

National Speleological Society, Inc.

Board of Governors Meeting

Agenda of the 256th Regular Meeting

New York, NY

v2.0

[Zoom Link Here](#)

Mar 10, 2024

The 256th regular meeting of the Board of Governors will be held at the NSS in Manhattan, NY on March 10, 2024 at 9 am EDT.

- 1) Call to Order and Roll Call**
- 2) Minutes to approve -**
November 11, 2023
November 29, 2023
- 3) Officer & Committee Reports:**
 - a. President ([PRES](#)) – Kristine Ebrey
 - b. Executive Vice President ([EVP](#)) – Scott Engel
 - c. Administrative Vice President ([AVP](#)) – Emily P. Davis
 - d. Operations Vice President ([OVP](#)) – Maureen Handler
 - e. Secretary-Treasurer ([S-T](#)) – David Oase
 - f. Bylaws Committee Report - Stephen Gladieux
- 4) Comments from the Membership**
- 5) New Business : Motions**

5.1 Stephen Gladioux moves to accept the restructuring proposal referred to the Board from the Bylaws committee thus amending bylaws and acts (including appendices) as shown in the attached proposal titled "NSS Restructuring Proposal_2024-2-7".

Note that for clarity only the retained language in the bylaws has been shown. Standard red/blue formatting has been used to show changes to the acts and their appendices with any acts coded in grey if they are proposed to be removed entirely. Only the included appendices are being kept (D, J, P, Q, S, X, AR, AU, AV, BF, BJ, BP, BR, BT, BU)

5.2 Tiderman moves to amend

56-293 Convention Committee Honorarium 10-21-17:17, 08-09-13:23, 07-27- 01, 08-07-98, 11-16-74

A \$3000.00 convention committee honorarium will be included in the Convention budget to recognize the committee's efforts and unreimbursed expenses to host the annual NSS National Convention. >>~~The honorarium will be granted when the following conditions are met:~~

~~1. All REMAINING Convention Merchandise due to the NSS bookstore has been received.~~

~~2. Financial reporting has been completed~~

~~a. All accounts are balanced and up to date~~

~~b. All income and expenses are reported in the NSS General Ledger format~~

~~c. The completed Convention QuickBooks file has been delivered to the NSS bookkeeper and Secretary-Treasurer~~
~~d. Convention statistics are reported to the Convention Statistician via a method agreed upon prior to Convention.~~

~~3. The Convention Finance Officer and Secretary-Treasurer will determine when these items have been met.~~

~~a. \$3000 if all the above items are completed within 90 days of the last day of the convention.~~

~~b. \$2000 if all the above items are completed within 120 days of the last day of the convention.~~

~~c. \$1000 if all the above items are completed within 150 days of the last day of the convention.~~

~~d. After 150 days, no Honorarium will be granted since a 150-day or longer delay will cause the society a delay in finalizing the books for the auditors. The committee honorarium may<<~~

Reason - The conditions added were petty, punitive, and not enforceable. Since the amount is in the budget, the host group can, and has, just retained the funds. The turning over of excess goods is covered in the manual. The timeline is not always under the complete control of the host group. Uncashed checks can cause delays in closing the books as well as a delay by the paid bookkeeper.

5.3 Camp moves to approve and fund Attachment W by utilizing monies located in the Truist savings account, in full.

ATTACHMENT W

NSS Perpetuity Operational Fund

1. This attachment to the contract between the National Speleological Foundation (NSF) and the National Speleological Society (NSS), concerning the NSS Trust Funds (referred to as "the contract"), outlines the objectives and terms governing the Individual Fund designated as the NSS Perpetuity Operational Fund.
2. The NSS Perpetuity Operational Fund is designed to function as a revenue source for the National Speleological Society, ensuring financial support to address the dynamic requirements of the organization and aiding the Board of Governors in achieving the Society's Mission, Vision, and Strategic Goals.
3. Each fiscal year, the Foundation is obligated to reimburse the Society from the NSS Perpetuity Operational Fund, with the amount not exceeding 5.5% of the Fund's total value. Transfers of available funds to the Society will be facilitated upon request for reimbursement from the Secretary-Treasurer after the request is approved by the Board of Governors as part of the NSS annual budget.
4. This attachment has been **approved** by the Board of Governors of the Society on the **##** day of **MONTH, YEAR**, and by the Board of Trustees of the Foundation on the **##** day of **MONTH, YEAR**.

NATIONAL SPELEOLOGICAL SOCIETY, INC. By: /s/ Kristine Ebrey
President

NATIONAL SPELEOLOGICAL FOUNDATION, INC. By: /s/ Doug Soroka
President

NOTES:

Intent or Spirit of the Fund: Any unrequested funds and those not allocated in the yearly budget will be retained in the fund. Excess investment returns, beyond the specified limit, will be reinvested for the following primary purposes: 1) to seek growth and to

provide for the betterment of the Society in perpetuity, and 2) to cover the compensation of an executive director, additional support staff, or other paid leadership roles, as passed by a two - thirds vote of the Board of Governors, and 3) other discretionary expenses as approved in the yearly budget by the Board of Governors, and 4) to address periods of lower investment returns during market downturns.

5.4 Krejca moves to approve the five Operational Plans that correspond to the five officer positions. They are provided as spreadsheet attachments.

Reason - This is an effort to create a link between the strategic plan that was created based on member input (and approved in 2023) and the actual workload of the officers. Each of these operating plans is organized as a 'to-do' list for the officer position, and has a link to the committee in charge, the timeline for that item (and budget if it is available), and how that item ties to the strategic plan. Ultimately we want this process to improve/refine the workload of the officers, to ensure budget and organizational effort matches member input, and to evaluate the efficacy of our internal staff and procedures with measurable outcomes.

6) Closed Session for the BOG

7) Closed Session of the Directorate

8) Closed Sessions Report to the Membership

9) Adjournment

Ebrey declares the meeting adjourned at pm