



THE ROBERTSON ASSOCIATION

Bylaws

March 30, 2019

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**ARTICLE I
NAME, SEAL, AND OFFICES**

A. NAME The name of this corporation is THE ROBERTSON ASSOCIATION, and it shall hereinafter be referred to as the Association.

B. SEAL The seal of the Association shall be as prescribed by the Board of Trustees.

C. OFFICES The principal office of the Association shall be in the state of West Virginia. The Association may also have offices at such other places as the Board of Trustees may from time to time appoint and as the purposes of the Association may require.

**ARTICLE II
BOARD OF TRUSTEES**

A. DESIGNATION The Board of Trustees shall constitute the Directors of the Association, and are hereby designated and shall hereinafter be referred to as "Board of Trustees" in lieu of "Board of Directors". Likewise, the title "Trustee" or "Trustees" shall be used in lieu of the title "Director" or "Directors". The business and property of the Association shall be managed and controlled by the Board of Trustees. The Board of Trustees shall consist of all Permanent and Elected Trustees as hereinafter defined. (Amended 03/28/1992, 09/06/1992, and 03/1997)

B. PERMANENT TRUSTEES The terms of the Permanent Trustees shall be for life or until removed as hereinafter provided, or until a resignation is accepted. (Amended 09/04/1994 and 03/1997)

The initial Board of Trustees shall be comprised of the following named individuals:

Robert L. Lutz
Marguerite K. Miller
Jerry D. Nettles
Paul J. Stevens
Thomas J. C. Williams, Jr.

Each Person who served as Chairman of an annual meeting of The Robertson Association and who accepted the position shall be a Permanent Trustee. (Amended 04/10/99)

C. ADDITIONAL TRUSTEES The existing Trustees may appoint one or more regular members to be a Permanent Trustee by affirmative vote of not less than two-thirds (2/3rds) of all active Trustees. (Amended 09/1995 and 03/1997)

D. ELECTED TRUSTEES A total of four (4) Trustees shall be elected at large by the membership. Two (2) Trustees shall be elected each year at the annual meeting of the Association. Each Elected Trustee shall serve a term of two (2) years, or until otherwise removed or resigned as provided, or until a successor is duly elected and installed. An Elected Trustee may not serve more than two consecutive terms or partial terms. A former Elected Trustee will be eligible to run for reelection after sitting out for at least two years. (Passed 03/28/1992)

1. The President shall appoint, and the Trustees shall confirm the chairman of an election committee to supervise the balloting and to count the ballots. In no case will the Board of Trustees or the election committee nominate or endorse a slate of candidates. (Passed 03/28/1992)

E. RESIGNATION - VACANCY Any Trustee may tender his resignation by giving written notice to the President and to the Recording Secretary of the Board of Trustees. In the event that an elected trustee is unable to complete his/her term of office due to resignation or removal or other factors the vacancy shall be filled at the next general election. In case of the vacancy occurring prior to completion of the first year of the current term the third highest vote recipient at the yearly meeting shall be appointed to fill the remaining year of the term. (Amended 03/28/1992)

F. TRUSTEES' ANNUAL MEETING There shall be not less than one meeting of the Board of Trustees annually, this meeting to coincide with and to be held at the same place as the annual meeting of The Robertson Association. There may be other meetings of the Board of Trustees at any time and place as may be scheduled by the Board of Trustees.

G. SPECIAL MEETINGS Special meetings of the Board of Trustees may be called at any time by the President or upon the request of a majority of the Board of Trustees; such request shall be in writing and filed with the Recording Secretary, and shall specify the purpose. (Amended 03/1997)

H. NOTICE OF MEETINGS Notice of all Trustees' meetings, except as herein provided, shall be given by mailing a written notice at least thirty (30) days before the meeting to the usual business or residence address of each Trustee. Notice may also be provided by electronic means provided the notice is acknowledged. Each Trustee may waive their right to receive such notice. Except as provided herein, any business may be transacted at any meeting at which every Trustee is present, even without any notice or waiver thereof. (Amended 03/1997)

I. BUSINESS BY MAIL Except for the business of the annual meeting, any business of a regular or special meeting of the Board of Trustees may, at the discretion of the President or at the request of at least three (3) Trustees, be conducted by mail. A trustee may elect to participate in a "mail ballot" by electronic means. (Amended 03/1997)

J. VOTING At annual, regular, and special meetings of the Board of Trustees a majority of all the active Trustees shall constitute a quorum for the transaction of business. The concurrence of a majority of the Trustees attending, and a quorum being present, will suffice for the conduct of ordinary business. (Amended 09/03/1989)

K. PROXY A Trustee may vote at any meeting in person or may appoint a proxy to vote on their behalf. The designation of a proxy must be by direct personal communication with the President or by written notice signed by the Trustee and provided the President at or before the meeting. (Amended 03/1997)

L. POWERS All the corporate powers authorized by the laws of the State of West Virginia, except as otherwise provided herein, shall be and are vested in and shall be exercised by the Board of Trustees. The Board of Trustees may by general resolution designate committees and delegate to same, or to the officers of the Association, such powers as are necessary to accomplish the purposes of the Association.

M. REMOVAL OF TRUSTEES Any Trustee may be removed by the concurrence of two-thirds (2/3rds) of all the remaining active Trustees for any reason when, in the sole judgment of the Board of Trustees, such action is considered to be in the best interests of the Association. An active Trustee who fails to attend three consecutive Trustees' meetings in person shall cease to be a Trustee unless reinstated by a majority vote of the remaining members of the Board of Trustees at the next annual meeting. (Amended 09/1998)

N. INACTIVE STATUS A Permanent Trustee who finds that he will be unable to discharge his duties for a temporary but protracted time may request that the Board of Trustees place him on inactive status, for a specified time. This request shall be in writing, addressed to the president, and shall briefly state the reason and length of time, not to exceed two (2) years. Additional time may be granted by the Trustees at the expiration of the given time, upon written request, approved by the Trustees. An inactive Trustee shall have all the privileges of an active Trustee except that they shall have no vote and shall not be counted for quorum purposes, whether present or not. An inactive Trustee may become active by written request as above. An inactive Trustee who fails to extend his time or request active status shall be deemed to have forfeited his trusteeship. (Passed 04/15/1989, Amended 09/03/1989)

O. ATTENDANCE AT MEETINGS Any member in good standing of the Association may attend each meeting of the Board of Trustees, may speak if recognized by the presiding officer, but shall have no power to vote.

P. TRUSTEE EMERITUS A special, non-voting, membership category of "Trustee Emeritus" is established. (Passed 04/10/1999)

ARTICLE III OFFICERS

A. NUMBER The officers of the Association shall be the President, Administrative Vice President, Operations Vice President, Recording Secretary, Membership Secretary, and Treasurer. Such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Trustees may be named. No two offices may be held concurrently by the same person. All officers shall serve from the meeting at which they are

elected until the election of their successors. All officers shall have the power to vote and shall be counted as Trustees for quorum purposes. (Amended 05/1996 and 03/2009)

B. ELECTION, TERM OF OFFICE, AND QUALIFICATION All the officers shall be selected at the annual meeting of the Association by the Board of Trustees from among such regular members of the Association as the Board of Trustees may consider qualified. (Amended 03/1997)

C. VACANCIES In case any office of the Association becomes vacant for any reason, a majority of the Trustees may elect an officer to fill such vacancy.

D. DUTIES OF OFFICERS Except as specifically delineated below, all officers of the Association shall have such authority and perform such duties as are normal and customary as defined by Roberts Rules of Order Newly Revised in the management of the property and affairs of the Association and as may be further determined by resolution of the Board of Trustees.

1. RECORDING SECRETARY

a. The Recording Secretary shall have all the duties described in Roberts Rules of Order Newly Revised except those pertaining to Membership Records.

b. The Recording Secretary shall be responsible for updating and maintaining a confidential list of active disciplinary actions. The Recording Secretary shall update the list after every meeting during which TRA takes disciplinary action against any person. He shall also ensure that updated copies are sent to the Membership Secretary, the current OTR Chair, the current OTR Chief Registrar, and the current OTR Chief of Security. (Passed 04/10/1999)

c. The Recording Secretary is responsible for orienting newly elected trustees to the business of the organization by providing documentation to include the Bylaws, the Directives, minutes from the prior two TRA meetings, and a current list of all TRA officers, trustees, and other persons acting in an official capacity (i.e., site manager(s), groundskeeper, webmaster, archivist). (Passed 04/10/1999)

2. TREASURER

a. The Treasurer shall have all the duties described in Roberts Rules of Order newly Revised except those pertaining to collection of dues. In addition, the Treasurer shall be responsible to ensure the prompt and timely payment of all taxes, fees, or other like obligations and the submission of all reports, returns, or other like documents required by federal, state, or other authority.

b. The Treasurer shall be responsible to ensure that all funds are held in accounts, investments, and other like repositories only in the name of the Association. The Treasurer shall be a signatory to all such accounts and repositories.

3. MEMBERSHIP SECRETARY The Membership Secretary shall be responsible for all matters pertaining to membership and membership records. (Amended 05/1996)

a. The Membership Secretary shall act upon applications for membership, collect the dues, and shall maintain a perpetual record of all members. This record shall contain not less than, but is not limited to, each member's name and a year-by-year record of attendance at each annual meeting.

b. The Membership Secretary shall report to the Trustees not less often than annually. This report shall provide such pertinent information as directed by the Board of Trustees.

c. In order to ensure the efficient operation of the annual meeting, the Membership Secretary shall, upon the request of the Annual Meeting Chairman, delegate to the Chairman the duties of collecting the dues and annotating the membership records. In this event, the Membership Secretary shall be responsible to coordinate with and assist the Chairman to ensure that proper records are kept and all dues are in fact collected. All dues and fees collected by the Chairman shall accrue to the general fund.

4. PRESIDENT

a. The President will follow up and work with new Trustees to resolve any questions they may have (regarding Article III.D.1.c). (Passed 04/10/1999)

E. REMOVAL OF OFFICERS Any officer may be removed from office by the affirmative vote of two-thirds (2/3rds) of all the Trustees at any meeting or in a vote by mail for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Association, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes.

**ARTICLE IV
CONTRACTS**

Unless authorized by the Board of Trustees, no officer, agent, or employee shall have any power or authority to bind the Association by a contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.

**ARTICLE V
FISCAL YEAR**

The fiscal year of the Association shall commence on January 1 of each year and end on December 31 of the same year. (Amended 08/31/1997)

**ARTICLE VI
PROHIBITION AGAINST SHARING CORPORATE EARNINGS**

No Trustee, Officer, or other person connected with the Association or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operation of the Association, and no such person or persons shall be entitled to share in the distribution of any of the Association's assets upon dissolution of the Association. Nevertheless, any person may be reimbursed for expenses authorized by the Board of Trustees and for clerical and custodial services. All members of the Board of Trustees and the Officers of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Trustees, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE VII
EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, no Trustee, Officer, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

**ARTICLE VIII
MEMBERSHIP**

A. DEFINITIONS Membership shall be open to any person who seeks membership herein, meets the requirements of membership, and is disposed to abide by the Charter, these Bylaws, the TRA Directives, and/or published requirements as set forth by the Trustees and OTR Chair. (Amended 03/25/2006)

1. Regular membership in the Association shall be perpetual or until terminated by death, resignation, or expulsion. (Amended 03/2002)

2. All members shall have status as either active, inactive, suspended, or terminated. Members who are "active" or "inactive", are to be considered "in good standing", with the main difference being that active members attended the most recent OTR and inactive members were not in attendance at OTR, may not vote, or be elected to office while inactive. A member in good standing shall be a member whose financial obligations to OTR and/or TRA are not in arrears and who is currently not under disciplinary action. Members who are suspended or terminated must be identified as such by Board action and based on the terms of their disciplinary action, may not be permitted to vote in the general trustee election, hold office, make award nominations, receive awards, compete in OTR competitions, or attend OTR or TRA functions until the term of their disciplinary action has ended. (Amended 03/25/2006)

B. CLASSES, REQUIREMENTS, AND PRIVILEGES

1. REGULAR MEMBER A Regular Member is any person who has passed their eighteenth (18th) birthday and who is now or at any time in the past has been active in speleology. A Regular Member in good standing shall have the right to vote, hold office, and attend all functions and activities of the Association, and shall have all other rights and privileges of membership.

Any of the following shall be accepted as certification of a person's speleological activity and qualification for membership:

- a. Any document which certifies that the applicant is currently an active, regular, or full member of one of the National Speleological Society's internal organizations, PSC, WVACS or any other caving organizations recognized by the TRA Board.
- b. In the absence of all of the above, an individual may request that his qualifications be examined by a committee of knowledgeable Regular Members, appointed for the purpose. The Membership Secretary shall serve as the chairperson of this committee and he shall select not less than two additional Regular Members to serve on this committee.

2. FAMILY DEPENDENT MEMBER A Family Dependent Member shall be any person who does not meet the requirements for Regular membership, but is a member of a Regular Member's immediate family; **immediate family shall only include a legally married spouse, child or step child and must be residing at the same address.** A Family Dependent Member shall have all the privileges of membership except that they may not vote or hold office and shall be accompanied by the Regular Member at all activities and functions. (Amended 03/30/2019)

- a. A person who has been a Family Dependent Member in good standing and has attained 18 years of age may, upon submitting an upgrade application for Regular membership to the Membership Secretary, be granted Regular membership upon approval.

**ARTICLE IX
DUES, ASSESSMENTS, AND FEES**

A. SETTING OF DUES AND FEES All dues and fees not specifically stated herein shall be set by the Board of Trustees.

B. COLLECTION OF DUES All members' dues shall become due and payable at or before the annual meeting each year.

C. DUES FOR DIFFERENT MEMBERSHIP CLASSES The dues shall be the same for all classes of membership.

D. ASSESSMENTS No special assessments shall be made against the members. Voluntary contributions may be solicited for specific purposes. Fees may be charged to members to cover the cost of (1) special activities, and (2) use of organizational property.

E. FEES A fee may be charged to non-members for (1) attendance at sponsored activities and meetings, and (2) use of property. Such fee shall be determined by the Board of Trustees and shall accrue to the General Fund.

F. SOLICITATIONS All solicitations must be approved by the Trustees.

**ARTICLE X
PROCEDURAL RULES**

The rules contained in Roberts Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Charter or Bylaws of the Association.

**ARTICLE XI
LIABILITY**

The Trustees, Officers, or other duly selected officials shall not be held personally liable, either individually or collectively, for losses incurred while acting in accord with the Charter and Bylaws of the Association, nor shall they be held personally liable, either individually or collectively, by the Association for debts and obligations of the Association authorized by the Board of Trustees.

**ARTICLE XII
ANNUAL MEETINGS**

A. DATE OF MEETING Annual Meetings of the Association shall be held during the number of days prescribed by the Trustees, immediately preceding the first (1st) Monday in September of each year, at the place designated by the Trustees.

B. SELECTION OF SUCCESSOR TRA hereby establishes the Chair's Council, under the Office of the TRA President, empowered to solicit and train potential candidates for the position of OTR Chair. (Amended 04/10/1999, 03/26/2011 and 03/22/2014)

C. AUTHORITY OF CHAIRMAN The chairman elect shall have the power to vote and be counted as a Trustee for Quorum purposes, for the calendar year they are to be chairman of OTR. (Amended 03/28/1998)

D. ATTENDANCE Attendance at the annual meeting shall be limited to members in good standing, their minor children, and adult guests.

1. Each Regular Member shall be entitled to have admitted to the annual meeting two (2) guests after payment of the fee established by the Trustees. (Amended 09/1995)
2. Each person attending the annual meeting is expected to comply with the rules which will be published from time to time. Noncompliance with any of the published rules by an individual shall be sufficient cause for the expulsion of that individual from the annual meeting. No fees paid by an individual shall be refunded in the event of his expulsion from the annual meeting.

**ARTICLE XIII
STANDING RULES**

The following shall be permanent rules for all activities and functions of the Association.

A. ACCOMPANIMENT OF MINORS Under no circumstances shall minors knowingly be permitted to attend any function or activity unless accompanied by a parent, legal guardian, or other legally responsible adult. Proof of age may be required.

B. DISTRIBUTION OF ILLEGAL SUBSTANCES The possession, distribution, or use of any beverage, drug, or other substance not permitted by applicable Federal, State, or other law, ordinance, or regulation shall not be permitted.

C. REGISTRATION Each person attending any activity or function shall be registered. Any person may be required by designated authority to show proof of registration at any time.

D. REGISTRATION OF FAMILY DEPENDENT MEMBERS All Family Dependent Members under 18 years of age desiring to be registered shall be accompanied by a Regular Member at the time of registration. (Amended 09/1995 and 03/24/2018)

E. REGISTRATION OF GUESTS All guests desiring to be registered shall be sponsored by a regular member fully registered and in attendance at OTR by declaring the guest name on the registration form. (Amended 03/31/2001)

**ARTICLE XIV
DISCIPLINE AND/OR EXPULSION OF MEMBERS**

A. REASONS A member or guest may be disciplined or expelled by the Trustees for the following reasons:

1. Nonpayment of dues, fees, and other obligations.
2. Willful misuse of Association property.
3. Willful disregard or endangerment of his own or the safety of others on field trips, expeditions, or other TRA/OTR activities.
4. Willful disregard of accepted cave conservation practices.
5. Conduct detrimental to or embarrassing to the Association or its members.
6. Theft of TRA, OTR, member, or guest property. (Amended 04/10/1999)

B. NOTICE A motion to discipline a member or guest may only be considered when:

1. The member or guest who is subject to disciplinary action is provided written notice of the reasons at least sixty (60) days prior to the **next Spring or Special** TRA Board meeting and is invited to attend or provide a written response. (Passed 04/10/1999; Amended 09/05/2010, Amended 03/30/2019)
2. The proposed disciplinary motion and factual notice of reasons as well as contact information for relevant parties shall be provided exclusively to members of the Board of Trustees by the Recording Secretary in a confidential memo at least thirty (30) days prior to the **next Spring or Special** TRA Board meeting. (Passed 04/10/1999; Amended 09/05/2010, Amended 03/30/2019)
3. Any Trustee or the Chair of an annual event (OTR) shall meet the requirements of notification provided in Bylaw Article XIV by submitting details of any proposed disciplinary actions to the Recording Secretary **ninety (90)** days in advance of **the next Spring or Special TRA Board** meeting where action is to be considered. (Passed 04/10/1999, Amended 03/30/2019)
 - a. The proposed action shall contain addresses of the accused, details of all charges and other information required in Bylaw Article XIV, or that would be necessary to properly notify the accused and prepare a confidential memorandum to the Board.
 - b. The person originating the proposed disciplinary action shall be responsible for creating a proposed letter to the accused.
4. The Recording Secretary shall be responsible for circulating disciplinary action information to the Board and for writing an official letter of notification to the accused. Said letter to be sent at least sixty (60) days in advance of **the next Spring or Special TRA Board** meeting via registered mail to the accused's most recent address as used in their OTR registration. (Passed 04/10/1999, Amended 03/30/2019)

C. HEARING

1. Any member or guest subject to disciplinary action may request and shall be granted a hearing before a meeting of the Trustees, which may be closed to the membership at the discretion of the accused. (Amended 04/10/1999)

2. By written request, the TRA member has the right to appeal the decision of the TRA Board of Trustees until sixty (60) days prior to the next Spring **or Special TRA Board** meeting. (Amended 03/30/2019)

The TRA member's written appeal request must be received no later than sixty (60) days prior to the meeting. The Recording Secretary shall forward the member's appeal correspondence and accompanying documentation exclusively to members of the Board of Trustees in a confidential memo no later than thirty (30) days prior to the meeting. Appeal can be done either by personal appearance or through written explanation at the next Spring **or Special** meeting of the Board. (Passed 09/05/2010, Amended 03/30/2019))

D. CLOSED MEETING Unless a specified hearing at the request of the accused is being held, disciplinary motions will be brought before a closed meeting of the Board of Trustees with proxies and guests not permitted to attend. The Board or persons named in the motion may request that others be permitted to attend. (Passed 03/27/2010)

**ARTICLE XV
AMENDMENTS TO BYLAWS**

A. NOTICE At any meeting where the proposed amendment has been placed on an agenda, mailed to each Trustee not less than thirty (30) days prior to the meeting, at least a majority vote of all the members of the Board of Trustees will be required to adopt the proposed amendment.

B. ADOPTION AT MEETING At any meeting where the proposed amendment has not been placed on an agenda, or no advanced notice given, at least three-fourths (3/4ths) vote of all members of the Board of Trustees will be required to adopt the amendment.

C. ADOPTION BY MAIL Where voting on the proposed amendment is to be conducted by mail, at least a two-thirds (2/3rds) vote of all the members of the Board of Trustees will be required to adopt the amendment.

D. DISTRIBUTION OF NOTICE All members shall receive notice of changes in the Bylaws.