

National Speleological Society, Inc.

Agenda of the Special Meeting of the Board of Governors

Virtual
2/10/24 – 6 PM Mountain Time

V 1.3
[Zoom Link Here](#)

1. **Call to Order and Roll Call: 9:00 PM**

2. **Minutes to Approve –**

NONE

3. **Division Head & Board Reports**

NONE

4. **Comments from the Membership**

5. **Unfinished Business**

NONE

6. **New Business**

6.1. Gladieux Moves to amend Bylaw V.B.4).c.

c. An incumbent completing <<or elected to>> two contiguous full terms, as director, is not eligible to run for reelection for one full term <<after the end of their elected terms. Directors completing 6 or more contiguous years of any combination of terms are not eligible to run for reelection until a full, three year term has passed after their last term of office.>> Persons ineligible to run for reelection shall not be appointed to Director vacancies under Bylaw Section V.B.(3)(a) nor as proxies under Bylaw Section V.E.(5)

***Note:** We have had some loopholes with term limits for a while. Many were closed by the restructuring which removed the ability for someone to jump back and forth from being a director to an officer and thus stay on the board indefinitely; however, there are still loopholes where a director could be elected to a full term, then appointed to a partial, then elected to a full term and so forth indefinitely. Likewise, a director could be elected to two full terms and then resign before the end of their second term and still run again. This closes all those loopholes. It is clear that the NSS benefits from dynamic leadership and new members, with new energy and ideas serving on the board.*

6.2. 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.>>

NOTE: *This has been a long intended change to make sure members being disciplined with abrogation of Good Standing cannot receive awards or grants during their period without good standing.*

6.3. Gladieux Moves to amend Bylaw XIII.C.

C. Members may be disciplined by the Board of Governors<<, or a body to which they delegate,>> by measures short of expulsion. Other disciplinary measures include but are not limited to censure, suspension, restriction of privileges including attendance at certain activities, abrogation of good standing, and revocation of awards.

NOTE: *This helps clarify the power of the Code of Conduct committee to discipline members as delegated by the board. This doesn't remove oversight by the board, but allows the board to let to CoC committee handle many smaller discipline issues.*

6.4. Johnson Moves to Hold the Fall 2025 Meeting in Ely NV on October 4th 2025

7. Closed Session of the Board

7.1. The Board will discuss the NSS' Executive Director Search

Adjournment