directors shall appoint an interim Chair and Secretary from the quorum.

Section 11. Past Chair.

The Past Chair shall be the person holding the office of Chair immediately preceding the current Chair. The Past Chair shall be responsible for providing advice and counsel to the Chair and Board of Directors during a transition of leadership. The Past Chair's term is one year from the date of assuming office.

Article VII - Powers and Duties of The Board of Directors

1. The powers and duties of the Board of Directors shall be:
2. To adopt long-range and annual operating plans and budgets of SCCi.
3. To select projects from among those identified which shall be target areas for protection.
4. To select those projects which will require fund raising for their protection by SCCi and to provide leadership for project fund raising.
5. To assess and recommend ownership and stewardship responsibility for individual projects initiated and completed by SCCi.
6. To assume appropriate stewardship for all projects retained and managed by SCCi.
7. To review the status of those projects transferred to other private conservation organizations.
8. To ensure that funds are raised for annual operating expenses of SCCi.
9. To further cave programs in the southeast.
10. To perform other duties as may be required to implement the annual operating plans of SCCi.

Article VIII - Fiscal Year

The Fiscal year of SCCi shall be established by the Board of Directors.

Article IX

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

Article X - Amendments

These Bylaws may be amended at any meeting of the Board of Directors by a majority vote.