

National Speleological Society, Inc.

Board of Governors Meeting

Minutes of the 251th Regular Meeting
2022 NSS Convention, Rapid City, SD
June 13 & 17, 2022
DRAFT v3

President Kristine Ebrey called the meeting to order at 9:33 a.m. MDT and welcomed everyone in attendance.

1. Call to Order and Roll Call

Officers

Kristine Ebrey, President (Pres)
Adam Weaver, Administrative Vice-President (AVP)
Scott Engel, Executive Vice-President (EVP)
Maureen Handler, Operations Vice-President (OVP)
John Stembel, Secretary-Treasurer (S-T)

Directors

Nick Anderson – Arrived late
David Brumbaugh – Arrived late
Travis Camp
Riley Drake
Stephen Gladioux
Pete Johnson
Jean Krejca
Miki Manning
Devra Heyer – Proxy for Sonia Meyer
Carol Tideman
Benjamin Tobin
Sharon Weaver

National Speleological Foundation (NSF) Presentation

Doug Soroka, NSF President, presented the NSS a check from the NSF Endowment Fund in the amount of \$15,404.20 which represents 4% of the funds 3-year average.

2) Minutes to approve (APPROVAL ON FRIDAY)

Ebrey - institute review of last meeting's minutes at beginning of following meeting to help with accountability/implementation
Gladioux - review of Robert's Rules of Order

3) Officer & Committee Reports:

- a. [President \(PRES\)](#)
Nothing to add
Will be revising to add some reports
Awards
- b. [Executive Vice President \(EVP\)](#)
No revisions to report
- c. [Administrative Vice President \(AVP\)](#)
No changes
- d. [Operations Vice President \(OVP\)](#)
No changes
Old HQ is vacant; roof leak/mold issues
Met w/ property mgmt. company
Zoned for professional office
35k for new roof
4-5 yrs to get return on repair investment
Demo ~ \$17.5k
Could then use as green space
- e. [Secretary-Treasurer \(S-T\)](#)
No changes
Additional report from Convention will be added

4) Comments from the Membership:

Q: Dr. Barnes: Is NSS building actually rentable?

A: Handler: \$1500/mo. but not a desirable location; zoned for residential also, but would be very costly to adapt to that and not interested in creating the extra traffic

NEW BUSINESS

Consent Agenda (5, 6, 7, 8, 11, 12, 13, 13a, 15, 15a, 16, 19, 20)

Tideman seconded

Passed via unanimous consent

5) Tideman moves: Rescind Act 24-880: Opt-Out of D.C. Nonprofit Corporation Act of 2010

It is resolved by the Board of Governors that the National Speleological Society shall exercise its option to opt-out of the D.C. Nonprofit Corporation Act of 2010.

Passed in Consent Agenda

6) Tideman moves: Rescind Act 26-600: Tytoona Cave

Cave property in Pennsylvania from the Western Pennsylvania Conservancy for \$3000.00, subject to the terms of a Conservation Easement that the NSS will sell to Western Pennsylvania Conservancy. The \$3000.00 will come from the Cave Acquisition Fund. The Cave Management Plan will be subject to NSS Board approval.

Passed in Consent Agenda

7) Tiderman moves: Rescind Act 26-740: Potter Nature Preserve

The Administrative Vice President is authorized to accept the Potter Unit donation as an NSS Nature Preserve following his approval of the donation documents. The proposed nature preserve is located in Cherokee County, Oklahoma. Mr. Dennis Potter and Mr. Kenneth D. Potter are made Life Members of the NSS in consideration of this generous donation.

Passed in Consent Agenda

8) Tiderman moves: Rescind Act 26-863: William J. Stephenson Nature Preserve

The William J. Stephenson 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.

Passed in Consent Agenda

9) Tiderman moves: Amend Act 43-380: Fellowships

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 <<within the NSS,>> 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 their nomination (annual nomination date November 15). New Fellows will be announced at the annual convention and will receive a certificate signed by the president and the chair of the Awards Committee.

A. Weaver: seconds

Tobin moves to amend:

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 <<in support of the NSS,>> 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 their nomination (annual nomination date November 15). New Fellows will be announced at the annual convention and will receive a certificate signed by the president and the chair of the Awards Committee.

Tobin rewords amendment:

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 <<in support of the mission of the NSS,>> 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 their nomination (annual nomination date November 15). New Fellows will be announced at the annual convention and will receive a certificate signed by the president and the chair of the Awards Committee.

Gladieux: second

Voice Vote for Amendment: APPROVED

Gladieux moves to amend:

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 in support of the mission of the NSS, 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 their nomination (annual nomination date November 15). New Fellows will be announced at the annual convention and will receive a certificate signed by the president and the chair of the Awards Committee.

Handler: second

Voice Vote for Amendment: APPROVED

Voice Vote for Motion: APPROVED

10) A. Weaver Moves: Creation of the ‘Council of Emeritus Staff’ (New) Act 28-984

The Council of Emeritus Staff (COE) is created. The designation of “emeritus” is an honorary designation given by seated officers to long-term volunteers/staff who have key knowledge about the NSS operations or a specialized field within speleology that was pursued on behalf of the NSS. Emeritus designation must contain the title for each individual, for example, cave management division chief emeritus. This designation may only be given to volunteers/staff who are no longer in active service within the organization, and should not be used for officers or directors. Upon offer and acceptance of this title, the names will be stored in Section 6 - Member Recognition of the BOG manual. The COE does not file reports, and is not required to hold any formal meetings. Individuals on the COE agree to be called upon for context or advice within their specialized fields, and will serve to remind current staff of past lessons learned and experiences.

Tiderman: second.

Voice Vote for Motion: APPROVED

11) Tiderman moves: Rescind Act 15-458: Loans

The Executive Committee is authorized to negotiate loans to implement the approved NSS Capital Budget.

Passed in Consent Agenda

12) Tiderman moves: Rescind Act 18-902: Mill Creek

The AVP is authorized to spend up to \$40,000 from the Fund for Litigation to Protect Caves for fees related to litigation to protect the Mill Creek Sink Nature Preserve. An additional \$293.02 is authorized to be spent to cover litigation expenses overrun.

Passed in Consent Agenda

13) Tiderman moves: Rescind Act 24-847: NSS Risk Assessment

The Administrative Vice President is authorized to spend up to \$5,000 to perform a risk assessment of the NSS operations including the NSS Convention, National Cave Rescue Commission, and all preserve properties to determine the risks, exposure, and liabilities and provide recommendations to minimize the Society's risk. The risk assessment will be performed by an independent law firm selected by the Legal Committee and working with the Executive Committee.

Passed in Consent Agenda

13a) Tiderman moves: Rescind Act 25-829: Accounting System

The Operations Vice President (OVP) and the Secretary-Treasurer (S-T) are jointly authorized to spend up to \$60,000.00 from the headquarters fund to acquire and implement a new accounting system for the NSS Office. Expenses may include purchasing of software and hardware, hiring consultants, and travel to the office. All expenditures will require the approval of both the OVP and the S-T.

Passed in Consent Agenda

14) Tiderman moves: Rescind Act 28-419: Membership Solicitation

The President, once a year, shall prepare a letter to the NSS membership summarizing accomplishments, goals, and current activities of the NSS. A copy of this letter shall be included with all dues renewal mailings and solicitations for new memberships made by the office.

Handler: seconds

Voice Vote for Motion: APPROVED

15) Tiderman moves: Rescind Act 46-435: NSS Cave Files Transfer

The Executive Committee is authorized to approve temporary transfer of NSS Cave Files data to Internal Organizations for the purpose of copying such data and returning it to the NSS Cave Files Chairman. The Executive Committee will determine the appropriate safeguards for transferring the data so that the original documents are returned safely and in good shape.

Passed in Consent Agenda

15a) Tiderman moves: Rescind Act 50-574: Pictograph Cave

The National Speleological Society supports the Rock-Climbing Management Recommendations for Pictograph Cave proposed to the Prineville District of the Bureau of

Land Management by the Oregon, Willamette Valley, Southern Oregon and Oregon High Desert Grottos. The plan calls for the restoration of Pictograph Cave by removal of bolted climbing anchors over a three-year period. It is the desire of the NSS and the local grottos to establish a "Leave No Trace" management policy for future Pictograph Cave visitation.

Passed in Consent Agenda

16) Tiderman moves: Rescind Act 72-230: AAAS

The AAAS has permission to use the NSS membership list for sending information to NSS members, provided that such use be specifically approved by the President of the NSS.

Passed in Consent Agenda

17) A. Weaver Moves: Act 01-504: Indemnification of Directors and Officers is amended as follows:

The Society shall, except as hereinafter limited, indemnify any officer or director of the Society who is made a party, or who is threatened with being made a party, to any action, suit or proceeding, whether civil or criminal in nature, in any court of law or equity or in any binding arbitration wherein the results can be enforced by legal or equitable action, provided that such suit, action or proceeding is reasonably related to any act or omission or alleged act or omissions arising through, from or because of status as an officer or director of the Society. It is the intent of this resolution of indemnification that both the expense of defense, including attorney fees, and any liability for the payment of judgment, order or decree shall be the subject of the indemnification herein contemplated. This obligation of indemnification shall apply to officers and directors and to former officers and directors for acts or omissions or alleged acts or omissions arising during their term of office. The obligation shall apply to any heir, devisee or legatee of any director or officer or former officer or director to the same extent that it would have applied to such person were they alive. This obligation of indemnification shall not apply if it is established in any final judgment, decree or other adjudication that the acts giving rise to the action, suit or proceeding were done in deliberate bad faith, were deliberately dishonest or resulted in any financial gain, profit or advantage to the person indemnified, or through whom the person indemnified derives this right of indemnification, was not legally entitled. This obligation of indemnification shall not extend beyond the amount of the limits and limitations of any policy of insurance which the Society maintains to insure against liability arising under the obligations contemplated by this resolution of indemnification. <<For the purpose of this board act, "officer" refers to all officially appointed positions of the NSS.>>

Anderson: seconds

Voice Vote for Motion: APPROVED

18) Johnson Moves: Act 09-867: Strategic Plan is amended

Replace the text of Appendix BC with [Attachment 1: 2022 Strategic Plan](#)
Gladieux Seconds

Roll Call Vote:

Yes: Handler, Engel, Stembel, Drake, Brumbaugh, Gladieux, Johnson, Tobin, Krejca, S. Weaver, Camp, Manning, Heyer

No: Anderson

Abstain: A. Weaver, Tiderman

Vote for Motion: APPROVED

19) Tiderman moves: Spring 2023 BOG Meeting Location, Date

The spring 2023 BOG meeting will be held at the Cave Research Foundation facility located in Hamilton Valley, KY. The date is TBD.

Passed in Consent Agenda

20) A. Weaver moves: the NSS-NCC MOU is approved (New) Act 26-985, Appendix BS

A Memorandum of Understanding (MOU) between the NSS and the Northeastern Cave Conservancy (NCC) is approved. (The MOU is [Attachment 2.](#))

Passed in Consent Agenda

21) MOTION FROM THE FLOOR (on behalf of the Congress of Grottos)

Tiderman moves: amend Appendix Q, RULES OF PROCEDURE FOR THE CONGRESS OF GROTTOS

VII. C. A Chair may not serve more than four terms in succession ~~<<.>>~~ <<unless no one else is willing to serve.>>

Ebrey: Second

Ebrey moves to amend: strike term language completely (i.e., remove VII. C.)

A. Weaver: Second

Voice Vote on Amendment: UNANIMOUSLY APPROVED

Voice Vote on Motion: UNANIMOUSLY APPROVED

22) Ebrey calls the BOG meeting to recess at 4:17pm until Friday, 6/17/2022

23) Ebrey reconvened the BOG meeting at 9:21am on 6/17/2022

24) Call to Order and Roll Call

Officers

Kristine Ebrey, President (Pres)

Adam Weaver, Administrative Vice-President (AVP)

Scott Engel, Executive Vice-President (EVP)

Maureen Handler, Operations Vice-President (OVP)

John Stembel, Secretary-Treasurer (S-T) - Absent

Directors

Nick Anderson – Absent
David Brumbaugh – Absent
Travis Camp
Riley Drake
Stephen Gladioux
Pete Johnson
Jean Krejca
Miki Manning
Sonia Meyer - Absent
Carol Tideman
Benjamin Tobin
Sharon Weaver

25) Presentation of the COG Report

Congratulations to Craig Hindman as the new Chair
Congratulations to Michael Raymond as the new Vice Chair

26) Presentation from Ray Keeler as Government Liaison on his report located in the president's officer report

27) Ebrey moves for the approval of March 2022 minutes

Seconded by Johnson
Unanimously passed

28) Recess for closed session of the board at 10:10am

29) Reconvene from the closed session of the board at 10:58am

No report given

30) Comments from the Membership

Discussion on the next BOG meeting location but nothing solidified

31) Tideman moves: The meeting is adjourned.

President Ebrey declares the meeting adjourned at 11:12 AM on 6/17/2022

NSS Strategic Plan 2022

This document provides a framework for developing a longer-term strategic plan. By creating a set of one-year goals and achieving those goals, this document aims to be a foundation for a culture of reflection, review, revision, and strategic thinking that is required to move the Society forward.

NSS Mission

The National Speleological Society (NSS) is a nonprofit 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

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

NSS Strategic Direction

- National Credibility: Be the authoritative voice on all cave and karst matters
- Fiscal Responsibility: Have increased revenue through dues, grants, and fundraising. Provide better reporting to our membership about our finances.
- Effective Governance: Communicate transparently and retain volunteers
- Effective Operations: Retain institutional knowledge

NSS 2022 Strategic Goals

Timeline: Calendar Year 2022

President's Office

In addition to NSS Directions: Grow membership

Goals:

- Develop an operational implementation proposal for an executive director position for the Board of Governors (BOG) to review
- Restart fundraising efforts
- Increase annual retention to 85% of the membership
- Publish an annual report to the membership
- Fill volunteer coordinator position and work with the coordinator to identify inactive/de-funct committees in the NSS

Executive Vice President's Office

In addition to NSS Directions: Be the authority on cave and karst research

Goals:

- Standardize and simplify research grant processes
- Coordinate with the administrative vice president (AVP) to consolidate all NSS science activity under one committee
- Consistently publish science news/communication to membership in NSS communication channels

Administrative Vice President's Office

In addition to NSS Directions: Be a leader in cave and karst conservation, preservation, education, and outreach

Goals:

- Develop an education strategy and program evaluation mechanism
- Continue to pursue cave acquisitions and establish MOUs to assist other organizations with the management of their caves
- Foster an environment that will allow research in NSS preserves and partner organizations to yield data beneficial to karst management

Operational Vice President's Office

In addition to NSS Directions: Be an invaluable resource to internal organizations (IOs) and the caving community

Goals:

- Communicate headquarter finances, how the headquarters benefits membership and meets the NSS mission
- Create a long-term management plan for the Information Technology (IT) Division, including the new website

Secretary-Treasurer's Office

In addition to NSS Directions: Maintain financial stability of the Society

Goals:

- Prepare an easily understood, high-level summary of NSS finances for inclusion in the annual report to members and automate report output for future years
- Keep finances in a state that allows for an audit
- Work with president and board to create a financial plan to pay an executive director

Board of Governors

In addition to NSS Directions: Provide clear and responsible governance for the Society and develop a culture of reflection, review, and long-term planning

Goals:

- Evaluate the president's operational plan for an executive director
- Develop and approve governance plan for an executive director with recommendations from ad hoc committee

- Create board-level evaluation criteria to identify and measure progress towards board goals
- Create a financial plan to pay an executive director
- Create structures to review actionable goals tied to the strategic plan
- Develop 3- and 5- year strategic goals for the society, facilitated by the Strategic Planning Committee

Directorate

In addition to NSS Directions: Prepare the Society to hire an executive director

Goals:

- Complete an annual financial audit or review
- Actively source new candidates for officer positions
- Develop a mechanism to review the annual budget with consideration of the NSS mission statement and strategic plan

ATTACHMENT 2 - DRAFT

Memorandum of Understanding
between the
National Speleological Society
and the
Northeastern Cave Conservancy, Inc.

This Memorandum of Understanding is made by and between the Northeastern Cave Conservancy, Inc., of Schoharie, New York 12157, hereinafter referred to as NCC, and the National Speleological Society, of Huntsville, Alabama, 35810, hereinafter referred to as NSS, and each referred to as a Party or collectively the Parties, for the purpose of achieving certain protections for preserve properties owned by NCC.

WHEREAS, NCC is a nonprofit cave conservancy incorporated in the State of New York with an operational area which also includes the State of New Jersey and the six New England States. At present, NCC owns the following described cave properties, all in the State of New York:

No.	Preserve Name	Address	Town	County	State	Map/Block/Lot	Acreage
1	Knox Cave	Knox Cave Road	Knox	Albany	NY	46/1/19	9.40
2	Clarksville Cave	Delaware Turnpike	New Scotland	Albany	NY	105.4/1/5 & 105/2/29.2	18.96
3	Onesquethaw Cave	Tarrytown Road	New Scotland	Albany	NY	118/1/14	1.30
4	Ella Armstrong Cave	Knox Cave Road	Knox	Albany	NY	46/1/37.112	1.00
5	Spider Cave	Route 146	Wright	Schoharie	NY	74/1/5.2	3.41
6	Sellecks Karst	Kniskern Road	Carlisle	Schoharie	NY	34/2/5.2	14.52
7	Alan Traino Karst	Cedar Grove Road	Coeymans	Albany	NY	131/3/5.22	1.89
8	Bensons Cave	Robinson Road	Cobleskill	Schoharie	NY	46/3/25	5.80
9	Bentleys Cave	Route 22	Berlin	Rensselaer	NY	130/4/6.112	5.48
10	Merlins Cave	Tunnel Hill Road	Canaan	Columbia	NY	59/1/4.2	35.70
11	Salamander Cave	Abeel Street	Kingston	Ulster	NY	56.49/3/30.110	8.19

and

WHEREAS, NSS is a world leader in cave acquisition, management, and maintenance; and

WHEREAS, it is possible that in the future, NCC will acquire additional properties which, while not specifically named in this MOU, shall also be covered by all the terms of this MOU. NCC reserves their rights to divest any or all of their properties and to exclude any property acquired in the future from this MOU, and to exclude from this MOU any currently owned property for which the acquisition terms or conditions are in conflict with this MOU; and

WHEREAS, NCC and NSS desire to enter into an agreement to help ensure that these cave properties are conserved and responsibly managed in perpetuity; and

WHEREAS, NCC and NSS are desirous to enter into a Memorandum of Understanding between them, setting out working arrangements that each Party agrees may be necessary to help achieve long-term protections for these cave properties.

NOW THEREFORE, in consideration of the premises recited above, the Parties hereby agree as follows:

Purpose

The purpose of this memorandum is to provide the framework for any title transfer of NCC-owned properties to NSS in the unlikely event of the dissolution of NCC or its inability to manage its owned properties; and to ensure that all of the included properties are forever conserved, owned, and managed by an appropriate and competent organization.

Obligations of the Parties

The Parties acknowledge that no contractual relationship is created between them by this memorandum but agree to work together in the spirit of partnership to accomplish the stated purpose.

Cooperation

The activities, services, and obligations of this agreement for each Party shall include, but are not limited to:

1. Each shall, to the best of its ability, maintain a strong organizational structure, membership involvement, and financial integrity so as to avoid organizational dissolution and the need to transfer owned properties.
2. Each shall maintain institutional knowledge, skills, and abilities of cave management within the organization in order to effectively manage owned properties.
3. NCC shall maintain a clear unencumbered title to owned properties.
4. NCC shall maintain the instruments of management so the assumption of management by NSS is as simple as possible. These may include, but are not limited to, an operational cave gate, management plans, and other items.
5. Each shall notify the other Party of any potential organizational disruptions that could lead to dissolution.
6. Each shall notify the other Party as soon as possible if a decision is made to designate a different organization or not to designate an organization to receive any of the owned properties in the event of dissolution.
7. NCC shall provide funds, if available, to pay the legal fees for the real-estate transfer of its properties to NSS.
8. NCC shall notify NSS of any decision to divest itself of any of its owned properties.
9. If NSS cannot accept the properties, or does not choose to accept the properties, the assets shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes in §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. Internal Revenue law).
10. NSS shall be prepared in the event of dissolution of NCC to proactively secure the title to the owned properties.
11. NSS shall provide appropriate management for owned properties in the event it assumes ownership.
12. NSS shall designate an alternative tax-exempt organization as set up under §501(c)(3) of the Internal Revenue Code to receive the properties in the event NSS assumes ownership of the owned properties and then is subsequently dissolved.
13. NSS shall notify NCC as soon as possible if it decides that it is unable or unwilling to continue to serve as the recipient of the NCC owned properties.

Resources

The Parties shall endeavor to maintain resources necessary to be effective cave management organizations.

Signed _____ Date _____
Robert W. Simmons, President
Northeastern Cave Conservancy, Inc.

Signed _____ Date _____
Kristine Ebrey, President
National Speleological Society