

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

**VIRTUAL
March 31st, 2025
FINAL**

COD, Pete Johnson, called the meeting to order at 5:15 PM MDT, March 31, 2025.

1. Call to Order and Roll Call: 5:15pm MT

Directors

Mike Backe - PRESENT
David Brumbaugh - PRESENT
Travis Camp - PRESENT
Zach Englebert - ABSENT
Stephen Gladieux - PRESENT
Pete Johnson - PRESENT
Jean Krejca - PRESENT
Nina Martin - PRESENT
Miki Kalber - PRESENT
Dennis Melko - PRESENT
Rebecca McNabb – PRESENT
Aria Mildice (Hunter Klein as Proxy) - PRESENT
Anna Pearce - PRESENT
Ben Tobin – PRESENT

2. Minutes to Approve – None

3. Division Head & Board Reports - None

4. Comments from the Membership - None

5. Unfinished Business

- 5.1.** Kalber moves to amend Bylaws appendix AR, adding directors to the list of volunteers who are eligible to be reimbursed for authorized travel. A new line item will be added to the annual budget to fund director travel.

Travel reimbursement for directors is authorized by the Chair of the Board

[Updated Appendix AR Text can be found here.](#)

Englebert: Moves to table indefinitely

Camp: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL

6. New Business

6.1. Kalber moves:

Director Travel Reimbursement (New Act 02-999)

Effective fiscal year 2026/2027, directors are eligible to request up to >>\$500<< <<\$1,000 per fiscal year for>> travel reimbursement >>for each of up to two non-convention<< <<to Board>> meetings >>per fiscal year<<. The Chair of the Board approves this reimbursement.<<Documentation is required for all reimbursable expenses>>. Lodging and meals costs are not eligible for reimbursement. Reimbursement must comply with all applicable laws.

Camp: seconds

Johnson: calls roll call vote on Act 02-999

Mike Backe - Y

David Brumbaugh - Y

Mike Mansur - Y

Zach Englebert - Y

Stephen Gladieux - Y

Pete Johnson - Y

Jean Krejca - Y

Nina Martin - Y

Miki Kalber - Y

Dennis Melko - Y

Rebecca McNabb – Y

Aria Mildice - Y
Anna Pearce - Y
Ben Tobin – Y

Roll Call Vote on Act 02-999:

UNANIMOUS APPROVAL

6.2. Kalber moves:

NSS Travel Policy (New Act 16-1000)

Travel policy for non-board level volunteers and employees is managed by the Executive Director (ED). The annual budget must have a line item under the ED or each division head for travel. Reimbursement must comply with all applicable laws. Travel must be booked at cost-conscious rates.

Camp: seconds

Johnson: calls for voice vote on Act 16-1000

Voice Vote on Act 16-1000:

UNANIMOUS APPROVAL

6.3. Kalber moves:

Remove Appendix AR from bylaws

Brumbaugh: seconds

Johnson: calls voice vote

Voice Vote:

UNANIMOUS APPROVAL

6.4. Johnson Moves to approve the NSS Fiscal Year [2025/2026 Budget](#)

Kalber: seconds

Johnson: calls voice vote

Voice Vote:

UNANIMOUS APPROVAL

6.5. Johnson Moves to approve the NSS [2025/2026 Operational Plans](#)

Brumbaugh: seconds

Johnson: calls voice vote

Voice Vote:

UNANIMOUS APPROVAL

- 6.6** Gladieux moves to recognize members of Bylaws Committee in their efforts to overhaul the Bylaws:

Carol Tiderman

Vince Kappler

Anna Pearce

Dennis Melko

Peter Johnson

David Brumbagh

Travis Camp

Miki Kalber

Ben Tobin

Kalber: seconds

Johnson: calls voice vote

Voice Vote:

UNANIMOUS APPROVAL

- 7. Closed Session of the Board - 5:48PM MDT**

- 8. Open Session – Report to Membership – 6:26PM MDT**

- BOG approved a motion to allocate \$15,000 from cash on hand to legal expenses, internal or external, as determined by the NSS General Counsel and approved by the Chair

- 9. Gladieux moves to adjourn**

Kalber: seconds

Johnson declares meeting adjourned – 6:27PM MDT