

**National Speleological Society, Inc.
Board of Governors Meeting
Minutes of Special Meeting**

**VIRTUAL
December 8th, 2025
DRAFT 1**

COD, Pete Johnson, called the meeting to order at 6:00PM MDT, December 8, 2025.

1. Call to Order and Roll Call: 6:00PM MDT

Directors

Sarah Arpin - PRESENT
Mike Backe - PRESENT
Zach Englebert - PRESENT
Pete Johnson - PRESENT
Miki Kalber - PRESENT
Mike Mansur - PRESENT
Nina Martin - ABSENT
Rebecca McNabb - PRESENT
Dennis Melko - PRESENT
Aria Mildice - PRESENT
Anna Pearce - PRESENT
Josh Schultz - PRESENT

2. Minutes to Approve – None

3. Division Head & Board Reports - None

4. Comments from the Membership - None

5. Unfinished Business - None

6. New Business

6.1. Pearce moves to modify Appendix X.(I)(H) as follows:

NSS election ballots will be emailed. A provision for alternative voting methods for members without online access will be made <<upon request>>.

Mansur: seconds

Johnson: calls voice vote

Voice Vote:

UNANIMOUS APPROVAL

6.2. Pearce moves to approve an expenditure of \$750 to mail letters to the 513 members who do not currently have an email address on file.

Withdrawn

6.3. Johnson moves to authorize the signing of Appendix X to the NSF NSS Contract.

Notes: This motion authorizes the signing of the contract which will create the Dr. Albert and Ethel Ogden Geosciences Research Fellowship Fund. The Appendix X language can be [found here](#). This also allows donations to the fund without further board approval.

Pearce: seconds

Johnson: calls voice vote

Voice Vote:

UNANIMOUS APPROVAL

6.4. McNabb moves to authorize the Secretary-Treasurer to establish the NSS Capital Expenses Fund as an operational investment account with a collateralized line of credit. The initial deposit of the CapEx fund will be \$150,000 and will be funded through the NSS operations bank account. The initial deposit will be sourced from interest and dividends from the NSS investment funds accounted for in the NSS 25/26 fiscal budget. The collateralized line of credit (LOC) will be \$105,000. The line of credit will increase as the investment increases to match 80% of the value of the fund annually, and with a maximum limit capped at \$250,000.

Mansur: seconds

Johnson: calls voice vote

Voice Vote:

UNANIMOUS APPROVAL

7. Closed Session of the Board

8. Adjournment

McNabb: motions to adjourn

Melko: seconds

Johnson Adjourns at 7:02 PM MDT

