

It is our intent to form an alternative membership which accommodates individuals who wish to be CDS members but do not wish to join the NSS. This would offer our members the best of both worlds. If you wish to join both organizations you can continue to do so, and if you wish to be a CDS member only you can also do that.

This membership will be called a CDS Membership and be a partial membership and will entitle the holder to all of the rights and privileges afforded by the CDS but not the NSS. Accomplishing this requires amending our Constitution and By Laws as follows:

THE CONSTITUTION

Article II

The purpose of the organization shall be the same as that of the National Speleological Society (hereafter referred to as NSS), with the additional purpose of organizing NSS members **and all other persons** who are interested in cave diving so that they may better promote the objectives of the NSS or the NSS-CDS. These objectives include 1) promotion of the conservation, exploration, and study of underwater caves; and 2) education for increased awareness, safety, and skill in cave diving.

Article III

Membership in the NSS-CDS shall be **open to all interested persons and shall consist of two types: NSS-CDS and CDS. NSS-CDS members shall enjoy all of the rights and privileges of membership in both the NSS and in the CDS. CDS members shall enjoy all of the rights and privileges of membership in the CDS** ~~only limited to current members of the NSS.~~

ARTICLE VI

This Constitution may be added to, or amended by approval of greater than two thirds (2/3) of the membership of the NSS-CDS **and CDS combined** who cast ballots on a written ballot following a minimum of sixty (60) days written notice to all members. A minimum of one fifth (1/5) of the total membership must cast ballots to qualify as a valid polling of the NSS-CDS **and CDS**. Notice of proposed amendments must be provided ...

Article VIII

The Constitution, and Bylaws of the NSS shall **not** be binding on the NSS-CDS. ~~Any actions of the Board, NSS-CDS, or its agents inconsistent therewith will be illegal; therefore, null and void.~~

Article X

Any property of the NSS-CDS shall revert to the National Speleological Society (NSS) in the event of the dissolution of the NSS-CDS.

This proposed amendment to this Article has been withdrawn as the need for it no longer exists with the settlement of the law suit.

THE BY LAWS

Article I: Purpose and Powers of the Corporation.

The Cave Diving Section of the National Speleological Society, Inc. ("NSS-CDS") possesses and may exercise all lawful corporate powers necessary and convenient for promoting the missions, purposes, goals and objectives of the National Speleological Society, Inc. ("NSS") **and the Cave Diving Section (CDS)**, including public

education, the interests of its members in conservation, exploration and scientific investigation of underwater caves, and the education of divers for increased awareness, safety and skill in cave diving.

Article II: Membership

A. General Qualifications. Membership in the NSS-CDS shall be **open to all interested persons and shall consist of two types: NSS-CDS and CDS. NSS-CDS members in good standing and whose dues in both the NSS and the CDS are paid current shall enjoy all of the rights and privileges of membership in both the NSS and in the CDS. CDS members in good standing and whose dues in the CDS are paid current shall enjoy all of the rights and privileges of membership in the CDS only and be defined as a partial membership.**~~limited to members in good standing of the NSS in the class of membership and whose dues to NSS-CDS are paid current.~~

B. d) CDS Partial Membership

- i) Can vote in any election brought before the membership
- ii) Can hold office if meets other qualifications and joins the NSS
- iii) Can participate in any CDS function
- iv) Is not eligible to dive any NSS owned properties that are managed by the NSS-CDS
- v) Will not be eligible to receive any merchandise discounts offered to full members of the NSS-CDS
- vi) Receives Underwater Speleology ("UWS")

Article III: Board of Directors

B. Qualifications. Directors and candidates must be current members of the NSS-CDS **or the CDS** in good standing for at least one (1) year prior to being nominated for a directorship. The Training Director and candidates for that directorship must also be current and active NSS-CDS instructors in good standing.

C. Election of Directors. Six (6) directors shall be elected by the general membership of NSS-CDS **and the CDS**: three each year, for a term of two (2) years. The one (1) director serving as Training Director shall be elected biennially by current and active NSS-CDS ...

1. On or before six months prior to the annual membership meeting, the Chair shall appoint a nominating committee consisting of three (3) or more NSS-CDS **and/or CDS** members in good standing responsible for identifying candidates for election to the board of directors. No sitting director shall be a member of this nominating ...

3. On or before four months prior to the annual membership meeting, the nominating committee shall solicit recommendations for nominees from the NSS-CDS **and CDS** membership through a publication of general membership circulation, or the NSS-CDS website...

6. On or before ten weeks prior to the annual membership meeting, the administrator of the election shall post on the NSS-CDS website, and shall mail as hard-copy to every NSS-CDS and **CDS member** in good standing, a ballot and the platform statements of the candidates. Every ballot must contain a serial number...

9. At the next meeting of the board, the candidates who received the highest total number of votes from the voting membership shall be seated in place of the outgoing directors for their new terms as directors. **These**

members must be current NSS-CDS members before being seated. At this meeting, outgoing board members shall turn over all NSS-CDS materials and files in their possession to the newly elected board.

G. Meetings of the Board of Directors

3. Open Meetings. ...Any NSS-CDS or CDS member may address the Board of Directors at any open meeting. It is requested but not required that the NSS-CDS member submit his/her request in writing to the Chairman to place on the agenda.

Article V: Committees

A. The Chair shall appoint, with board approval, NSS-CDS or CDS members in good standing to serve as committee coordinators. The Chair may also appoint other NSS-CDS or CDS members in good standing to serve on the committees ...

Article VII: Amendments

These Bylaws may be modified or amended by approval of two-thirds (2/3) of the members who return ballots in the election on the matter, provided at least one-fifth (1/5) of the combined total NSS-CDS and CDS membership in good standing has cast ballots in the election on the matter. ...

To create the Non-voting Board Member Emeritus position we must amend our bylaws:

Motion to amend By-Laws and create Board Member Emeritus:

One former board member who has served six years may be elected to the non-voting position of Board Member Emeritus. (S)he would be eligible to speak and sit in on all meetings, including closed sessions and would also be put on the regular election ballot and voted in by the membership using the same criteria as is required for any other board position. There will be no limit on the number of years a person can serve in this capacity.

The By Law changes would be as follows:

Article III: Board of Directors

C. Election of Directors. ~~Six (6)~~ Seven (7) directors shall be elected by the general membership of NSS-CDS and the CDS: three each year, and the Board Emeritus position shall be elected each odd numbered year for a term of two (2) years. The one (1) director serving as Training Director shall be elected biennially by current and active NSS-CDS ...

Article IV: Officers

A. Required Officers. The officers of the corporation shall include a chair, vice chair, secretary, treasurer, two (2) program directors, and a training director. At the regular Annual meeting of the directors each year, these officers shall be appointed by the board of directors from among its members. Two officer positions may be combined and filled by a single director. In the performance of their executive duties,

NSS-CDS officers shall be held to the General Standards in Art. III.E.1 above. An officer emeritus position shall be filled by that member elected for this position in the general elections.

H. The Officer Emeritus shall be a non-voting position

1. A former Board member who has served six years
2. S)he would be eligible to speak and sit in on all meetings, including closed sessions
3. Would also be put on the regular election ballot and voted in by the membership using the same criteria as is required for any other board position.
4. There will be no limit on the number of years a person can serve in this capacity.