

# **Nittany Grotto, Incorporated**

## **Articles of Incorporation**

The undersigned incorporators desire to incorporate a nonprofit corporation under the Pennsylvania Nonprofit Corporation Act of 1988 and state in accordance with 15 Pa. Cons. Stat. § 5306:

1. The name of the corporation is the Nittany Grotto, Inc.
2. The corporation's initial registered office is PO Box 676, State College, PA, 16804-0676
3. The purposes for which the corporation is incorporated are exclusively charitable, educational, and scientific within the meaning of section 501(c)(3) of the United States Internal Revenue Code or the equivalent section of any future federal tax code (the "Code"), including without limitation to promote interest in and advance in any and all ways the study and science of speleology and the protection of caves and their natural contents, to promote fellowship among those interested therein, particularly within the National Speleological Society, Inc., a nonprofit corporation, to the extent those purposes fall within the Code.
4. The corporation is organized on a non-stock basis.
5. The term of the corporation is perpetual.
6. The corporation shall have members, directors, and officers as provided by its bylaws.
7. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of its net earnings shall inure to the benefit of its members, directors, or officers or other private persons, except that the corporation may pay reasonable amounts for goods and services provided to it and make payments in furtherance of the purposes set forth in Paragraph 3 above.
8. The corporation may engage in all activities consistent with its purposes set forth in paragraph 3 above, subject to the following restrictions:
  - a. The corporation shall not participate in political campaigns of candidates for public office;
  - b. The corporation shall not lobby, carry on propaganda, or attempt to influence legislation, except as permitted by the Code.
9. Upon dissolution of the corporation, its net assets shall be distributed for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Code. The surplus funds of the corporation are prohibited from being used for private inurement to any person in the event of a sale or dissolution of the corporation.
10. The incorporators constitute a majority of the members of a committee authorized to incorporate the Nittany Grotto.

11. The names and addresses of the incorporators are:

Keith D. Wheeland, 2191 Mountain View Ave., State College, PA 16801

John A. Stellmack, 303 W Fairmont Ave, State College, PA 16801

Amanda Morrow, 301 Toftrees Ave Apt 387, State College, PA 16803

In testimony whereof, the incorporators have signed these Articles of Incorporation on the date(s) below:

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

# **Nittany Grotto, Incorporated**

## **Bylaws**

### **Article 1      Offices**

The Corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office and a registered agent who is a resident of Pennsylvania, and a director of the Corporation, and whose business office is the same as the registered office of the Corporation, The registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

### **Article 2      Members**

**2.A. Classes of members:** The Corporation shall have two classes of members. All members of the Nittany Grotto Caving Club shall automatically become members of this Corporation. The qualifications of all the other members shall be that the members are all persons who have applied for membership in the Corporation, and who have been accepted as members by the directors, and who are in good standing in accordance with the bylaws and other regulations of the Corporation. The two classes shall be Regular and Associate. The class of a member shall be changed according to his/her standing in the National Speleological Society.

2.A.1 Regular Member: Anyone having a serious interest in speleology and who is a member of the National Speleological Society.

2.A.2 Associate Member: Anyone having a serious interest in speleology and who is not a member in good standing of the National Speleological Society.

**2.B Types of members:** There shall be four types of members based upon the way their dues are paid. There shall be Regular Type, Paid Life Type, Honorary Life Type, and No-Hard-Copy Type.

2.B.1 Regular Type: A member who pays dues annually or in multiples of years.

2.B.2 Paid Life Type: A member who has paid the life membership fee.

2.B.3 Honorary Life Type: A member who has had this honor bestowed by the Board of Directors.

2.B.4 No-Hard-Copy Type: A member who has elected not to receive a printed copy of the newsletter. All members of the Nittany Grotto Caving Club shall be in this category.

**2.C. Voting rights:** Each active member shall be entitled to one vote on each matter submitted to a vote of the members. Except that Associate Members may not vote on matters affecting the National Speleological Society.

**2.D. Termination of membership:** This Board of Directors may: 1.) by affirmative vote of a majority of all of the members of the board, suspend or expel a member for cause after an appropriate hearing. 2.) and they may, by a majority vote of those directors present at any regularly constituted meeting of the Board of Directors, terminate the membership of any member who becomes ineligible for membership. or 3) they may suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 11, Section B of these bylaws.

**2.E. Resignation and Non-Payment of Dues:** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. A person whose dues payments have not been received shall be placed in an **inactive** status. Upon payment of dues the person will once again be made **active**.

**2.F. Reinstatement:** Upon written request signed by a former member and filed with the secretary the Board of Directors, by the affirmative vote of two-thirds of the members of the board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

**2.G. Transfer of Membership:** Membership in this Corporation is not transferable or assignable.

**2.H. Membership Cards:** Membership cards shall be issued by the secretary signifying membership in good standing upon payment of dues.

## **Article 3 Membership Meetings**

**3.A. Regular Meetings:** Regular meetings of the membership may be called by a majority of the whole number of directors of the Corporation. At these meetings, bylaws may be altered, amended, repealed or adopted as provided in Article 16 of these bylaws; and such other business shall be conducted as the membership may deem appropriate. All members of the Corporation must be notified of the date, time, and place of the Regular Meetings.

**3.B. Annual Election Meeting:** One of the Regular Meetings shall be designated the Annual Election Meeting.

**3.C. Business at the Annual Election Meeting:** At the Annual Election Meeting the election of directors and officers shall be held as specified in Article

4, Section C of these bylaws. In addition, the membership may conduct any other business as specified in Article 3, Section A.

**3.D. Quorum:** A quorum at any membership meeting shall consist of 20% of the members in good standing, either present in person, or present by written proxy as provided in Section E of this Article. If a quorum is not present at any meeting of members, a majority of the membership present may adjourn the meeting from time to time, with proper notice to the members.

**3.E. Proxies:** Before any membership meeting, any member in good standing may give written authorization to another member to cast his vote by proxy. No such authorization shall be good for more than one meeting and any adjourned session thereof.

## **Article 4 Board of Directors**

**4.A. General Powers:** Between meetings of the membership, the affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the Commonwealth of Pennsylvania, but shall be members of the Corporation.

**4.B. Number and Tenure:** The number of directors, including ex-officio directors, shall be five (5). Each director shall hold office until the next annual meeting of members and until his/her successor shall have been elected and qualified. Each director must be a member in good standing of the National Speleological Society.

**4.C. Election of Ex-Officio Members:** The directors of the Corporation are to be elected by the membership, one vote per member in good standing, at the Annual Election Meeting. The president, vice-president, secretary, and treasurer shall be ex-officio directors, and shall be counted in the quorum of the Board of Directors. In addition to the officers, one director at large, shall be elected by the membership. In addition to the five directors, the Corporation's legal counsel shall be an ex-officio member of the Board of Directors, entitled to notice of its meetings, but not entitled to vote there at, and he/she shall not be counted in its quorum.

**4.D. Removal of Directors:** A director may be removed from office by a majority vote of the members present and voting at a membership meeting whenever the members in their judgment decide that the best interests of the Corporation would be served thereby.

**4.E. Meetings: Rules and Procedures:** The Board of Directors shall meet at such times, places, and dates as they shall designate, and shall adopt their own rules and procedures. Meetings of the Board of Directors may be conducted by electronic means. Meetings of the Board of Directors shall be open unless a majority of the whole number of directors vote otherwise.

**4.F. Quorum: Adjourned Meetings:** Four members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. If less than this number shall be present at the time and place designated for a board meeting, it still may be convened at that designated place at any time within twenty four hours of the scheduled meeting time, if a quorum can be obtained at that place.

**4.G. Manner of Acting:** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by laws or by these bylaws. In no case will proxy voting be allowed in a vote by the Board of Directors.

**4.H. Vacancies:** Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

## **Article 5 Officers**

**5.A. Officers:** The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. All officers must be members in good standing of the Corporation.

**5.B. Election and Term of Office:** The officers of the Corporation shall be elected annually by a majority vote of those members present and voting at the Annual Election Meeting of the membership. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**5.C. Removal:** Any officer elected by the membership may be removed from office by a majority vote of the members present and voting at a membership meeting, whenever the membership in their judgment decide that the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**5.D. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**5.E. President:** The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the membership and of the Board of Directors. He/she may sign, with the treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer

or agent of the Corporation; and in general he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

**5.F. Vice President:** In the absence of the president or in event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

**5.G. Treasurer:** If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8 of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

**5.H. Secretary:** The secretary shall keep the minutes of the meetings of the membership and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a roster of members with information needed for the affairs of the Corporation; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

The Secretary is responsible for keeping the Corporation records up to date with the NSS and for submitting the IO Annual Report to the NSS.

## **Article 6 Committees**

**6.A. Appointment:** The Board of Directors from time to time may authorize the president to appoint such committees as it deems necessary to further the business of the Corporation.

**6.B. Rules and Procedures:** The president shall fill vacancies on such committees as need be and may, with approval of the Board of Directors, remove committee chairpersons and members when he/she deems the best interests of the Corporation will be served thereby. The chairman of each committee must be a member of the Corporation. Each committee shall establish its own rules and procedures.

## **Article 7 Rules of Order**

Robert's rules of Order, current edition, is hereby adopted as the rules of order for all meetings of the membership and the directors, and is to rule on all matters not provided for in the Articles of Incorporation or these bylaws.

## **Article 8 Contracts & Funds**

**8.A. Contracts:** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**8.B. Checks, Drafts, Etc.:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the treasurer.

**8.C. Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks and depositories as the Board of Directors shall select.

**8.D. Gifts:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation.

## **Article 9 Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership and of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

## **Article 10 Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

## **Article 11 Dues**

**11.A. Dues Amount:** The Board of Directors shall determine from time to time the amount of dues payable to the Corporation by members.



**11.B. Payment of Dues:** Each member's dues shall be due and payable on Jan. 1 of each year. Dues may be prorated at the discretion of the Board of Directors.

## **Article 12 Seal**

The Board of Directors shall provide for a proper and lawful Corporate seal.

## **Article 13 Compensation**

Officers and directors shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any officer or director from serving the Corporation in any other capacity and receiving compensation.

## **Article 14 Notification**

Notices, where required herein, shall be deemed complete by mailing, delivering, completing a telephone call, or emailing a notice to the current mailing address, address, telephone number, or email address, respectively, of the person to be notified in the records of the Corporation, except that any mailing by the US Postal Service shall be by first class mail and shall be deemed complete five days after the mail is deposited.

## **Article 15 Subordination**

Where provisions of these bylaws are not in accordance with provisions of the National Speleological Society, the affected provisions of these bylaws shall be null and void.

## **Article 16 Anti-Harassment Policy**

The National Speleological Society's Anti-Harassment Policy shall be binding.

## **Article 17 Amendments**

**17.A. Amendments to these bylaws:** These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the members present and voting at any membership meeting, when the notice of the meeting states that a bylaw change is proposed and to be voted on at that meeting; or by a two-thirds vote of the members present and voting at a special membership meeting called by a majority of the whole number of the directors of the Corporation, or called by not less than one-tenth of the total number of members in good standing. No such alteration, amendment, repeal, or adoption of any bylaw shall be voted on by the membership at any regular or special meeting, unless written notice of the proposed change is sent to each member at his last known address at least twenty-one (21) days before such meeting; however, two-thirds of the members present and voting at the Annual Election Meeting may amend the bylaws without further notice. Bylaw changes shall not be considered at a special membership meeting called by the president alone.

**17.B. Amendments of the Articles of Incorporation:** No amendments to the Articles of Incorporation of this Corporation shall be considered unless

the matter has first been discussed by the Board of Directors with seven (7) days notice to said directors of the proposed change before such discussion by the board, and unless the proposed change or alteration is approved by three-quarters of the total number of members in good standing at either a regular or special membership meeting with twenty-one (21) days notice in writing to all members in good standing of the proposed change.

Except as provided in paragraph (b), no Nittany Grotto member,(or former Nittany Grotto member) shall be personally liable for monetary damages for any action taken as an Nittany Grotto member in the performance of their duty to the Corporation or any failure to take any action unless the Nittany Grotto member has breached or failed to perform the duties of his or her office in accordance with section 5712 of the Nonprofit Corporation Law of 1988 (the NCL) and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. (b) This limitation of liability shall not apply to responsibility or liability of an Nittany Grotto member pursuant to a criminal statute or the liability of an Nittany Grotto member for the payment of taxes pursuant to local, State, or Federal law

## **Article 18    Dissolution**

All assets remaining after meeting outstanding liabilities shall be assigned to the National Speleological Society. However, if the named recipient is not then in existence or is no longer a qualified distributee, or unwilling or unable to accept the distribution, the assets of this organization shall be distributed to a cave conservation fund, cave conservation foundation, or cave conservation corporation organized and operated exclusively for the purposes specified in Section 501 ( c)(3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law).

This is a true and correct copy of the bylaws of the Nittany Grotto, Incorporated, as adopted by the membership July 30, 2008, at State College, Pennsylvania, ten (10) members present and voting. As of August 27, 2008, there have been no amendments.

A cope teste,\_\_\_\_\_

Registered Agent  
Dated: July 30,2008.

**Amended 2019-06-01** – Removed reference to “District of Columbia” in the articles of incorporation and added Article 16, Anti-Harassment Policy.

**Amended 2023-07-15** – The officer position of Secretary-Treasurer is split into a Secretary and Treasurer position, and the number of Directors at Large is reduced from two to one, so that there shall be a five-member Board of Directors consisting of: President, Vice-President, Secretary, Treasurer, and a Director at Large.