

National Speleological Society, Inc.
Board of Governors Meeting
Minutes of the 233rd Regular Meeting
Ely, NV
July 18 & 22, 2016
FINAL

The 233rd regular meeting of the Board of Governors was held at the White Pine County High School in Ely, NV. These minutes, when accompanied by corrections submitted by the Board, constitute the official record of the meeting.

President Wm Shrewsbury called the meeting to order at 9:15 a.m. and welcomed everyone in attendance. Jean DeVries was present as recording secretary.

Roll Call

Officers

Wm Shrewsbury, president
Katherine Crispin, administrative vice-president (AVP)
Dave Haun, operations vice-president (OVP)
Curt Harler, executive vice-president (EVP)
Gary Barnes, secretary-treasurer (ST)

Directors

Bob Barns
Julie Schenck Brown
Dave Decker
Jean DeVries
Kim Fleischmann
Peri Frantz
Margot Geisler
Bill Jackson
Pat Seiser
Rick Speaect
Peter Youngbaer

Aaron Atz, absent

**1) Approval of the Minutes of the March 19, 2016 Board of Governors Meeting in Bend,
OR**

The minutes of the October 25, 2015 Board meeting are approved as published.

VOTE:

For: Rest

Abstain: DeVries, Youngbaer

PASSED

2) Officer Reports

A. [President \(PRES\)](#) – Wm Shrewsbury

- The Fundraising Committee report and the Nominating Committee reports were sent this morning.

B. [Executive Vice President \(EVP\)](#) – Curt Harler

There were no additions to the written report.

C. [Administrative Vice President \(AVP\)](#) – Kat Crispin

There were no additions to the written report.

D. [Operations Vice President \(OVP\)](#) – Dave Haun

There were no additions to the written report.

E. [Secretary-Treasurer \(S-T\)](#) – Gary Barnes

There were no additions to the written report.

3) Committee Reports

- NSS Convention 2016 – Matt Bowers, Chairman - oral report
- NSS Convention 2017 - Blake Jordan , Chairman - oral report
- NSS Convention 2018 - Doug Warner, Chairman - oral report

NEW BUSINESS

The following items were considered as consent agenda:

#4: Confirmation of Chairman of the Nominating Committee

#5: Confirmation of the Chairman of the Vandalism Deterrence Committee

#6: Confirmation of the Chairman of the Public Relations Division

#7: Rescind NCKMS Liaison Position

#8: Confirmation of the Chairman of the National Cave & Karst Management Symposium Committee

#9: Authorization for Expenditure for Defense of Mill Sink Property

#10: Authorization for Expenditure for Schoharie Preserve Surveys

#12: Creation of the Convention Financial Officer

#14: National Speleological Foundations Reporting

VOTE:

For: Unanimous

PASSED

4) Confirmation of Chairman of the Nominating Committee

Shrewsbury moved: Nathan Farrar (NSS 59222RE) is confirmed as Chairman of the Nominating Committee. Ted Kayes (NSS 6122CL)(FE), Alex Sproul (NSS 8086RL)(FE), and Margot Geisler (NSS 29761RL)(FE) are appointed as committee members.

Passed in consent agenda motion PASSED

5) Confirmation of the Chairman of the Vandalism Deterrence Committee

Crispin moved: Sarah Richards (NSS 42770RE) is confirmed as Chairman of the Vandalism Deterrence Committee.

Passed in consent agenda motion PASSED

6) Confirmation of the Chairman of the Public Relations Division

Shrewsbury moved: Dean Wiseman is confirmed as Chairman of the Public Relations Division.

Passed in consent agenda motion PASSED

7) Rescind NCKMS Liaison Position

Shrewsbury moved: The National Cave & Karst Management Symposium Liaison position is rescinded.

Passed in consent agenda motion PASSED

8) Confirmation of the Chairman of the National Cave & Karst Management Symposium Committee

Crispin moved: Jim Kennedy (26791RL)(FE) is appointed Chairman of the National Cave & Karst Management Symposium Committee (NCKMS).

Passed in consent agenda motion PASSED

9) Amendment of Act 18-902 Mill Creek

Barnes moved: \$293.02 is authorized to be spent from the Fund for Litigation to Protect Caves to cover the Mill Creek Preserve Litigation overrun expense.

Passed in consent agenda motion PASSED

10) Authorization for Expenditure for Schoharie Preserve Surveys

Barnes moved: \$17,975 is authorized to be spent from the principal of the Cave Preserves Fund to pay for the Gage Cave - Schoharie Survey (\$10,775.00) and the Schoharie Cave - Wright Survey (\$7,200.00).

Passed in consent agenda motion PASSED

11) Amendment of Act 56-818 Convention Budget Planning

Barnes moved: Act 56-818 Convention Budget Planning is amended as follows <delete> <<add>>:

Convention budgets should include the provision for a modest surplus, <in the 5% range>, <<estimated as at least 10% of expected revenue from registration.>>

VOTE:

For: Rest

Against: DeVries

Abstain: Fleischmann

PASSED

12) Creation of the Convention Financial Officer

Act 56-917

Barnes moved: The position of Convention Financial Officer (CFO) is created in the Department of the Secretary/Treasurer.

Passed in consent agenda motion

PASSED

13) Amendment of Act 18-719, NSS Publication Trust Fund

Harler moved: Act 18-719, NSS Publication Trust Fund, is amended as follows:

The purpose of the NSS Publication Trust Fund is to provide funds for the publication of art and literature by the NSS. <<It was established through the transfer of restricted funds and may only be spent for this purpose.>> It may be spent by the Executive Vice President based upon a budget approved by the Board of Governors. It is a temporarily restricted fund and any withdrawals are repaid with interest through sales of the publication for which the money was withdrawn.

Barnes moved to postpone to the fall 2016 meeting

VOTE to postpone:

For: Rest

Abstain: Youngbaer

POSTPONED

14) National Speleological Foundations Reporting -

Amendment to Act 01-618

Jackson moved: National Speleological Foundation reports to the NSS shall be included in the Secretary-Treasurer's report as an attachment and posted under a distinct subject heading on the website Member Portal under Fiscal Information.

Passed in consent agenda motion

PASSED

15) Recess Monday

President Shrewsbury declares an adjournment of the Monday session at 12:45 pm. The Board and directorate met in closed session following the adjournment.

President Shrewsbury announced that the meeting will reconvene on Friday July 22, 2016 at 9:00 am

16) Reconvene Friday

President Shrewsbury called the continuation of the 233rd Board of Governors meeting to order on July 22nd at 9:10 a.m. All officers and directors present on Monday were in attendance. Jean DeVries was present as recording secretary.

- Blake Jordan gave the Congress of Grottoes report
- Jennifer Foote, WNS Liaison, gave an update on decon efforts at the convention.

17) Report of the Closed Session of the Board

President Shrewsbury reported that no formal actions were taken during the closed session. The Board discussed property and financial matters.

18) Report of the Closed Session of the Directorate

Newly elected Chair of the Director Pat Seiser reported the following:

- All current vice presidents were re-elected
- Patricia Seiser was elected Chairman of the Directorate
- Rick Speaect and Dave Decker were appointed to the Audit Committee
- Kim Fleischmann, Julie Schenck-Brown, and Bob Barns were appointed to the Fundraising Committee

The following motions were considered as a Friday consent agenda:

#22: Authorization for Expenditure from the Cave Acquisition Fund for Fossil Cave

#23: Authorization for Expenditure from the Cave Acquisition Fund to the Cave Conservancy of Hawai'i

#24: Authorization for Expenditure from the Cave Acquisition Fund to Rockcastle Karst Conservancy

#26: Confirmation of the Chairman of the Education Division

#33: Confirmation of the Convention Chief Financial Officer

#34: Creation of the Fossil Cave Nature Preserve

#35: Creation of the Thompson Gulch Karst Nature Preserve

#36: Confirmation of the Thompson Gulch Karst Nature Preserve Manager

19) Amendment of Bylaw IV: Board of Governors-Officers-Directors

Seiser moved: Bylaw IV. BOARD OF GOVERNORS – OFFICERS – DIRECTORS is amended as follows:

<<L. Removal from office.

(1) Officers and Directors may be removed from office for cause by disciplinary proceedings with a formal hearing by the Board of Governors as provided for in the parliamentary authority.

(2) Officers and Directors may be removed from office at the pleasure of the membership by a recall vote. If three percent (3%) of the voting members of the Society have signed a petition within a 13 month period requesting a recall vote on a specific Officer or Director, and the petition has been given to the President of the Society 30 days prior to the annual NSS election of Directors, the recall proposal shall be placed on the ballot. A majority of those voting shall prevail.

(3) An Officer or Director who is absent from two meetings in a twelve month period and fails to appoint a proxy may be removed from office by a majority vote of the Board of Governors.

(4) An Officer or Director who fails to attend two meetings in a twelve month period may be removed from office by majority vote of the Board of Governors.>>

Seiser moved to amend motion to delete (3)

Frantz moved to postpone to the fall 2016 BOG meeting
#12 failed

VOTE to postpone

FAILED

VOTE on amendment:

For: Rest

Abstain: Frantz

PASSED

Barnes moved to amend #4 to read:

(4) An Officer or Director who fails to attend two meetings in a twelve month period may be removed from office by <<a 2/3>> majority vote of the Board of Governors.

VOTE on amendment:

For: Unanimous

PASSED

Barnes moved to amend #4 to read:

(4) An Officer or Director who fails to attend two <<out of three successive Board of Governors>> meetings in a twelve month period may be removed from office by a 2/3 majority vote of the Board of Governors.

VOTE on amendment:

For: Unanimous

PASSED

VOTE on motion as amended:

For: Rest

Abstain: Frantz

PASSED

Bylaw revision as now amended reads:

L. Removal from office.

(1) Officers and Directors may be removed from office for cause by disciplinary proceedings with a formal hearing by the Board of Governors as provided for in the parliamentary authority.

(2) Officers and Directors may be removed from office at the pleasure of the membership by a recall vote. If three percent (3%) of the voting members of the Society have signed a petition within a 13 month period requesting a recall vote on a specific Officer or Director, and the petition has been given to the President of the Society 30 days prior to the annual NSS election of Directors, the recall proposal shall be placed on the ballot. A majority of those voting shall prevail.

(3) An Officer or Director who fails to attend two out of three successive Board of Governors meetings in a twelve month period may be removed from office by a 2/3 majority vote of the Board of Governors.

20) Amendment of Bylaw IV.A(3) - Board of Governors-Officers-Directors

Jackson moved: Bylaw IV.A(3), Board of Governors-Officers-Directors is amended as follows:

<<(g) Vacancies in the offices of Vice-Presidents and Secretary-Treasurer shall be filled by temporary appointment by the Chairman of the Directorate, so as to continue the business of the society. The COD shall promptly notify the Directorate of the vacancy, the proposed appointment, and obtain the advice and consent of the Directorate before making this appointment. The appointed officer shall be referred to as “acting” until regularly elected. At the next regular meeting the Directorate may elect the appointee to regularly fill the vacancy, or may elect another candidate. Notice shall be made to the membership by the Executive Search Committee of the vacancy and proposed election of an officer prior to the regular meeting as done for other elections of officers.>>

VOTE:

For: Unanimous

PASSED

21) Confirmation of the Chairman of the Special Publications Committee

Harler moved: Dave Bunnell is confirmed as Chairman of the Special Publications Committee.

VOTE:

For: Unanimous

PASSED

22) Authorization for Expenditure from the Cave Acquisition Fund for Fossil Cave Act 26-918

Crispin moved: The AVP is authorized to spend up to \$7,500 from the Cave Acquisition Fund to cover legal fees, taxes and other expenses related to transferring the title for the property containing Fossil Cave in Kentucky into ownership by the NSS.

Passed in consent agenda motion

PASSED

23) Authorization for Expenditure from the Cave Acquisition Fund to the Cave Conservancy of Hawai'i Amendment of Act 26-742

Crispin moved: \$5000 from the Cave Acquisition Fund is given to the Cave Conservancy of Hawai'i to help pay off a loan used to purchase three acres of land containing two entrances of the Kipuka Kanohina cave system, raising the total acreage owned to 81.

Passed in consent agenda motion

PASSED

24) Authorization for Expenditure from the Cave Acquisition Fund to Rockcastle Karst Conservancy Act 26-919

Crispin moved: \$5000 from the Cave Acquisition Fund is allocated to Rockcastle Karst Conservancy contribute to the purchase of a parcel of land containing entrances to the Pine Hill Cave system in Kentucky known as Skylight Preserve. The preserve will be managed by Rockcastle Karst Conservancy.

Passed in consent agenda motion

PASSED

25) Authorization for Conservation Grant

Crispin moved: A \$1000 conservation grant is given to Earl Suitor towards purchase and installation of fencing materials to surround Sites Cave.

VOTE:

For: Unanimous

PASSED

26) Confirmation of Chair of the Education Division

Crispin moved: Mike Hood (NSS 24166) is confirmed as Chairman of the Education Division.

Passed in consent agenda motion

PASSED

27) Reinstatement of Act 86-703 Landowner Relations Committee

Crispin moved: Act 86-703, Landowner Relations Network Committee is reinstated with the following changes:

86-703 Landowner Relations <<Network>> Committee 10-18-03

The NSS Landowner Relations <<Network Committee>> is established in the department of the Administrative Vice President. The committee is responsible for working on private sector landowner relations at a national level. <<The committee will be comprised of NSS members covering multiple areas of the United States with the goal of having a network of ambassadors to local cave landowners.>> The committee is also responsible for working with regions and grottos to help them with programs to develop and maintain good relations with landowners in their areas. The committee is encouraged to regularly use the NSS NEWS and the NSS web site to highlight and discuss landowner relations issues, practices and concepts.

VOTE:

For: Unanimous

PASSED

Once item #27 passed, items 28-30 were considered together. All passed unanimously.

28) Confirmation of the Chairman of the Landowner Relations Network Committee

Crispin moved: Julie Schenck-Brown (NSS 30493) is confirmed as the Chair of the Landowner Relations Network Committee.

VOTE:

For: Unanimous

PASSED

29) Confirmation of the Vice-Chair of the Eastern Region of the Landowner Relations Network Committee

Crispin moved: Gene Harrison (NSS 9268) is confirmed as the Eastern Region Vice-Chair of the Landowner Relations Network Committee.

VOTE:

For: Unanimous

PASSED

30) Confirmation of the Vice-Chairs of the Western Region of the Landowner Relations Network Committee

Crispin moved: Gaylene Speaect (NSS 64245) and Rick Speaect (NSS 54849) are confirmed as the Western Region Vice-Chairs of the Landowner Relations Network Committee.

VOTE:

For: Unanimous

PASSED

31) NSS Statement of Understanding Regarding WNS

Act 86-920

Crispin moved: The NSS issues a statement of understanding regarding White Nose Syndrome as follows:

“The National Speleological Society supports recent published statements by Merlin D. Tuttle, Ph.D., entitled “White-Nose Syndrome: Origin, Impact and Management” (May 1, 2016) and “A Turning Point in Saving Bats from WNS” (June 7, 2016). Dr. Tuttle recommends focusing resources on helping survivors of WNS rebuild resistant populations and also protection from disturbance, especially during hibernation. Future research should “First, do no harm” and be minimally invasive. Emphasis should be on electronic monitoring in summer habitats to evaluate efficacy of conservation activities and to credibly support threatened and endangered listings. Cooperation with local, regional and national agencies to fully evaluate cave closure status should be an ongoing effort and, where possible, access to caves should be restored. Cavers are a critical resource to evaluating the health of bat populations and should be more fully utilized.”

VOTE:

For: Unanimous

PASSED

32) NSS Headquarters Refinancing

Act 26-921

Shrewsbury moved: When the outstanding principal on the HQ mortgage has been reduced below \$400,000, the NSS Board of Governors authorizes the Secretary-Treasurer to withdraw up to \$100,000 from our Endowment Fund for application towards the current headquarters mortgage principal. The Board requests the National Speleological Foundation provide a loan of up to \$350,000 from the NSS-NSF Life Membership Fund, contract Attachment A, for the purpose of transferring the balance of our mortgage from our current loan provider to the NSF. The Board requests that this balance be set at a 5.5% interest rate over a seven year amortization. The Secretary-Treasurer and President are authorized to negotiate the detail of this loan with the NSF and to enter into the loan agreement on behalf the NSS.

VOTE:

For: Unanimous

PASSED

33) Confirmation of the Convention Chief Financial Officer

Barnes moved: Jean DeVries (NSS36251) is confirmed as Convention Chief Financial Officer.

Passed in consent agenda motion

PASSED

34) Creation of the Fossil Cave Nature Preserve

Crispin moved: The Fossil Cave property donation is accepted as a NSS Nature Preserve and shall be designated the Fossil Cave Nature Preserve. Art White will remain living on the property and become the caretaker until such time as he moves or passes away.

Passed in consent agenda motion

PASSED

35) Creation of the Thompson Gulch Karst Nature Preserve Amendment to 26-914

Crispin moved: The South Dakota cave property acquisition shall be designated Thompson Gulch Karst Nature Preserve.

Passed in consent agenda motion

PASSED

36) Confirmation of the Thompson Gulch Karst Nature Preserve Manager

Crispin moved: David Springhetti (13631 RL) is named as the first manager of Thompson Gulch Karst Nature Preserve.

Passed in consent agenda motion

PASSED

37) Open Discussion

Shrewsbury moved: An open discussion is held for a period of time not to exceed 10 minutes.

- Discussion on opening a true endowment fund

38) Appreciation

Shrewsbury moved: The Board of Governors expresses its appreciation to the 2016 Convention Committee for hosting our meeting and providing excellent meeting arrangements.

39) Adjournment

Seiser moved: The meeting is adjourned. President Shrewsbury declares the meeting adjourned at 12:08 PM.