

National Speleological Society, Inc.
Board of Governors Meeting
Minutes of the 242nd Regular Meeting
Cookeville, TN
June 17 & 21, 2019
FINAL

The 242nd regular meeting of the Board of Governors was held at Cookeville High School in Cookeville, TN. 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 9:11 a.m. and welcomed everyone in attendance. Margot Geisler was present as recording secretary. Cindy Wu aided the recording secretary.

Roll Call

Officers

Geary Schindel, President (PRES)
Mark Skove, Operations Vice-President (OVP)
Kat Crispin, Administrative Vice-President (AVP)
Scott Engel, Executive Vice-President (EVP)
Gaylene Speaect, Secretary-Treasurer (S-T)

Directors

Gary Barnes
Kristine Ebrey
Nathan Farrar
Peri Frantz
Savannah Sawyer
Julie Schenck-Brown
Carol Tiderman
Adam Weaver
Meredith Hall Weberg
Cindy Wu

Andy Belski, proxy for Will Urbanski
Ben Tobin, proxy for Stephen Gladieux

1) Approval of the Minutes March 23, 2019 Board of Governors Meeting in State College, PA

Tiderman moved: The minutes of the March 23, 2019 be approved as published.

VOTE:

For: Rest

Abstain: Weberg

PASSED

2) Officer Reports:

a. President (PRES) – Geary Schindel

There were no additions to the written report. President Schindel thanked Jean DeVries, Bill Jackson, and Peter Youngbaer for their service as board members.

b. Executive Vice-President (EVP) – Scott Engel

In addition to the written report, it was reported that the NSS has two published books available for purchase at convention. We are now subject to pay 25% in tariffs on our books, ~\$24,00. We will pass on this cost to the consumer pricing these two books a couple dollars higher. We have a third book coming out which we opted to print with a U.S. printer. We are printing 1,500 copies of the Jewel Cave Adventure Book where 1,000 copies will go to the NSS Headquarters and 500 copies are going to Black Hills.

c. Administrative Vice-President (AVP) – Kat Crispin

In addition to the written report, Julie Schenck-Brown awarded a certificate of appreciation from the NSS Landowner Relations Network Committee (LRNC) to Jay Clark, NSS General Counsel. Dr. Kat Crispin presented an NSS LRNC award to Anne Dunleavy of Lincoln Caverns in PA. Julie Schenck-Brown is confirmed as co-chair for Preserves. Pat Seiser will chair the 2021 convention in Weed, CA and Matt Bowers will be co-chair.

d. Operations Vice-President (OVP) – Mark Skove

There were no additions to the written report.

e. Secretary-Treasurer (S-T) – Gaylene Speaect

In addition to the written report, it was reported that a bank account is now set up for the 2020 Convention in Elkins, WV and financials have been submitted to our auditor for a review, which will not begin until after July 15, 2019.

3) Committee Reports:

- a. 2020 Convention, Elkins WV – Rich Geisler
- b. 2021 Convention, Weed CA – Pat Seiser
- c. 2022 Convention, Custer SD – Dan Austin
- d. Awards Committee

4) Recess Monday for a closed session of the board and directorate

President Schindel declared an adjournment of the Monday session at 10:15 a.m. President Schindel announced that the meeting will convene on Friday June 21, 2019 at 9:00 a.m. The board and directorate met in closed session following the adjournment.

5) Re-convene Friday

President Schindel called the continuation of the 242nd Board of Governors meeting to order on June 21, 2019 at 9:08 a.m. All directors or proxies present on Monday were in attendance, with the following exceptions: Stephen Gladieux was present, Amos Mincin was proxy for Cindy Wu, Paul Winter was proxy for Adam Weaver. Margot Geisler was present as recording secretary.

6) Report of the Closed Session of the Directorate

Newly elected Chair of the Directorate, Nathan Farrar, reported on officer elections.

- Scott Engel was retained as Executive Vice-President
- Mark Skove was retained as Operations Vice-President
- Kat Crispin was retained as Administrative Vice-President

OLD BUSINESS

7) Approval of Kingston Saltpeter Management Plan – Act 26-947 - Postponed from spring
Crispin moved: [Kingston Saltpeter Preserve Management Plan](#) is approved.

VOTE:

For: Rest

Abstain: Andy Belski

PASSED

NEW BUSINESS

Consent Agenda

8) Fall 2019 Board of Governors Meeting

Schindel moved: The fall 2019 Board of Governors meeting will be held in Huntsville, AL, on November 9, 2019.

Passed in consent agenda

PASSED

9) Rescind Act 18-862, NSS Salon Equipment Fund

Speaect moved: Act 18-862 is rescinded.

Act 18-862 reads: Photo Salon Equipment Fund 06-29-12:24 Up to 3% of the profit 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.

Passed in consent agenda

PASSED

10) Reappointment of Committee Chairs – AVP Department

Crispin moved: Blake Jordan (43030RL) (FE) and Dave Socky (16334RL) (AL-FE) as are reappointed as Convention Salon co-chairs through the summer 2021 meeting.

Passed in consent agenda

PASSED

11) Rescind Act 57-571 Project Underground Directors

Tiderman moved: Act 57-571, Project Underground Directors, is rescinded.

Passed in consent agenda

PASSED

12) John Guilday Preserve Management Plan

Crispin moved: The [John Guilday Preserve Management Plan](#) is approved.

Passed in consent agenda

PASSED

13) Albert & Ethel Ogden Nature Preserve Management Plan Act 26-939

Crispin moved: The [Albert & Ethel Ogden Nature Preserve Management Plan](#) is approved.

Passed in consent agenda

PASSED

14) Haggard Preserve Management Plan

Crispin moved: The [Haggard Preserve Management Plan](#) is approved.

Passed in consent agenda

PASSED

??? moved to approve items in the consent agenda

VOTE:

For: Rest

Abstain: Weberg

PASSED

Items for Individual Consideration

15) Confirmation of Chair of the Government Liaison Committee

Schindel moved:

Pat Seiser (NSS 28650) is approved as chair of the Government Liaison Committee.

VOTE:

For: Unanimous

PASSED

16) Rescind Act 57-545, Project Underground

Tiderman moved: Act 57-545, Project Underground, is rescinded.

Act 57-545 reads: The Society will co-sponsor, with the Richmond Area Speleological Society (RASS), "Project Underground", a supplemental environmental education program. Any contract or financial obligation must be further approved by this Board. The NSS agrees to work with RASS to solicit donations and grants and expand the program nationally.

VOTE: For: Rest

Opposed: Frantz

PASSED

17) Director Annual Report Act 02-948

Ebrey moved: Every director will deliver an annual report outlining their accomplishments, fundraising initiatives and preparations, meeting (physical and virtual) attendance, an outline of committee participation and activity, and motions that they have authored or co-authored in the previous year of serving<<and the actions taken by the officer(s) on these motions and activities>>. The annual report will be due on <March 1><<January 1>> of every year and must be submitted to the Chair of the Directorate. The Chair of the Directorate will compile the reports into one article for publishing purposes. The annual reports article will be published on the website, social media sites and in the next feasible NSS News for the membership to review.

??? moved to amend <March 1><<January 1>>

VOTE:

For: Unanimous PASSED

Tiderman moved to amend to add after previous years of serving<<and the actions taken by the officer(s) on these motions and activities>>.

VOTE:

Abstain: Barnes, Belski, Gladieux, Mincin, Speaect
For: Rest PASSED

VOTE on motion as amended:

Against: Barnes, Belski, Frantz, Gladieux
Abstain: Mincin, Winter
For: Rest PASSED

18) Committee Participation for Directors Act 02-949

Ebrey moved: Every director, within <6 months of election><<12 months of taking office>>, is required to be active in an NSS committee(s) throughout their term as a director.

Schenck moved to amend to change <6 months of election> to <<12 months of taking office>>.

VOTE:

For: Unanimous PASSED

VOTE on motion as amended:

Against: Barnes, Belski, Frantz, Gladieux, Sawyer, Weberg
Abstain: Engel, Mincin, Winter
For: Rest PASSED

19) Confirmation of the Education Division Chief

Crispin moved: Devra Hayes (NSS 60026) is confirmed as Education Division Chief in the Department of the Administrative Vice-President.

VOTE:

For: Unanimous PASSED

20) Confirmation of the Co-Chair for Preserves

Crispin clarified that Julie Schenck-Brown (NSS 30493) is confirmed as co-chair for preserves.

21) Confirmation of Convention 2021 Chairman

Crispin clarified that the chair of the 2021 Convention in Weed, CA is Pat Seiser (NSS 28650) and the co-chair is Matt Bowers (NSS 25863). Matt can explore contracts for the 2021 Convention.

22) Authorization for the Secretary-Treasurer to hire an accountant Act 01-950

Barnes moved: The Secretary-Treasurer has the authority to hire an accountant or bookkeeper at up to a cost of \$2,000 per month to review and reconcile our accounts, and to provide advice when any problems are identified until such time as the position of the Chief Accounting Manager is filled by an individual who is competent to carry out these responsibilities; and \$15,000 be added to the 2019-2020 Fiscal Year Budget for this expense.

VOTE:

For: Unanimous

PASSED

23) Expiration date of the Act Associated with previous motion (#22)

Barnes moved: If the above motion is passed by the Board of Governors (BOG), the Act associated with the above motion will expire at the end of the 2019-2020 Fiscal Year.

Gladieux moved to amend to add July 1, 2020.

VOTE:

For: Belski, Gladieux, Mincin, Sawyer, Weberg

Against: Rest

Abstain: Engel, Winter

FAILED

VOTE on original motion:

Against: Speaect, Crispin, Schenck-Brown

For: Rest

PASSED

24) Amend Section IV. J of the NSS By-Laws, Revised Roberts Rules of Order

Gladieux moved: Section IV. J of the NSS By-Laws on Roberts Rules of Order be amended as follows: Robert's Rules of Order, as <<Newly> Revised, shall govern all procedural questions arising at meetings of the Board of Governors.

VOTE:

For: Unanimous

PASSED

25) Sober Security During Convention Activities

Belski moved: During all NSS Convention campground activities that include the disbursement of alcohol, the hosting convention organization must provide a minimum of two security

personnel who are sober and trained in conflict resolution. These security personnel are not to be stationed at one location and must be “roving” throughout the facility or location.

Tiderman moved: The Sober Security During Convention Activities motion be postponed indefinitely.

VOTE:

For: Rest

Against: Belski, Engel, Farrar, Sawyer, Winter

Abstain: Gladieux

PASSED

26) Change By-Law IV. A. (c) to a One-Year Term

Barnes moved: By-Law IV. A. (c). is amended as follows: At every <other> fall meeting of the Board of Governors the directors shall convene and elect the Secretary-Treasurer-elect. The term of office of the Secretary-Treasurer shall begin at the opening of the spring meeting of the Board of Governors. The Secretary-Treasurer’s term will be a minimum of <two><<one>> year<s>.

Scott Engel Called the Question.

VOTE:

Against: Barnes, Crispin, Farrar, Frantz, Mincin, Weberg

For: Rest

PASSED

VOTE on motion as amended:

For: Barnes, Farrar, Frantz, Sawyer

Abstain: Weberg, Winter

Against: Rest

FAILED

27) Appreciation

Schindel moved: The Board of Governors expresses its appreciation to the 2019 NSS Convention staff for hosting our meeting and providing excellent meeting arrangements.

VOTE:

Unanimous

PASSED

28) Adjournment

Tiderman moved: The meeting is adjourned. President Schindel declared the meeting adjourned at 12:50 PM.