

National Speleological Society, Inc.
Board of Governors Meeting
Minutes of the 243rd Regular Meeting
Huntsville, AL
November 9, 2019
FINAL

The 243rd regular meeting of the Board of Governors was held at the NSS Headquarters and Conference Center in Huntsville, AL. 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 9:06 a.m. and welcomed everyone in attendance. Margot Geisler was present as recording secretary.

Roll Call

Officers

Geary Schindel, President (PRES)
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 – by phone
Meredith Hall Weberg
Cindy Wu
Stephen Gladieux
Will Urbanski – by phone

Maureen Handler, proxy for Mark Skove, Operations Vice-President (OVP)
Sonia Meyer, proxy for Cindy Wu

1) Approval of the Minutes of the June 17 & 21, 2019 Board of Governors Meeting in Cookeville, TN.

Farrar moved: The minutes of the June 17 & 21, 2019 meeting be approved as published.

Vote:

Abstain: Handler

For: Rest

PASSED

2) Comments from the Audience (3 minutes limit per person)

3) Officer Reports:

a. [President \(PRES\)](#) – Geary Schindel

There were no additions to the written report. Questions were asked about when bricks at the NSS Headquarters will be installed. Several members present will look into sources of where to buy bricks and send the information to Maureen Handler. Gaylene may have found the problem with YM (Your Membership), the membership data base, that doesn't allow reminder e-mails to be sent for membership renewals.

b. [Executive Vice-President \(EVP\)](#) – Scott Engel

There were no additions to the written report. Defer discussing the members manual to the afternoon. Guinness Book of World Records wants to include caving information, as longest cave, etc.

c. [Administrative Vice-President \(AVP\)](#) – Kat Crispin

There were no additions to the written report. Meredith had several questions about the preserves and dates (a couple of typos were noted).

d. [Operations Vice-President \(OVP\)](#) – Mark Skove

There were no additions to the written report. Maureen Handler is proxy for Mark Skove. IT needs a chairman. New heat/air conditioning system was oversized for the library with the intent of including the bookstore and shipping and receiving area. Duct work will be installed at coming work weekends. Humidity levels in the library have been monitored and found to be too high during certain times. We are obtaining bids to install a dehumidifier to maintain humidity levels to protect our library collection. Comments were made about the Cave Avenue property.

e. [Secretary Treasurer \(S-T\)](#) – Gaylene Speaect

In addition to the written report, questions were answered concerning the auditors. Over the the last three years the S-T has worked on consolidating more than 1,500 accounts to make our accounting system more efficient and compliant with accounting standards.

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

5) Reconvene at 4:00 p.m.

6) Report of the closed session of the board – None

7) Report of the Closed Session of the Directorate

Nathan reported on the Closed Session of the Directorate

- Mark Skove resigned as OVP. Maureen Handler was elected to serve as OVP until the 2020 Convention.
- Kristine Ebrey was elected as S-T

8) Committee Reports:

a. 2020 Convention, Elkins WV – Rich Geisler

Rich Geisler passed around signed letters from community and state representatives

NEW BUSINESS

Consent Agenda

9) Chair of the US Exploration Committee

Engel moved: Jason Ballensky is confirmed as the chair of the US Exploration committee.

Passed in Consent Agenda

PASSED

10) Termination of Project Underground MOU

Tideman moved: The Memorandum of Understanding with Project Underground is terminated per clause 3 of the modification and terminations terms outlined in the MOU.

Passed in Consent Agenda

PASSED

11) Confirmation of Public Relations Division Chair

Schindel moved: Amanda Willis (NSS 36141) is confirmed as chair of the Public Relations Division

Passed in Consent Agenda

PASSED

12) Amendment of By-Law IV.A.(3)(c)

Farrar moved: By-Law IV. A.(3)(c). is amended as follows:

At every <other> fall meeting of the Board of Governors the directors shall 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 <two><<one>> year<s>.

Passed in Consent Agenda

PASSED

Items for Individual Consideration

13) Rescind Act 56-917, Convention Financial Officer

Ebrey moved: Act 56-917 is rescinded.

Act 56-917 reads: The position of Convention Financial Officer (CFO) is created in the Department of the Secretary/Treasurer. The CFO will assist and advise the individual Convention Treasurers, process each convention's financial activity in QuickBooks and assure that convention accounting is closed by the fall BOG meeting following the Convention. The CFO will not have signature authority on Convention checking account(s). The CFO will work closely with the Chief Accounting Manager to assure a timely annual closing of the NSS's financial records, and timely audits.

Vote:

Against: Speaect, Barnes, Frantz, Meyer

For: Rest

PASSED

14) Amendment of Act 15-510, Financial Audit

Tideman moved: Act 15-510 is amended as follows:

15-510 Financial ~~<Audit>~~<<Review>>

The NSS shall engage the services of a certified public accountant or accounting firm to conduct an annual financial~~<audit>~~<<review>> of the NSS accounting and bookkeeping records in conformity with auditing standards generally accepted in the United States of America (US GAAP audit). The Directorate, or a designated ~~<audit>~~<<review>> committee, must approve the selection of ~~<auditor>~~ <<reviewer>>. The Directorate, or a designated ~~<audit>~~<<review>> committee, shall review and approve the ~~<audited>~~<<reviewed>>financial statements.

Vote:

Against: Meyer, Frantz, Barnes, Sawyer, Schenck-Brown

For: Rest

PASSED

15) Amendment of Act 15-700

Tideman moved: Act 15-700, Audit, is revised as follows:

15-700 ~~<Audit>~~ <<Financial Review>> 04-07-01

Any contract for ~~<audits>~~ <<financial review>> shall contain clauses guaranteeing performance for cost not to exceed a fixed amount.

Vote:

Abstain: Meyer, Sawyer, Barnes, Schenck-Brown

For: Rest

PASSED

16) Amendment of Act 43-380, Fellowships

Schindel moved: Act 43-380, Fellowships, is amended as follows:

The Board of Governors, on advice from the Awards Committee according to the procedures in Appendix AU, annually selects Fellows of the Society. Recipients will be those members who, over a number of years, have exemplified by their actions their dedication to the goals of the Society or the Society itself. Recipients must have been members for a total of five or more years and must be members in good standing of the Society for at least the two years ~~<immediately>~~ prior to being ~~<awarded>~~<<nominated for>> fellowships. New Fellows will be announced at the annual convention and will receive a certificate signed by the President and the Chairman of the Awards Committee.

Gladieux moved to amend: Third sentence to read as follows: Recipients must have been members for a total of five or more years and must be members <<without deliberate lapses in membership during the two prior years immediately prior>> to being ~~<awarded>~~<<nominated for>> fellowships.

Vote to amend:

For: Gladieux and Sawyer

Against: Rest

FAILED

Krispen moved to amend: Recipients must have been members for a total of five or more years and must be members in good standing of the Society for at least ~~<the>~~ two years

<<immediately>> prior to being <awarded><<nominated for>> fellowships.

Vote to amend:

For: 15

Abstain: Gladieux

PASSED

Amended Motion:

The Board of Governors, on advice from the Awards Committee according to the procedures in Appendix AU, annually selects Fellows of the Society. Recipients will be those members who, over a number of years, have exemplified by their actions their dedication to the goals of the Society or the Society itself. Recipients must have been members for a total of five or more years and must be members in good standing of the Society for at least the two years immediately prior to being nominated for fellowships. New Fellows will be announced at the annual convention and will receive a certificate signed by the President and the Chairman of the Awards Committee.

Vote on motion as amended:

For: 15

Abstained: Gladieux

PASSED

17) Executive Director Search Committee

Act 12-951

Urbanski moved: An Executive Director Search Committee shall be established in order to hire an Executive Director to oversee the administration, programs and strategic plan of the NSS. The Executive Director shall be responsible for leading fundraising, marketing, education, and community outreach programs for the NSS. The Executive Director shall report to the Board of Governors. Their salary will be funded by the Gale Beach Donation, and they shall have variable compensation based on achieving specific fundraising goals for the Society.

Meyer moved to amend: Delete the last sentence “Their salary will be funded by the Gale Beach Donation, and they shall have variable compensation based on achieving specific fundraising goals for the Society.”

Vote on amendment:

Against: Gladieux, Sawyer, Barnes, Ebrey, Warner, Urbanski

For: Rest

PASSED

Schenck-Brown moved to amend: First sentence to read as follows:

An Executive Director Search Committee shall be established in order to <<define the role and propose a funding source to>> hire an Executive Director to oversee the administration, programs, and strategic plan of the NSS.

Gladieux moved to postpone Spring meeting.

Vote on postponement:

For: Gladieux and Barnes

Against: 14

FAILED

Gladieux moved to amend Schenck-Brown amendment title and first

sentence to change search to exploratory.

Vote on amendment:

Against: Schenck-Brown

For: Rest

PASSED

Amended Motion:

Executive Director Exploratory Committee

An Executive Director Exploratory Committee shall be established in order to define the role of and propose a funding source to hire an Executive Director to oversee the administration, programs, and strategic plan of the NSS. The Executive Director shall be responsible for leading fundraising, marketing, education, and community outreach programs for the NSS. The Executive Director shall report to the Board of Governors.

Vote on original motion as amended:

Against: Urbanski

For: Rest

PASSED

18) Expenses for NSS Headquarters & Conference Center to require three bids

Schenck-Brown moved: that all expenses, including equipment, supplies, and labor related to the renovation of the NSS Headquarters & Conference Center will require three bids when the estimated value is at least \$5,000.

Handler moved to postpone until December 30, 2019.

Vote on postponement:

For: Unanimous

PASSED

19) Expenses for NSS Headquarters & Conference Center paid from Beach Grant

Schenck-Brown moved: that all expenses, including equipment, supplies, and labor related to the renovation of the NSS Headquarters & Conference Center that have an estimated value of at least \$5,000 and paid for from the Beach Grant will be voted upon by the NSS BOG.

Ebrey moved to postpone until December 30, 2019.

Vote on postponement:

For: Unanimous

PASSED

20) Spring 2020 Board of Governors Meeting

Schindel moved: The spring 2020 Board of Governors meeting will be held at Wind Cave, South Dakota at 9:00 am on March 7, 2020. The Fall 2020 meeting will be held in San Francisco, California.

Vote: Unanimous

PASSED

21) Appreciation

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

22) Adjournment

Farrar moved: The meeting is adjourned. President Schindel declared the meeting adjourned at 6:05 PM.