

THE NORTHEASTERN CAVE CONSERVANCY, INC.

Board of Directors Manual

Last updated on June 7, 2010

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**Certificate of Incorporation
of the
Northeastern Cave Conservancy, Inc.
Under Section 402 of the Not-For-Profit Corporation Law**

Filed December 11, 1978

WE, THE UNDERSIGNED, desiring to form a corporation pursuant to the Not- for-Profit Corporation Law of the State of New York, DO HEREBY CERTIFY and state as follows:

FIRST: The name of the Corporation is NORTHEASTERN CAVE CONSERVANCY, INC.

SECOND: The Corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law

THIRD: The purposes for which the Corporation is formed are promotion of the study and the preservation in an ecologically sound manner of speleologically significant properties in the Northeastern United States.

In furtherance of the foregoing purposes, the Corporation shall have all of the powers enumerated in section 202 of the Not-for-Profit Corporation Law and, in general, such powers which are now or hereafter may be conferred upon a corporation organized for the purposes set forth above, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation together with the power to solicit grants and contributions, subject to any limitation provided in said Law or in any other statute of the State of New York.

Nothing herein shall authorize the Corporation directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-for-Profit Corporation Law Section 404(b) - (t), unless any required approval or consent referred to therein is endorsed heron or annexed hereto.

The Corporation is not formed for pecuniary profit or financial gain and no parts of its assets, income or profit shall be distributable to or inure to the benefit of any member, director or officer of the Corporation or private individual (except that fair and reasonable compensation may be paid for services rendered to or for the Corporation), and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. In the event of dissolution of the Corporation, and subject to the obtaining of any approvals or consents required by law, all of the assets of the Corporation remaining after the payment or satisfaction of its liabilities shall be distributed to an organization or organizations whose purposes are exclusively charitable or educational within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954, as amended (the "Code") (or the corresponding provision of any future United

States Internal Revenue Law). If the National Speleological Society, Inc. or its successors or assigns so qualifies, then the assets of the Corporation remaining after payment or satisfaction of the Corporation's liabilities shall, upon dissolution, be distributed to The National Speleological Society, Inc., or its successors or assigns. No substantial part of the activities of the Corporation shall be devoted to carry on propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)3 of the Code.

The Corporation shall, to the extent applicable comply with the provisions of Section 508(e) of the Code (or any comparable provision of any future United States Internal Revenue Law) in so far as such section:

(a) requires the Corporation to distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code.

(b) prohibits the Corporation, its directors or its members, from engaging in any act of self dealing (as defined in Section 4941(d) of Said Code).

(c) prohibits the Corporation from retaining any excess business holdings (as defined in Section 4943(c) of Said Code).

(d) prohibits the Corporation from making taxable expenditures (as defined in Section 4945(d) of Said Code).

FOURTH: The Corporation shall be Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the Corporation shall be located in the City of New York, County of New York, State of New York.

SIXTH: The territory in which the activities of the Corporation are principally to be conducted is the Northeastern section of the United States of America, but the activities of the Corporation shall not be limited to such a territory and may be conducted in any territories and possessions of the United States of America and in any foreign countries.

SEVENTH: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the board consent in writing to the adoption of a resolution authorizing such action.

EIGHTH: Any action required or permitted to be taken by a committee of the Board of Directors may be taken without a meeting if all members of the committee consent in writing to the adoption of a resolution authorizing such action.

NINTH: The names and addresses of the initial directors are:

Robert P. Addis
10 Grandview Terrace, N.
Cobleskill, New York 12043

James W. Harbison, Jr.
30 East End Avenue
New York, New York 10028

Arthur N. Palmer
R.D. #2, Box 82
Oneonta, New York 13820

TENTH: The post office address to which the Secretary of State shall mail a copy of any notice required by law is:

Northeastern Cave Conservancy, Inc.
P.O. Box 254
Schoharie, NY 12157.

**Modifications and/or Deletions to
Certificate of Incorporation**

(25-Sep-99)

The Northeastern Cave Conservancy's New York Certificate of Incorporation is amended by changing its address;

From:

c/o James W. Harbison, Jr.
30 E East End Avenue
New York, New York 10028.

To:

Northeastern Cave Conservancy
P.O. Box 254,
Schoharie, NY 12157.

NORTHEASTERN CAVE CONSERVANCY, INC.

CONSTITUTION & BYLAWS

ARTICLE I: NAME

The name of this organization shall be the “Northeastern Cave Conservancy, Inc.”

ARTICLE II: PURPOSE

The Purpose of which the Corporation is formed is promotion of the study and the preservation in an ecologically sound manner of speleologically significant properties in the Northeastern United States.

ARTICLE III: MEMBERSHIP

1. Any person subscribing to the purpose of the Northeastern Cave Conservancy, Inc. and who applies for membership in any category of membership and tenders the necessary dues shall thereby become a member.
2. Categories of membership shall be:
 - a. Regular: have all privileges of membership, including receiving all membership mailings and publications, receiving notices of meetings of the Board of Directors, having the right to vote, and other privileges as established by the Board of Directors.
 - b. Family: have all privileges of Regular membership except Family membership shall be nonvoting and only one mailing per family shall be sent out.
 - c. Student: have all privileges of Regular membership except students shall be less than 18 years of age or have a valid student identification, and shall be nonvoting.
 - d. Benefactor: have all privileges of Regular membership except Benefactors have paid an addition amount as determined by the Board of Directors above the established Regular dues.
 - e. Institutional: have all privileges of Regular membership except Institutional members are organizations and not individuals.
 - f. Life: have all privileges of Regular membership but will receive publications digitally when available. Life members pay a one time membership fee determined by the Board.
3. Expulsion of Members

- a. A member, not exempt from paying dues, shall be automatically dropped from membership for failure to pay dues.
- b. By a two-thirds vote the Board of Directors may expel a member for disregard of accepted safety or conservation practice or the rights of a cave owner or for other conduct detrimental to the Organization. A member subject to expulsion is entitled to a private hearing before the Board.

ARTICLE IV: BOARD OF DIRECTORS

- 1: The Board of Directors shall consist of the Trustees and of the Officers.
- 2: Each Officer and each Trustee shall have one vote at meetings of the Board of Directors.
- 3: Between regularly scheduled meetings of the NCC Board, urgent business may be conducted by a majority vote of the Board by responding to either an electronic or a US Postal Service offering. There shall be no less than two (2) calendar weeks between the initial posting and the deadline for ballots to be received. There shall be an attempt to foster discussion by listing this on the NCC's electronic discussion group at the time of the initial posting. Results of the electronic or postal voting will be made available to the Board as soon as practical after the voting.

ARTICLE V: TRUSTEES

1. Personnel. There shall be not less than six and no more than nine Trustees. All trustees shall be current members of the Northeastern Cave Conservancy, Inc.
2. Appointment of Trustees. Following the adoption of these bylaws the President and Vice-President of the Northeastern Cave Conservancy, Inc. will appoint six Directors to fill six slots: two for a period of three years, two for a period of two years, two for a period of one year and four Officers serving terms until the annual meeting of 2000.
3. Nomination. Any member with the right to vote for Trustee may be considered a nominee as Trustee providing they submit a written document seeking such a position.
4. First Three Elections. Following a year's service and the expiration of the one-year terms, the general membership will elect Trustees to fill those positions and expand the Board by one. This will continue for the next two years until all of the positions rotate for election every three years and the Trustees reach their maximum number of nine.
5. Rotation and terms of Trustees. All subsequent elections will be to fill vacant offices with three-year terms, such that only three Trustees will be replaced during any one election. If more than three vacancies exist, the winning top three shall fill the three

year terms, and the top runners up shall fill the remaining vacant position(s) for either one or two years to complete the appropriate term remaining.

6. Elections. Elections of Trustees shall be by written ballot sent to eligible members at least three weeks prior to the second quarterly meeting.

a. An election tie shall be broken at the meeting following the election by a written ballot of those current officers, continuing trustees and newly elected trustees, excluding any trustee who is involved in the voting tie.

7. Removal of Trustees. Any Trustee that fails to attend two consecutive meetings, excluding special meetings, without notice or fails to execute the duties of office may be removed by a two-thirds vote at any Board of Directors meeting provided that the Trustee to be removed is notified of the intention to take such action at least 21 days prior to the vote on removal.

8. Chair of Trustees. The Trustees shall elect from among themselves, at each annual meeting, a Chair to preside for the election of Officers and for any other business the Trustees wish to conduct in accord with these bylaws.

9. Vacancies. The Trustees shall appoint a temporary Trustee(s) to fill the vacancy(ies) until the next scheduled election of Trustees.

ARTICLE VI: OFFICERS

1. Titles. The Officers of the Organization shall be a President, Vice President, Treasurer, and Secretary.

2. Election of Officers. Officers shall be elected by the Trustees at the year 2000 annual meeting, and thereafter at each annual meeting. All Officers shall be current members of the Northeastern Cave Conservancy, Inc.

3. Duties:

a. President. The President shall be the chief executive officer of the corporation and shall supervise the activities of the Organization within the scope provided by these bylaws. The President shall preside at meetings of the Board of Directors.

b. Vice President. The Vice President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President and shall preside when the Board meets as a Committee of the Whole.

c. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Executive Committee, and maintain the membership roles. The Secretary shall also carry on all organizational correspondence as delegated to him or her by the President and shall send out notices of meetings. The

Secretary is responsible for editing and publishing the Board Manual. The Board Manual will contain all actions approved by the Board which establish policies or procedures. The Manual may also contain historical data such as lists of Officers, Trustees, meeting dates, etc. The secretary may appoint assistants as required.

d. Treasurer. The Treasurer shall be responsible for the safe -keeping of organizational funds and for maintaining and reporting financial records and statements to the Board of Trustees, and for filing all financial documents required by local, state or federal regulations.

4. Removal of Officers. Any Officer that fails to attend two consecutive meetings, excluding special meetings, without notice or fails to execute the duties of office may be removed by a two -thirds vote at any Board of Directors meeting provided that the Officer to be removed is notified of the intention to take such action at least 21 days prior to t he vote on removal.

5. Vacancies. The Trustees may appoint a person to fill any vacancy among the Officers. Such person shall serve only until the next annual meeting, but shall be eligible for nomination and election for a full term as of that annual meeting.

ARTICLE VII: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers. The duties of the Executive Committee shall be to transact the business of the corporation and any other duties referred to them by the Board of Directors. The Executive Committee shall prepare an annual report and a proposed annual budget to present at the annual meeting.

ARTICLE VIII: FISCAL POLICIES

1. Fiscal year. The fiscal year shall be from January 1 to December 31 in the same calendar year.

2. Responsibility. No standing or special committee and no Officer or Trustee or other organizational member shall have the power to incur obligations binding upon this organization except as authorized by the Board of Directors.

3. Dues. Dues for all categories of membership shall be determined by the Board of Directors.

4. Payment of Dues. All dues are payable upon receipt of notice. Members in arrears for a period of three months after notification by the Treasurer will be dropped from membership.

5. Compensation. No Officer or Trustee or other organizational member shall receive compensation for their duties or services except for expenses authorized by the Board of Directors.

ARTICLE IX: MEETINGS

1. Annual Meeting. There shall be an annual meeting of the Organization during the last quarter of the fiscal year.
2. Special Meetings. Special meetings may be called by the President or by three members of the Board of Directors.
3. Board of Directors Meetings. The Board of Directors shall meet quarterly. The annual meeting will be one of the regular Board Meetings.
4. Quorum
 - a. Executive Committee: Three voting members of the Executive Committee shall constitute a quorum.
 - b. Board of Directors: Seven members on the Board of Directors shall constitute a quorum.
 - c. Trustees. Two thirds of the Trustees shall constitute a quorum.
5. Notification of meetings. A 21-day notice shall be given for all Board of Directors meetings.
6. Proxies. An Officer or Trustee may appoint a proxy to serve in their absence at any meeting. The Proxy must be a current member of the NCC, Inc. The appointment must be made to the Secretary in writing, electronic mail, or by telephone. In the Secretary's planned absence, the President will receive the proxy designation. The proxy notification must specify if the proxy has limited or directed power to vote or if the proxy may vote unimpeded. Unannounced Board absences may be filled at the discretion and selection of the Board of Directors.

ARTICLE X: STANDING COMMITTEES

1. Permanent committees shall be established by an act of the Board of Directors to accomplish the work of the NCC. The duties of each committee shall be to study, promote interest in and work toward the advancement of all matters pertaining to its field of activity. Any question of conflicting jurisdiction of committees shall be resolved by the President. For administrative purposes, the Board of Trustees may divide the permanent committees into groups and will designate an officer to supervise the activity of the committee(s) within the group.
2. The chairman of a committee shall be appointed by the Board of Trustees and serve at the Board's pleasure.

3. All committee chairmen shall be current members of the NCC.

ARTICLE XI: SPECIAL COMMITTEES

Special Committees may be appointed by the Executive Committee with the approval of the Board of Directors, which shall designate their powers and the terms of the committee's appointment. All Chairmen of Special Committees shall be current members of the Northeastern Cave Conservancy, Inc

ARTICLE XII: AMENDMENTS

These bylaws may be amended at any annual or special meeting of the Organization by two -thirds vote of members present, provided 21 days notice of the proposed amendment is given in writing to the membership. Changes in the bylaws shall be initiated by the Board of Directors.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, as revised, shall govern this Organization in all cases in which they are applicable, except as otherwise provided by in the bylaws.

As amended by the Board of Directors through March 14, 2010

ADMENDMENTS TO THE BYLAWS

12/04/99 Article V Trustees, Section 1
12/04/99 Article VI Officers, Section 2
12/04/99 Article X Standing Committees
12/04/99 Article XI Special Committees
06/10/99 Article XII Parliamentary Authority
06/10/99 Article IX Meetings Section 4.
12/04/00 Article IV Board of Directors, Section 3
12/04/00 Article III Membership, Section 3
09/07/02 Article X Stand Committees, Section 1
09/07/02 Article V Trustees, Section 9
03/12/06 Article V Trustees, add to Section 5
03/12/06 Article V Trustees, add to Section 9
03/12/06 Article III Membership, delete Section 2.f
12/06/09 Article V Trustees, Section 6, add a.
12/06/09 Article VI Officers, Section 3.c
12/06/09 Article X Standing Committees, Section 2
03/14/10 Article III Membership, add Section 2.f

**Committees of the
Northeastern Cave Conservancy, Inc.**

Standing Committees

<p>Acquisitions Committee Chuck Porter, Chairman chuckporter@earthlink.net</p>	<p>Bentleys Cavern Preserve Jonah Spivak, Manager jonah@sover.net</p>
<p>Bylaws Committee Joe E. Levinson jelevinson@tellurian.net</p>	<p>Clarksville Cave Preserve (Co-Managers) Mike Chu chum2@rpi.edu Thom Engel necaver@earthlink.net Chuck Porter chuckporter@earthlink.net</p>
<p>Education Committee David Lyons cavewine@hotmail.com</p>	<p>Ella Armstrong Cave Preserve Alan Triano pollackopticians@aol.com</p>
<p>Finance & Investment Committee Joe E. Levinson jelevinson@tellurian.net</p>	<p>Fundraising Committee Alan Traino pollackopticians@aol.com</p>
<p>Knox Cave Preserve (Co-Managers) Emily Davis emily@speleobooks.com Jay Siemion jaysiemion@hotmail.com</p>	<p>Legal Committee Mark Seltzer legal@ncccaveconservancy.org</p>
<p>Membership Committee Vacant</p>	<p>Merlins Cave Preserve</p>
<p>Nominating Committee Mike Martuscello 518-842-2189 mikemart@superior.net</p>	<p>Office Committee Emily Davis & Michael Warner 518-295-7978 emily@speleobooks.com miker@speleobooks.com</p>
<p>Onesquethaw Cave Preserve Thom Engel, Manager necaver@earthlink.net</p>	<p>Publications Committee Publicity Sub-Committee Christa Hay, Chairman 518-237-1165 c.hay@ctmale.com</p>
<p>Science Committee R. Lawrence Davis rldavis@newhaven.edu</p>	<p>Sellecks Cave Preserve Jay Siemion, Manager jaysiemion@hotmail.com</p>

<p>Special Use Committee Amy & Aaron Cox 203-426-4602 amycave52@aol.com acox134957@aol.com</p>	<p>Volunteer Value Committee Vince Kappler vkappler@nac.net</p>
<p>Website Sub-Committee Newsletter Editor Sub-Committee Michael Chu chum2@rpi.edu</p>	

Committee Descriptions

Acquisitions Committee

The Acquisitions Committee will solicit and review proposals for new preserves and make a formal recommendation to the Board when new preserves are being considered. The committee may maintain and prioritize a list of desired properties that meet the NCC's mission statement.

Bylaws Committee

The Bylaw Committee will review proposed Bylaw changes to insure they are consistent with the Constitution and Articles of Incorporation and achieve the goals desired by the proposer.

Education Committee

The Education Committee coordinates educational outreach to schools and other groups.

Finance & Investment

The Finance and Investment committee will make recommendations to the board as to where the NCC may invest assets to maximize growth with an acceptable level of risk. The committee will monitor investments and make periodic reports to the treasurer.

Fundraising Committee

The Fundraising Committee will coordinate all fundraising activities. The committee may be authorized by the board to research and apply for grants to generate funds for a specific project.

Legal Committee

The Legal Committee will coordinate with attorneys necessary for state-by-state operations. The committee will pursue and maintain property tax exempt status on each Preserve and will provide legal assistance and recommendation as requested by the board.

Membership Committee

The Membership Committee will work to recruit and retain members of the NCC. This committee will work with the office committee to maintain membership lists and will assist with membership renewal notices.

Nominating Committee

The Nominating Committee will solicit nominees for Board positions, coordinate candidates' platforms, prepare an April mailing to the membership, gather & count ballots in May, and prepare the election results announcement for June's newsletter and meeting.

Office Committee

The Office Committee will conduct all day to day administrative functions of the NCC, including but not limited, answering or directing correspondence to the appropriate person or committee, handling membership inquiries. The committee will also maintain the membership database, send renewal reminders, collect dues, and coordinate business transactions with the Treasurer.

Preserve Managers

A Preserve Manager is a committee position responsible for the day to day operation of an NCC Cave Preserve. The Preserve Manager will periodically review the preserve's Management Plan and will make recommendations to the Board for any additions or changes to the Management Plan.

Publications

The Publications Committee will oversee all NCC publishing. Sub-committees may be created to handle specific forms of publication.

Publications Sub-Committees**Newsletter Editor**

The Newsletter Editor will solicit and write articles for the newsletter and coordinating with Newsletter Publisher and Website Sub-Committees to get news to the membership.

Newsletter Publisher

The Newsletter Publisher is responsible for the printing and disseminating the newsletter.

Webmaster

The NCC Webmaster will establish and maintain a NCC presence on the World Wide Web. The web site will provide visitors with information about our organization and how to join. The web site may include all or portions of our newsletter, Board Manual, minutes of meetings, and meeting agendas.

Publicity

The Publicity Committee is responsible for all press releases.

Science Coordinator

All scientific questions concerning the management of our preserves are directed to the Science Coordinator or review and advice. The Science Coordinator may liaison with experts in other fields, may make recommendations or offer an opinion to the Acquisitions Committee, and reviews all management plans of the preserves. The Science Coordinator will make recommendations to the Board on all science related proposals and projects.

Special Use Coordinator

The Special Use Coordinator will coordinate access to NCC preserves by organized groups. The coordinator's duties include but are not limited to, advising groups of equipment requirements, trip leader qualification, advance trip scheduling, and liability insurance certificate requirements. The Special Use Coordinator may liaison with NSS property managers in order to coordinate access procedures.

Volunteer Value

The Volunteer Value Committee tracks hours worked, miles driven and unreimbursed expenses donated to NCC projects by members. The committee maintains the Volunteer Value data base and regularly reports totals to the NCC Treasurer.

ACTS of the BOARD

1. Officers

Act 01-38 Officer Committee Assignments 9/25/05

The Committees within The Northeastern Cave Conservancy are organized under each officer as follows:

President – Acquisitions, Legal, Cave Preserves, Education

Vice President – Science

Treasurer – Finance & Investment, Fundraising, Office, Membership, Special Use, Volunteer
Value

Secretary – Bylaws, Nominating, Publications

Cross Reference:

Article VI Officers

ACTS of the BOARD

2. Meetings

There are no acts in this section

Cross Reference:

Article IX Meetings

ACTS of the BOARD

3. Elections

There are no acts in this section

Cross Reference:

Article V.6 Elections

ACTS of the BOARD

10. Financial Matters

Act 10-2 Bank Authorization 12/4/99, 10/4/99
Officers will execute the necessary bank resolutions to authorize signatures on all accounts. Including President, Treasurer, and Office Committee Chair.

Act 10-13 Dues Allocation 12/4/99, 9/25/99
Starting January 2000 members' dues are allocated as outlined below. When established, the Endowment and Life Membership Funds will be Restricted Funds; the other funds are unrestricted and are managed by the Board of Directors during regular business.

<u>Fund</u>	<u>Percentage</u>
Acquisition Fund	20%
Endowment	15%
Preserve Maintenance	10%
Education & Publication	10%
Legal	10%
Office	15%
General	20%

Donations, in addition to or separate from dues, can be made to specific funds.

Act 10-18 Short Term Investments 9/30/00
The Treasurer is authorized to invest part of the Northeast Cave Conservancy's checking account balance in liquid assets such as, but not limited to, savings or certificates of deposit in order to receive interest over the short term.

Act 10-21 Spending Time Limit 9/8/01
Any monies that the Board authorizes to be spent will have an assumed time frame of one year unless otherwise specified.

Act 10-28 Borrowing Funds 9/9/07, 12/9/04
The Executive Committee is authorized to negotiate with institutions and/or individuals to secure funding for an approved acquisition. Terms and conditions of all loan contracts must be reviewed and approved by a 2/3 majority of the Board.

Act 10-57 Cheryl Kenez Memorial Fund 9/9/07
The Cheryl Kenez Memorial Fund is established for the protection of caves and karst in the Northeast. This discretionary fund may be used by the NCC to assist with actions that protect multiple caves, such as for legal and expert witness representation in the Beckers Cave hearings.

Act 10-63 Applying for Grants 9/9/07
The NCC may apply for grants from the NSS, NSF, TRA and any other organization that the Executive Committee feels is appropriate for its legal representation in the Beckers Cave hearings.

Act 10-71 Funding for Merlin Cave 3/14/10, 3/29/09
The NCC will appropriate \$27,000 of its current general funds toward the purchase of Merlin's Cave, to be returned to the general fund if the purchase is unsuccessful.

Act 10-76 Borrow Funds from NSF 9/20/09
The NCC will borrow up to fifteen thousand dollars (\$15,000) from the amount held on account with the National Speleological Foundation to fund the purchase of Merlins Cave.

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ACTS of the BOARD

11. Budget

Act 11-51 Treasurer Report 12/10/06

The Treasurer will report all expenditures and balances to date in all accounts in the quarterly treasurer's report to the trustees.

ACTS of the BOARD

12. National Speleological Foundation

There are no acts in this section

Cross Reference:
Appendix A – NSF Contracts

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ACTS of the BOARD

21. Real Property

- Act 21-6** Group Insurance Requirement 6/26/99
Any Commercial group including, but not limited to, summer camps and commercial ventures, making use of Northeastern Cave Conservancy, Inc. properties, will continue to provide insurance certificates naming The Northeastern Cave Conservancy, Inc. as additional insured.
- Act 21-7** Cross-Bones Cave Gate 6/26/99
Cross-Bones Cave on the Knox Cave Preserve shall be gated. Up to \$300.00 will be allotted for materials. The Board recommends that the gate be completed by Dec. 31, 1999. This action will be under the Knox Cave Preserve subcommittee.
- Act 21-15** Modifying Karst Features 3/25/00
No cave, karst feature, on property owned or managed by the Northeastern Cave Conservancy, Inc. shall be modified in any way without the approval of the Preserve Manager. Approval shall be based on consideration of the impact of the activity on the environment, and landowner relationship as set for the in the management plan. The preserve manager shall inform the Board of Directors of their action at the next regular meeting.
- Act 21-22** Sellecks Karst Preserve 7/1/03
The Sellecks Karst Preserve shall be the name of the property that contains Sellecks Cave, Levys Cave, Cave 575, and Natural Bridge.
- Act 21-29** Sellecks Karst Preserve Contract to Purchase 12/8/01
The Northeastern Cave Conservancy will enter into a contract to purchase the Sellecks cave and surrounding property of approximately 10 acres for \$10,000, with up to \$1,500 for closing fees as related, and \$250 to hire Mike Breen, Esq of Middleburgh to perform the closing, and \$2,500 for Joanne Darcy Crum to survey the property.
- Act 21-30** Clarksville Cave – Contract to Purchase 6/19/04, 3/27/04, 12/14/01
The Northeastern Cave Conservancy will enter into a contract (as given in Appendix VI) with June Alberts, Jeanette Olson, and Jennie Moak to purchase the Clarksville Cave and surrounding property of approximately 11 acres for \$50,000, with up to \$7,000 for closing fees as related, and hire Mike Breen, Esq. of Middleburgh to perform the closing. The sales price shall be divided into payments for the three above-mentioned owners.
- Act 21-31** Donation of Gregory Entrance to Clarksville Cave 6/19/04, 3/27/04
The Northeastern Cave Conservancy will accept a donation of the Gregory's entrance to Clarksville Cave and surrounding property from Albany County, NY, and allocates \$300.00 closing fees as related, and hire Mike Breen, Esq. of Middleburgh to perform the closing.
- Act 21-34** Ella Armstrong Cave Contract to Purchase 9/12/04
The Northeastern Cave Conservancy will enter into a contract to purchase the Ella Armstrong cave and surrounding property of approximately 1 acre in Knox, NY for \$3,000, with up to \$2,250 for closing fees as related and to hire Mike Breen, Esq. of Middleburgh to perform the closing
- Act 21-40** Management Plan for Sellecks Karst Preserve 12/15/05
The Management Plan for Sellecks Karst Preserve is adopted.
- Act 21-41** Management Plan for Knox Cave Preserve 3/12/06
The Management Plan for the Knox Cave Preserve is adopted.

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ACTS of the BOARD

22. Symbolic Devices

Act 22-14 Official Logo 12/4/99

Logo Design Number 4 (below) is accepted as the official logo of the NCC, Inc. and shall be the version used on letterheads, the newsletter, T-shirts, caps and other insignia items.



ACTS of the BOARD

24. Legal

Act 24-52 Conflict of Interest Policy 6/9/07, 3/3/07

The Northeastern Cave Conservancy shall adopt the conflict of interest policy as described in Appendix VI. It shall pertain to all Officers, Trustees, Committee Chairs, Property Managers and members, who have propriety information concerning the NCC, in order to retain their position(s) with in the NCC, will agree to the terms and sign the conflict of interest policy. The Secretary will retain the signed conflict of interest policy statements in a permanent file.

Act 24-54 Expert Witness Fee 6/9/07

The Northeastern Cave Conservancy will engage the services and pay the expenses of an expert witness on blasting, up to \$1500.00, for the Schoharie Quarry – DEC Expansion hearings scheduled to start in June 2007.

Act 24- 56 Legal Expenses for Beckers Cave 6/9/07

The NCC allocated \$2000.00 for legal expenses for the DEC hearing on the Schoharie Quarry expansion and its threat to Beckers Cave.

Act 24-65 Beckers Lawsuit 9/21/08

The NCC will not appeal the ALJ decision on the effect of blasting on Becker's Cave and the Parsonage Spring, and the NCC will withdraw from the case. The NCC will pay necessary attorney fees for the review of the ruling and the withdrawal process.

Act 24-66 Contract for Bat Gates 9/21/08

The NCC will enter into a contract if necessary with the NYS Department of Environmental Conservation (DEC) to assist with construction of bat gates in three mines in NYS. The NCC will supply volunteer labor and the proceeds of the contract will be treated as a donation to the NCC's General Fund.

Act 24-77 Records Retention Policy 12/6/09

A policy concerning the retention and/or destruction of various corporate and operational records is adopted. See Appendix G.

Act 24-78 Compliance (Whistle Blower) Policy 12/6/09

A Compliance Policy, commonly referred to as a Whistle Blower Policy, is adopted. See Appendix H.

ACTS of the BOARD

30. Conservation

There are no acts in this section

ACTS of the BOARD

35. Committees General

Act 35-36 Filling Vacant Committee Positions 6/12/05

The Northeastern Cave Conservancy shall advertise all vacant positions for chairmen of permanent committees in the NCC newsletter prior to making a permanent appointment. The position may also be advertised through other media such as e-mail and postings on the web.

Act 35-67 Land Trust Liaison Committee 9/21/08

The Land Trust Liaison Committee is abolished and the functions of the committee are assigned to the President's department.

Act 35-73 Education Committee 12/4/05

The Education Committee is established for the purpose of coordinating educational outreach to schools and other groups. The Education Committee is under the President.

Act 35-75 Standing Committees 9/20/09

The following committees are established to conduct the business of the NCC: Acquisitions, Bylaws , Finance and Investments, Fundraising , Legal, Nominating, Office, Publications, Science Committee, Special Use Committee, Knox Cave Preserve, Onesquethaw Cave Preserve, Sellecks Cave Preserve, Ella Armstrong Cave Preserve, Bentleys Caverns Preserve, and Merlins Cave Preserve.

Cross References:

Article X Standing Committees

Article XI Special Committees

ACTS of the BOARD

40. Equipment

Act 40-44 Educational Groundwater Model 9/30/06
The Northeastern Cave Conservancy will spend up to \$650 for the purchase of a groundwater model.

ACTS of the BOARD

45. Field Activities

There are no acts in this section

ACTS of the BOARD

50. Internet

Act 50-5 Membership List Website Posting 6/26/99

The Office Committee and Website subcommittee will post the periodically updated membership roster on the NCC website with limited, members only access.

Act 50-11 NCC Website Address 6/26/99

The Board allocates \$10.00 to pay for a National Speleological Society web site address.

Act 50-33 NCC Domain Name 6/19/04

The Board allocates \$300.00 for the purchase of the NCC website domain name and associated services for 5 years.

Act 50-68 Website Ads 9/20/09, 9/21/08

The NNC shall accept ads on our website running no longer than 12months. The Executive Committee will set the fee for each ad.

ACTS of the BOARD

60. Publications

Act 60-48 NCC Board Manual 12/10/06

The Board Manual will be updated and distributed within 60 days of the publication of the minutes from the previous meeting.

Cross References:

Section 23 Membership

ACTS of the BOARD

65. Public Relations

Act 65-9 Schoharie County Land Trust 6/26/99
The Northeastern Cave Conservancy, Inc. shall join the Schoharie County Land Trust as a regular member.

Act 65-10 Albany County Land Trust 6/26/99
The Northeastern Cave Conservancy, Inc. shall join the Albany County Land Trust as a regular member.

Act 65-16 NCC Mission Statement 3/25/00
The following mission statement is adopted as the mission of the NCC:
The Northeastern Cave Conservancy, Inc. (NCC) is a not-for-profit corporation committed to the conservation, study, management, and acquisition of caves and karst areas having significant geological, hydrological, biological, recreational, historical or aesthetic features. To these ends, the NCC combines the resources and expertise of affiliated cave explorers, educators, scientists, landowners, and conservation officials.

Act 65-17 NSS Conservation Committee 9/20/03, 9/30/00
The Northeastern Cave Conservancy, Inc. shall join the National Speleological Society, Inc. as a Conservation Committee.

Act 65-18 Affiliation with NRO 9/30/00
The Secretary shall communicate with the NRO the NCC's desire to affiliate with them and to inquire about the procedure.

Act 65-37 Land Trust Alliance Standards 9/25/05
The Northeastern Cave Conservancy Resolves to adopt the Land Trust Alliance Standards and Practices as follows:
WHEREAS, the Northeastern Cave Conservancy, Inc has reviewed Land Trust Standards and Practices published by the and Trust Alliance in 2004; and,
WHEREAS, the Northeastern Cave Conservancy, Inc. agrees that Land Trust Standards and Practices are the ethical and technical guidelines for the responsible operation of a land trust;
NOW, THEREFORE, BE IT RESOLVED THAT the Board of Trustees of the Northeastern Cave Conservancy, Inc. hereby adopts Land Trust Standards and Practices as guidelines for the organization's operations and commits to making continual progress towards implementation of these standards and practices.

Act 65-47 Land Trust Alliance 12/10/06
The Northeastern Cave Conservancy, Inc. shall join the Land Trust Alliance.

ACTS of the BOARD

67. Research

Act 67-32 Science Coordinator 12/9/07, 3/27/04

The Science Coordinator shall follow the Research Policy and Procedure as given in Appendix III, when individuals or groups apply for research on properties controlled by the Northeastern Cave Conservancy, Inc. A template for Research Letter of Agreement is attached to Appendix III.

ACTS of the BOARD

70. Safety

There are no acts in this section

ACTS of the BOARD

75. Volunteer Value

Act 75-49 Dollar Value for Volunteer Work 12/1/09, 12/10/06

The Northeastern Cave Conservancy will follow the guidelines found in Appendix AN of the NSS Board of Governors Manual in calculating Volunteer Value for NCC projects. The “dollar” amount credited for labor may be adjusted periodically to reflect the current value generally credited by non-profit organizations for volunteer labor.

ACTS of the BOARD

Deleted Acts

The acts in this section have been deleted by the Board of Trustees. They are listed in chronological order by the date they were deleted from the manual without repudiating the action taken when the act was in force.

Act 20-8 Two Second Pit

9/8/01, 6/26/99

The Executive Committee is authorized to accept on behalf of the Northeastern Cave Conservancy, Inc., the Two Second Pit property. Up to \$200.00 from the General Fund is authorized for transfer costs.

Act 20-20 Carlisle Ice Caves

9/8/01, 12/2/00

The Executive Committee is authorized to acquire on behalf of the Northeastern Cave Conservancy, Inc. the Carlisle Ice Cave property. Up to \$3000.00 may be financed for the property.

Act 21-12 Management of Thacher Park Caves

9/20/09, 6/26/99

The Northeastern Cave Conservancy, Inc. is willing to consider managing Thacher Park Caves in Albany County, NY if they approach the Northeastern Cave Conservancy, Inc. first.

Act 21-24 Managing Skull Cave

9/20/09, 7/1/03

The Northeastern Cave Conservancy, Inc. is willing to consider managing Skull Cave in Albany County, NY if an owner of an entrance approaches the Northeastern Cave Conservancy, Inc. first.

Act 21-35 Acquisition of Onesquethaw Cave

9/20/09, 12/5/04

The Northeastern Cave Conservancy will make arrangements to take ownership of Onesquethaw Cave and transfer a Conservation Easement to the Albany County Land Conservancy for the property. The final easement will be presented to the Board for approval when completed. Up to \$300 is allocated for the closing.

Act 10-23 Network for Good

9/20/09, 7/1/03

The Northeast Cave Conservancy shall enter into a contract with the Network for Good, pending a review by the Legal Committee.

Act 45-25 Spring 2003 NRO Meet

9/20/09, 7/1/03

The Northeastern Cave Conservancy, Inc. is willing to host the spring 2003 Northeast Regional Meeting for the National Speleological Society, Inc. Bill Folsom will chair the event.

Act 45-26 Fall 2005 NCKMS

9/20/09, 6/19/04, 7/1/03

The Northeastern Cave Conservancy is willing to host the Fall 2005 National Cave and Karst Management Symposium. The NCC will make a deposit of \$1000.00 to the Quality Inn Hotel in Albany, NY.

Act 45-27 Cave Conservancies Forum

9/20/09, 9/20/03

The Northeastern Cave Conservancy, Inc will help The West Virginia Cave Conservancy in sponsoring the Cave Conservancies Forum to be held in Lewisburg, WV April 15-17, 2004. The NCC will budget \$100.00 towards hosting one of the evenings in the hospitality room.

Act 45-39 2005 NCKMS Sponsored Members

9/20/09, 9/25/06

The Northeastern Cave Conservancy, Inc. will sponsor Joanne Sokowski and Peter Youungbaer for Project Underground and Joe Armstrong for the bat workshop during the Fall 2005 National Cave and Karst Management Symposium in Albany, NY

ACTS of the BOARD

Table of ACT Numbers

Act Number	Date Created	Date Deleted	Act Number	Date Created	Date Deleted
			60-48	12/10/06	
23-1	4/10/99		75-49	12/10/06	
10-2	4/10/99		75-50	12/10/06	12/6/09
23-3	4/10/99		11-51	12/10/06	
23-4	6/26/99		24-52	3/3/07	
50-5	6/26/99		21-53	6/9/07	
21-6	6/26/99		45-54	6/9/07	
21-7	6/26/99		21-55	6/9/07	
20-8	6/26/99	9/8/01	24-56	6/9/07	
65-9	6/26/99		10-57	9/9/07	
65-10	6/26/99		10-58	9/9/07	
50-11	6/26/99		21-59	9/9/07	
21-12	6/26/99	9/20/09	21-60	9/9/07	
10-13	6/26/99		21-61	12/9/07	
22-14	12/4/99		21-62	12/9/07	
21-15	3/25/00		10-63	9/9/07	
65-16	3/25/00		45-64	12/9/07	9/20/09
65-17	9/30/00		24-65	9/21/08	
10-18	9/30/00		25-66	9/21/08	
65-19	9/30/00		35-67	9/21/08	
20-20	12/2/00	9/8/01	50-68	9/21/08	
10-21	9/8/01		21-69	12/7/08	
21-22	3/9/02		21-71	12/7/08	
10-23	7/1/03	9/20/09	19-71	3/29/09	
21-24	7/1/03	9/20/09	23-72	3/20/05	
45-25	7/1/03	9/20/09	35-73	12/4/05	
45-26	7/1/03	9/20/09	21-74	9/20/09	
45-27	9/20/03	9/20/09	35-75	9/20/09	
10-28	12/14/03		10-76	9/20/09	
21-29	12/8/01		24-77	12/6/09	
21-30	12/14/03		24-78	12/6/09	
21-31	3/27/04		21-79	3/14/10	
35-32	3/27/04				
50-33	6/19/04				
21-34	9/12/04				
21-35	12/5/04	9/20/09			
35-36	6/12/05				
65-37	6/12/05				
01-38	9/25/05				
45-39	9/25/05	9/20/09			
21-40	12/12/05				
21-41	3/12/06				
21-42	3/12/06				
45-43	6/3/06				
40-44	9/30/06				
21-45	9/30/06				
40-46	9/30/06	9/20/09			
65-47	12/10/06				

Board of Trustees

Current Trustees:

<p>Michael Chu 947 Gloucester Pl. Niskayuna, NY 12309 518-372-5065 chum@rpi.edu</p>	<p>2008 – 2011</p>	<p>Vince Kappler 10 Hollyhock Way Newton, NJ 07860 973-579-2116 vkappler@nac.net</p>	<p>2008 – 2011</p>
<p>Alan Hicks achicks@gw.dec.state.ny.us</p>	<p>2009-2012</p>	<p>Bob Simmons 104 Newfield Rd, P.O Box 57 Winchester Cent, Ct 06094 (960)-738-1176 rwsimons1@msn.com</p>	<p>2008 - 2011</p>
<p>Kevin Dumont 6 Centurion Ct Newburg, NY 12550 415-606-5059 kevindumont@yahoo.com</p>	<p>2010-2013</p>	<p>Mike Warner P.O. Box 10 Schoharie, NY 12157 518-295-7978 mike@speleobooks.com</p>	<p>2010– 2013</p>
<p>Peter Haberland 224 Sheldon Rd Delanson, NY 12053 845-646-0991 peterhaberland@yahoo.com</p>	<p>2007- 2010</p>	<p>Alan Triano 769 Lafayette Ave Hawthorne, NJ 07506 973-423-3017 pollackopticians@aol.com</p>	<p>2009-2012</p>
<p>Thom Engel 16 Equinox Ct Apt 2A Delmar, NY 12054 518-478-9664 necaver@earthlink.net</p>	<p>2009 – 2012</p>	<p>Paul Woodell 45 Kingswood Rd Danbury, Ct 06811 203-746-1222 woodell@lbgny.com</p>	<p>2010-2013</p>

List of all Trustees

Trustee	Term
Susan Loden	1999 - 2000
Dana Atwood	1999 - 2000
Steve McLuckie	1999 - 2004
Kevin O'Classen	1999 - 2001
Michael Warner	1999 – 2005, 2006-Present
Vince Kappler	1999 - Present
William Folsom	2000 - 2001
Thomas Rider	2000 - 2003
Craig Cantello	2000 – 2003, 2008 - 2009
Jon Allison	2001 - 2009
Paul Murphy	2001 - 2006
Ed Lucas	2001 - 2004
Al Lehman	2002 - 2005
Jay Seimion	2003 – 2008
Jeff DeGross	2003 - 2006
Peter Youngbaer	2004 - 2006
Joe Armstrong	2004 - 2010
Bob Simmons	2005 - Present
Mike Chu	2005 – Present
Al Hicks	2006 - Present
Peter Haberland	2007 - 2010
Dave Lyons	2007 - Present
Thom Engel	2009 – Present
Alan Triano	2009 – Present
Kevin Dumont	2010 – Present
Paul Woodell	2010 – Present

Officers

Current Officers:

President: Robert Addis
55 Western Ave
Cohoes, NY 12047
(518)-237-1165
raddis3@verizon.net

Vice President: Peter Youngbaer
3606 E Hill Rd
Plainfield, VT 05667
(802) 454-7752
youngbaer4@aol.com

Secretary: Christa Hay
55 Western Ave.
Cohoes, NY 12047
(518)-237-1165
c.hay@ctmale.com

Treasurer: William Folsom
243 Schroon Hill Road
Kerhonkson, NY 12446
(212)-427-7256
bill@pissedoff.com

Past Officers:

President	Vice President	Secretary	Treasurer	Year
Robert Addis	Peter Haberland	Christos Nicola	Joe E. Levinson	1999 - 2001
Robert Addis	William Folsom	Christa Hay	Joe E. Levinson	2001 - 2006
Robert Addis	Peter Youngbaer	Christa Hay	William Folsom	2006 -

Appendix A

NATIONAL SPELEOLOGICAL FOUNDATION CONTRACT

Contract

1. This contract between the NATIONAL SPELEOLOGICAL FOUNDATION, INC., a not for profit, charitable organization incorporated under the laws of the District of Columbia (hereinafter called the Foundation), and the NORTHEASTERN CAVE CONSERVENCY, INC., a not for profit, educational organization incorporated under the laws of the state of New York (hereinafter called NCC) pertains to funds transferred to the Foundation by the NCC which are designated for the General Trust Fund. It also pertains to any other funds donated to the Foundation and designated for the NCC.
2. The term General Trust Fund, as used in this contract, will refer to all funds held by the Foundation for the specific purpose defined in attachments to this contract. The General Trust Fund will be segregated by the Foundation into various individual funds. The purpose of each individual fund and any special conditions under which the income and/or principal of the individual fund shall be returned to the NCC shall be described in attachments to this contract. Such attachments may be approved at the same time at this contract or at any time in the future as described below.
3. The management expenses of the Foundation shall be charged to each fund in proportion to the total assets held by the foundation.
4. The Foundation will invest the individual funds in such a way as to emphasize either growth of the capital investment or income depending upon the purposes of the individual funds as stated in the attachments to this contract.
5. This contract shall be terminated and the entire amount of the General Trust Fund shall be returned to the NCC: (a) in the event of the dissolution of the Foundation; (b) in the event of a substantial change in the Articles of Incorporation or Bylaws of the Foundation which materially and adversely affect the General Trust Fund or the Foundation; (c) in the event either the NCC or the Foundation fails to continue to qualify as an exempt organization under Section 501(c)(3) of the US Internal Revenue of 1954 (or corresponding provisions of any subsequent US Internal Revenue law); (d) in the event that either the NCC or the Foundation gives 60 days notification to the other and request termination of the contract.
6. Each year, within forty-five (45) days after the end of the Foundation's fiscal year, the Foundation shall report the Treasurer of the NCC the status of and any changes in the General Trust Fund in each individual fund. In addition, the Foundation shall immediately notify the NCC Treasurer of any occurrence, which significantly affects the General Trust Fund.
7. This contract shall initially be made, subsequently amended, or have attachments added or amended by passage of an identical resolution by the officers of the NCC and the Board of Trustees of the Foundation according to the respective rules of the NCC and the Foundation.

This contract has been approved by the officers of the NCC on _____ and by the Board of Trustees of the Foundation on _____.

IN WITNESS WHEREOF the parties have hereto set their hand and seal, the NCC by its President and Treasurer and the Foundation by its President and Treasurer.

THE NORTHEASTERN CAVE CONSERVANCY, INC.

by:

Attested:

Robert P. Addis
President

Joe E. Levinson
Treasurer

NATIONAL SPELEOLOGICAL FOUNDATION, INC.

by:

Attested:

Roger E. McClure
President

David Luckins
Treasurer

National Speleological Foundation Contract

ATTACHMENT 1

GENERAL SPECIAL RESERVE FUND

1. This attachment to the contract between the NCC and the Foundation, pertaining to the General Trust Fund, describes the purpose and conditions of the individual fund known as the General Special Reserve Fund.
2. The purpose of the Special Reserve Fund is to allow the NCC to invest funds for the long term.
3. Within 30 days of the receipt of written notice from the NCC's Treasurer, the principle and net income of the Special Reserve Fund, or any part thereof designated by the NCC Treasurer, shall be returned to the NCC subject to the limitations that no more than \$25,000 is required to be returned in any rolling 180 day period.
4. The Foundation may make loans to the NCC from the General Special Reserve Fund on passage of a resolution requesting such a loan by a favorable vote of the NCC officers. The granting of such a loan, and its amount, its rate of interest, and terms of repayment shall be at the discretion of the Foundation, except that the total mount of all such loans outstanding at one time shall never exceed 50% of the General Special Reserve Fund, with the loaned funds considered part of the fund.
5. This attachment has been approved by the President and Treasurer of the NCC on _____, and the Board of Trustees of the Foundation on _____.

THE NORTHEASTERN CAVE CONSERVANCY INC.

by:

Attested:

Robert P. Addis
President

Joe E. Levinson
Treasurer

NATIONAL SPELEOLOGICAL FOUNDATION INC.

by:

Attested:

Roger E. McClure
President

David Luckins
Treasurer

Appendix B

LEGAL OPINION on LANDOWNER LIABILITY

Landowner's Liability

The following is a copy of the New York State's General Obligations Law, Section 9-103. The copy is from the late 1970's, and although a few changes may have been made since then, the general meaning and intent remain the same.

Next is the legal Opinion from our attorney, Michael Breen. It was prepared for and given to Callanan Industries as they study the South Bethlehem Cave project, and it obviously has value in any acquisition that we undertake in New York State.

It was the Board and the member's feeling that this should be circulated so it will also appear in The Northeastern Caver and on the NCC website.

ARTICLE 9 - OBLIGATIONS OF CARE

TITLE 1. CONDITIONS ON REAL PROPERTY

§ 9 -103. No duty to keep premises safe for certain uses; responsibility for acts of such users

1. Except as provided in subdivision two,
 - a. an owner, lessee or occupant of premises, whether or not posted as provided in section three hundred sixty-six of the conservation law, owes no duty to keep the premises safe for entry or use by others for hunting, fishing, trapping, hiking, horseback riding, bicycle riding, motorized vehicle operation for recreational purposes, snowmobile operation or training of dogs, or to give warning of any hazardous condition or use of or structure or activity on such premises to persons entering for such purposes;
 - b. an owner, lessee or occupant of premises who gives permission to another to pursue any such activities upon such premises does not thereby (1) extend any assurance that the premises are safe for such purpose, or (2) constitute the person to whom permission is granted an invitee to whom a duty of care is owed, or (3) assume responsibility for or incur liability for any injury to person or property caused by an act of persons to whom the permission is granted.
2. This section does not limit the liability which would otherwise exist
 - a. for willful or malicious failure to guard, or to warn against, a dangerous condition, use, structure or activity; or
 - b. for injury suffered in any case where permission to pursue any of the activities enumerated in this section was granted for a consideration other than the consideration, if any, paid to said landowner by the state or federal government, or permission to train dogs was granted for a consideration other than that provided for in section two hundred forty-two of the conservation law; or
 - c. for injury caused, by acts of persons to whom permission to pursue any of the activities enumerated in this section was granted, to other persons as to whom the person granting permission, or the owner, lessee or occupant of the premises, owed a duty to keep the premises safe or to warn of danger.
3. Nothing in this section creates a duty of care or ground of liability for injury to person or property.

Opinion

General Obligations Law §9-103 confers upon the owner of property used for speleological activities (among others) broad protection against lawsuits by persons who are injured on the property while caving, so long as the owner does not charge consideration (money, services or other things of value) for the use. A portion of the property may be commercial in nature, but so long as the property accommodates caving, and no fee is charged for that use, the protection still applies *Iannotti v. Consolidated Rail*, 74 NY2d and *Albright v. Metz* 88 NY2d 656.

The statute states that an owner owes no duty to keep the premises safe for entry or use, to warn of any hazardous conditions of the premises. It says that by giving such permission, the owner does not extend any assurance that the cave is safe, creates no duty of care to a person using the cave, and does not "assume responsibility for or incur liability for any injury to person or property caused by any act of the person(s) to whom the permission is granted." This means that if a caver carelessly injures another, the owner is not responsible.

The owner is responsible for injury caused by "willful or malicious failure to guard, or to warn against a dangerous condition, use, structure or activity."

This law was originally enacted to encourage landowners to allow hunters access to their grounds but has been expanded over the years to other activities, including hand gliding and organized gleaning(!). The encouragement consists of a legislative guarantee that the owner will be protected from lawsuits for injuries caused by anything but the most egregious, irresponsible acts of the owner which cause injury. See *Ferres v. City of New Rochelle*, 68ny2D 446.

For example, the failure to install snow fences to prevent ice build up, or to warn of its existence, were not considered to be willful, malicious acts. *Garner v. Owasco River Railway*, 142 ad2D 61.

A chain stretching across a trail with which a snowmobile collided was not considered to be a willful or malicious act even though there was no warning sign of its impending danger. *Meyer v. County of Orange*, 123 AD2d 748; *Scuderi v. Niagara Mohawk Power Corp.*, 243 AD2d 1049.

The management plan and use which the Cave Conservancy proposes to put the cave is protected by this statute, and if the plan is followed, there would not be a risk of the owner paying damages for any personal injury attendant to caving by persons using the cave by permission, or to trespassers.

Appendix C

RESEARCH POLICY and PROCEDURES

Act 67-32

3/27/04

Amended 12/9/07

General Policies

The Northeastern Cave Conservancy encourages individuals and organizations to undertake research at its properties as long as it meets one or more of the following general objectives:

- 1) Increases the understanding of processes and features on NCC properties or those in other karst regions.
- 2) Leads to better management of NCC properties or those in other karst regions.
- 3) Improves the overall “experience” of those visiting NCC properties or other karst regions
- 4) Increases the safety of those visiting NCC properties or other karst regions.

In addition, all research carried out on NCC properties must meet the following criteria:

- 1) The goals and objectives of the research must be clearly defined.
- 2) The research must not duplicate research already carried out. Note that this does not preclude appropriate follow-up studies designed to detect changes or to supplement previous work.
- 3) There must be a clear beginning and end to each project.
- 4) The work must not cause permanent damage to any caves, natural features, biota, or historical resources nor interfere with natural hydrologic or chemical processes.
- 5) The research plan must assure the maximum safety of all concerned.
- 6) Unless specifically authorized by the NCC Board, researchers must operate within the confines of the established management plans for each property.
- 7) The work must not interfere with the “experience” of other property visitors.

Procedure for Proposing a Research Project

Those desiring to conduct research at NCC properties must submit a proposal to the Science Coordinator. Proposals will first be evaluated by the Coordinator and the property manager, along with anyone else that the Coordinator deems appropriate. They may request modification of the proposal before they send it on, with their recommendations, to the NCC Board for final approval. It is important that proposers understand that final approval rests entirely with the NCC Board. While proposals may be submitted at any time, we recommend that proposers allow at least six weeks for revision and approval.

The proposal will include the following information.

- 1) A short abstract (250 words or less) of the proposed research
- 2) A detailed narrative outlining the proposed research. This narrative should include the following parts: Introduction, Statement of Problem, Background, Research Methods, Analysis Methods, and Expected Results.
- 3) An estimate of the beginning and ending dates of the research.
- 4) A list of the names, addresses, telephone numbers, and email contacts of the principal investigator and all co-investigators along with their university or other affiliations as appropriate.
- 5) A detailed c.v. of the principle investigator including education, previous experience related to the proposed research, and a list of any publications.
- 6) Any other information that will help the Science Coordinator and the Board understand the research and its importance.

Procedure for Evaluating a Proposal

The Science Coordinator and the NCC Board will evaluate proposals as to whether:

- 1) They meet the general objectives and criteria outlined above.
- 2) NCC properties are an appropriate place to carry out the proposed research.
- 3) The proposer's have the qualifications and training needed to carry out the research safely and with a reasonable chance of success.
- 4) There is a reasonable expectation that the results of the research will be peer- reviewed and published in a recognized journal or distributed by other appropriate means.

After evaluation is completed, the science coordinator will notify the proposer, in writing, of the decision of the NCC Board, and if that decision is negative, the reasons for it. Successful applicants will be expected to sign appropriate legal documents before beginning work and to provide periodic reports to the Science Coordinator and the NCC Board concerning the progress of the work.

RESEARCH POLICY and PROCEDURES

Template for

Research Letter of Agreement

When the NCC Board of Trustees approves a research project, a Research Letter of Agreement shall be signed by (The President; or The Science Coordinator) and the research applicants, and dated. The letter should reference the Research Application, and also the NCC Research Policy (Appendix III), and they should both be attached to the Letter of Agreement. Any specific conditions the Board feels necessary should be included in the Research Letter of Agreement.

Example:

The Board of Directors of the Northeastern Cave Conservancy (NCC) hereby approves the research project entitled _____, which is attached and hereby incorporated into this Agreement. The researcher(s), by signing below, indicate they will abide by the project proposal as described in the attached project and with the research policy (Appendix III), also attached and incorporated into this agreement.

Researchers shall provide a copy of any and all reports to the NCC, including the final project report and any published versions.

The Research Project is approved with the following conditions:

(NONE)

Or

(Example) Researchers shall report on statistics to the Science Coordinator every 6 months, beginning in April.

The NCC reserves the right to end the research project if there is any violation of the agreement by the researchers, or if some other circumstance requires it to protect our resource.

Signed (President or Science Coordinator)

Signed (Researcher(s))

Date _____

Date _____

Appendix D

CAVE AND KARST ACQUISITION POLICY

Act 21-59

9/9/07

Overview:

The NCC Board of Directors (Board) shall consider acquiring properties that contain caves, cave entrances, or significant karst features when acquisition proposals and management plans are presented that are in line with the mission statement of the NCC. A cave purchase is a significant commitment of resources, which makes a very visible statement about the NCC's values and the significance of the cave properties to be acquired.

Developing proposals:

Proposals and management plans will include information and rationale as described in this policy and Appendix V, "Writing a Cave Management Plan". Proposals will be submitted to the Board by the Acquisitions Chair or a delegate there of.

The Following questions should be answered within an acquisition proposal:

Significance - Does the property to be acquired meet the NCC's mission statement? "The NCC is a not for-profit corporation committed to the conservation, study, management, and acquisition of caves and karst areas having significant geological, hydrological, biological, recreational, historical, or aesthetic features." The proposal should state which of these mission statement objectives (highlighted in italics) are met by the property.

Consequences of No Action - Is there a negative consequence to the NCC taking no action to protect the property?

Method of Protection - Will the property be purchased, leased, donated, or managed by the NCC for another party?

Cost - What will the purchase cost the NCC? An appraisal should be done on the property in order to know the fair market value of the property. Are there any resources that could be sold to recoup some of the cost of the property or any portion of it which could be sold off? Will there be any ongoing operational costs?

Survey - Will a professional survey of the property need to be done?

Liability - Determine the Conservancy's liability under the recreation use and landowner protection statutes of the state where the property is located. Are there any physical hazards on the property which could increase liability? Any hazardous waste? Old garbage dumps that will need to be attended to?

Funding - Does the NCC currently have enough funds to make the purchase or will there need to be fundraising?

Title - Is there a clean title to the property? Title insurance should be purchased for all potential land purchases.

Management Plan - A management plan should accompany the proposal as described in Appendix V, "Writing a Cave Management Plan".

Appendix E

WRITING A CAVE MANAGEMENT PLAN

Act 21-60

9/9/07

Outline for Writing a Cave Management Plan

The Northeastern Cave Conservancy Bylaws states, "The purpose of which the Corporation is formed are promotion of the study and preservation in an ecologically sound manner of speleologically significant properties in the Northeastern United States."

The goals of the NCC were further expanded by the passing of a Mission Statement in Act 65-16:

"The NCC is a not-for-profit corporation committed to the conservation, study, management and acquisition of caves and karst areas having significant geological, hydrological, biological, recreational, historical or aesthetic features. To these ends, the NCC combines the resources and expertise of affiliated cave explorers, educators, scientists, landowners and conservation officials."

In the development of the cave management plan, the goals of the NCC as stated above should be kept in mind. This outline is the guide for writing a workable management plan and includes various topics in areas that need to be included in the management plan.

One of the great values of preparing a management plan is that it encourages a careful inventory of the property's resources and identifies potential management problems. Periodic reviews keep this process going and that is why the NCC requires that each cave preserve manager review his or her management plan every two years on a rotational basis established by the NCC Secretary and report recommended changes to the Board for their consideration as amendments to the plan.

Who Writes a Cave Management Plan?

- Acquisitions Committee.
- Any member of the Board.
- A Preserves Manager.
- A member qualified to do this.
- Any concerned member wishing to present a proposal to the Acquisitions Committee and the Board.

When is a Management Plan Written?

- A draft cave management plan must be done for a property to be considered as an acquisition.
- During the acquisitions process, the plan will be modified until it passes Board approval.
- Management plans are not static documents to be placed on a shelf and forgotten. Every two years, the NCC Secretary reminds Preserve Managers that their management plan is due for review and that the Preserve Manager must prepare a report for the Board containing their suggestions for revision if they have any.

The Sections of a Cave Management Plan

Introduction:

This section should include the intentions for the management of the cave. Most of the objectives for the property should be included.

History of the Property:

This section should include a summary of the known history of the cave and the land that it lies under. Items such as whether it was used for mining, whether it was ever commercialized, and who the previous property owners have been is of interest.

Resources:

Probably the most important aspect of a management plan is the listing of resources. This section should indicate what is significant about the property and why the NCC should own it. This section should be divided into two sub-sections: underground and surface resources. Each sub-section should detail as many resources as possible, which may include the following:

- A) Biological
- B) Geological
- C) Hydrological
- D) Paleontological
- E) Archeological
- F) Historical
- G) Recreational

Of major concern are topics such as surface streams, roads, easements for utilities, and other such related items. In each of these sub-sections the committee should list what they will do to protect and maintain these resources.

Access Policy:

This section is the second most important items of any cave management plan. In this section, the committee must list what requirements must be met by those who wish to visit the property and should state whether the cave is open only at certain times of the year, open all year, or not at all. The potential is great for misunderstanding and hard feelings if the access policies are not clear, fair, and widely known. The management plan should reflect the fact that all NCC cave properties should be managed in such a way as to minimize the NCC's liability in case of accidents. The management plan should state that NCC caves shall be managed in such ways as to qualify under state or local landowner liability exemption laws, to legally define unauthorized visitors as trespassers under local law, and to inform authorized visitors of the hazardous nature of the cave by requiring them to sign a liability release as directed by the Legal Committee.

Cave Management:

The manager of a property cannot assume that the management plan is effective. The cave should be monitored for degradation. The managers may evaluate the desirability and practicality of various monitoring strategies. The strategies may include, but are not limited to, photo monitoring, water quality monitoring, and periodic census of indicator species. In order for degradation to be noted, a baseline condition should be established as soon as possible. If monitoring indicates degradation of the cave, revising the management plan to minimize degradation must be considered and acted on as appropriate.

Publicity Policy:

This section should include what types of publicity (if any) the committee will use to inform the general public about the use of the cave. The committee may wish to draw up a program for the use of the public to educate them on the need for cave preservation. Or, if the cave is in need of extended protection, the committee may opt to try to keep the cave obscure.

Surface Management:

This section should list what the committee plans to do to manage the land around the cave. It should include whether or not the committee will close off the road to the cave, or if a road will be constructed; if the cave is going to be gated; if barricades or gates are to be installed on the road; what parking will be available and where. And since the surface has significant impact on the cave below, this section should also include topics on possible erosion problems, water sources, disposal of human wastes, disposal of carbide, and plans for periodic trash pickup.

Future Plans:

This section should include what plans the committee has for the future of the committee and property (if any), what goals have been established, and how these goals will be realized.

Miscellaneous:

The committee should include other items not included in this outline as they feel are needed for the management of the property. Local conditions and temperament may dictate that additional sections be written into the management plan and unique or rare features will have to be dealt with at this time.

Appendix F

CONFLICT OF INTEREST POLICY

Act 24-52

3/3/07

Amended 6/9/07

SECTION 1. PURPOSE:

The Northeastern Cave Conservancy, Inc. (herein referred to as NCC) is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of the NCC as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between the NCC and its board, officers, and management (committee chairs and property managers), and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management have the responsibility of administering the affairs of the NCC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the NCC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the NCC or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:

This statement is directed not only to trustees and officers, but to all members who can influence the actions of the NCC. For example, this would include all who make purchasing decisions, all persons who might be described as management, i.e., committee chairs or property managers, and anyone who has proprietary information concerning the NCC.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of trustees, officers, and management with any of the following third parties:

1. Persons and firms supplying goods and services to the NCC.
2. Persons and firms from whom the NCC leases property and equipment.
3. Persons and firms with whom the NCC is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting the NCC.
6. Agencies, organizations, and associations which affect the operations of the NCC.
7. Family members, friends, and other persons.

SECTION 4. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the NCC.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the NCC.
3. Receiving remuneration for services with respect to individual transactions involving the NCC.
4. Using NCC's time, personnel, equipment, supplies, or good will for other than NCC-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with the NCC. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without

discourtesy. (Any such “token” gift is to be reported to the President.) No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management will recognize such areas and relation by analogy. The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the NCC.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and voting on such transaction. However, any officer/trustee who is excluded from voting pursuant to this policy may answer pertinent questions of other officers/trustees and be present when the interested officer/trustee’s knowledge regarding the matter will assist the Board.
3. The Board has determined that the transaction is in the best interest of the organization; and
4. The minutes of the meeting shall indicate that the interested officer/trustee disclosed the interest or involvement in the matter being considered by the Board, recused herself/himself from the discussion, and abstained from voting on the matter.

Disclosure in the organization should be made to the Board. The Board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the NCC. The decision of the Board on these matters will rest in their sole discretion, and their concern must be the welfare of the NCC and the advancement of its purpose.

I have read and understand the foregoing CONFLICT OF INTEREST POLICY, I agree to its terms, and my actions have been and will continue to be guided thereby.

Print Name and Position

Signature and Date

Appendix G

RECORDS RETENTION POLICY

Act 24-77

12/6/09

The Northeastern Cave Conservancy, Inc., hereby adopts this policy this 6th day of December, 2009, concerning the retention and/or destruction of various corporate and operational records.

The overriding goal of this policy is to provide a faithful and transparent record of all operations of the Northeastern Cave Conservancy, Inc., and to protect the programmatic and financial integrity of the organization.

Fundamental corporate records, such as Articles of Incorporation, Bylaws, IRS Tax Exemption Letter, Board Minutes, Policies, and those relating to Real Estate, including deeds, easements, and titles, shall be kept permanently, so long as the corporation exists.

Financial records shall be kept a minimum of three years, including paper records and electronic accounting program records, financial reviews or audits, corporate tax filings, payroll records, insurance policies, and bank and investment statements and agreements.

Copies of any contracts, leases, rental agreements, grants, memoranda of understanding, or any similar agreements shall be maintained for the duration of any such agreements and for at least three years afterward. If any terms of such agreements are for longer periods of time or are more restrictive, they shall supersede.

Any records of legal matters, litigation, insurance claims, or accident reports shall be kept permanently, so long as the corporation exists.

Bank statements shall be kept for a minimum of seven years.

Appendix H

COMPLIANCE POLICY

Act 24-78

12/6/09

Northeastern Cave Conservancy, Inc. Compliance (Whistle Blower) Policy

The Northeastern Cave Conservancy, Inc. (NCC) hereby adopts this 6th day of December, 2009, the following policy, which is intended to: encourage volunteers and members to come forward with credible information on illegal practices or serious violations of adopted policies of the NCC; to specify that the NCC will protect the person from retaliation; and identify where such information can be reported.

1. Encouragement of reporting. The NCC encourages complaints, reports, or inquiries about illegal practices or serious violations of the NCC's policies, including illegal conduct by the organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matter, ethical violations, or other similar illegal or improper practices or policies.
2. Protection from retaliation. The NCC prohibits retaliation by or on behalf of the NCC against members or volunteers for making good faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The NCC reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries, or who otherwise abuse this policy.
3. Where to report. Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports, or inquiries. They should be directed to the NCC President. If the President is implicated in the complaint, report, or inquiry, it should be directed to the Vice President or the Secretary. The NCC will conduct a prompt, discreet, and objective review or investigation. Members and volunteers must recognize that the NCC may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.