National Speleological Society, Inc.
Minutes of the Special Meeting
of the Board of Governors

Virtual
September 14, 2026
7PM EST

FINAL

COD, Josh Schultz, called the meeting to order at 7:05PM EST, September 14, 2026.

1. Call to Order and Roll Call

Interim Executive Director
Kristine Ebrey - PRESENT

Directors
Sarah Arpin - PRESENT
Mike Backe - PRESENT
Zach Englebert - PRESENT
Miki Kalber - PRESENT
Mike Mansur - PRESENT
Rebecca McNabb - PRESENT
Dennis Melko - ABSENT
Anna Pearce - PRESENT
Jim Minie - PRESENT
Derek Bristol - PRESENT
Julian Benson - PRESENT
Matthew Kok - PRESENT
Josh Schultz - PRESENT

2. Minutes to Approve

2.1. 06.29.2026 Special Meeting

2.2. 07.06.2026 Meeting

Backe - moves to approve
Mansur - seconds
Schultz - calls vote via voce

Vote Via Voce: **UNANIMOUS APPROVAL**

3. Division Head & Board Reports

- Kristine Ebrey (Interim ED) -

1: The Operations Division Head Role has been taken on by Pete Johnson
2: After consultation with Committees, the Investment Review Department has been approved. This will be chaired by Bert Ashbrook and will focus on reconciliation of the investment accounts.

4. Comments from the Membership

- Pat Kambesis - thanked the board for continuing communication with membership and response to member letters.

5. Unfinished Business

NONE

6. New Business

6.1. Schultz moves to approve $55,000 for recruiting costs to source a new Executive

Pearce – Seconds
Schultz - calls vote via voce

Vote Via Voce: **UNANIMOUS APPROVAL**

7. Closed Session of the Board

Schultz moves to enter closed session at 7:31PM EST

7.1. Code of Conduct Update

Bristol - moves to accept the Code of Conduct Committee's recommendation outlined in its report from a May submission.
Pearce – Seconds
Schultz - calls vote via voce

Vote Via Voce: **UNANIMOUS APPROVAL**

7.2. Updates regarding legal matters including NCRC

NO ACTION TAKEN

Bristol - moves to reconvene open session at 8:14PM EST
Mansur - Seconds

9. Open Session Reopens at 8:14 PM EST

Schultz - motions to adjourn
Bristol - Recommends opening the floor for further membership comments

Floor is opened to further comments from the membership

- Kim Fedrick - Asks a few questions (paraphrased):

"What is the announcement process for special meetings?"
Response- Meetings are posted on the website calendar. Discussion ensued about alternative and additional methods for notifying membership about all BoG meetings.

"Why are we not using free legal resources?"
Response- Our volunteer attorneys are not able to handle all needs either because of time or specialization. As we grow and strive to operate more professionally, we seek legal and other specialists who have expertise in certain areas and alleviate some of the workload on our volunteers.

"Will the ED job description be changed?"
Response- The ED job description has been modified to some degree and will be shared.

- Kristine Ebrey comments to Kim that she will contact the communication division head (Jolene) in the following day about making changes to the NSS site and email structure to implement the discussed options for notifying members about BoG meetings.
- Kim Federick thanks the board for its responses and offers to help volunteer time to solve discussed issues if applicable.

9. Adjournment

Bristol - motions to adjourn
Mansur – seconds

Schultz - adjourns at 8:35 PM EST