

National Speleological Society, Inc.
Board of Governors Meeting
Minutes of the April 19, 2021 Special Virtual Meeting

A special meeting of the Board of Governors was held virtually via Zoom. These minutes, when accompanied by corrections submitted by the Board, constitute the official record of the meeting.

President Geary Schindel called the meeting to order at 7:05 p.m. CST and welcomed everyone in attendance.

ROLL CALL

Officers

Geary Schindel, president (PRES)
Adam Weaver, administrative vice-president (AVP)
Scott Engel, executive vice-president (EVP)
Maureen Handler, operations vice-president (OVP)
Kristine Ebrey, secretary-treasurer (S-T)

Directors

Nick Anderson
Riley Drake
Nathan Farrar (arrived during discussion of amendment to IV.D(2).IV.D.(
Stephen Gladieux
Peter Johnson
Sonia Meyer (arrived after amendment IV.A(3)(a) was passed but before vote on main motion.)
Julie Schenck-Brown
Carol Tiderman
Ben Tobin
Carly Robison for Will Urbanski
Meredith Hall Weberg
Cindy Wu

Approximately eleven guests were logged into the BOG Virtual Zoom Meeting

1) Call to Order and Roll Call

Carly Robison was proxy for Will Urbanski. A quorum of the board of directors was present.

2) Approval of the minutes of the Spring 2021 Board of Governors meeting, held via Zoom
Schindel withdrew this motion.

3) Amendment of Bylaw IV.A.(3)(a)

Weaver moves: Bylaw IV.A.(3)(a) is replaced as follows:

<<Effective at the fall 2021 meeting of the Board of Governors and each subsequent year, the directors shall convene and elect a President-Elect, who shall become President of the Society at the close of the spring meeting

of the Board of Governors. The term of office of the President is for one year until a successor is elected and installed, as listed above. The President-Elect is not an officer of the Society and has no formal authority or responsibilities by virtue of holding that position.>>

~~>>At the meeting of the Board of Governors prior to the annual meeting, the directors shall convene and elect a President Elect, who shall become President of the Society at the close of the subsequent opening session of the annual meeting of the Board of Governors. The term of office of the President is from the close of one opening session of an annual meeting to the close of the next such or until a successor is elected and installed. The President Elect is not an officer of the Society and has no formal authority or responsibilities by virtue of holding that position. In the event a retiring president is elected a director in the same year, the President Elect shall serve as a director at the opening session of the annual meeting of the Board of Governors in place of the retiring President.<<~~

Seconded by Handler.

3A Motion to amend by Gladeauz, seconded by Weberg.

<<Effective at the fall 2021 meeting of the Board of Governors and each subsequent year, the directors >>shall<< convene and elect a president-elect, who >shall< become<<s>> president of the society at the close of the spring meeting of the Board of Governors. The term of office of the president is for one year or until a successor is elected and installed, as listed above. The president-elect is not an officer of the society and has no formal authority or responsibilities by virtue of holding that position.>>

VOTE: Amendment 3A passed by viva voce

PASSED

3B Motion to Amend by Johnson, seconded by Anderson

>>Effective at the fall 2021 meeting of the Board of Governors and each subsequent year,<< <<Every year at the fall meeting of the Board of Governors>> the directors convene and elect a president-elect, who becomes president of the society at the close of the spring meeting of the Board of Governors. >>The term of office of the president is for one year until a successor is elected and installed, as listed above.<< <<The term of the office of the president is from the close of the spring meeting until the close of the following spring meeting or until a successor is elected and installed.>> The president-elect is not an officer of the society and has no formal authority or responsibilities by virtue of holding that position.>>

VOTE: Amendment 3B passed by viva voce.

PASSED

VOTE: Vote on initial motion as amended by 3A and 3B

Motion passed by viva voce.

PASSED

4) Amendment of Bylaw IV.A.(3)(b)

Weaver moved: Bylaw IV.A.(3)(b) is replaced as follows:

<<The vice-presidents of the Society shall be elected at the spring organizational meeting of the Directors of the Society, convened for that purpose following the close of the opening session of the

meeting, but prior to any subsequent session or meeting of the Board of Governors. The term of office of vice-presidents shall be from one such organizational meeting to the next or until their successors are elected and installed.>>

~~>>The vice presidents of the Society shall be elected at an organizational meeting of the Directors of the Society, convened for that purpose following the close of the opening session of the annual meeting, but prior to any subsequent session or meeting of the Board of Governors. The term of office of vice-presidents shall be from one such organizational meeting to the next or until their successors are elected and installed.<<~~

Motion seconded by Tiderman.

4A Motion to Amend by Johnson and Tobin, seconded by Anderson

<<Every year at the spring meeting of the Board of Governors, the directors will elect the vice-presidents of the Society >>>>~~The vice presidents of the Society will be elected at the spring organizational meeting of the directors of the Society, convened~~<< <<at a meeting of the Directorate convened>> for that purpose following the close of the opening session of the meeting, but prior to any subsequent session or meeting of the Board of Governors. The term of office of vice-presidents will be from one such organizational meeting to the next or until their successors are elected and installed.

VOTE: Amendment 4A passed viva voce.

PASSED

VOTE: Motion 4 as amended passed viva voce

PASSED

5) Amendment of Bylaw IV.D.(2)

Weaver moves: Bylaw IV.D.(2) Is replaced as follows:

<<There <<will>> >>shall<< be an annual meeting of the Board of Governors at each annual convention, which <<will>> >>shall<< be divided into an opening session on the first day of the convention, an adjourned session near the end of the convention, and such special sessions as <<will>> >>shall<< be called by the President with due notice. In addition, there shall be two additional regular meetings; a fall and spring meeting of the Board of Governors. Each meeting date will be scheduled by the Board of Governors before the close of the meeting prior and announced by the office of the president to the membership.>>

~~>>There shall be an annual meeting of the Board of Governors at each annual convention, which shall be divided into an opening session on the first day of the convention, an adjourned session near the end of the convention, and such special sessions as shall be called by the President with due notice.<<~~

Seconded by Tiderman.

Anderson moved to postpone motion to the Summer NSS Meeting

VOTE: Motion passed viva voce.

From the March 13, 2021, meeting:

6) 2021 Convention in virtual format

Urbanski moved: The 2021 NSS Convention is moved to a virtual format.

Meyer moved and the motion was approved to postpone until April 19, 2021.

Since the AVP and Convention Committee Chair moved the 2021 convention to virtual convention, this item was no longer considered germane and was not voted on.

7) Gladieux moved to amend act 04-093 as follows:

Agenda for a meeting of the Board of Governors will be standardized to the style and format of the agenda for the meeting of the Board of Governors, March 12, 1983. <<The agenda must be a Google document accessible to all board members; they must have at least privileges to suggest edits or comment.>>

Notes: Agendas have been a source of loss of efficiency for years now. They are revised and revised and still not quite accurate. Multiple Word Doc. files are passed around. This can be solved easily. A Google doc where only the president has editing permissions but everyone else can suggest edits/comment make it easy for the author to put in their own language, and even update it as needed with friendly amendments and clerical fixes before the meeting. Additionally, during the meeting this makes it easy for motions made from the floor to be typed directly in the document -- instead of verbalizing or typing them in the chat.

Seconded by Robison.

VOTE: Unanimous

PASSED

8) Adjournment

Anderson moved: The meeting is adjourned. President Schindel declared the meeting adjourned at 8:43 pm CDT.