

**National Speleological Society, Inc.
Board of Governors Meeting
Minutes of the 259th Regular Meeting**

**Carlsbad, NM
March 1st, 2025
FINAL**

COD, Pete Johnson, called the meeting to order at 9:08AM MST, March 1, 2025.

1. Call to Order and Roll Call: 6:00PM MST

Directors

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

2. Minutes to Approve

2.1. 11/16/2024 Minutes

Tobin: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL

3. Division Head & Board Reports

3.1. Membership: Carol Tiderman

- SLC asked to push their convention bid out another year; progress on Del Rio site visit and preliminary report

3.2. Facilities: Maureen Handler

- No Update

3.3. Secretary/ Treasurer: Kristine Ebrey

- No Update

3.4. Bylaws: Stephen Gladieux

- Stephen will continue as Chair for another year

3.5. Strategic Plan: Jean Krejca

- Jean will continue as Chair for another year

3.6. Financial Review: Rebecca McNabb

- Committee focus on internal audit and bylaws updates

3.7. Nominating: Anna Pearce

- Update on current election cycle

4. Comments from Membership – None

5. Unfinished Business

5.1. Gladieux Moves to amend Bylaw III.F. (new bylaw)

<<F. In addition to any other criteria required by specific awards or grants, only members in Good Standing are eligible for awards and grants.>>

Englebert: seconds

Gladieux: Moves to amend

III.F << NSS Members not in good standing are ineligible for any award or grant. A person who is no longer an NSS member and whose good standing was revoked at the time their membership expired is ineligible for any award or grant. A person who has been expelled from the NSS is ineligible for any award or grant. >>

Pearce: seconds

Johnson: calls for voice vote on amendment

Voice Vote:

UNANIMOUS APPROVAL

Johnson: calls for voice vote on motion

Voice Vote:

UNANIMOUS APPROVAL

- 5.2.** Tobin Moves that to adopt Act 28-997: All member contact information is shared via an opt - in method: those wishing to have their contact information shared with other members must opt to do so.

Tobin: Moves to amend

<<member email addresses are shared via an opt - out method. All other>>->>all member<< contact information is shared via an opt - in method: those wishing to have their contact information shared with other members must opt to do so.

Melko: seconds

Johnson: Moves to amend

Member email addresses <<and phone numbers>> are shared via an opt - out method. All other all member contact information is shared via an opt - in method >>: those wishing to have their contact information shared with other members must opt to do so.<<

Gladieux: seconds

Johnson: calls voice vote on amendment to amendment

Voice Vote:

PASSES

Johnson: calls voice vote on amendment

Voice Vote:

UNANIMOUS APPROVAL

Johnson: calls voice vote on motion to adopt Act 28-997

Voice Vote:

UNANIMOUS APPROVAL

6. New Business

Consent Agenda

- 6.1. Johnson moves to rescind act 18-741. The remaining funds in the “Website Restricted Fund” shall be spent on website costs at the Communications Division Head’s discretion.

>>18-741 Website Restricted Fund 08-04-03 The Website Restricted Fund is established to pay expenses associated with the operation, maintenance, and improvement of the NSS Website. Income generated by the Website, not attributable to any other division, shall accrue directly to the Website account. At the end of the fiscal year, any unexpended Website income shall be transferred to this account. The chairman of the Information Technology Division, with the approval of the Executive Director, may spend these funds.<<

- 6.2. Johnson moves to rescind act 18-639. The remaining funds in the “Cave Restoration Fund” shall be spent by the Conservation and Science Division Head on restoration goals.

>>18-639 Cave Restoration Fund 03-23-02, 10-23-99 The purpose of the Cave Restoration Fund is to support the repair of human-caused damage, both malicious and inadvertent. The Conservation Division, subject to the Executive Director’s approval, may spend these funds.<<

Backe: seconds

Johnson: calls for voice vote on consent agenda

Voice Vote:

UNANIMOUS APPROVAL

Motions

- 6.3. Johnson Moves to authorize Act 18-998 which allows the Secretary-Treasurer to establish the NSS Capital Expenses Fund by signing Attachment X to the NSS NSF Fund Agreements.

The draft language for [Attachment X can be found here](#).

McNabb: seconds

Johnson: calls for voice vote on Act 18-998

Voice Vote:

UNANIMOUS APPROVAL

- 6.4. Johnson moves to approve the [2025/2026 NSS Annual Budget](#)

Englebert: seconds

Backe: Moves to postpone until next meeting

Kalber: seconds

Johnson: calls for voice vote

Voice Vote:

PASSES

- 6.5. Johnson moves to approve the 2025/2026 NSS Operational Plans

Kalber: seconds

Tobin: Moves to postpone until next meeting

Backe: seconds

Johnson: calls for voice vote

Voice Vote:

PASSES

- 6.6. Johnson moves to allocate \$2 million to the NSS Perpetuity Operational Trust Fund held by the NSF. That \$2 million includes the \$1 million set aside as the "Management Fund" in act 18-982 at the 3/19/22 Board of Governors' meeting.

Englebert: seconds

Johnson: calls for roll call vote

Mike Backe - Y

David Brumbaugh - Y

Mike Mansur - Y

Zach Englebert - Abstain

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:

PASSES

6.7. Gladieux moves to amend 03-445 Conflict of Interest 06-28-85:

<<The Executive Director, Directors of the society, and Division Heads, must disclose any personal financial interests that could potentially influence their decisions. They must recuse themselves from any votes or decisions that touch on personal financial interests; this includes financial interests of any immediate family members, romantic partners, or business partners. The Executive Director and Directors of the society must not directly supervise immediate family members. Immediate family members should not serve as directors simultaneously.>>

>>Directors of the Society should abstain from voting on matters of business which may have a direct effect on their business interests. A Director should not serve as chairman of a national committee nor on committees at national events if such positions present a conflict of interest with their business interests.<<

Kalber: seconds

Tobin: Moves to amend

Immediate family members >>should<< <<must>> not serve as directors simultaneously.

Kalber: seconds

Johnson: calls for roll call vote on amendment

Mike Backe - Y

David Brumbaugh - N

Mike Mansur – N

Zach Englebert - N

Stephen Gladieux - Abstain

Pete Johnson - N

Jean Krejca - N

Nina Martin - N
Miki Kalber - Y
Dennis Melko - Y
Rebecca McNabb – N
Aria Mildice - N
Anna Pearce - N
Ben Tobin – N

Roll Call Vote:

FAILS

Backe: Moves to amend

>>Immediate family members should not serve as directors simultaneously.<<

Kalber: seconds

Tobin: Calls the question

Englebert: seconds

Johnson: calls for voice vote on calling the question

Voice Vote:

UNANIMOUS APPROVAL

Johnson: calls for voice vote on amendment

Voice Vote:

UNANIMOUS APPROVAL

Johnson calls for voice vote on motion

Voice Vote:

UNANIMOUS APPROVAL

- 6.8.** Johnson Moves to allocate up to \$25k for design documents for the Vertical tower. Where possible and at the ST's discretion these funds should be pulled from cash on hand. Amounts beyond that may be made up with from amounts in the NSS' investment account or if possible from funds available from restricted funds.

Kalber: seconds

Tobin: Moves to postpone until next meeting

Backe: seconds

Johnson: calls for voice vote on postponement

Voice Vote:

UNANIMOUS APPROVAL

- 6.9.** Tobin Moves to create a Young Cave Explorer Award. The award is presented annually to recognize significant accomplishments, leadership, and dedication to cave exploration by a younger caver, or pair of younger cavers who equally qualify for the award based on work they have done together. The awards committee will determine what qualifies as “young”. Awardees must be NSS Members in good standing. Recipients are approved by the Board of Governors based on the recommendation of the Awards Committee.

Gladieux: seconds

Johnson: calls for roll call vote

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:

UNANIMOUS APPROVAL

- 6.10.** Gladieux Moves to amend bylaw X:

PROPERTIES <<AND FINANCE>>

A. The Society may acquire real and personal property, including equipment, literature, and other materials for use by and on behalf of the membership.

B. The Society may act as an agent on behalf of any member in the transfer of rights affecting photographs, literary compositions, and other

speleological material under conditions approved by the Board of Governors

C. <<Approval or amendment of National Speleological Foundation (NSF) contracts requires a 2/3 vote of the Board of Governors.>>

Backe: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL

7. Motions From the Floor

- 7.1. Kalber Moves to amend appendix AR, adding directors to the list of volunteers who are eligible to be reimbursed for authorized travel. A new line item is created in the annual budget to fund director travel. Travel reimbursement for directors is authorized by the executive director.

APPENDIX AR

July 27, 2001

NSS TRAVEL POLICY

The NSS functions as a volunteer organization benefiting from countless hours and dollars donated directly and indirectly by its Volunteers each year. While many are able to, and comfortable with, donating all expenses involved with their NSS "jobs" there are occasions where reimbursement for some travel expenses are necessary to allow the volunteer to accomplish their job without undue financial pressure. >>~~As an example, members of the Board of Governors pay all personal travel expenses to attend BOG meetings throughout the country.~~<< Our intent in spelling out this travel policy is to make clear when reimbursement is available, and how it is accounted for, should a volunteer request it, while encouraging the continued spirit of covering expenses personally, when that is not burdensome. We operate the Society on a modest income and accomplish a very wide range of activities, in part, because we are fortunate enough to have so many of our members donate their time and resources. In order to be clear, while allowing flexibility where needed, and avoid inconsistency in administering NSS funds, we have spelled out areas where our Acts provide for travel, our general policies, including paying for travel of our office staff for NSS events, where they are "on duty," general guidelines for Convention and the NCRC, (which are covered in more detail in their respective policy documents).

<<NSS director travel is reimbursed up to \$500 to two meetings per year, excluding those currently serving their elected or appointed terms at the time of this motion. This is included as a line item in the annual budget.>>

The Division Heads each have a modest travel fund that they may apply to special travel needs by those teams and Volunteers who work in their Divisions, where travel costs become a concern.

GUIDELINES FOR REIMBURSEMENT:

(1) Assistance is limited to the costs of transportation unless established under specific acts and policies.

Examples:

(A) The office staff when operating the bookstore off site.

(B) NCRC Training staff at NCRC national seminars funded by registration fees as per Policy for NCRC National Seminars.

(2) Travel arrangements should be made at the most reasonable cost. The maximum allowed airfare should be at the coach, economy or similar low-cost rate with 14-day advance reservation or driving at the IRS Tax code volunteer or employee rate, as applicable, for not-for-profit organizations.

(3) Travel reimbursement must be for more than 300 miles. Multiple short trips totaling more than 300 miles within a 30-day period are eligible for reimbursement. Employees are not subject to this limit.

(4) Each person requesting reimbursement will submit an expense report (on a form Approved by the Treasurer) with receipts or similar documentation such as a detailed description of the expenses and the date it was incurred. The report will describe the reason for the travel. The travel report must be approved and signed by the respective Division Head. The Division Head will forward the travel request to the Treasurer for reimbursement. The Society shall try to provide reimbursement within 30 days after submission of the report

WHO SHOULD RECEIVE AUTHORIZED TRAVEL:

The NSS will reimburse travel costs incurred by:

(1) Division Heads, in order to attend Staff meetings (other than those held in association with meetings of the Board of Governors) provided the travel expenses are covered by a BOG approved Travel budget.

(2) Individuals invited to attend a Staff meeting (for example to help prepare the NSS budget) provided the travel expenses are funded from a Division budget.

(3) Any volunteer or employee of the Society, traveling on the Society business, when reimbursement is authorized in advance by a Division head

and whose travel expenses can be covered by that Division travel budget without exceeding the approved budget amounts. Current examples are:

(A) NSS Executive Director, Secretary-Treasurer or their designated agents when required to perform their duties at the NSS office.

(B) NSS employees carrying out the duties of their NSS job. This includes their designated agent to transport them or NSS bookstore items to an NSS convention or other sales event.

(C) Individuals traveling to special events when approved by the Executive Director in advance and funded from the Executive Director's Conference Travel Budget. For example, specialists requested to testify at government hearings.

(4) Individuals who need to travel and who have a budget approved by the BOG, which explicitly approves the expenditures of funds for travel costs.

Current examples are:

(A) NSS NEWS editor.

(B) Journal of Caves & Karst Studies editor.

(C) Conservation Division Chairman.

(D) NSS National Cave Management Symposium Coordinator.

(E) NSS Convention Development Department Chairman.

(F) NSS Recording Secretary to attend required non-convention meetings.

(5) Specific individuals or groups of individuals funded according to acts of the Board of Governors such as:

(A) instructors for a NCRC rescue training seminar funded from seminar fees as per the Policy for NCRC national seminars.

(B) NSS convention staff funded through Act 56-293.

(6) Individuals who receive an International Speleological Partnership grant and the travel is funded under the grant.

(7) Individuals who are performing work on behalf of the Society under a grant or contract from an external organization, which authorizes the reimbursement of travel costs. Reimbursement shall be as determined by the cooperative agreement.

(A) participants under the NSS Mammoth Cave Restoration Cooperative Agreement or any other such agreement with Government agencies that provides for travel expense reimbursement.

(8) Individuals in extraordinary situations when approved in advance by the Board of Governors.

<<(9) Directors traveling to or from a Board of Governors meeting.>>

Gladieux: seconds

Englebert: moves to amend

>>“excluding those currently serving their elected or appointed terms at the time of this motion”<<

Brumbaugh: seconds

Johnson: calls for roll call vote on amendment

Mike Backe - Y
David Brumbaugh - Y
Mike Mansur – N
Zach Englebert - Y
Stephen Gladieux - N
Pete Johnson - N
Jean Krejca - Y
Nina Martin - Y
Miki Kalber - Y
Dennis Melko - Y
Rebecca McNabb – Y
Aria Mildice – N
Anna Pearce - Y
Ben Tobin – N

Roll Call Vote:

PASSES

Tobin: moves to postpone until after closed session

Kalber: seconds

Johnson: calls for voice vote on postponement

Voice Vote:

UNANIMOUS APPROVAL

Johnson calls for Recess for Lunch

Open Session reconvenes at 2:20PM MST

7.2. The Bylaws Committee moves to amend

04-093 Style Guide 04-19-21:7, 03-23-85, 02-02-57

Agenda for a meeting of the Board of Governors <<must contain the following sections at a minimum: roll call, past meeting minutes to approve, division head and board reports, comments from the membership, unfinished business, new business, closed session of the board, open discussion, adjournment.>>>>will be standardized to the style and format of the agenda for the meeting of the Board of Governors, March 12, 1983.<< The agenda must be a <<shared cloud hosted document>> accessible to all board members; they must have at least privileges to suggest edits or comment.

Pearce: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL

7.3. Johnson moves to schedule a special meeting for the primary purpose of voting on the Budget on March 31st, 2025 at 7:00PM MST.

Englebert: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL

8. Postponed Motions

8.1. Bylaws committee/ Gladieux moves to amend bylaws VII.E.6

The Strategic Planning Committee leads and facilitates, for the Board, the development and maintenance of a comprehensive strategic plan for the future of the NSS. Strategic Plans are approved by <<a 2/3 vote of>> the Board of Governors <<every five years. Changing the strategic plan before five years have elapsed since the last plan approval requires a 3/4 majority vote.>>

Tobin: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL

9. Closed Session – 3:05PM MST

9.1. Report to Membership:

- **BOG voted on awards for 2025 Convention**

10. Postponed Motions, Continued:

10.1. Kalber Moves to postpone motion until the next meeting:

“7.1 Kalber Moves to amend appendix AR, adding directors to the list of volunteers who are eligible to be reimbursed for authorized travel. A new line item is created in the annual budget to fund director travel. Travel reimbursement for directors is authorized by the executive director.”

Englebert: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL

11. Tobin moves to adjourn – 5:24PM MST

Backe: seconds

Johnson: calls for voice vote

Voice Vote:

UNANIMOUS APPROVAL