

## **MVOR Constitution proposed changes** (to be voted upon May 2, 2020)

### **Executive Summary**

The proposed MVOR Constitution update is intended: to 'clean up' the wording in several places, to update and add language where certain items were generally understood but not codified in the official document, and to add new language as needed.

#### Major points

##### **- Financial transparency**

Grottos that host a MVOR Event will now be required to share publicly their expenses and profits for an Event. Showing their profit will encourage other entities to bid on hosting. Any possible financial losses (up to \$200) can now be reimbursed by the MVOR Treasury. It's a successful strategy for at least one other NSS Region (the VAR), and being financially transparent, rather than secretive, is simply the right thing to do as a nonprofit and for dues-paying MVOR Members.

##### **- Major decisions must be approved at two consecutive meetings**

Proposals for any Constitutional amendments or other major decisions must be published 30 days in advance (like before) but they now must be approved at two (consecutive) Business Meetings, rather than one. This will allow more discussion on major decisions, more time for thought process and a better chance for input from Members who missed one meeting or the other.

##### **- MVOR adults = age 18**

If you're age 18, you're now considered an Adult for the purposes of registration fees, for voting privileges and for holding a Board Officer position.

##### **- Timely submission of fees, registration forms and Event balance sheets**

A new importance is being placed on the timely submission of funds and information following an Event. If a grotto fails to do this or is late, it risks not hosting an event (with all the potential profit) for another three years.

##### **- Officer duties better specified**

The duties for President, Vice-President, Treasurer and Secretary are better defined, including disbursing funds, record keeping, maintaining the membership database and mailing Event flyers.

##### **- Transparent communications**

The MVOR's Registered Agent, who does our correspondence with state and federal agencies, is now required to share all communications with the MVOR Board (as is the MVOR Board Treasurer).

##### **- Financials and Elections better defined**

##### **- Website and legal info added**

**The following pages contain the current Constitution (and Bylaws) with proposed changes and additions. This is followed by the proposed final updated Constitution and Bylaws (with the old parts eliminated).**

# Constitution and Bylaws

of the

## Mississippi Valley Ozark Region

of the

## National Speleological Society

(amended 2020) PROPOSED DRAFT w history

### ARTICLE I – NAME

The name of the organization shall be the Mississippi Valley Ozark Region Association, Inc. (**hereafter MVOR**), an internal organization of the National Speleological Society (NSS).

### ARTICLE II – PURPOSE

The purpose of the MVOR **shall be** (~~is~~) to promote the conservation of caves within the caving community of the MVOR area of the NSS, within the guidelines set forth by the NSS **Cave Conservation Policy** [~~policy of cave conservation~~], and to promote fellowship, safety and caving opportunities among those involved.

### ARTICLE III – GOVERNMENT

**Sec. A** The MVOR shall be **established as a nonprofit domestic corporation (Corporation)** governed by a Board of Directors (**Board or Officers**), consisting of a president, vice-president, treasurer and secretary (**President, Vice-President, Treasurer, Secretary**), who shall be elected as provided for in the Bylaws.

**Sec. B** The Board shall have full power to manage the business of the MVOR in accordance with State of Missouri Title XXIII, Associations and Partnerships, Chapter 355 Nonprofit Corporation Law (**Chapter 355**) [~~Chapter 355 of General Not for Profit Corporate Laws of the State of Missouri R.S. Mo. (2010)~~], and to raise funds in any manner consistent with the policies of the NSS, whose Constitution and Bylaws are accepted where applicable. [~~The officers shall be elected as provided for in the Bylaws.~~]

#### **Sec. C Financial holdings**

- 1. MVOR financial holdings shall be kept in a bank account or accounts chosen by the Treasurer and made known to the Board.**
- 2. The bank account(s) shall have two signatories, which shall be the Treasurer and the President.**
- 3. Transactions may be made by one signatory, but joint signatures are mandated to close the account(s).**
- 4. Any investments or use of MVOR funds must be approved by the Board.**

#### **Sec. D Audit**

- 1. There [~~should~~] shall be an annual audit conducted by [~~3 members not on the board~~] an individual or individuals designated and agreed to by the Board annually.**
- 2. The audit shall be made four weeks following the MVOR Fall Event.**
- 3. Audit findings shall be shared immediately with Board members and posted on the MVOR website.**

### ARTICLE IV – LIFE OF THE ORGANIZATION

**Sec. A** The life of the MVOR shall be perpetual or until terminated in accordance with the provisions herein.

Sec. B The Corporation may be dissolved in accordance with **Chapter 355** Section 355.676 (Dissolution of public benefit corporation) with the following provisions:

- ~~1. The Board adopts a resolution recommending dissolution, and subsequent vote at a meeting of the members.~~
- ~~2. Thirty days notice given to the members of the time, date and place of such meeting.~~
- ~~3. A resolution to dissolve the corporation adopted by two-thirds of the members present and entitled to vote at such a meeting.~~

- 1. MVOR members (Members) must be provided thirty days notice of the date, location and time of the MVOR business meeting (Meeting) where the dissolution vote will occur, and**
- 2. At the Meeting, the Board must adopt a resolution recommending dissolution of the Corporation, and**
- 3. A vote to dissolve the Corporation must be adopted by two-thirds of the Members present who are entitled to vote.**

Sec. C Disposition of assets [~~on dissolution~~] and a plan of disposition shall (~~be adopted and~~) take place in the manner provided for in **Section 355 and IRS Form 990** [~~General Not for Profit Corporations organized under the provisions of Section 355.661-746, R.S. Mo. 2010 and in section 501 (C) (3) of the 1954 Internal Revenue Code or such section as it may be amended or a corresponding provision of a prior law~~].

#### ARTICLE V – REGISTERED AGENT

~~[In order to maintain the articles of incorporation with the Missouri Secretary of State, the registered agent shall be a resident of Missouri. Filing shall be made per state requirements.]~~

**Sec. A The Registered Agent, or individual designated to conduct MVOR communications with the State of Missouri and the IRS, shall be a resident of Missouri and be a member of the Board.**

**Sec. B The Registered Agent shall make reports and filings to the State and IRS, as required, prior to applicable deadlines in order to avoid penalties, late fees, administrative dissolution or loss of 'good standing.'**

**Sec. C The Registered Agent shall notify all Board members within 24 hours of any MVOR-related communications or business matters to or from any entity.**

#### ARTICLE VI – MEMBERSHIP

**Sec. A Membership in the MVOR shall be open to any persons, of any age, who are interested in speleology and cave-related disciplines, and who have complied with conditions of membership set forth in the Bylaws.**

**Sec. B Voting privileges on MVOR business matters are granted only to adult Members who are age 18 or older.**

#### ARTICLE VII – AMENDMENTS

**Sec. A Any motion to amend or repeal the MVOR Constitution (**Constitution**) or any part thereof must be submitted [~~in writing~~] to the Board **by a sponsoring individual** at least 30 days in advance of a Meeting, **and made verbally by the sponsor at the Meeting.****

**Sec. B Changes to the Constitution [~~may be made~~] shall be passed by a two-thirds majority vote **of members present at any two consecutive Meetings, including a regular Meeting or any special Meeting called for that purpose, provided 30 days previous notice setting forth the changes shall have been given to (all****

~~current~~) Members or posted on the MVOR website.

# Bylaws

## CHAPTER I – MEMBERSHIP

- Sec. A. Any **adult caver, age 18 or older**, [~~current NSS member, current NSS grotto member, or unaffiliated caver who meets qualifications under Sec. B~~] shall be granted voting membership **in the MVOR, provided the individual has paid the adult registration fee for a MVOR campout event (Event)**.
- Sec. B. [~~Application for membership for unaffiliated cavers shall be endorsed by a member in good standing. Membership dues shall accompany the application. All applications are subject to approval by the Board, and/or the group sponsoring the convention.~~] The registration fee for an Event shall include membership dues.
- Sec. C. Although they do not have voting privileges, individuals under age 18 who pay a registration fee for an Event are MVOR Members.

## CHAPTER II – DUES AND ASSESSMENTS

- Sec. A. MVOR membership dues [~~of the organization~~] shall be set by the **Board [Treasurer]**, with the approval by a majority vote of the Members **present at two consecutive Meetings [a regular meeting]**. [~~An increase of not more than 25-50 cents per member may be made with the approval of the Board only.][The hosting grotto of the MVOR meetings must supply the MVOR Board with the attending members information and fees]~~
- Sec. B. **The Registration Fee for an Event shall include membership dues, which shall be \$2 per adult in attendance.**
- Sec. C. **The registration form for an Event shall include a fee of \$2.50 that shall be paid by a Member who wishes to remain on the mailing list (ROL Fee) and be snail-mailed registration flyers for the next two subsequent Events.**
- Sec. D. The host grotto or entity of an Event (Host) shall, no more than two weeks following the last day of an Event:
1. **provide the Board with the original Event registration sheets, and**
  2. **provide the Board a full itemization of expenses and profits, and**
  3. **remit to the MVOR Treasurer the Membership Fee portion of Event registrations, \$2 per paid adult, and**
  4. **remit to the MVOR Treasurer the ROL Fee portion of Event registrations.**
- Sec. E. **Failure to comply with any part of Sec. D, above, will disqualify that entity from hosting future Events for three years.**
- Sec. F. **If the Host incurs a financial loss from its Event, the Host may petition the Board for reimbursement from the Treasury, which shall not exceed \$200.**

## CHAPTER III – QUALIFICATIONS AND DUTIES OF OFFICERS

### Sec. A. Qualifications

1. **As per NSS requirements, all Officers shall be NSS members in good standing**
2. **Officers shall be MVOR Members**
3. **Officers shall be at least 18 (24) years of age**

[~~The President, with the approval of the Board, shall appoint a Member of the MVOR to fill a~~

~~vacancy on the Board, to serve until the next Meeting.]~~

4. **In the case of a Board vacancy, the President, with the agreement of at least one other Board member, shall appoint a Member who will serve until Board elections at the next Fall Meeting.**
  - a. **If the Board vacancy is the President, then the Vice-President shall assume the duties of President and appoint a Member to serve as Vice-President until Board elections at the next Fall Meeting.**

## **Sec. B. Duties**

1. **The President shall:**
  - a. **preside and set the agenda at (MVOR) Meetings,**
  - b. take initiative to keep ~~[be responsible for taking the initiative in keeping]~~ the MVOR active in the accomplishment of its purposes, and
  - c. oversee the Board to accomplish its duties ~~[and with board assistance, file the annual Internal Organization report to the NSS].~~
2. The Vice-President shall:
  - a. substitute for the President, if absent
  - b. assist the President in the performance of those duties when necessary.
  - c. in the event of the President's unwillingness or inability to serve, the Vice-President shall succeed to the office of President.
3. The Treasurer shall:
  - a. receive and disburse all money pertaining to the Region, and
  - b. keep a **detailed** record of bank balances, income and disbursements ~~[such money and disbursements to the proper authorities on receipt].~~
  - c. ~~[No MVOR money shall be spent, paid or given away without prior direction by written consent of the Treasurer, or a majority vote of]~~ spend, pay or give away no MVOR funds without prior direction by the rest of the Board.
  - d. ~~[The Treasurer shall]~~ be responsible for submitting the annual report to the State of Missouri and paying the required fees, as prescribed in Section 355~~[.661-746, R.S. Mo. 2010],~~ and
  - e. **shall file IRS Form 990-N annually, on or before May 15.** ~~[There should be an annual audit conducted by 3 members not on the board]~~
4. The Secretary shall:
  - a. Attend Business Meetings, be responsible for the minutes of the Meetings, conduct the official correspondence **and** make the annual NSS report with assistance of the Treasurer when necessary ~~[, maintain the MVOR membership list and perform such other secretarial duties as may be required].~~
  - b. **Maintain the MVOR membership list and accordingly snail-mail Event registration flyers to those who require one.**
  - ~~[5. The regional officers shall be the sole channel for any complaints or suggestions concerning conditions at MVOR meetings, and may relay them to the appropriate authorities, speaking on behalf of the entire membership.]~~

- Sec. A The slate of candidates **for Board Officers** shall be nominated **by voice acclamation** from the floor at the Fall ~~[Business]~~ Meeting. ~~[No name shall be presented unless it is definitely known that the Member is able to serve and meets the qualifications, if elected.]~~ **Nominated Members must meet the qualifications in Sec. A, above, and be willing and able to serve.**
- Sec. B Election of Officers will follow immediately **after nominations.**
- Sec. C Officers shall be elected by a simple majority. ~~[If no candidate receives a simple majority, a runoff election shall be held.]~~
- Sec. D The term for Officers shall be for one year, to begin immediately following their election.
- Sec. E There shall be no limit to the number of terms to which an elected Officer may serve.
- Sec. F An individual may not hold more than one Officer position simultaneously.

## CHAPTER V -- MEETINGS AND EVENTS

- Sec. A. **1.** Regular business meetings of the organization shall be held **during the Spring and Fall campout events.** ~~[at least annually. The Fall business meeting shall be used for the purpose of nomination and election of officers.]~~
- 2. The Secretary shall add to the Minutes of any Meeting the date, location and time, if known, of the next Meeting.**
- Sec. B. ~~[40 members shall constitute a quorum at a regular meeting.]~~
- Sec. C. ~~Decisions or actions of the Board may be overruled by a two-thirds majority vote of the members present.~~
- ~~Sec. D.]~~ The meetings shall be guided by Robert's Rules of Order.
- ~~[Sec. E. MVOR meetings must be hosted by current NSS grotto, internal organization or an individual group chaired by an NSS member in good standing.]~~
- Sec. F. ~~The MVOR membership forms and dues must be submitted to the board before the business meeting is adjourned.]~~
- Sec. C. If more than one entity bids on hosting an Event, a simple majority of Members present at the Meeting will decide.**
- Sec. D. Events shall be conducted in a manner consistent with the *How to Host an MVOR* document, ~~[which is]~~ available on the MVOR website.
- Sec. E. Once an Event bid and date has been voted upon and granted, the Event or date may not be canceled or changed without the agreement and permission of the President.**

## CHAPTER VI – SUSPENSIONS AND EXPULSIONS

- Sec. A. A Member may be suspended or expelled from the MVOR organization or individual event for the following reasons:
1. Willful disregard of his own safety and the safety of others.
  2. Willful destruction of cave formations, cave fauna or the property of cave owners.
  3. Conduct detrimental to the MVOR.
- Sec. B. No Member shall be suspended or expelled from the MVOR unless he or she shall have been:
1. Granted a hearing by the Board, with at least three Board members present; and
  2. Allowed to confront the witnesses against him or her; and is
  3. Voluntarily absent from the hearing.
- Sec. C. No Member shall be suspended or expelled except upon affirmative vote of three members of the Board

after the hearing.

#### ~~CHAPTER VII—AMENDMENTS~~

~~A motion to amend or repeal these bylaws or any part thereof shall be submitted in writing 30 days before a regular business meeting. These bylaws may be changed or amended by the MVOR on a two-thirds affirmative vote of the members present at the next regular business meeting.~~

#### **CHAPTER VII – WEBSITE**

**Sec. A The President or his/her designee shall maintain a website that contains all official MVOR information. While MVOR information may be available on other internet or social media websites, the designated MVOR website is the location of official MVOR information.**

**Sec. B With the agreement of the Board, the President shall ensure that the MVOR website is paid for, maintained and updated as necessary.**

**Sec. C The current official website of MVOR is <http://mvor.caves.org/>**

#### **CHAPTER VIII – LEGAL INFORMATION**

**Sec. A The MVOR fiscal year shall coincide with the calendar year.**

**Sec. B The federal legal name of the MVOR shall be ‘Mississippi Valley Ozark Regional Assoc Inc’.**

**Sec. C The federal Employer Identification Number (EIN) to which MVOR is known to the Internal Revenue Service is 43-1210775.**

**Sec. D The State of Missouri legal name of the MVOR shall be ‘Mississippi Valley Ozark Region Assoc. Inc.’.**

**Sec. E The State of Missouri domestic nonprofit corporation charter number is N00016770.**

**(the final ‘cleaned up’ version follows)**

# Constitution and Bylaws

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## Mississippi Valley Ozark Region

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## National Speleological Society

(amended 2020) PROPOSED FINAL DRAFT

### ARTICLE I – NAME

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### ARTICLE II – PURPOSE

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Sec. B The Board shall have full power to manage the business of the MVOR in accordance with State of Missouri Title XXIII, Associations and Partnerships, Chapter 355 Nonprofit Corporation Law (Chapter 355), and to raise funds in any manner consistent with the policies of the NSS, whose Constitution and Bylaws are accepted where applicable.

Sec. C Financial holdings

1. MVOR financial holdings shall be kept in a bank account or accounts chosen by the Treasurer and made known to the Board.
2. The bank account(s) shall have two signatories, which shall be the Treasurer and the President.
3. Transactions may be made by one signatory, but joint signatures are mandated to close the account(s).
4. Any investments or use of MVOR funds must be approved by the Board.

Sec. D Audit

1. There shall be an annual audit conducted by an individual or individuals designated and agreed to by the Board annually.
2. The audit shall be made four weeks following the MVOR Fall Event.
3. Audit findings shall be shared immediately with Board members and posted on the MVOR website.

### ARTICLE IV – LIFE OF THE ORGANIZATION

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Sec. B The Corporation may be dissolved in accordance with Chapter 355 Section 355.676 (Dissolution of public benefit corporation) with the following provisions:

1. MVOR members (Members) must be provided thirty days notice of the date, location and time of the MVOR business meeting (Meeting) where the dissolution vote will occur, and
2. At the Meeting, the Board must adopt a resolution recommending dissolution of the Corporation, and
3. A vote to dissolve the Corporation must be adopted by two-thirds of the Members present who are entitled to vote.

Sec. C Disposition of assets and a plan of disposition shall take place in the manner provided for in Section 355 and IRS Form 990.

## **ARTICLE V – REGISTERED AGENT**

Sec. A The Registered Agent, or individual designated to conduct MVOR communications with the State of Missouri and the IRS, shall be a resident of Missouri and be a member of the Board.

Sec. B The Registered Agent shall make reports and filings to the State and IRS, as required, prior to applicable deadlines in order to avoid penalties, late fees, administrative dissolution or loss of 'good standing.'

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Sec. B Voting privileges on MVOR business matters are granted only to adult Members who are age 18 or older.

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Sec. A Any motion to amend or repeal the MVOR Constitution (Constitution) or any part thereof must be submitted to the Board by a sponsoring individual at least 30 days in advance of a Meeting, and made verbally by the sponsor at the Meeting.

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# **Bylaws**

## **CHAPTER I – MEMBERSHIP**

Sec. A. Any adult caver, age 18 or older, shall be granted voting membership in the MVOR, provided the individual has paid the adult registration fee for a MVOR campout event (Event).

Sec. B. The registration fee for an Event shall include membership dues.

Sec. C Although they do not have voting privileges, individuals under age 18 who pay a registration fee for an

Event are MVOR Members.

## **CHAPTER II – DUES AND ASSESSMENTS**

- Sec. A MVOR membership dues shall be set by the Board, with the approval by a majority vote of the Members present at two consecutive Meetings.
- Sec. B The Registration Fee for an Event shall include membership dues, which shall be \$2 per adult in attendance.
- Sec. C The registration form for an Event shall include a fee of \$2.50 that shall be paid by a Member who wishes to remain on the mailing list (ROL Fee) and be snail-mailed registration flyers for the next two subsequent Events.
- Sec. D The host grotto or entity of an Event (Host) shall, no more than two weeks following the last day of an Event:
1. provide the Board with the original Event registration sheets, and
  2. provide the Board a full itemization of expenses and profits, and
  3. remit to the MVOR Treasurer the Membership Fee portion of Event registrations, \$2 per paid adult, and
  4. remit to the MVOR Treasurer the ROL Fee portion of Event registrations.
- Sec. E Failure to comply with any part of Sec. D, above, will disqualify that entity from hosting future Events for three years.
- Sec. F If the Host incurs a financial loss from its Event, the Host may petition the Board for reimbursement from the Treasury, which shall not exceed \$200.

## **CHAPTER III – QUALIFICATIONS AND DUTIES OF OFFICERS**

### **Sec. A. Qualifications**

1. As per NSS requirements, all Officers shall be NSS members in good standing.
2. Officers shall be MVOR Members.
3. Officers shall be at least 18 years of age.
4. In the case of a Board vacancy, the President, with the agreement of at least one other Board member, shall appoint a Member who will serve until Board elections at the next Fall Meeting.
  - a. If the Board vacancy is the President, then the Vice-President shall assume the duties of President and appoint a Member to serve as Vice-President until Board elections at the next Fall Meeting.

### **Sec. B. Duties**

1. The President shall:
  - a. preside and set the agenda at (MVOR) Meetings, and
  - b. take initiative to keep the MVOR active in the accomplishment of its purposes, and
  - c. oversee the Board to accomplish its duties.
2. The Vice-President shall:
  - a. substitute for the President, if absent, and
  - b. assist the President in the performance of those duties when necessary, and
  - c. succeed to the office of President in the event of the President's unwillingness or inability to serve.
3. The Treasurer shall:
  - a. receive and disburse all money pertaining to the Region, and
  - b. keep a detailed record of bank balances, income and disbursements, and
  - c. spend, pay or give away no MVOR funds without prior direction by the rest of the Board, and

- d. be responsible for filing the annual registration report to the State of Missouri and paying the required fees, as prescribed in Section 355, on or before Aug. 31, and
- e. file IRS Form 990-N annually, on or before May 15.

4. The Secretary shall:

- a. attend Business Meetings, and
- b. record the minutes of Meetings, and
- c. provide the Board and webmaster with Meeting Minutes no more than two weeks following the last day of an Event, and
- d. conduct the official correspondence on behalf of MVOR, excepting correspondence made by the Registered Agent, and
- e. file the MVOR annual report to the NSS before Dec. 31, and
- f. maintain the MVOR membership list, and
- g. snail-mail Event registration flyers to those who require one.

#### **CHAPTER IV – ELECTIONS**

Sec. A The slate of candidates for Board Officers shall be nominated by voice acclamation from the floor at the Fall Meeting. Nominated Members must meet the qualifications in Sec. A, above, and be willing and able to serve.

Sec. B Election of Officers will follow immediately after nominations.

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