

NSS-CDS Annual Meeting (International Conference) June 1, 2024

Quorum: Yes

BOD Present: Sam LeFlore (SL), Jamie Chandler (JC), Stephen Forlenza (SF), Gayle Hall via Zoom (GH), Max Kuznetsov (MK), Fred Stratton (FS), Mark Schroder (MS).

Members Present: Chris Brock (CB), Adam Hughes (AH), Cameron Mahaffey (CM), Dean Umschneider (DU), Jeff Petersen (JP), Marin Haluck (MH), Greg Olmstead (GO), Jennifer Dillaman (JD), Josh Dillaman (JD), Ben Stanfield (BS). Renee Power (RP)

1705 SL Called meeting to order.

SL made a motion to accept the meeting minutes from May 2024. All in favor.

Annual Reports

SL with Chairman report: A budget was passed and implemented at time new board was seated. Conferences are going well and growing. Membership renewal rate is very high 70-80% range. Landowner relations are growing stronger thanks to Ian Parrish and Cameron Mahaffey.

GH with Treasurer's report: \$63,296.97 Gross, \$49,916.51 expenses, \$10,931.06 Net. Meeting house fund +\$24.39. Budget is a great tool.

Savings 10,630.39

Checking 28,638.75

Total Cash in Bank 39,269.14

FS with Program Director's Report: Nick Brown and Erika Lewis great relationships. Many manhours spent @ Cow Spring, Madison Spring and Peacock Spring. Summer plans include opening a discussion with the SRWMD on diversity access to Telford from land and finalizing a relationship with Dennis Martin on Edward's Spring. Edwards Sink- Dennis Martin, landowner. Using plan as template for other, future relations. "We are on a roll."

Motion was made by SL to accept the election results. Renee, Sam and Fred successful candidates. All in favor.

1716 Hours- Sam LeFlore resigns.

JC, as Vice Chair, takes over as Chairman. Asks for unanimous consent to except SL's resignation. All in favor. Motion carries.

*SF makes a motion to accept the 4th place finisher, JC, to the BOD to replace SL. GH seconds, All in favor.

*1722 hours- MS resigns for the BOD.

*JC makes a motion to accept the 5th place finisher, SD, to replace MS. FS seconds, All in favor. Via Telecom, SD accepts the position as Program Director.

JC announces CB as new Training Director. Thank you, MK, for your fantastic job!

Motion for Chairperson

FS makes motion for FS to Chairman, RP second. GH makes motion for GH to Chairwoman, SD second.

Blind vote- FS Chairman, All in favor.

Motion for Vice Chairperson

SF makes motion for JC to Vice Chairperson, GH seconds.

JC Vice Chair, All in Favor

Motion for Treasurer

RP makes motion for RP to Treasurer, CB second. GH makes motion for GH to Treasurer, JC second.

Blind vote- RP Treasurer, All in favor.

Motion for Secretary

CB made a motion to nominate SF as Secretary. Second by RP, All in favor.

SF Secretary

Motion for Program Director

Motion made by FS to accept GH and SD as Program Directors. All in Favor.

FS as Chairmen takes over meeting. Next meeting is Sunday, June 9th at 1930 hours.

Meetings are the second Sunday of every month.

SL has an NDA in place. He is to hand over all intellectual property and IT credentials to SF.

SF will work with AH to take over IT. Progress reported directly to the chair. RP will take down SL post on Facebook looking for IT assistance.

New Business

CB- Evan Kornaki would like to address the BOD concerning an issue that occurred several months ago regarding instructor discipline. FS makes motion to table issue and refer it to the Training Director for his attention.

JC makes motion to adjourn the meeting. SF second. All in favor.

***Amendment to the original meeting.**

04 June 2024

Fellow Directors,

The transition from the 2023-2024 Board of Directors (the Board) to the 2024-2025 Board was somewhat extraordinary with two resignations occurring with 48 hours of each other.

- When Mark Schroder resigned on 30 May 2024, that should have ended his participation in Board business as the Bylaws state that resignations are official upon receipt Mark resigned at 6:52 P.M. on 30 May 2024, two days prior to the meeting on 01 June.
- When Sam Leflore resigned after delivering his Chairman's Report he did so before the new board was created.

According to NSS-CDS bylaws III, H. 1., the five remaining Board members for the 2023-2024 term should have appointed two directors to fill the vacancies left by Mr. Leflore and Mr. Schroder. That did not happen, in large part due to the timing of the chairman's resignation and uncertainty about the process given that the annual International Cave Diving Conference requires the organization's full attention.

Instead, the Board mistakenly filled the vacancies with the next two candidates that were not elected during the 2024 election. The number four candidate was Jamie Chandler, and it was believed that the number five candidate was Steve Dalcher, when in fact it was Shane Paradis. This error resulted in having to correct an error which in fact is moot since this aspect of filling vacancies does not apply to the resignations by Messer's Leflore and Schroder.

The Bylaws section below is the guidance relevant to filling the two vacancies by appointment of the directors serving at the time of their resignations.

Article III Board of Directors

H. Resignation or Removal

1. If a vacancy occurs more than thirty (30) days after the regular annual meeting, it shall be filled by the affirmative vote of a majority of the remaining directors, even if the remaining seated directors constitute less than a quorum.

2. A director elected or appointed to fill a vacancy shall be elected or appointed for the remainder of the term of his or her predecessor in office.

Before the new board could be seated, those two vacant seats should have been filled as one seat was for a new two-year term and one vacancy had a full year remaining of its two-year term.

In order for the new board to press forward in accordance with the organization's current Constitution and Bylaws, the 2023-2024 Board must appoint two NSS-CDS members to those two vacancies. The five 2023-2024 Board members are Jamie Chandler, Steve Forlenza, Gayle Hall, Max Kuznetsov and Fred Stratton.

Once these appointments are in place, the Board will notify the new Directors and the Secretary will amend the minutes of the annual meeting to reflect these actions.

Actions:

The Secretary will schedule a Zoom meeting for the 2023-2024 Board members to discuss and appoint two NSS-CDS members to fill the two vacancies left by Messer's Leflore and Schroder. Although they are likely considerations for these vacancies, the Board is not constrained to choosing from the list of three unelected candidates from the 2024 election because Mark and Sam resigned beyond the 30 period when that would apply.

The Secretary will amend the minutes of the annual meeting and distribute them for reading before a motion to approve them is made at the 09 June 2024 Board meeting. We can then announce the Board composition to the members and Adam can update the website.

Respectfully,

Fred Stratton
Chairmen
NSS-CDS
808-780-9635

Executive Session held via Zoom June 4, 2024, at 2030 hours

BOD Present: Jaime Chandler (JC), Stephen Forlenza (SF), Gayle Hall (GH), Max Kuznetsov (MK), Fred Stratton (FS).

Motion was made by MK to nominate Steve Dalcher to replace Mark Schroder to the BOD. SF second. All in favor.

Motion was made by FS to nominate Jaime Chandler to replace Sam LeFlour to the BOD. GH second. All in favor.

MK made a motion to close the meeting 2053 hours. SF second. All in favor.