

# National Speleological Society, Inc.

## Agenda of the 259th Regular Meeting of the Board of Governors

Carlsbad, NM  
3/1/25 – 9 am Mountain Time

V 1.4

[Zoom Link Here](#)

1. **Call to Order and Roll Call: 9:00 AM**
2. **Minutes to Approve –**
  - 2.1. 11/16/2024 Minutes
  - 2.2. 02/10/2024 Minutes
3. **Division Head & Board Reports**
4. **Comments from the Membership**
5. **Unfinished Business**
  - 5.1. Tobin moves that 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.  
  
*Notes: This has been discussed off and on for a few years and given recent concerns about mass emailings in the organization, this motion would improve overall protection of members' contact information.*
6. **New Business**
  - 6.1. Consent Agenda (6.2, 6.3)
  - 6.2. 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<<

**NOTES:** *The NSS currently has a number of small dollar amounts held in the Holding fund. This is one of them. The current value of the website fund is \$2,826. This amount is not great enough to sustain meaningful reoccurring payouts long-term. These small funds add a significant administrative cost to the society and make the reporting burden on the Society and Foundation greater. We should either significantly increase these funds(\$50k) or disperse them and close them. With this fund, I am recommending we close it. I've consulted with the ST and the Comms Division head and they agree.*

- 6.3. 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.<<

**NOTES:** *The NSS currently has a number of small dollar amounts held in the Holding fund. This is one of them. The current value of the website fund is \$1,233.62. This amount is not great enough to sustain meaningful reoccurring payouts long-term. These small funds add a significant administrative cost to the society and make the reporting burden on the Society and Foundation greater. We should either significantly increase these funds(\$50k) or disperse them and close them. With this fund, I am recommending we close it. I've consulted with the ST and the Conservation & Science Division head and they agree.*

- 6.4. Johnson Moves to authorize the Secretary-Treasurer to establish the NSS Capital Expenses Fund by signing Attachment X to the NSS NSF Fund Agreements.

**NOTES:** *The Society needs to start saving for those large \$ amount repairs/replacements for the HQ and other pieces of property. This fund is designed as a repository for annual contributions to those future costs. The underlying principle will likely not be accessed in most years, hence the desirability of keeping it in an investment fund where it cannot be spent without consideration.*

*'Capital Expenses' is a well understood and defined concept within the Real Estate industry. It refers to costs incurred to acquire, improve, or extend the useful life of a property or asset, with both the costs and the resulting benefits expected to extend beyond a single fiscal year. New roof, New HVAC, replacing windows, etc. would all qualify. Electricity bills, cost of mowing the lawn, trash removal etc. would all NOT qualify.*

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

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

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

6.7. 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.

**NOTES:** *At the suggestion of the Secretary-Treasurer, this motion allocates money in the NSS Investment account to the NSS Perpetuity Operational Trust Fund held by the NSF. The foundation has finished un-co-mingling the Funds they hold on behalf of the Society. That un-co-mingling resolved hurdles related to the society completing an audit and simplified reporting. The \$2 Million includes the \$1 million that was set aside by the BoG at the 3/19/22 meeting. That amount was set aside with the same motivation, intent and restrictions as the NSS Perpetuity Operational Trust Fund. However a fund was never created at that time. I am including this clarification so there isn’t ambiguity going forward.*

6.8. 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.<<~~

6.9. 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.

**NOTES:** *The Facilities Division Chair has attempted to get design documents done for the vertical tower with the \$10k we have already allocated but quotes for those documents have been just under \$20k . This amount is not additional but replaces that \$10k. We are allocating \$25k total, not \$35k.*

6.10. 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.

**NOTES/RATIONALE:** *The society has existing awards to recognize up-and-coming cave and karst researchers but not those whose contributions focus on exploration and documentation of caves. This award aims to provide that recognition to younger cavers dedicated to exploration.*

**6.11.** 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.>>

**7. Closed Session of the Board**

7.1. NSS 2025 Awards Package

**8. Adjournment**