

National Speleological Society, Inc.
Board of Governors Meeting
Agenda of the 220th Regular Meeting
Kennesaw, Georgia
March 31, 2012
DRAFT

The 220th regular meeting of the Board of Governors will be held at REI in Kennesaw, Georgia.

Call to Order and Roll Call

Approval of the Minutes of the October 22, 2011 Board of Governors Meeting in Houston, Texas

Officer Reports:

President (PRES) – Wm Shrewsbury
Executive Vice President (EVP) – John LaMar Cole
Administrative Vice President (AVP) – Geary Schindel
Operations Vice President (OVP) – Dave Luckins
Secretary-Treasurer (S-T) – Debra Young

Committee Reports:

- NSS Headquarters Commission – Dave Haun
- NSS Convention 2011 – Dave Lester, Chairman
- NSS Convention 2012 – John Pearson, Chairman

UNFINISHED BUSINESS

1) Bylaw Amendments – Section I Membership

A. Shrewsbury moves: Bylaw I. B.(1) is amended to read:

Persons under seventeen years of age may only be associate <<or>> family-associate
<, honorary, or outstanding-service> members.

B. Shrewsbury moves: Bylaw I. B.(3) is amended as follows and moved from section I Membership-Dues to section II Awards-Grants as II.C.

Honorary <members are individuals to whom membership> <<Membership>> is awarded
by the Board of Governors <<to an individual>>for outstanding contributions to the field of

speleology. Only one <h> <<H>>onorary <m> <<M>>embership may be awarded each year. <Honorary members have the same privileges as life members.>

C. Shrewsbury moves: Bylaw I.B.(4) is amended as follows and moved from section I Membership-Dues to section II Awards-Grants as II.D.

William J. Stephenson Outstanding Service <<Award is conferred by the Board of Governors to an individual member in recognition of outstanding service to the Society and its goals. >><members are individuals to whom membership is awarded by the Board of Governors for outstanding service to speleology and the Society.> Only one Outstanding Service <membership> <<award>> may be <awarded> <<conferred>> each year. <<Outstanding Service members have the same privileges as life members.>>

D. Shrewsbury moves: Bylaw I.D. is amended as follows and moved from section 1 Membership-Dues to section II Awards-Grants as II.E.

Fellows are individual members of the Society <that> <<who>> have been so designated by the Board of Governors for service <<over a number of years to the Society or the goals of the Society>> in speleological research, exploration, conservation, or administration. The number of fellows shall not exceed ten percent of the total Society membership."

2) Bylaw Amendments Section II Awards - Grants

Shrewsbury moves: Bylaw section II is amended as follows:

A. The Board of Governors, or an officer or committee to whom the Board has delegated the responsibility, may select recipients for awards and grants as specified in the <directives> <<Acts of the Board>>.

B. An award is defined as a tangible or intangible recognition and appreciation for past actions of the recipient. A grant is defined as an amount of money given to a recipient to assist future actions and may have its use restricted by the Board of Governors as specified in the <directives> <<Acts of the Board>>.

3) Bylaw Amendments Section III Assessments – Gifts

Shrewsbury moves: Bylaws III.A and C are amended as follows:

A. No special assessment may be made against the members of the Society. Voluntary contributions may be solicited by the Board of Governors for specific <purpose> <<purposes>>. <A charge may be made for the Society's special publications and extra copies of regular publications, and fees may be collected for use of the Society's property when approved by the Board of Governors.>

C. <A charge may be made to non-members for:

1. Attendance at Society-sponsored activities and meetings;
2. Use of the Society's equipment and library;
3. Copies of publications, maps, and other data; and

4. Inclusion of non-members on the Society's mailing list.>

<<Members and non-members may be charged for Society publications not included with their memberships, for attending Society events, and for using its property, library, and other resources and data.>>

4) Bylaw Amendments Section IV BOG – Officers - Directors

A. Shrewsbury moves: Bylaw IV.A(1)(d) is rescinded.

<(d) The Board may remove any Board member who attends in person no meeting in a fiscal year.>

B. Shrewsbury moves: Bylaws IV.A.(2)(a) and (c) are amended as follows:

(a) Candidates for director shall be selected from among eligible Society members by a nominating committee of at least three members, appointed annually by the President and approved by the Board. Any eligible member may be <nominated> <<placed on the ballot>> by a petition signed by twenty-five voting members. The ballot shall have provision for write-in votes. An incumbent completing two contiguous full terms as director is not eligible to run for reelection until the following year. Persons ineligible to run for <<election or>> reelection <<for director>> shall not be appointed to <<fill>> <D> <<d>>irector vacancies <under Bylaw Section IV.A.(1)(b) nor> <<or>> as proxies <under Bylaw Section IV.G> for <>oard members at meetings.

(c) An announcement shall be published in the <NSS NEWS> <<NSS News>>, <or> <<and>> otherwise distributed to all voting members, at least forty-five days before the deadline for receipt of <nominating petitions> <<nominations>>. The announcement shall identify the nominating committee, state the number of positions to be filled and the term of office of each, solicit suggestions for candidates, state the procedure and deadline for <petitions> <<nominations.>> <, and list candidates who have already consented to run.>

C. Shrewsbury moves: Bylaws IV.A.(3)(c) and (d) are amended as follows:

(c) At a meeting of the Board of Governors prior to the close of the fiscal year, the directors shall convene and elect the Secretary-Treasurer<<elect>>. The term of office of the Secretary-Treasurer shall run from the beginning of the fiscal year to its close or until a successor has been elected and installed. <The Society's fiscal year starts April first. This change will be effective April 1, 2007.>

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

D. Shrewsbury moves: Bylaw IV.A.(3)(f) is rescinded.

<<(f) Concurrently with the installation of a President, and thereafter at its pleasure, the Directorate shall select a President pro tem, who shall in the absence of the President have all power and duties of the President. The President pro tem shall have by virtue of this selection no powers or duties when the President is present.

1/ A non-incumbent President-elect shall automatically become President pro tem.

2/ The President pro tem shall be selected from persons qualified to hold the office of President.>>

E. Shrewsbury moves: Bylaws IV.E. is amended to read:

Board of Governors Meetings.

(1) The Board of Governors may be convened by 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 his absence the Vice-President with the most time served as any officer, shall preside at meetings of the Board of Governors.>> One third of the directors and two officers, all present in person, shall constitute a quorum at meetings of the Board of Governors.

F. Shrewsbury moves: Bylaws IV.B. and D. are amended to read:

B. No member may serve simultaneously as a director and as an officer of the Society. < No officer of the National Society shall simultaneously serve as an officer of an internal organization.> Only eligible members of the Society may serve on the Board of Governors.

D. The directors shall select a chairman from among themselves to call and conduct a meeting <<of the directors>> for the purpose of <acting pursuant to Section IV-A-(3)(b) or Section IV-C above> <<electing officers and appointing the Executive Search Committee.>> <The President shall preside at all meetings of the Board.>

G. Shrewsbury moves: Bylaws IV.C is rescinded:

<<C. The directors shall have the power to remove officers, establish additional officers as needed, and fill vacancies in office that may occur.>>

H. Shrewsbury moves: Bylaws IV.I. and M. are amended to read:

I. <An internal organization of the Society> <<A group of members chartered by the Society>> shall have the right of sending a representative to a meeting of the Board of Governors for the purpose of presenting or discussing matters relating to <said internal organization,> <<the group,>> but shall have no vote.

M. If three percent (3%) of the voting members of the Society have signed a petition within a 13 month period requesting a referendum on a proposed act, the act must be submitted to the voting membership along with the next NSS election of Directors that has a deadline <<for nominations>> of at least 30 days after the signed petition has been given to the President of the Society, unless the act has been approved by the Board of Governors since

the circulation of the petition. If the proposal receives a majority favorable vote of ballots returned and marked concerning the proposed act, the act will become effective when the elected Directors are seated.

5) Recess

President Shrewsbury declares a recess for lunch and the closed meeting of the Board and Directorate at 12:00 PM Noon.

6) Reconvene

President Shrewsbury reconvened the meeting at _____ pm.

7) Report of the Closed Session of the Directorate

The Chairman of the Directorate, Ted Kayes, reports on the closed session.

8) Report of the Closed Session of the Board

President Shrewsbury announces the following were considered in closed session:

NEW BUSINESS

9) FY 12/13 Budget Approval

Young moves: The [NSS FY 2012-13 Budget V6](#) is approved.

10) Grants Committee Chairman Appointment

Shrewsbury moves: Julia Germany (NSS #47678) is confirmed as Chairman of the Grants Committee.

Note: Julia's contact information is: Julia Germany (NSS 47678), 6203 Waltway Dr, Houston, TX 77008, 281-979-9208.

11) Bylaw Committee Chairman Appointment

Shrewsbury moves: Mike Hood (NSS #50834RL, FE) is confirmed as Chairman of the Bylaws Committee.

Note: Mike's contact information is: Mike Hood (NSS 24166RL), 4668 Airway Rd, Riverside OH 45431, bylaws@caves.org

12) Archives Division Chief Appointment

Luckins Moves: Trish Spiliotis is confirmed as Chief of the Archives Division.

Note: Trish's contact information is: Trish Spiliotis, (NSS 21474FR), 11210 Mountain Crest Dr, Huntsville, AL 35803 ; Ph 256-489-6669(H); archivesdiv@caves.org

13) Renaming of the Public Relations Committee

Shrewsbury moves: Act 86-361 is amended as follows:

<Public> <<Media>> Relations

The NSS <Public> <<Media>> Relations Committee is directed to expand the awareness of the existence of the National Speleological Society and its activities and goals to the general public. This committee will coordinate and support corporate marketing and public relations efforts of the NSS and its committees on a national level. The committee will work with <<other>> NSS committees to ensure that the NSS is represented as a dynamic, authoritative, and professional organization at caving and karst related events, and when dealing with outside associations, government agencies, and the press.

14) Creation of Public Relations Division

Shrewsbury moves: The Public Relations Division is created in the Department of the President. The Public Relations Division, managed and led by a division chief, will conduct the NSS's publicity and information activities designed to promote the NSS. Committees included in the division: Marketing & Advertising Committee, Membership Committee, Media Relations Committee, and other committees that may be formed as needed to provide a consistent Society image.

15) Marketing and Advertising Committee

Luckins moves: Act 86-833 Marketing and Advertising Committee is amended as follows:

The Marketing & Advertising Committee is established in the <Operations Vice President Department> <<Public Relations Division, in the President's Department>>. The committee is responsible for marketing research and advertising strategies, including the creation, placement, and development of effective criteria for NSS related advertising campaigns, to achieve the goals of the NSS.

Note: This motion is part of the motions to consolidate all the public relations oriented activities within the Public Relations Division.

16) Act 80-809 Policy on Placing the NSS News on the Web

Luckins moves: Act 80-809 is amended as follows:

80-809 Policy on Placing the *NSS News* on the Web 8-15-08:26
Issues of the *NSS News* that have been in print for at least ~~<five (5)>~~<<one>> year will be
<<made available for posting>> <posted> on <the NSS web site member's area and> the Karst
Information Portal web site. ~~<Maps of caves in those issues may be extracted and archived
separately to prevent public download.>~~

Discussion:

- 1) One year is now considered adequate delay to eliminate any potential impact on memberships or subscriptions, and will allow viewing of more recent issues which are in full color.
- 2) Currently, Basic members are not entitled to the *News*, and the one-year blackout reinforces the benefit for Regular members.
- 3) Maps of caves do not put them at risk; rather, maps may aid in reducing rescue callouts.
- 4) Explicit directions to wild caves are discouraged by Act 07-281 (1974), and have been prohibited in NSS publications since 1990.
- 5) The NSS intends to move to electronic publishing in the near future. That will require a subscription system with individual password access, but will not affect the language or intent of this policy.

17) SpeleoDigest on the Karst Information Portal

Luckins moves: Act 82-826 is amended as follows:

82-826 *Speleo Digest* on the Karst Information Portal 11-07-09:13
<The NSS will allow the Karst Information Portal (KIP) to host the digital archive of the *Speleo Digest* as agreed to within the signed October 18, 2008 Open-Access Journal Digitization/Hosting Agreement. Furthermore, the NSS will allow issues of *Speleo Digest* older than five (5) years from the copyright date to be publicly available on the KIP (pending specific redactions).>
<<Editions of the *Speleo Digest* that have been in print for at least two years will be posted on the NSS web site member's area and the Karst Information Portal Web site. The OVP shall have the discretion to delay posting of the *Speleo Digest* to permit obtaining a reasonable rate of return on publication investment.>>

Note: Unlike the other publications, Speleo Digest is a reasonable commercial activity and, at least, two years of sales are required to obtain a reasonable return on publication investment. Accordingly, posting on-line should be withheld for that period.

18) Policy for Placing Convention Guidebooks on the Web

Luckins moves: Act 56-810 is amended as follows:

56-810 Policy on Placing Convention Guidebooks on the Web 08-15-08:27

Convention guidebooks will be <made available online five years> <<posted on the NSS Web site member's area and the Karst Information Portal Web site one year>> after the convention<<s>> for which <<it was>> <<they were>> published. An exception <to this will occur> <<will be made>> if a guidebook is sold out <prior to the five year> <<within a year of its>> release date, <at which time> <<in which case>> it shall immediately be made available online. <<Any cave location information included in guidebooks shall be redacted in the online version of the guidebook.>>

19) NSS and CavingNews.com MOU

Shrewsbury moves: The Memorandum of Understanding between the NSS and CavingNews.com is approved.

Note: MOU is [Attachment A](#) to the minutes. Both organizations will benefit from mutual traffic.

20) Approval of Grant for the Indiana Karst Conservancy

Schindel moves: A grant of \$5,000 to the Indiana Karst Conservancy to assist in the purchase of Shawnee Karst Preserve in Lawrence County, Indiana is approved.

Note: Upper Twin Cave, part of the nearly 5-mile-long Shawnee Cave System, is biologically significant and the site many early cave research projects (many related to the northern blindfish). It is a "portfolio site" for The Nature Conservancy and is significant enough that TNC is putting up \$50,000 towards the acquisition. The Shawnee System consists of Donaldson, Lower Twin, and Upper Twin caves. The first two cave segments and the downstream entrance to Upper Twin are located in Spring Mill State Park. The most upstream entrance to Upper Twin is located on the property purchased by the IKC and is provides the best access to the Upper Twin segment.

21) Revision to Appendix X – Conduct of Elections

Liebman moves: Item 7 of Appendix X - Conduct of elections shall be amended as follows:

7. <<Unless authorized to be on a ballot by a board act or bylaw>> the election material accompanying the ballots shall include nothing besides voting instructions, the biographical information and platform statements submitted by the candidates, <the meeting attendance records of incumbent director candidates>, and a list of the present directors, with their names and states of residence. The list of directors shall indicate which incumbents' seats are being filled by the election and which have terms that continue beyond the current year.

Note: This motion ref 'Appendix X' is part "housekeeping" and part "election fairness". Housekeeping - The 'added' wording eliminates an existing conflict between item 7 and item 13 in Appendix X. Election Fairness - The 'deleted' wording eliminates an election ballot provision imposed by the BOG which is non-neutral, only applies to incumbent director candidates, and creates prejudicial advantages and disadvantages unfairly and unequally in the election process.

The requested deletion has never been enforced and the NSS Board as a body needs to remain neutral and not attempt to influence the voting process.

22) Strategic Planning Committee Disbanding

Liebman moves: The Strategic Planning Committee is disbanded and responsibility for leading the Board in creating a strategic plan is reverted to the President.

Note: In 2 ½ years and eight thousand dollars for a report no more informative than the work provided at no cost by Bill Klimack in 2005, the planning committee has proven grossly ineffective. The NSS Board needs to assume the responsibility itself of creating a strategic plan to guide the NSS into the future. The members of the society have elected us to take this kind of responsibility, and it is time we do so. We the Board should not hand over the responsibility of a critical component to the future success of the Society to non-elected individuals not trained in such matters.

23) Budget Amendment for Strategic Plan Facilitator

Liebman moves: To assist the Board in the necessary steps leading to a strategic business plan, the FY2012-13 budget is amended to make up to \$5,000 available for the President to hire a professional facilitator, who must have appropriate expertise in working with non-profit Boards of Directors in assessing business and management models and creating business plans.

Note: After spending eight thousand dollars to create a report that does not advance us beyond the point we were with Bill Klimack's extensive and professional work in 2005, we need to hire a professional to take the Board the next step from where we are now and have been at in the past. We have demonstrated we are not capable of doing so on our own yet need to get a strategic plan in place to guide the society and the BOG.

24) Budget Amendment for Fundraising Agency

Liebman moves: The budget is amended to include \$XXXX for the Fundraising Committee to hire a fundraising agency to assist the NSS in creating a sustainable program to raise money for the new headquarters.

Note: Professional fundraising companies have knowledge and experience we do not possess that we could take advantage of and learn from for ourselves. We do not have time to go through the learning curve nor the resources available that such an agency has to offer to us. We need to spend money to make money. This is too important to the NSS to fumble around on our own when professional assistance is available for a price and will put us farther ahead in the long run. It is an investment in our future.

25) Printing of American Caving Accidents

Liebman moves: The OVP will assume responsibility for printing and distributing the current, completed issue of *American Caving Accidents (2009-2010)*, and will have it to the membership by May 15, 2012.

Note: No action has been taken by the EVP to print and distribute the latest ACA, even though it was completed nearly four months ago. It is not true that the delay is because money is not available. The funds to print the ACA were allocated in current budget and are sitting in a restricted fund that can only be used for this purpose. Therefore, printing will not affect our bottom line. Our membership is declining, yet at the same time we are failing to provide the member benefits they are entitled to. In 2011 Society members were denied both the Members Manual and the ACA.

26) Bylaw Amendment Section IV(A)(1)(a), section IV(A)(1)(c)

Paylor moves: Bylaws IV.A.(1)(a), A.(1)(c), and A.(2)(b) are amended as follows:

A. The Board of Governors shall consist of twelve directors plus the officers.

(1)(a) The directors shall serve for three years, four being elected each year to take office at the start of the first Board meeting following May of that year. A tie for fourth place shall be broken by an immediate <mail >ballot of those current officers and directors who are not tied for fourth place.

(1)(c) The number of votes cast for each candidate shall determine which are elected for three year terms and which for shorter terms to fill vacancies. In the event of ties for the shorter terms, such shall be broken by an immediate <mail >ballot of current officers and directors, excluding any under interim appointment or any tied for fourth place.

(2)(b) The deadline for receiving ballots shall be no later than thirty days before the elected directors will take office. Ballots shall be <mailed><<provided>> to voting members at least thirty days, if by first class mail, or forty five days, otherwise; before the deadline for receiving ballots.

27) Bylaw Amendments Section IV BOG – Officers – Directors

Devine moves: Bylaw IV.A.(2)(a) is amended as follows:

(a) Candidates for director shall be selected from among eligible Society members by a nominating committee of at least three members, appointed annually by the President and approved by the Board. Any eligible member <<who presents a petition signed by twenty-five voting members>> <may> <<shall>> be placed on the ballot <by a petition signed by twenty-five voting members>. The ballot shall have provision for write-in votes. An incumbent completing two contiguous full terms as director is not eligible to run for reelection until the following year. Persons ineligible to run for election or reelection shall not be appointed to fill director vacancies or as proxies for board members at meetings.

28) Filling 2012 Vacant Director Seat

Kayes moves: The candidate receiving the sixth highest number of votes in the 2012 Director election will fill one of the two uncompleted terms.

29) Bylaw Amendment Section IV BOG-Officers-Directors

Tiderman moves: Bylaw IV(A)(1)(b) and (A)(1)(c) are amended as follows:

(A)(1)(b) In the event that one or more vacancies develop, the <Board> <<directors>> may appoint interim directors. <<Whenever possible, the candidate should be chosen from the next runner up in the annual election.>> Their terms shall run until a successor to each vacancy can be elected through the normal elections process as described below and such successors take office. The elected successor then serves the remainder of the full term.

(A)(1)(c) The number of votes cast for each candidate shall determine which are elected for three year terms and which for shorter terms to fill vacancies. In the event of ties for the shorter terms, such shall be broken by an immediate <<e>>mail ballot <letter> to the <current officers and> directors, excluding any under interim appointment or any tied for fourth place

Notes: Officers voting for directors in this situation is inappropriate. In essence they are selecting their boss. Yes officers do vote in the general election, but their percentage is diluted in the overall scheme of things. When 5 officers are voting in a group of 16 or less, that can have a big impact on the outcome.

Selecting directors from who is in the audience at the time of a meeting is unfair to those who went through submitting a platform & went through the efforts to be elected. If a selection is made only the audience at a board meeting, it would be a small sampling of the membership and geographically skewed. It is possible that no one there would be willing or be a good candidate to run for a director position. There is history where the next runner up was bypassed and a person was chosen from those present at a meeting.

30) 2012 Convention Guidebook Map Publication

Devine moves: The 2012 NSS Convention Committee shall have the option of redacting portions of the 2012 NSS Convention Guidebook which it deems sensitive, before the guidebook's publication on the web.

Note: The Convention Committee was able to obtain noteworthy items for its guidebook by entering into special agreements with certain cartographers and landowners, which specified that these items would not be published online. For the benefit of Convention attendees, the Convention Committee does not wish to remove these items from the printed version, but would like to honor its agreements with the cartographers and landowners

31) Appreciation

Shrewsbury moves: The Board of Governors expresses its appreciation to the Dogwood City Grotto for hosting our meeting and providing excellent meeting arrangements.

32) Adjournment

_____ moves: The meeting is adjourned. President Shrewsbury declares the meeting adjourned at _____ PM.

**Memorandum of Understanding
between the
The National Speleological Society
and
CavingNews.com**

The National Speleological Society (the Society or NSS) and CavingNews.com (Caving News) are organizations with a mutual interest in caves and cave resources.

The National Speleological Society is the largest and best-known non-profit membership organization in the world dedicated to the scientific study of caves and karst; protection of caves and their natural contents through conservation, ownership, stewardship, and public education; and promoting responsible cave exploration and fellowship among those interested in caves.

Caving News is a website whose goal is to be the best source of cave-related news in English from around the world. At this time, Caving News is unique in filling this niche. The site's main audience is cavers and those with an understanding of caves and karst, but it also offers a distinct service to the public.

Each organization appreciates the value and impact of the other in the speleological communities and the public realm, and believes that by cooperating with and assisting each other, we will be able to provide a greater benefit and service to our members and audiences.

The purpose of this Memorandum of Understanding (MOU) is to establish a framework to:

- Promote cooperation between the Society and Caving News for the benefit of both, and to the greater community of caves, cavers, speleologists, and the public.
- Enable efforts on matters of joint concern to the Society and the Caving News.
- Recognize the achievements and initiatives of both the Society and Caving News.
- Establish effective communication between the Society and Caving News.

To accomplish these objectives, the Society, through its Board of Governors, and Caving News, through its owner, agree as follows:

- The Society and Caving News shall cooperate in achieving common objectives, which shall include, but not be limited to, publishing announcements about or from the other organization and its internal organizations in literature and on websites as is appropriate; providing links for website visitors to visit the other party's website/s; and within reason, promoting the other party and its programs.
- The Society, through its liaison, will assist Caving News in creating and providing caving- and cave-related news content on cavingnews.com.
- The Society and Caving News shall portray each other in a positive manner in their respective publications, websites, and internal memoranda, and when communicating with other organizations or individuals. In the event that differences of opinion arise between the respective organizations on matters of mutual interest, both parties will strive in good faith to resolve differences without damage to either organization or this MOU.
- The NSS Caving News liaison shall be responsible for carrying out this MOU and enhancing cooperation between the two organizations.

This MOU shall be effective upon ratification by the each organization and signed below.

The Society or Caving News may cancel or propose amendments to this document at any time provided a thirty-day prior written notification is given to the other organization.

For the NSS:

_____	_____
Wm Shrewsbury, president	Date

For CavingNews.com:

_____	_____
Scott Falkingham, owner	Date