

National Speleological Society, Inc.
Board of Governors Meeting
Minutes of the 221st Regular Meeting
Lewisburg, West Virginia
June 25 & 29, 2012
FINAL

The 221st regular meeting of the Board of Governors was held at Greenbrier East High School in Lewisburg, WV. These minutes, when accompanied by corrections submitted by the Board, constitute the official record of the meeting.

President Wm Shrewsbury called the meeting to order at 9:15 a.m. and welcomed everyone in attendance. Jean DeVries was present as recording secretary.

Roll Call

Officers

Wm Shrewsbury, president
Geary Schindel, administrative vice-president (AVP)
Dave Luckins, operations vice-president (OVP)
John LaMar Cole, executive vice-president (EVP)
Debra Young, secretary-treasurer (S-T)

Directors

Gary Bush
Jay Clark
Mike Crockett
Peri Frantz
Margot Geisler
Bill Liebman
Dick Mitchell
Randy Paylor
Bill Putnam
Carol Tiderman
Dean Wiseman

1) Approval of the Minutes of the March 31, 2012 Board of Governors Meeting in Atlanta, Georgia

Shrewsbury moved: The minutes of the March 31, 2012 Board meeting are approved as published.

Voted for: Unanimous

PASSED

2) Officer Reports:

A. President – Wm Shrewsbury

There were no additions to the submitted written report.

B. Executive Vice President – John LaMar Cole

There were no additions to the submitted written report.

C. Administrative Vice President – Geary Schindel

Additions to the submitted written report are as follows:

- The Luminary Series is being held this week at Convention.
- The NSS will be continuing the webinar series.
- Hupp's Hill acquisition is moving slower than desired, but motion will be brought at the next meeting.

D. Operations Vice President – Dave Luckins

Additions to the submitted written report are as follows:

- A revised search engine is being developed for the website and bookstore.
- A revised web page is being developed, with proposed launch in first quarter of next year.

E. Secretary-Treasurer – Debra Young

Additions to the submitted written report are as follows:

- Division 6 is being worked on. Dave Irving will publish a report as soon as he can get QuickBooks updated.

3) Committee Reports:

- Election Committee – Allan Weberg, Chairman – oral report
- WNS Liaison – Peter Youngbaer – oral report
- NSS Headquarters Commission – Dave Haun – oral report
- NSS Convention 2012 – Nick Schaer, Treasurer – oral report
- NSS Convention 2013 – Russ Kennedy, Co-Chairman – oral report

SPECIAL ORDERS

4) Director Resignations

Shrewsbury moved: The written resignations from the board by Director Mark Joop and Director Ronal Kerbo are accepted.

Voted for: Unanimous

PASSED

5) Election of Director per Bylaw IV.A(1)(b)

Wiseman nominated Bill Jackson

Tiderman nominated R.D. Milhollin

Shrewsbury moved to close nominations.

Voted for: Unanimous

Vote on the motion: Bill Jackson was elected and was seated immediately.

UNFINISHED BUSINESS

6) Bylaw Amendment Sections IV(A)(1)(a), IV(A)(1)(c), and IV.A.(2)(b)

Paylor moved: Bylaws IV.A.(1)(a), A.(1)(c), and A.(2)(b) are amended as follows:

A. The Board of Governors shall consist of twelve directors plus the officers.

(1)(a) The directors shall serve for three years, four being elected each year to take office at the start of the first Board meeting following May of that year. A tie for fourth place shall be broken by an immediate <mail> ballot of those current officers and directors who are not tied for fourth place.

(1)(c) The number of votes cast for each candidate shall determine which are elected for three year terms and which for shorter terms to fill vacancies. In the event of ties for the shorter terms, such shall be broken by an immediate <mail> ballot of current officers and directors, excluding any under interim appointment or any tied for fourth place.

(2)(b) The deadline for receiving ballots shall be no later than thirty days before the elected directors will take office. Ballots shall be <mailed><<made available>> to voting members at least <thirty days, if by first class mail, or> forty five days<,otherwise;> before the deadline for receiving ballots.

Voted for: Unanimous

PASSED

NEW BUSINESS

7) 2014 NSS Convention

Schindel moved: Huntsville, Alabama is approved as the site of the 2014 NSS Convention.

Voted for: Majority

Voted against: Frantz

Abstained: Tideman

PASSED

8) 2015 NSS Convention

Schindel moved: Rolla, Missouri is approved as the site of the 2015 NSS Convention.

Voted for: Unanimous

PASSED

9) Recess Monday

President Shrewsbury declares an adjournment of the Monday session. The Board and directorate met in closed session following the adjournment.

President Shrewsbury announced that the meeting will reconvene on Friday, June 29, 2012 at 9:00 a.m.

10) Reconvene Friday

President Shrewsbury called the continuation of the 221st Board of Governors meeting to order on June 29, 2012 at 9:06 a.m. All officers and directors were present. Jean DeVries was present as recording secretary.

11) Report of the Closed Session of the Directorate

Ted Kayes, chairman of the directorate, reported that Geary Schindel was re-elected administrative vice-president, Dave Luckins was re-elected operations vice-president, and Bob Vandeventer was elected executive vice-president. No chairman of the directorate was elected, and the directorate will reconvene after the meeting to elect a chairman. [The directorate subsequently elected Dean Wiseman as chairman of the directorate.]

12) Report of the Closed Session of the Board

During the closed session of the board, fundraising for the new Headquarters was discussed.

At this time, the agenda was suspended for a presentation from a group interested in hosting the 2016 NSS Convention in Ely, Nevada.

13) Fall 2012 BOG Meeting

Shrewsbury moved: The bid by the Cave Diving Section to host the 2012 Fall Board of Governors meeting in St. Augustine, Florida on October 27th is approved.

Voted for: Unanimous

PASSED

14) Spring 2013 BOG Meeting

Shrewsbury moved: The bid by the San Francisco Bay Chapter of the NSS to host the 2013 Spring Board of Governors meeting in San Jose, CA on Saturday, March 23rd is approved.

Voted for: Unanimous

PASSED

Luckins moved to consider agenda items 15-19 as a group.

PASSED

PASSED

15) NSS Museum of Speleology Committee Chairman Appointment

Luckins moved: Jennifer Pinkley (NSS22545RE/FE) is confirmed as Chair of the NSS Museum of Speleology Committee.

Shrewsbury moved items 15-19 are confirmed as written.

Voted for: Unanimous

PASSED

16) Nominating Committee Chairman Appointment

Shrewsbury moved: Allan Weberg (NSS 30904RE) is confirmed as Chairman of the Nominating Committee. John Wilson (NSS 13112RL/FE/OS.), Susi Weston (NSS 51411RG),

Sarah Richards (NSS 42770RE), and Ted Kayes (NSS 6122CL/FE) are appointed as committee members.

17) Planning Committee Chairman Appointment

Shrewsbury moved: Mike Crockett (NSS 33730RE/FE) is confirmed as Chairman of the Planning Committee.

18) Confirmation of Project Underground Members

Schindel moved: Thor Bahrman, (NSS 45063RE), Peg Sorenson, (NSS 26779FL/FE), and Jim Wilbanks, (NSS 30738RE/FE) are confirmed as members of Project Underground.

19) Confirmation of NSS Members Manual Editor

Cole moved: Kelly Smallwood, NSS 58745RE, is approved as Editor of the NSS Members Manual.

Agenda was suspended for the Congress of Grottos Report – Bill Stringfellow reported on the Congress of Grottos (COG) meeting. See Attachment A.

20) Bylaw Amendment IV.A.(2)(a)

Shrewsbury moved: Bylaw IV.A.(2)(a) is amended as follows:

(a) Candidates for director shall be selected from among eligible Society members by a nominating committee of at least three members, appointed annually by the President and approved by the Board. Any eligible member <<who presents a petition signed by twenty-five voting members>> <may be nominated> <<shall be placed on the ballot>> <by a petition signed by twenty-five voting members>. The ballot shall have provision for write-in votes. An incumbent completing two contiguous full terms as director is not eligible to run for reelection until the following year. Persons ineligible to run for <<election or>> reelection shall not be appointed to <<fill>> <D> <<d>>irector vacancies <under Bylaw Section IV.A.(1)(b) nor> <<or>> as proxies <under Bylaw Section IV.G> <<for board members at meetings>>.

Bush moved to amend <<who presents a petition signed by twenty-five voting members>> to <<who presents a petition signed by seventy-five voting members>>. Motion was withdrawn.

Bush moved to amend <<who presents a petition signed by twenty-five voting members>> to <<who presents a petition signed by one percent of the voting membership>>.

Frantz calls the question.

VOTE to call the question:

Voted for: Unanimous

VOTE on amendment:

Voted for: Unanimous

PASSED

VOTE on motion as amended:

Voted for: Bush, Clark, Frantz, Jackson, Paylor, Schindel, Tideman, Young

Voted against: Crockett, Geisler, Liebman, Luckins, Mitchell, Putnam, Vandeventer, Wiseman
FAILED

21) Bylaw IV.A.(2)(a) Amendment

Shrewsbury moved: Bylaw IV.A.(2)(a) sentence four is amended as follows:

An incumbent completing two contiguous full terms as director is not eligible to run for reelection <until the following year><<for one full term>>.

Voted for: Unanimous

PASSED

22) Bylaw IV.A.(2)(c) Amendment

Shrewsbury moved: Bylaw IV.A.(2)(c) is amended as follows:

(c) An announcement shall be published in the <NSS NEWS> <<NSS News>>, <or> <<and>> otherwise distributed to all voting members, at least forty-five days before the deadline for receipt of <nominating petitions> <<nominations>>. The announcement shall identify the nominating committee, state the number of positions to be filled and the term of office of each, solicit suggestions for candidates, and state the procedure and deadline for <petitions> <<nominations.>> <, and list candidates who have already consented to run.>

Voted for: Unanimous

Cheryl Jones was seated as proxy for Margot Geisler who had to leave to attend to a Convention registration issue.

23) Bylaw IV.A(3)(f) Amendment

Shrewsbury moved: Bylaw IV.A.(3)(f) is amended as follows:

(f) <Concurrently with the installation of a President, and thereafter at its pleasure, the Directorate shall select a President pro tem, who shall in the absence of the President have all power and duties of the President. The President pro tem shall have by virtue of this selection no powers or duties when the President is present.

1. A non-incumbent President-elect shall automatically become President pro tem.
2. The President pro tem shall be selected from persons qualified to hold the office of President.>

<<In the absence of the President the Chairman of the Directorate shall perform the duties of this position until either the President is able to resume, the Directors elect a new President, or a President-elect is able to assume this position.>>

Voted for: Bush, Clark, Crockett, Liebman, Luckins, Jackson, Mitchell, Paylor, Putnam, Schindel, Tideman, Vandeventer, Wiseman

Voted against: Frantz, Jones, Young

PASSED

24) Photo Salon Equipment Fund (Act 18-862)

Tiderman moved: Up to 3% of the profits from each Convention, not to exceed \$500 annually, will be placed in the Salon restricted fund for the purchase of new equipment for the Photo Salon.

Voted for: Majority

Voted against: Liebman

Abstain: Jackson

PASSED

25) Request for Funds from the Library Museum Building Trust Fund

Luckins moved: The Secretary-Treasurer shall request up to \$1500 from the National Speleological Foundation to be drawn from the NSS Library Museum Building Trust Fund (Attachment P of the NSS/NSF contract) to facilitate moving the NSS Museum of Speleology artifacts to the new headquarters at 6001 Pulaski Pike, Huntsville, AL. The OVP shall coordinate the move.

Voted for: Unanimous

PASSED

26) Creation of the Drake Mountain Nature Preserve (Act 26-863)

Luckins moved; The Drake Mountain Nature Preserve is created in the Department of the Administrative Vice President. The preserve shall consist of the western 55.4 acres (more or less) of the NSS Headquarters property at 6001 Pulaski Pike NW, Huntsville, AL. The boundaries of the preserve shall be the west boundary of the property; the north boundary shall be a line running 2250 feet east intersection of the west property line and the north property line, at which point the east boundary shall be a line running south from that point until it intersects the south property line.

Voted for: Unanimous

PASSED

27) Act 28-607 Convention New Member Discount

Tiderman moved: Act 28-607 is revised as follows:

Effective September 1, 2007, people joining the NSS for the first time shall receive a nontransferable, non-replaceable New Member Discount Coupon worth \$40, applicable toward the <<full week>> registration fee for an NSS Convention.

Voted for: Clark, Luckins, Paylor, Putnam, Schindel, Tiderman, Young

Voted against: Bush, Frantz, Jones, Liebman, Jackson, Vandeventer

Abstained: Crockett, Mitchell, Wiseman

PASSED

28) Rescue Training Fund

Frantz moved Act 19-706 is amended as follows:

The NSS Cave Rescue Training Restricted Fund is established to provide scholarships to individuals to cover registration fees associated with cave rescue training administered by the National Cave Rescue Commission (NCRC), with the purpose of improving the cave rescue infrastructure. The fund consists of donations.

Selection of individuals to receive scholarships will be at the discretion of the NCRC. Scholarships will be awarded based on the potential of selected recipients to improve the cave rescue infrastructure at any level, including roles as individual rescuers or in leadership positions. The NCRC Board will establish criteria for the award of the scholarship. The NCRC National Coordinator may authorize payments from this fund with the approval of the NSS Administrative Vice President. The scholarship award may cover all or part of the registration fees (including food and camping) for a NCRC rescue training course chosen by the applicant. <The fund shall initially grow without disbursement until it reaches a balance of \$1,500. Thereafter up to 50% of the fund balance available on the last day of the NSS fiscal year may be disbursed in the following fiscal year, unless this would cause the remaining balance to fall below \$1,000.> <<The Fund was established, and is periodically enhanced, by donors. The Fund is managed as a temporarily restricted quasi-endowment fund. Annually the Society may withdraw up to 5.5% of the total fund's value for this purpose. >>

Voted for: Unanimous

PASSED

29) Record Retention Procedure (Act 25-864)

Luckins moved: The Operations Vice President shall establish and maintain a Record Retention Procedure for certain corporate records beyond current use needs, according to regulatory, legal, financial, and operational requirements. The procedure shall be recorded in Section 9-4, Operations Vice President, of the Board of Governors Manual.

Voted for: Unanimous

PASSED

30) Creation of Webinar Committee (Act 66-865)

Schindel moved: The Webinar Committee is established within the Education Division of the Administrative Vice President Department. The committee is responsible for developing and operating the NSS's web based multimedia outreach program for the benefit of its members and the general public.

Jones moved to amend: <web based multimedia outreach><<webinar>>.

VOTE on amendment:

Voted for: Unanimous

PASSED

VOTE on motion as amended:

Voted for: Unanimous

PASSED

31) Purchase of AED for NSS Office (Act 25-866)

Liebman moved: The NSS will spend up to \$3000.00 to purchase two AEDs (Automated External Defibrillator) for the NSS office, and to train the office staff in their use. One will remain at the office at all times. The second will be available for onsite events, and taken to off-site events attended by NSS office staff.

Voted for: Unanimous

PASSED

32) National Speleological Society Strategic Plan (Act 09-867)

Shrewsbury moved: The National Speleological Society Strategic Plan (Attachment 'B') is approved.

Voted for: Unanimous

PASSED

33) Preliminary Headquarters Floor Plan

Shrewsbury moved: The preliminary floor plan (Attachment 'C') for the new NSS Headquarters is approved.

Voted for: Unanimous

PASSED

34) Open Discussion

Shrewsbury moved: An open discussion is held for a period of time not to exceed 30 minutes.

- CaveSim operators thanked supporters
- Gene Melton provided information on the fall BOG meeting
- Cheryl Jones expressed appreciation to Dave Haun for his work on the HQ Committee
- Bill Putnam gave a fundraising update. We are well on our way to passing the \$10,000 goal for this week's matching fund. Thanks for the support.
- Peri Frantz attended the Congress of Grottos meeting on Wednesday. The BATS grotto had a plan for grotto development. The Board committee should use their input.

35) Appreciation

Shrewsbury moved: The Board of Governors expresses its appreciation to the 2012 NSS Convention Committee for hosting our meeting and providing excellent meeting arrangements.

Voted for: Unanimous

PASSED

36) Adjournment

Bush moved: The meeting is adjourned. President Shrewsbury declared the meeting adjourned at 11:55a.m..

Attachment A

2012 Congress of Grottos Report to NSS Board of Governors

The 2012 Congress of Grottos meeting convened at 1412 hrs on Wednesday, June 27th with Chairman Bill Stringfellow, presiding. Vice-Chair Blake Jordan was also present.

Old Business:

NSS President Wm Shrewsbury reported on and discussed the two motions passed by the 2011 Congress of Grottos. OVP Dave Luckins then provided information on the NSS web page redesign project and how it addresses the 2011 motions. A projected completion date for this project is Q2 2013.

New Business:

Southeastern Regional Association (SERA) moved:

All publications that are scanned and made available online shall only be for NSS members and made available for printing.

Motion was withdrawn at SERA's request.

Baltimore Grotto moved:

Newsletters shall be stored on an archival storage system.

Amended to read:

Newsletters in NSS possession shall be stored on a digital archival storage system.

Amended motion passed by show of placards, none opposed, no abstentions.

BATS Grotto moved:

The NSS shall institute a grotto development program as described below. (See attached pages for full description of proposed program.)

Amended to read:

The NSS shall institute a grotto development program.

Amended motion passed overwhelmingly by show of placards. Exact count of opposed and abstaining I/O's will be provided in final COG minutes.

Dean Wiseman, NSS PR Chair addressed the Congress regarding Grotto development. His discussion included how to create a quality Grotto. He wants to hear from Grottos as to their needs and ideas on how to implement a Grotto development program.

General Discussion:

- How to get more I/O's to participate in the COG?
 - Affected by conflicts with other sessions
 - Lack of 'hot' topics
- Make sure issues are sent out in plenty of time for discussion by Grottos.
- Liked COG Bylaws (Appendix Q) attached to COG Agenda.
- Information and communication is the lifeblood of the COG.

Fundraising:

Several Headquarters fundraising solicitations were made to the Congress for raffle tickets, Team 404 memberships, and brick and block purchases.

Elections of Officers:

Chairman: Bill Stringfellow, nominated by RASS, elected by acclamation.

Vice-Chairman: Blake Jordan, nominated by San Francisco Bay Chapter, elected by acclamation.

Meeting adjourned until next regular meeting by Chairman Bill Stringfellow.

Bill Stringfellow, 204 Lake Court, Woodstock, GA 30188-3212, 678-676-0509.

Blake N. Jordan, 6109 Concordia Road NE, Albuquerque, NM 87111, 505-362-0101.



National Speleological Society Strategic Plan

NSS Mission Statement

The National Speleological Society (NSS) is a non-profit membership organization dedicated to the scientific study of caves and karst; protecting caves and their natural contents through conservation, ownership, stewardship, and public education; and promoting responsible cave exploration and fellowship among those interested in caves.

NSS Vision Statement

To be the leading force for responsible cave discovery, scientific study, exploration, stewardship, education, and caving enjoyment.

Objectives

- 1. Assure a sustainable NSS.** Reverse a declining membership trend that threatens the revenue needs and health of the organization by systematically raising funds beyond dues to finance valuable programs.
- 2. Streamline and improve organizational governance.** Provide cavers, Grottos, Regional organizations, national committees, and the Board the tools to be more effective by improving education, training, communication, and interaction.
- 3. Present a strongly unified authoritative presence on all cave and karst matters.** Be a national voice about the value of caves, their biota, and other related natural features to build public understanding and appreciation.
- 4. Strengthen NSS Science, Conservation and Education programs.** Become the authoritative source for information related to scientific endeavors and scholarly activity.

Present Situation

1. We face major financial shortfalls.
2. We have limited organized fundraising programs.
3. Our new headquarters offers outstanding new opportunities as well as risks.

4. Not all Internal Organizations function smoothly.
5. Volunteers are the life blood of our organization, and the development of dedicated volunteers will advance our programs.
6. The role of the Board is not sufficiently well defined or understood.

Proposals

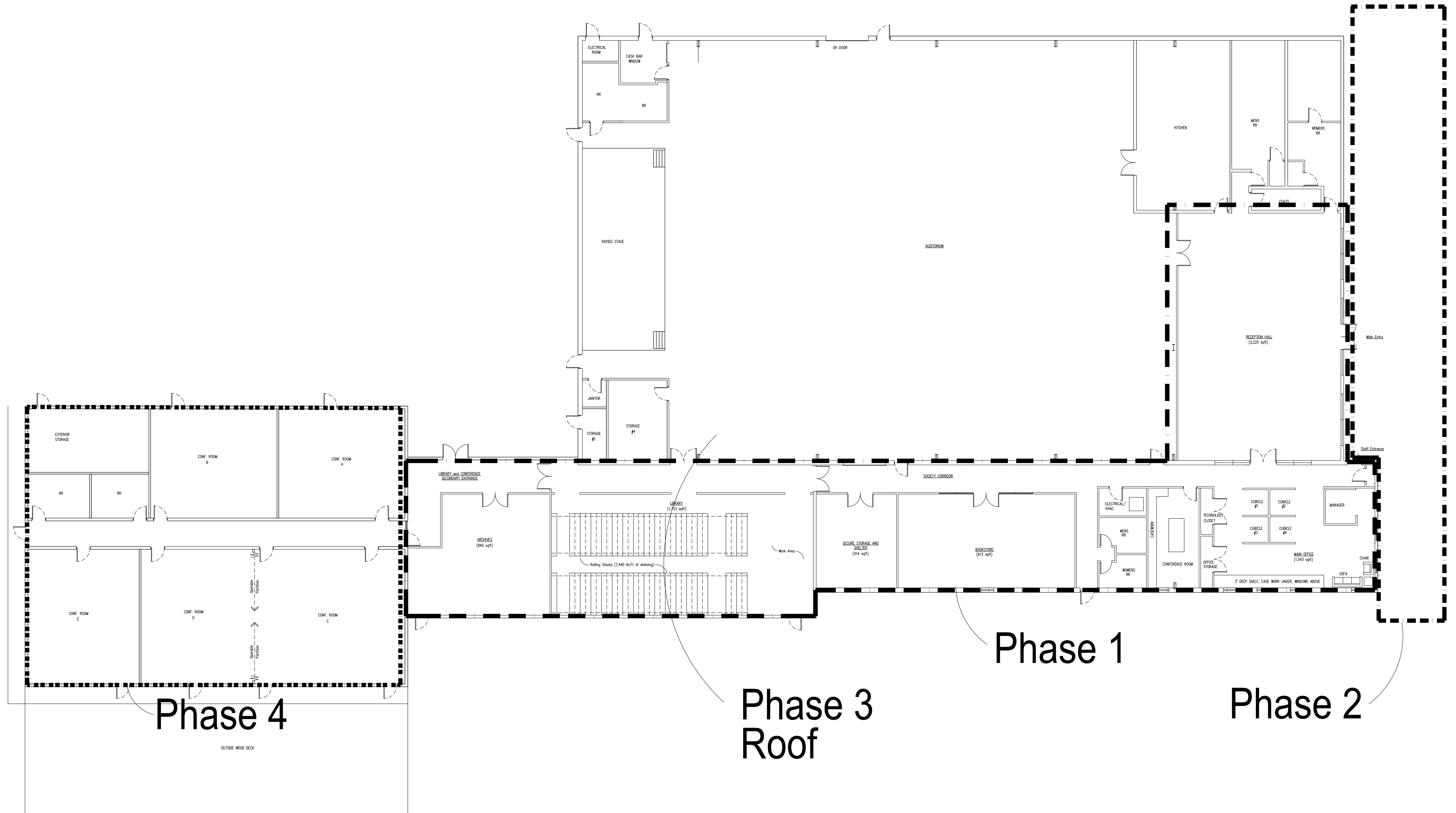
The NSS shall emphasize the following priorities:

- Emphasizing membership program development.
- Formulate systematic fund raising programs.
- Examine operations to identify and fix shortcomings.
- Mentor volunteers and enhance their skill sets.
- Define the role of public relations.

Plans

Recommendations for the following will be made to the Board by October 1st, 2012.

1. Formalize a Membership Plan that will reverse decline and promote NSS membership.
 - Championed by Jay Clark.
2. Formulate and implement a comprehensive fundraising plan.
 - Championed by Bill Putnam.
3. Develop a specific plan for streamlining NSS operations at all levels.
 - Championed by Gary Bush.
4. Define and recommend public relations policies for both the national organization and assistance to internal organizations.
 - Championed by Dean Wiseman
5. Identify and implement improvements for scientific publications, science & exploration, cave stewardship, and education.
 - Championed by Randy Paylor.



Phase 4

Phase 3
Roof

Phase 1

Phase 2

NSS HEADQUARTERS PROPOSED FLOORPLAN

