

**National Speleological Society, Inc.**  
**Board of Governors Meeting**  
**Minutes of the 241st Regular Meeting**  
**State College, PA**  
**March 23, 2019**  
**FINAL**

The 241st regular meeting of the Board of Governors was held at the State College Borough Building, State College, PA. These minutes, when accompanied by corrections submitted by the Board, constitute the official record of the meeting.

President Geary Schindel called the meeting to order at 9:13 am and welcomed everyone in attendance. Margot Geisler was present as recording secretary.

**Roll Call**

**Officers**

Geary Schindel, president  
Mark Skove, operations vice-president (OVP)  
Dr. Kat Crispin, administrative vice-president (AVP)  
Gaylene Speaect, secretary-treasurer (S-T)

**Directors**

Jean DeVries  
Kristine Ebrey  
Nathan Farrar  
Bill Jackson  
Savannah Sawyer  
Julie Schenck-Brown  
Carol Tiderman  
Will Urbanski  
Cindy Wu  
Peter Youngbaer

Tom Whitehurst, proxy for Gary Barnes  
Keith Wheeland, proxy for Scott Engel executive vice-president (EVP)  
Tony Canike, proxy for Peri Frantz

**1) Approval of the Minutes of the Fall 2018 Board of Governors Meeting in Huntsville**

The minutes of the November, 2018 Board meeting are approved as published.

VOTE:

For: Rest  
Abstain: DeVries, Farrar

**PASSED**

## **2. Officer Reports:**

- a. [President \(PRES\)](#) – Geary Schindel  
Oral reports were given by Bert Ashbrook and Geary Schindel on long term planning and NSS HQ Draft Plan, respectively.
- b. [Executive Vice President \(EVP\)](#) – Scott Engel  
There are no additions to the written report.
- c. [Administrative Vice President \(AVP\)](#) – Kat Crispin  
There were no additions to the written report.
- d. [Operations Vice President \(OVP\)](#) – Mark Skove  
In addition to the written report, Mark Skove talked about Huntsville Grotto volunteering to help with clean up at the headquarters.
- e. [Secretary-Treasurer \(S-T\)](#) – Gaylene Speaect  
There were no additions to the written report.

## **3) Committee Reports:**

- a. Tony Canike: oral presentation on NSS branding initiative
- b. Kristine Ebrey: updated information on the NSS 2019 Convention
- c. Rich Geisler: updated information on the NSS 2020 Convention
- d. Carol Tideman: presented a bid for the NSS 2022 Convention from South Dakota

## **4) Recess for the closed session of the board and directorate**

President Schindel declared a temporary recess for a closed session at 12:21 p.m.

## **5) Reconvene - Meeting was reconvened at 3:53 p.m.**

## **6) Report of the Closed Session of the board and directorate.**

Chair of the Directorate Kristine Ebrey reported that Geary Schindel was re-elected President. The audit committee chair will be selected at the next meeting. President Geary Schindel reported that awards were voted on and other miscellaneous non-public business was attended to.

## **NEW BUSINESS**

### **Consent Agenda**

## **7) Rescind Act 19-723, Peter Gomez Fund**

Speaect moved: Act 19-723, Peter Gomez Fund, is rescinded.

Passed in consent agenda motion.

**PASSED**

**8) Rescind Act 18-623, NSS Library/Museum Building Trust Fund**

Speaect moved: Act 18-623, NSS Library/Museum Building Trust Fund is rescinded.

Passed in consent agenda motion

**PASSED**

**9) Rescind Act 18-726, NSS Library Book Sales**

Speaect moved: Act 18-726, NSS Library Book Sales is rescinded.

Passed in consent agenda motion.

**PASSED**

**10) Recording of Named NSS Headquarters and Conference Center Features  
(Act 26-945 and the Appendix will be BG)**

Jackson moved: All features in the NSS Headquarters & Conference Center named in honor of or recognition of a member shall be recorded in an appendix of the BOG Manual.

Passed in consent agenda motion

**PASSED**

**11) Recording of Stephenson Group Membership**

Jackson moved: Act 28-643, The Stephenson Group, is amended.

NSS Members or Internal Organizations in good standing who:

- (A) Contribute a cumulative of \$10,000 to the Society, or
- (B) Name the Society as a beneficiary under a will or living trust for at least \$10,000., or
- (C) Create a charitable remainder trust that names the Society as the beneficiary of at least 25% of the corpus of the trust are designated as members of the Stephenson Group.

Membership in the Stephenson Group will include past donors and deceased members who have had funds contributed in their names. The Fundraising Committee Chairman is responsible for managing this program. Membership in the Stephenson Group will be designated on NSS National Convention name tags beginning in the Year 2000. << [A list of members of the Stephenson Group shall be maintained in Section Six of the BOG Manual.](#)>>

Passed in consent agenda motion

**PASSED**

**12) Recording of Benefactors**

Jackson moved: Act 28-300, Contributions, is amended.

Members who contribute to the Society in addition to their dues are entitled to the following designations in appreciation of their contribution:

<u>Amount</u>	<u>Designation</u>
<\$100	Contributor

<\$500        Supporter  
 <\$1000      Friend  
 <\$2,000     Mentor  
 <\$5,000     Sponsor  
 <<><< ≥ >> \$5,000 Patron

The President, upon approval of the Board, may designate a member, institution, grotto, or other entity as a Benefactor of the NSS for lifetime, substantial financial contributions.  
 <<A list of members recognized as Benefactors shall be maintained in Section Six of the BOG Manual.>>

Passed in consent agenda motion **PASSED**

**13) Approval of NCRC Board of Regional Coordinators**

Crispin moved: The following individuals are confirmed as NCRC regional coordinators:

- DJ Walker (NSS 52181) - South Central Region Coordinator
- Tim White (NSS 26949) - South Eastern Region Coordinator
- Roberto "Bull" Miranda (NSS 46112) - Caribbean Region Coordinator
- Andy Armstrong (NSS 45993) - Rocky Mountain Region Coordinator
- Roger Mortimer (NSS 26529) - Training Coordinator

Passed in consent agenda motion **PASSED**

**14) Naming of NSS Benefactor**

Schindel moved: Kenneth Laidlaw is designated as a benefactor of the National Speleological Society.

Passed in consent agenda motion **PASSED**

**Tiderman moved to approve the consent agenda.**

VOTE:

For: Unanimous **PASSED**

**Items for Individual Consideration**

**15) Independent Audit Review**

Jackson moved: An independent auditor review shall be conducted for FY 18/19 in lieu of an independent audit. Regular independent audits shall resume for FY 19/20. Audit of FY 17/18 is suspended. The S-T shall submit final financial reports for FY 15/16 through FY 17/18 to the Audit Committee.

VOTE:

For: Rest  
 Against: Crispin, Skove, DeVries, Speaect

Abstain: Ebrey

**PASSED**

**16) Rescind Act 18-530, Salon Restricted Fund**

Speaect moved: Act 18-530, Salon Restricted Fund, is rescinded.

VOTE:

For: Rest

Against: Jackson

Abstained: Schenck-Brown

**PASSED**

**17) Amendment of Act 28-944 and Appendix BF, NSS Anti-Harassment Policy**

Schindel moved: Act 28-944 and Appendix BF the NSS Anti-Harassment Policy is revised as follows:

This Anti-Harassment Policy applies to all events sanctioned by the National Speleological Society. Internal organizations within the Society are independent organizations and may create their own policies. To remain compliant with the NSS Charter, they must also have in place an Anti- Harassment Policy, <or> agree to implement the NSS policy, <<or be subject to the policy of a parent/host institution,>> or risk loss of association with the NSS.

The National Speleological Society is dedicated to providing a safe and harassment-free environment for our members and attendees at our events, on social media, and within our organization. We will not tolerate harassment in any form. Any attendee that violates this policy will be told to leave the event and may be subject to further disciplinary action at the discretion of the NSS Board of Governors, pursuant to Bylaw XI. B. Discipline of Members.

Harassment includes but is not limited to inappropriate comments, inappropriate sexual behavior that warrants intervention, unwanted advances and touching, invasion of personal space in a sexual manner, deliberate intimidation, and unwelcome sexual advances. In addition, harassment includes unwanted verbal, physical, cyber, or aggressive behavior. If an incident of harassment is reported, the event staff, volunteers, or NSS representatives will take corrective action against any offenders at the time of the incident, ranging from verbal warnings to expulsion from the area and/or event and a referral of the offender to the NSS Board of Governors for consideration of discipline from the Society.

We value all of our members and attendees that come to caving events and want to ensure that safety and well-being of all participants is a top priority. Any person being harassed or witnessing another person being harassed should contact a staff member immediately. We will make every effort to assist and provide protection for our members and attendees.

VOTE:

For: Rest

Against: Speaect

**PASSED**

**18) Amendment of Act 28-944 and Appendix BF, NSS Anti-Harassment Policy**

Tiderman moved: Act 28-944 and Appendix BF, NSS Anti-Harassment Policy is amended as follows:

add to end...

Complaints about harassment may also be directed, in confidence, to the NSS President ([president@caves.org](mailto:president@caves.org)) and/or legal Department at ([legal@caves.org](mailto:legal@caves.org))

Jackson moved to amend: Delete legal department, add Chair of the Directorate, and remove e-mail addresses.

VOTE to amend:

For: Rest

Against: Wu, Youngbaer, Speaect, Crispin, Ebrey

Abstained: DeVries

**PASSED**

Vote on motion as amended:

For: Rest

Against: Crispin, Sawyer, Urbanski, Ebrey, Wu, Speaect, Youngbaer

Abstained: DeVries

**PASSED**

**19) Approval of 2019-2020 Budget**

Speaect moved: The [2019-2020 Budget v3](#) is approved.

Jackson moved to amend: add the sum of \$8500.00 to the line of auditor services.

VOTE to amend:

For: Farrar, Youngbaer, Jackson

Against: Rest

Abstain: Whitehurst (for Gary Barnes)

**FAILED**

Vote:

For: Rest

Against: Jackson

Abstain: Speact

**PASSED**

**20) Amendment of Act 83-329, Special Publications Committee**

Engel moved: Act 83-329, Special Publications Committee, is amended as follows:

A Special Publications Committee is established in the Department of the Executive Vice-President. The committee shall arrange and administer the publication of all non-serial

publications of the Society or its committees, as authorized by the Board of Governors. These responsibilities include: Helping authors develop ideas that may ultimately result in NSS non-serial publications, Soliciting manuscripts and proposals for NSS non-serial publications, Forwarding proposals to the <Market Analysis Committee><<Executive Vice-President>> for review, evaluation, and recommendations, and Estimating the total cost to produce each proposed NSS publication at various quantities with a detailed discussion and logic for the estimate. <he Executive Committee will consider the recommendations of the Special Publications Committee and the Market Analysis Committee when determining the scope of a proposed NSS non-periodical publication, the quantity to be printed, and the retail price as they develop the NSS Capital Budget for approval by the Board of Governors.> Once a proposed publication is approved by the <Board of Governors><<Executive Vice-President>>, the Special Publications Committee is responsible for: Preparing a draft contract between the author and the NSS for <Executive Committee> review and <<signatory>> approval <by the NSS President, Preparing><<overseeing>> the book <<preparation>> for publication to professional standards, <providing the author(s) and one expert in the publication=s><<overseeing review and proof-reading of draft document by at least one>> subject matter <an exact copy of the electronic file that is to be submitted to printers for bid and arranging for a copy of all review comments to be sent to the EVP><<expert>>, Obtaining bids from several printers and selecting the best printing bid, Authorizing printing only after EVP approval, Supervising the printing and production process, Arranging for shipment of the books to the NSS Bookstore, and other destinations as required, and Ensuring that the terms of the contract between the NSS and the author(s)/ editor(s) are fulfilled. Committee members may be paid for their efforts to prepare a book for publication if such costs are within the approved budget for pre-publication costs and are competitive with the market for similar services.

Vote:

For: Unanimous

**PASSED**

## **21) Amendment of Act 83-647, Publication Contracts**

Engel moved: Act 83-647, Publication Contracts, is amended.

No one shall enter into a contract, oral or written, for the NSS to publish a non-serial publication or an extraordinary overprint of an NSS periodical unless the publication is approved by the <Board of Governors><<Executive Vice President>>. Once a publication is approved, <the Executive Committee shall document the agreement in a contract><< a written contract between the author(s) and the NSS will be prepared for signature by the NSS President prior to publication>>.

Jackson moved: add <<or Secretary/Treasurer>> after NSS President.

VOTE to amend:

For: None

Against: Unanimous

**FAILED**

Crispin moved: << a written contract between the author(s) and the NSS will be <<reviewed and signed>><prepared for signature> by the NSS President prior to publication>>

Vote to amend:

For: Rest

Abstain: Jackson

**PASSED**

Vote on motion as amended:

For: Unanimous

**PASSED**

## **22) Amendment of Act 83-666, NSS Non-Periodical Publications**

Engel moved: Act 83-866, NSS Non-Periodical Publications, is amended.

NSS non-periodical publications shall be managed in accordance with Act 83-329, and Act 83-647. The <Executive Committee><Special Publications Committee> is responsible for recommending which NSS non-periodical publications we should publish, the quantity to be printed, the selling price, and the publication budget, for approval by the <Board of Governors> <<Executive Vice President>>. <The Executive Committee shall provide the following information to the Board in advance of the meeting at which the Board will be asked to approve the publication budget. A><<The Executive Vice President will be provided with a>> detailed publication description including an outline, a list of authors and reviewers, an analysis of the market including a comparison with similar publications and their retail price and recent sales data, the quantity to be printed and the projected period during which all publications will be sold, a detailed publication budget that addresses all costs associated with developing the publication including author compensation, the proposed retail price for the publication, and, the plan for promoting the publication. <<The Executive Vice President will be responsible for including the necessary costs for non-periodical publications in the annual budget for approval by the Board of Governors. >><Motions seeking approval of a new NSS book or other non-periodical publication, and/or funding for it, shall be presented separate from other budget items. Upon approval, the motion shall be a numbered Act of the Board.>

VOTE:

For: Unanimous

**PASSED**

## **23) Amendment to Attachment O of Appendix C**

Engel moved: In accordance with line item 6 of Attachment O of Appendix C to the Acts of the Board, the entirety of the funds held in the NSS Publications Trust Fund are to be transferred to the Reserve Fund and the aforementioned fund dissolved.



VOTE:

For: Rest

Against: Farrar, Tiderman

Abstained: Jackson, Schenck-Brown

**PASSED**

**24) Approval of Publication of SPAR Book SPAR (Act 83-946)**

Engel moved: In accordance with Act 07-266, Literature Endorsement, the forthcoming publication titled SPAR (Small Party Assisted Rescue) authored by Rick Speaect and Eddy Cartaya, is hereby endorsed by the NSS Board.

VOTE:

For: Rest

Abstained: Speaect

**PASSED**

**25) Approval of NCRC Budget**

Crispin moved: The [NCRC Budget](#) is approved.

VOTE:

For: Rest

Abstained: Speaect, Urbanski

**PASSED**

**26) Approval of the NSS/KWI Liaison**

Schindel moved: Dave Decker is approved as NSS/KWI Liaison is approved.

VOTE:

For: Unanimous

**PASSED**

**27) Approval of Kingston Saltpeter Management Plan**

Crispin moved: Kingston Saltpeter Management Plan is approved.

DeVries moved to postpone to the summer meeting.

VOTE to postpone:

For: Unanimous

**POSTPONED**

**28) Appreciation**

Schindel moved: The Board of Governors expresses its appreciation to the Nittany Grotto for hosting our meeting and providing excellent meeting arrangements.

VOTE:

For: Unanimous

**PASSED**

**29) Adjournment**

Speaect moved: The meeting is adjourned. President Schindel declared the meeting adjourned at 6:23 pm.