

**National Speleological Society, Inc.**  
**Board of Governors Meeting**  
**Minutes of the 246th Regular Meeting**  
**Virtual Meeting**  
**November 7, 2020**  
**FINAL**

The 246th regular meeting of the Board of Governors will be held virtually.

**Call to Order and Roll Call**

**Officers**

Geary Schindel, President (PRES)  
Scott Engel, Executive Vice-President (EVP)  
Adam Weaver, Administrative Vice-President (AVP)  
Maureen Handler, Operations Vice-President (OVP)  
Kristine Ebrey, Secretary-Treasurer (S-T)

**Directors**

Nick Anderson  
Riley Drake  
Nathan Farrar  
Stephen Gladieux  
Peter Johnson  
Sonia Meyer  
Julie Schenck-Brown  
Carol Tiderman  
Ben Tobin  
Will Urbanski  
Meredith Weberg  
Cindy Wu

**Guests:**

Tiderman moved to approve the minutes of the July 25 and July 26, 2020 virtual Board of Governors Meeting. Weberg seconded.

**PASSED by VOICE VOTE**

**1) Officer & Committee Reports:**

- a. [President \(PRES\)](#) – Geary Schindel  
There were not additions to the President’s report.
  
- b. [Executive Vice President \(EVP\)](#) – Scott Engel

Resolution of mailing of the NSS News. Updates on books: Peter M. Hauer book at

printer. New Larry Matthews book in the works. On Rope is delayed. Revising completion dates for On Rope. Signed contract for new book on James Cave, Kentucky.

- c. Administrative Vice President (AVP) – Adam Weaver  
“Speleoguest” program to get guest speakers for schools is now functional. Getting speakers online across the country. Contact Devra Heyer if you are interested in becoming a speaker. West Virginia DNR is creating new cave protection signs.
- d. Operations Vice President (OVP) – Maureen Handler  
Seven hundred and one (701) memorial bricks have been ordered and will arrive before Christmas. Volunteers being recruited to lay the bricks. Tenants at Cave Avenue have moved out. Need to discuss what to do with Cave Avenue property.
- e. Secretary-Treasurer (S-T) – Kristine Ebrey  
We have a 2021 convention budget. Getting ready to close out 2020 convention reconciliation. NSF statement, as of September 30<sup>th</sup> received. Creating reports that can be understood by the general membership.

**2) Comments from the Audience (3-minute limit per person)**

No comments.

**UNFINISHED BUSINESS**

**3) Press releases and member emails time limit**

Crispin moved: All <<external, public>> press releases and all-member emails <<signed by a BOG member>> must be emailed to the BOG 24 hours in advance of release. Hall Weberg seconded.

Meyer moved to Table the motion until the Fall BOG meeting. Wu seconded.

VOTE:

For: Anderson, Drake, Ebrey, Engel, Farrar, Handler, Johnson, Meyer, Schenck-Brown, Tobin, Tiderman, Weaver, Wu

Against: Crispin, Gladieux, Weberg

**PASSED**

*Note that items can be tabled or postponed but cannot be tabled to a date certain. Therefore, this item was tabled with the opportunity to bring it forward as a new motion. (Schindel)*

**4) Approval of Past Minutes**

Schindel moved: Approval of minutes of the meetings 11/9/19, 1/9/20, and 3/7/20. Meyer seconded.

**PASSED by VOICE VOTE**

**NEW BUSINESS**

## Consent Agenda

Tiderman moved to accept consent agenda. Weberg seconded.

**PASSED by VOICE VOTE**

*Note, those items passed in the consent agenda are indicated in individual motions below.*

### **5) Approval of Michael Cicherski as the NSS Insurance Committee Chair**

Ebrey moved: Michael Cicherski, (NSS 36668RE) is approved as NSS Insurance Committee Chair.

Passed in Consent Agenda

### **6) Amendment of Bylaw IV.A(3)(d)**

Wu moved: Bylaw IV.A(3)(d) is amended as follows:

An Executive Search Committee, whose ~~chairperson~~ <<Chairs>> shall be appointed by the directors, shall solicit nominations for President-Elect, vice-presidents, and Secretary-Treasurer by inserting suitable notice in the NSS News and other means. It shall distribute its list of candidates for officers to directors at least thirty days before the relevant elections. Additional nominations may be made during the election.

*Note: The change to use “chairs” is consistent with VI.B. and VI.C.*

*VI.B. The **chairs** of the permanent committees shall be appointed by the officer of the Society responsible for supervising the activities of the committee with the approval of the Board of Governors. Each **chair** shall promote the activities of the committee and select the personnel unless otherwise directed by the Board of Governors. A chair may appoint subcommittees to accomplish the work of the committee.*

*VI.C. The **chairs** and members of permanent commissions shall be appointed by the officer of the Society responsible for supervising the activities of the commission with the approval of the Board of Governors. Commissions may appoint committees to accomplish the work of the commission.*

Passed in Consent Agenda

### **7) Amendment of Bylaw IV.A(3)(f)**

Wu moved: Bylaw IV.A(3)(f) is amended as follows:

In the absence of the President, the ~~Chairman~~ <<Chair>> of the Directorate shall perform the duties of this position until either the President is able to resume, the Directors elect a new President, or a President-elect is able to assume the position. Weberg seconded.

*Note: Change supports gender neutrality across all Bylaws.*

Tiderman moved: To postpone item #7 and move it to after item #17.

Johnson seconded.

**PASSED by VOICE VOTE**

Wu moved to postpone indefinitely. Tiderman seconded.

Vote:

For: Unanimous

**PASSED**

### **8) Amendment of Bylaw IV.A(3)(g)**

Wu moved: Bylaw IV.A(3)(g) is amended as follows:

Vacancies ~~<in>~~ ~~<<of>>~~ the offices of Vice-Presidents and Secretary-Treasurer shall be filled by temporary appointment by the ~~<Chairman>~~ ~~<<Chair>>~~ of the Directorate, so as to continue the business of the society. The ~~<COD>~~ ~~<<Chair of the Directorate (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. Gladieux seconded.

*Note: Change supports gender neutrality across all Bylaws. Change replaces undescribed acronym COD to explicitly state Chair of the Directorate.*

Weberg moved to change “in” to “of” after vacancies. Johnson seconded.

**PASSED by VOICE VOTE**

Vote on motion as amended.

**PASSED**

### **9) Amendment of Bylaw IV.C(1)**

Wu moved: Bylaw IV.C(1) is amended as follows: The Directors shall elect a ~~<Chairman>~~ ~~<<Chair>>~~ of the Directorate from among themselves to preside at meetings of the Directorate and conduct such business as falls to the Directorate, as apart from the Board of Governors. Nominations for COD will be conducted during the closed session of the Directorate at the summer Board of Governors Monday meeting, with an election at the same meeting. The COD is the official contact for the Directorate. The COD is not an officer of the Society.

*Note: Change supports gender neutrality across all Bylaws.*

Passed in Consent Agenda

### **10) Amendment of Bylaw IV.C(2)**

Wu moved: Bylaw IV.C(2) is amended as follows: Directorate business shall include, but is not limited to, the election of Officers of the Society, the appointment of Committee ~~<Chairman>~~

<<Chairs>> for committees that report to the Directorate, and the review of reports from such Committees.

*Note: Change supports gender neutrality across all Bylaws.*

Passed in Consent Agenda

### **11) Amendment of Bylaw IV.C(3)**

Wu moved: Bylaw IV.C(3) is amended as follows:

Following any closed meetings, the <del>COD</del> <<Chair of the Directorate (COD)>> shall report in open session any formal actions taken by the Directorate.

*Note: Change replaces the undescribed acronym “COD” to explicitly state “Chair of the Directorate”.*

Passed in Consent Agenda

### **12) Amendment of Bylaw IV.F**

Wu moved: Bylaw IV.F is amended as follows:

Any member of the Board may appoint a proxy to speak and vote for <del>him</del> <<them>> at a meeting of the Board of Governors. The proxy must be a member of the Society who would be eligible to serve on the Board of Governors. The proxy may act at one meeting for only one director or officer. The presiding officer must be notified of such proxy appointment prior to the meeting, or the proxy should file written authorization from his principal at the time of the meeting. Authorization should state whether or not discretionary voting powers have been given to the proxy.

*Note: Switch to gender neutral pronoun.*

Passed in Consent Agenda

### **13) Amendment of Bylaw I.E.**

Wu moved: Bylaw I.E. is amended as follows:

A serial number will be assigned to each member at the time of admission to the Society. Upon granting a request for reinstatement of a former member <del>his</del> <<their>> original membership number will be reinstated.

*Note: Switch to gender neutral pronoun.*

Passed in Consent Agenda

### **14) Bylaw 4D1 D. Board of Governors Meetings**

Tiderman moved: (1) The Board of Governors may be convened by <<the>> action of the Board, by the President, or by petition of at least one-third of the Board members. The President of the Society, or in <del>his</del> <<their>> absence the Vice-President with the most time served

as any officer, shall preside at meetings of the Board of Governors. ~~<One-third>~~ <<two thirds>> of the directors and ~~<two>~~ <<three>> officers, all present, shall constitute a quorum at meetings of the Board of Governors. Gladieux seconded.

*The quorum numbers seem too low. Fixed the grammar too. Stayed with a percentage to prevent the need to revisit if the number of directors ever changed. Having 3 officers keeps the total at an odd number.*

Johnson moved: To change the last sentence in item #14 to read 2/3 of the officer rather than 3. Tiderman. seconded.

Vote on amendment

For: Ebrey, Weaver, Anderson, Drake

Abstain: Weberg, Handler

Against: Rest

**FAILED**

Vote on Original Motion

Against: Handler, Urbanski

Abstain: Weberg

For: Rest

**PASSED**

### **15) Replacement of Existing Fluorescent and Incandescent Lights to LED Lights**

Handler moved: \$12,000 of the SBA loan will be used to replace the existing fluorescent and incandescent lights with LED lights for energy efficiency. The loan repayment will be done in conformance with the NSS SBA Loan Repayment Policy. Weberg seconded.

Weberg moved: To spell out the acronym SBA as Small Business Administration.

Failed for lack of a second

Vote:

For: Ebrey, Engel, Handler, Schenck-Brown, Weaver, Weberg

Abstain: Meyer

Against: Anderson, Drake, Farrar, Gladieux, Johnson, Tiderman, Tobin, Wu

**FAILED**

### **16) Endorsement of the Manual of US Cave Rescue Techniques**

Weaver moved: In accordance with BOG Act 07-266, the NSS Board of Governors formally endorses the current (3rd Edition) and future editions of the *Manual of US Cave Rescue Techniques* published by the National Cave Rescue Commission (NCRC). Engel seconded.

*Note: The Manual of US Cave Rescue Techniques has been in production, with periodic updates, since 2002. This is an official NCRC work and has been for sale in the NSS Bookstore since its creation. As a commission of the National Speleological Society (NSS), it was believed that NCRC did not need to receive endorsement of the publication from the NSS. However, because the NCRC is self-publishing this book separately from the NSS, it is unclear if the NCRC can use the NSS name and logo in the publication without further permissions. To eliminate this*

*uncertainty, a formal BOG endorsement will serve to document approval for the legal use of the copyrighted NSS name and logo.*

Vote:

For: Unanimous

**PASSED**

**17) Change to Bylaw 4.A.(3)(f)**

Tiderman moved: (f) In the absence of the President, the ~~<Chairman of the Directorate>~~ ~~<<the Vice-President with most time served as any officer>>~~ shall perform the duties of this position until either the President is able to resume, ~~<<or>>~~ the Directors elect a new President ~~><~~ or a President-elect is able to assume the position. Weberg seconded.

*Note: Since the motion to make it the COD at the last meeting, recommending this change to make the bylaws consistent.*

Gladioux moved: to amend replace the Vice-President with the most seniority with the Vice-President with most time served as any officer. Tiderman seconded.

Vote on amendment

Against: Urbanski

Abstain: Weaver, Anderson, Drake

For: Rest

**PASSED**

Vote on Original Motion as amended

Against: Farrar, Urbanski

Abstain: Anderson, Drake, Schenck-Brown

For: Rest

**PASSED**

**18) Rescind Act 12-951, Executive Director Exploratory Committee**

Urbanski moved: Act 12-951, Executive Director Exploratory Committee, is rescinded. Tobin seconded.

*Note: The executive director exploratory committee has concluded. Act 12-951 reads: "An Executive Director Exploratory Committee shall be established in order to define the role of and propose a funding source to hire an Executive Director to oversee the administration, programs, and strategic plan of the NSS. The Chairman of the Directorate, with the concurrence of the Directorate, is responsible for the selection of the Chair of the Executive Director Exploratory Committee. The Executive Director shall be responsible for leading fundraising, marketing, education, and community outreach programs for the NSS. The Executive Director shall report to the Board of Governors".*

Vote:

For: Unanimous

**PASSED**

**19) Rescind Act 88-930, Cave Management Advisory Committee for Research**

Weaver moved: Act 88-930, Cave Management Advisory Committee for Research is rescinded. The tasks of this committee will be completed by the Preserve Science Sub-committee.

*Note: This committee has been inactive for at least 3 years. This is the board act to be removed: Act 88-930 Cave Management Advisory Committee for Research 06-19-17:8*  
*The Cave Management Advisory Committee for Research (CMACR) is established in the department of the Administrative Vice President (AVP) to encourage and advise cave management research. Organizations and persons engaged in cave management research may apply to affiliate with the NSS by agreeing with the purposes of the NSS, and applying in writing to the CMACR. Approval of said standing is at the discretion of the AVP. The approved research projects may use any of the following descriptions: "A Cave Management Research Project of the National Speleological Society," "An NSS Cave Management Study," or similar description. Grant requests from affiliated cave management researchers should be sent to this committee for review and then to the NSS Research Advisory Committee for its consideration.*

Passed in Consent Agenda

## **20) Authorization to Continue Negotiations**

Weaver moved: The NSS Board of Governors authorizes the NSS Administrative Vice President to continue negotiations and transfer ownership of the Mill Creek Sink Nature Preserve to the NSS Cave Diving Section (CDS), with the understanding that the NSS will retain an easement to this property and cave.

*Note: Due to the complicated nature of the preserve dive site, only the most experienced divers can use this resource, this causes annual visitation to be very low. The dangerous dive conditions also constitute a high liability to the NSS. The CDS currently manages this location for the NSS and has expressed a willingness to accept the cave property absorbing the liability from the NSS. They are willing to give us an easement across the property, and put a clause in the contract that would revert ownership to us in the event that the CDS dissolves or becomes insolvent in the future. This move reduces the risk of litigation against the NSS and it maintains protection of the cave as well as guarantees NSS caver access to the property in perpetuity. We are also in talks with the CDS to acquire legal easements to their other properties, adding an additional layer of protection for those caves.*

Passed in Consent Agenda

## **21) Rescind Act 01-588 Officer Assistants**

Johnson moved: Act 01-588, Officer Assistants, is rescinded.

Officers may appoint staff assistants to help them in managing their committees, subject to confirmation by the Board. Staff assistants serve at the pleasure of the officer, or until the end of the officer's term. Staff assistants are committee chairman.

*Note: Act 01-588 reads: Officers may appoint staff assistants to help them in managing their committees, subject to confirmation by the Board. Staff assistants serve at the pleasure of the officer, or until the end of the officer's term. Staff assistants are committee chairman.*

*This is the only place in the Acts/Bylaws that refers to "Officer Assistants" or "Staff Assistants" and as such this act seems to be self-contained.*

1. Officers shouldn't need an act to appoint assistants
2. The Board shouldn't have to approve Officers' assistants
3. This isn't happening in practice anyway is it?
4. Therefore, it is probably best to remove this act and add it to the obsolete acts section of the Bylaws/Acts.

*This motion intends to clean up the Bylaws and/or Acts without changing the functions or policies of the society. As such it is less critical than current business. Ideally, it would be placed on the consent agenda or at the end of the agenda.*

Passed in Consent Agenda

**22) Amendment of Act 09-594, Planning Committee**

**11-06-04, 03-22-97**

Johnson moved: Act 09-594 is amended as follows:

The NSS Planning Committee, <<reporting to the Directorate,>><in the President's department> is established to lead, and facilitate for the Board, the development and maintenance of a comprehensive strategic plan for the future of the NSS. <<Strategic Plans will be approved by the Board of Governors>>. Weberg seconded.

*Note: Strategic planning is a direct and central responsibility of the Board of Governors. There should be a Board level strategic committee/body. Additionally, strategic planning for society is not limited to being the purview of one Officer. So, in order to better distinguish between the governance roles within the organization, this is being changed to a Directorate level committee. Note that there is no current mechanism in the Bylaws for a Board (as opposed to Directorate) level committee. However, given that the Board as a whole should approve strategic plans this motion explicitly states that. The end result is that the COD would appoint the Chair but the Strategic Plans are approved by the entire BOG. Note that the language of the existing act is a bit awkward but changes were not made*

Vote on motion:

For: Rest

Absent: Drake

**PASSED**

**23) Bylaw change VI. Permanent Committees and Commissions**

Ebrey moved: bylaw change on committee chair appointments.

B. The chairs of the permanent committees shall be appointed by the officer of the Society responsible for supervising the activities of the committee <with the approval of the Board of Governors>. Each chair shall promote the activities of the committee and select the personnel unless otherwise directed by the Board of Governors. A chair may appoint subcommittees to accomplish the work of the committee. <<Chairs will be considered seated once written notice has been given to the Board of Governors and Secretary of the Board.>>

C. The chairs and members of permanent commissions shall be appointed by the officer of the Society responsible for supervising the activities of the commission <with the approval of the

~~Board of Governors~~>. Commissions may appoint committees to accomplish the work of the commission. Urbanski seconded. <<Chairs will be considered seated once written notice has been given to the Board of Governors and Secretary of the Board.>>

Johnson moved to amend: Add to the end of the amendment of parts B and C, <<Chairs will be considered seated once written notice has been given to the Board of Governors and Secretary of the Board.>> Gladieux seconded.

Vote on amendment:

Against: Schenck-Brown

For: Rest

Absent: Drake **PASSED**

Vote on motion as amended:

Against: Schenck-Brown

For: Rest

Absent: Drake **PASSED**

#### **24) Rescind Act 40-936 Reappointment of Division Chiefs, Liaisons, and Committee Chairs**

Ebrey moved to rescind act 40-936 Reappointment of Division Chiefs, Liaisons, and Committee Chairs. Tiderman seconded.

*Note: 40-936 Reappointment of Division Chiefs, Liaisons, and Committee Chairs  
Division chiefs, liaisons, and committee chairs that directly report to an officer are appointed for 2-year terms, renewable by the officer and approved by the board. It is the responsibility of the Officer to implement appointments on an alternating basis to sustain continuity and experience.*

Vote:

Absent: Drake

For: Rest

**PASSED**

#### **25) Establishment of the Volunteer Coordination Committee**

Johnson moved: The Volunteer Coordination Committee is established in the department of the president. The chair of this committee will be known as the Volunteer Coordinator. This committee is responsible for: Identifying open positions within the society; recruiting members who are willing to volunteer; assisting officers with volunteer appreciation as needed. This committee has no authority to place volunteers in open positions as that authority will remain with the relevant officer or chair.

*Notes: The aim of this motion is to create a Volunteer Coordinator position in the NSS. However, it is written as a committee in order to provide flexibility for more than one person to work on the stated goals. Volunteer Coordinator is a very common position in non-profits. The idea is to remove some of the burden of filling open positions from the Officers/Chairs. However, it leaves the authority to fill those positions with the relevant Officer or Chair. As such it is at their discretion whether to use the Volunteer Coordinator to fill open positions.*

*Ideally, the Volunteer Coordinator would periodically inquire about open positions. They would also interface with membership through publications/social media/grottos etc. to try and recruit volunteers.*

*This committee could arguably be placed under the OVP, AVP, or President. There are various arguments for and against each candidate. I would defer to the Officers on that question. Note that a similar committee previously existed in the NSS but was moved to the Obsolete acts. I was unable to determine why but in conversations with previous Officers there was some speculation that Officers/Chairs wouldn't want a Volunteer Coordinator to fill positions for them. The motion under consideration avoids this problem.*

Passed in Consent Agenda

## **26) Creation of The Division of Cave Rescue**

Weaver moved:

The Division of Cave Rescue is created in the Department of the Administrative Vice President (AVP) and shall consist of the National Cave Rescue Commission (NCRC) and any committee or sub-committee deemed necessary by the Cave Rescue Division Chief or AVP. The Cave Rescue Division Chief will serve as an advisor to the NSS leadership on all issues that involve the NCRC operations and cave rescue. The division chief will have a standing invitation to all meetings of the NCRC Board of Regional Coordinators (BORC) meetings both open and closed session to serve in a non-voting advisory role to that body. The division chief will work to ensure that the current organization structure of the NCRC is meeting the needs and policy requirements of the NSS, and direct changes internal to the NCRC or other committees or subcommittees to achieve this. Ensuring the NCRC Charter is updated to reflect changes enacted by the NSS Board of Governors (BOG). Likewise, the division chief will bring suggestions of the NCRC for beneficial policy changes to the attention of the AVP and/or BOG. The position of division chief will be appointed or removed by the AVP, and is granted the authority of the AVP as outlined in the NCRC Charter. Anderson seconded.

*Note: At the time of this motion the NCRC Charter and operating procedures, which can be found on the NCRC website, are not congruent with all policies of the NSS. The Cave Rescue Division Chief position will be working over the next quarter to re-align their policies and code of conduct with those of the NSS. At the same time evaluating the structure of the organization. The first division chief will be Anmar Mirza.*

Johnson moved: To postpone the motion to the next BOG meeting. Weberg seconded.

Vote:

Against: Weaver, Handler, Ebrey, Tiderman, Anderson, Drake, Urbanski

For: Engle, Farrar, Gladieux, Johnson, Meyer, Schenck-Brown, Tobin, Weberg, Wu

**PASSED**

**27) Recess for Closed Session at 2:34 p.m. Eastern.**

**28) Reconvene at 4:25 p.m. Eastern.**

**29) Report of the closed session of the board**

**30) Report of the closed session of the directorate**

Confirmed Kristine Ebrey for another term as Secretary-Treasurer. The spring BOG meeting will be virtual. Thanks go to the New Jersey Grotto that offered to host the spring meeting.

**31) Announcements**

Schindel announced his intent to create Cave Avenue Ad Hoc committee to be appointed by the President.

**32) Adjournment**

Tiderman moved: The meeting is adjourned. Weberg seconded. President Schindel declares the meeting adjourned at 4:34 p.m.