

ARTICLES OF INCORPORATION
The CONSTITUTION of the
OHIO CAVE SURVEY

ARTICLE I

The name of this organization shall be: **OHIO CAVE SURVEY, INC.**

ARTICLE II

The term of existence of the corporation shall be perpetual.

ARTICLE III

The address of the registered office of the corporation is:
8238 Woodstream Drive; Canal Winchester, Ohio 43110.

The name of the initial Statutory Agent for service of process, located at such address, is:
William Gary Bush.

ARTICLE IV

This non-profit corporation is organized and shall be operated exclusively for charitable, scientific, conservational, environmental, educational, and librarial purposes and as described within Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Laws). The corporation shall receive contributions and fees and shall distribute its funds to organizations and individuals in order to further the purposes of the Corporation and permitted for an organization exempt under said Section 501(c)(3).

The purposes of the Corporation shall be more specifically stated as follows:

The **purposes** of this organization shall be to maintain a collective and current survey database of caves within the state of Ohio, and to further the exploration, research, and conservation of our state's caves.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

ARTICLE V

- A. The Corporation shall be irrevocably dedicated to and operated exclusively for non-profit purposes.
- B. In carrying out the corporate purposes described in Article IV, the Corporation shall have all powers granted by the laws of the State of Ohio, except as follows and as otherwise stated in these Articles.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws;
2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

ARTICLE VI

A. Trustees. The Board of Trustees shall have the same membership as the Executive Committee and, for purposes of qualification, election, term of office vacancies, powers, and duties, shall be synonymous with the Executive Committee.

B. The names and addresses of the incorporating Trustees are:

<u>NAME</u>	<u>ADDRESS</u>
Michael K. Hood	4668 Airway Rd., Riverside, OH 45431
Sarah R. Lott	1360 Wagner Dr., Fayetteville, OH 45118
William Gary Bush	8238 Woodstream Dr., Canal Winchester, OH 43110

The initial Trustees shall consist of a minimum of three (3). The initial Trustees shall serve temporary positions until incorporation by the State of Ohio, at which time a permanent Board will be in place.

C. Executive Committee. The Ohio Cave Survey shall be governed by a Board of Directors comprised of officers elected annually for one-year terms as provided by the Bylaws:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer
- (5) Four Directors-at-Large

D. The Board of Directors shall have complete responsibility and power to conduct all organizational business and shall govern the organization in accordance with the Articles and Bylaws of this Constitution.

E. Decisions or actions of the Board of Directors may be overruled by a two-thirds majority vote of the members.

ARTICLE VII

This organization will have regular meetings a minimum of twice per year at such times and places determined by the Board of Directors.

ARTICLE VIII

Membership shall be open to all persons and member organizations (caving organizations, commercial caves, universities, government agencies, etc.) interested in speleology and caving who have complied with the conditions of membership detailed in the Bylaws of this Constitution.

ARTICLE IX

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

All rules, regulations and mandates for the election, appointment, and removal of directors shall be contained within the bylaws.

ARTICLE X

A. The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

B. Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his or her duties as a director unless such act, omission or breach:

1. concerned or concerns a transaction in which the directors' personal financial interest was or is in conflict with the financial interests of the Corporation;
2. was not in good faith or involved or involves intentional misconduct on the part of the director;
3. was known by the director to be a violation of law; or
4. resulted in an improper personal benefit to the director.

C. Any director or officer or former director or officer of the Corporation may be indemnified by the Corporation against any expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, in which she or he is made a party by reason of being or having been such director or officer, except in relation to matters as to which she or he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, its By-Laws or a resolution adopted after notice to members entitled to vote.

ARTICLE XI

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine.

ARTICLE XI

Additional Bylaws and amendments to this Constitution may be emplaced and subsequently removed following a two-thirds majority vote of the members of the Ohio Cave Survey.

Adopted by a two-thirds majority vote of the membership on June 24, 2020