

NORTHEASTERN CAVE CONSERVANCY, INC.

12/6/2009 Schoharie, NY 10:00 AM

Meeting called to order at 10:06

1. Introduction and greetings – President Bob Addis
2. Attendance:
Officers: B. Addis, P. Youngbaer, B. Folsom, C. Hay
Trustees: J, Armstrong (10:20), M Chu, T. Engel, P. Haberland (11:20), A. Hicks, V. Kappler, B. Simmons, A. Traino, M. Warner.
3. Nominating Committee -Mike Martuscello
 - No new Officer candidates stepped forward or were nominated.
4. Addis moved to convene a meeting of the Trustees to elect Officers. Bob Simmons will preside over the elections as Chairman of the Trustees and will report.
2nd by Traino
Passed all
5. Officers are seated.
6. Absent with Proxy
 - Al Hicks – Al gave instruction for a proxy. Board voted to have Emily Davis to be proxy for Al Hicks.
7. President's Report – Bob Addis- Attachment A (end of document)
8. Vice President's Report –Peter Youngbaer – Attachment B
9. Treasurer's Report –Bill Folsom - Attachment C
10. Secretary's Report – Christa Hay
 - Barn dance, thank you letters to Amy & Russ Pokorny
 - EC minutes – Attachment D
11. Science Committee – Larry Davis – no report
12. Acquisitions Committee Report –Chuck Porter
 - Bob Addis is seeking a lawyer to review the Purchase Agreement for Merlins Cave.
 - On November 25th we completed the final legal step and now own Bentleys Cavern. Thanks to Mike Bourgeois providing a free professional land survey the total acquisition cost was only \$1168. Steps ahead include obtaining tax-exempt status, working out a conservation easement with the Rensselaer Land Trust, posting the property boundaries and marking the trail, constructing a perimeter trail, and work on the parking area and kiosk.
13. Bylaws Committee Report – Joe Levinson
 - The two bylaws changes look good, and I fully support both of them.
14. Publications/Publicity Committee Report - Christa Hay
 - Need to get a newsletter out
15. Fundraising Committee Report - Alan Traino – no report
16. Office Committee Report – Emily Davis / Mike Warner
 - Problems: None
 - Progress: Dues notices through the end of the year have been emailed. Response has been fairly good with many giving over the dues amount. All but a couple of thank you notes for

- donations to the barn dance event have been sent. I have already had feedback from a few (including EMS) that they would be happy to donate again next year. LL Bean has a grant program that we will might benefit for next year.
- Plans: We are geared up for tax letters first week in January once we get the text of the letter from the President.
17. Knox Cave Preserve Report –Emily Davis/Jay Siemion
 - We have re-cut the connector trail from Knox over to Crossbones. It still needs to be cleaned up a bit, but it is now re-established at least.
 - Replaced the Knox cave poster.
 18. Onesquethaw Cave Preserve Report – Thom Engel
 - Not much to report. With a number of other caves closed, Onesquethaw has seems some increased traffic. There is some graffiti outside the cave just above the entrance that needs removal.
 19. Sellecks Karst Preserve Report – Jason Siemion
 - More trail improvements have been done with the trail now completely on NCC property. Property boundary signs have been put up around the entire property with the exception of the boundary which runs through the creek bed. A nice Sellecks Cave Preserve sign has been erected at the entrance to the parking area. The log in the Sellecks entrance drop may need to be re-assessed. Thanks to Julie Wawrzynek, Christa Hay, and Bill Folsom for help with the trail and boundary sign work, and to Mike Chu for the nice parking area sign and for refinishing the cave entrance signs.
 20. Clarksville Preserve Report – Mike Chu, Thom Engel, Chuck Porter
 - The Ladder dig was apparently the site of a funeral. There appeared a funeral flower arrangement. This past Saturday, I learned that the ashes (or cremains as they are called in the biz) of one of the guys who'd dug the pit, were scattered in who around the entrance. This was done without permission.
 - There was a problem earlier in the fall with a group from Long Island who partied in the cave during hours the cave was supposed to be closed. According to the complaints I got, these individuals were drinking beer (and going to the bathroom) in the cave and were smoking pot in the cave. A caver from New Jersey leading a beginner's trip, called me that afternoon and complained. He also followed up with an e-mail. In addition, several people complained to me after these 4 individuals left.
 21. Bentleys Preserve Report - Jonah Spivak (NEW)
 - Came to meeting to say hi and say was he was working on the To-do list for the preserve.
 22. Ella Armstrong Preserve Report – Joe Armstrong –no report
 23. Education Committee Report – David Lyons – no report
 24. Membership Committee – open
 25. Website Subcommittee Report – Mike Chu – no report
 26. Legal Committee Report – Mark Seltzer
 - Worked on language with Treasurer for the donations page on the website. Website now ready for updating
 27. Special and Group Use Coordinators –Amy Cox – no report
 28. Financial and Investments Committee – Joe Levinson
 - Nothing to report
 29. Volunteer Value Committee – Vince Kappler

- *Progress:* VV totals so far for 2009: 1303 hours of work and 8088 miles drive time to/from projects for a total value of \$34,752.00. I have logged 120 individual VV events, about 50% were meetings and the rest split between entries on the web page and individual emails. The web page to submit hours, http://www.necaveconservancy.org/add_vv.php is working very well and some members are using it regularly. I encourage all Officers, Committee Chairs and Property Managers to check it out.

Plans: I will continue to collect data and maintain totals of the hours, mileage, and expenses members contribute to NCC projects. I will send periodic VV reminders to the membership, monitor data collection, and try to answer questions as they come up.

Problems: None at this time

30. Ad hoc Committee – Surprise Cave – Bob Simmons

31. Ad hoc Committee- Tory's Cave – Bob Simmons

32. Ad hoc Committee – Planned Giving – Bill Folsom, Peter Youngbaer

- Wording is now done and ready for adding to the website.

33. Ad hoc Committee -Merlins Cave - Chuck Porter

- Bob Addis is seeking a lawyer to review the Purchase Agreement for Merlins Cave.

34. Addis moved to open the Committee of the Whole. The Vice President will preside. Items can be entered as new business.

2nd by Simmons

For – All

Passed unanimously

- Life membership –Vince – only working with conservancies that are on the NSS website. Checking all the different membership options. Six conservancies have life membership averaging \$350. Feed back from these conservancies – there is no drawback from these kinds of memberships. Life membership builds stability in an organization. Does not hurt donation structure. Discussion on how much and where to put the money in the budget.

35. Engel moved to close the Committee of the Whole.

2nd by Chu

Passed unanimously

36. Hay moved to accept the minutes of the September 20, 2009 meeting.

2nd by Simmons

For – Rest, Abstained - Hay

Passed

37. Folsom moved that the NCC accept the 2010 budget as presented at the 12/06/09 Board meeting.

2nd by Youngbaer

For – Rest Abstained – Davis

Passed

38. Kappler moved: Act 75-50 should be deleted from the NCC Manual.

Act 75-50 Volunteer Value 2007 Rate 12/10/06

The hourly “dollar” value for Northeastern Cave Conservancy projects shall be increased to \$15.00 pre hour as of 1-Jan-07

This Act established the policy for determining VV rates:

Act 75-49 Dollar Value for Volunteer Work 12/10/06

The Northeastern Cave Conservancy will follow the guidelines found in Appendix AN of the NSS Board of Governors Manual in calculating Volunteer Value for NCC projects. The “dollar”

amount credited for labor may be adjusted periodically to reflect the current value generally credited by not for profit organizations for volunteer labor.

2nd by Simmons

For – All

Passed unanimously

39. Youngbaer moved that the NCC adopt the following records retention policy:

2nd by Kappler

For -All

Passed unanimously

The Northeastern Cave Conservancy, Inc., hereby adopts this policy this 6th day of December, 2009, concerning the retention and/or destruction of various corporate and operational records.

The overriding goal of this policy is to provide a faithful and transparent record of all operations of the Northeastern Cave Conservancy, Inc., and to protect the programmatic and financial integrity of the organization.

Fundamental corporate records, such as Articles of Incorporation, Bylaws, IRS Tax Exemption Letter, Board Minutes, Policies, and those relating to Real Estate, including deeds, easements, and titles, shall be kept permanently, so long as the corporation exists.

Financial records shall be kept a minimum of three years, including paper records and electronic accounting program records, financial reviews or audits, corporate tax filings, payroll records, insurance policies, and bank and investment statements and agreements. Bank statements shall be kept for a minimum of seven years.

Copies of any contracts, leases, rental agreements, grants, memoranda of understanding, or any similar agreements shall be maintained for the duration of any such agreements and for at least three years afterward. If any terms of such agreements are for longer periods of time or are more restrictive, they shall supersede.

Any records of legal matters, litigation, insurance claims, or accident reports shall be kept permanently, so long as the corporation exists.

40. Bob introduced the Pokorny's (owners of the barn). They invited the use of their tower for any electronic devices to aid in bat study.

41. Youngbaer moved that the NCC adopt the following Compliance (Whistle Blower) Policy:

2nd by Folsom

For – All

Passed unanimously

Northeastern Cave Conservancy, Inc. Compliance (Whistle Blower) Policy

The Northeastern Cave Conservancy, Inc. (NCC) hereby adopts this 6th day of December, 2009, the following policy, which is intended to : encourage volunteers and members to come forward with credible information on illegal practices or serious violations of adopted policies of the NCC; to specify that the NCC will protect the person from retaliation; and identify where such information can be reported.

1. Encouragement of reporting. The NCC encourages complaints, reports, or inquiries about illegal practices or serious violations of the NCC's policies, including illegal conduct by the organization itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matter, ethical violations, or other similar illegal or improper practices or policies.

2. *Protection from retaliation. The NCC prohibits retaliation by or on behalf of the NCC against members or volunteers for making good faith complaints, reports, or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The NCC reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports, or inquiries, or who otherwise abuse this policy.*

3. *Where to report. Complaints, reports, or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports, or inquiries. They should be directed to the NCC President. If the President is implicated in the complaint, report, or inquiry, it should be directed to the Vice President or the Secretary. The NCC will conduct a prompt, discreet, and objective review or investigation. Members and volunteers must recognize that the NCC may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.*

Peter Haberland arrives

Bylaw Changes motions 42 - 44– All members present vote

42. Bylaw 1: Youngbaer moved an election tie shall be broken at the meeting following the election by a written ballot of those current officers, continuing trustees and newly elected trustees, excluding any trustee who is involved in the voting tie.

2nd by Hay

Passed

43. Bylaw 2: Kappler moved Article VI (Officers), Section 3.c (Duties of the Secretary), be amended by deleting the hyphen in the first sentence and adding between Line 1 and 2, "The Secretary is also responsible for editing and publishing the Board Manual. The Board Manual will contain all actions approved by the Board which establish policies or procedures. The manual may also contain historical data such as lists of Officers, Trustees, meeting dates, etc. The Secretary may appoint assistants as required.

2nd by Traino

Passed

44. Bylaw 3: Kappler moved: a new Section 2 is added to Bylaw X: Standing Committees.

Section 2. The chairman of a committee shall be appointed by the Board of Trustees and serve at the Board's pleasure.

2nd by Youngbaer

Passed

45. Warner moved that Article 3, Membership Section 2, Categories to add Point F – Life Membership. Life membership shall have all rights and privilege of regular members and will receive publications digitally when available. The Board will determine rates.

2nd by Traino

This is a bylaw change - 21 day notice to vote on at next board meeting

46. Engel moved to amend Act 75-49 in its last sentence to change not for profit to non profit.

2nd by Chu

For - Rest Abstained – Folsom

Passed

47. Informational Point: Executive Committee meeting will be held February 7th, 2010 am in Cohoes, NY

48. Addis moved that the next NCC Board meeting will be held March 14th, 2010 at 10:00 am at the Octagon Barn.(Astronomy night)

2nd by Simmons
Passed unanimously

49. Addis moved to thank Amy & Russ Pokorny for hosting the meeting.
2nd by Traino
Passed unanimously

50. Addis moved to adjourn.
2nd by Engel
Passed unanimously

Meeting adjourned at 12:06

PRESIDENT'S REPORT
Attachment A
12/06/09

Without a doubt, the biggest news for the NCC is the closing on Bentleys Caverns, Rensselaer County, NY. The actual closing date is strung across three events: 10/28 Robert Bentley signed the property over to the NCC, 11/25 Chuck Porter and I met in the lawyer's office for the NCC signatures and a date to be announced when the deed will be recorded in the courthouse. The lawyer said that on 11/25/09 the NCC owned the property so we'll put that in the history books.

And put it in the history books we will because this is the sixth Preserve for the NCC and only its second donated property. The first was Knox Cave way back in what seems like another geological era – 1979. That donation 30 years ago started the NCC; with the stewardship of a popular cave that was rapidly deteriorating due to neglect and lack of interest. The NCC way back then had some very hard choices to make to halt the cave's destruction by partiers. The choice was to post the property, provide access for qualified cavers through a permit system and arrest all trespassers. We patrolled the property regularly and established a good working relationship with the Albany County Sheriff's Department, also in part due to our strengthening cave rescue training and agency involvement. Present day cavers might be shocked to hear that nearly 120 arrests were made in the first 15 years of ownership, but it had to be done to stop the tide of vandalism. There were some bitter sweet moments of humor in the process. Those large rocks on the trail were dumped there to stop vehicles from driving back to the cave and partying out of sight of the road. The "Knox Rocks" must have raised the ire of somebody because shortly after they were installed, they were spray painted; a truck backed in with a large upright piano, and it was smashed and burned on the rocks! Sorry! We were picking up pieces of burnt piano for some time after that!

I relate all these stories to illustrate how the NCC has evolved over the past thirty years. We look at cave management differently now. Our permit system has greatly simplified (hopefully!) and our special use groups system is not only a reliable method to limit liability but it also serves as a data base of some 110 groups that have a component of caving in their programs. We believe that that NCC has turned the corner from policing to educating new cavers and the public in general.

The Knox Barn Dance was a success on many levels, so much so that the NCC Officers have suggested that we make it an annual event. It was a solid fund raiser but more importantly it

was a good connection to the local community. Of the 60 attendees, 45 were non-cavers. We were not pushing cave conservation or caver safety; we were having fun! Many members put a considerable effort into its success. I won't mention them here for fear of forgetting someone, but an article will follow in the newsletter with credit for help.

Back to Bentleys, many helped to make it possible – Chuck Porter (Acquisitions Chair), Mike Bourgeois (licensed land surveyor), Mike Chu, Christa Hay, Bill Folsom, Jonah Spivak (new Preserve manager) and of course the Bentley's. Already plans are coming forth of the spring for some work to be done at the Preserve and we plan a photo opportunity/press release as soon as possible involving the Bentley's.

And now it's on to Merlins. We are over the halfway mark of raising money. Although we can borrow money to complete the transaction, the Board feels that we should minimize debt and continue fund raising up to the projected June 2010 closing. More details will be forthcoming at the December Board meeting. Not only will Merlins become our seventh Preserve but we will expand our operations into a new area – Columbia County, NY and be working with the Columbia Land Conservancy.

Attachment B
Northeastern Cave Conservancy
Vice President's Report – December 6, 2009

After the last full NCC meeting, I worked on the press release announcing our fall cave closures, and handled several media inquiries.

The Executive Committee met via at C.T. Male in October. We discussed a wide range of issues, including some vandalism at Clarksville, and a request by a paramilitary group to use it for training (We haven't heard from them since.). Things like that, plus routine office business, fundraising planning, and progress on acquisitions are what the EC discusses, mostly via e-mail, between meetings.

We debriefed the successful Barn Dance fundraiser for Merlins, plus had our first look at the NE cavers calendar put together by Chris Beauchamp, Steve Millett, and others. We were also pleased to have been informed of our successful grant award of \$3,000 toward Merlins from the National Speleological Foundation. Two other possible grants were discussed, one of which later proved not to be available for the NCC.

There are several policies the NCC needs to adopt in order to meet some IRS guidelines for transparency in the way non-profit organizations do their business. I attended a conference in Vermont on these issues, and supplied the EC with the conference ring binders. At the EC meeting, we discussed how to proceed. There will be an item on the agenda to address this.

We are very pleased that Bentleys Cavern is now the property of the NCC. Thanks to the Bentley family, Chuck Porter, Mike Bourgeois, and everyone else who helped all along the way. I think this is a significant feather in our cap in this time of stress caused by the economy and WNS.

WNS continues to take a lot of my time. Some good news – we were successful in lobbying Congress for an additional \$1.9 million for WNS research and monitoring. I also attended the North American Symposium on Bat Research, in Portland, Oregon, hearing the latest on all sorts of bat research. WNS and windmills are two high priority topics, having their own sessions. Kudos to Al Hicks and Joe Armstrong for their credits on a paper presented by Kate Langwig, NYDEC, entitled White Nose Syndrome Declines of Hibernating Bat Species in the Northeast.

We are expecting the release December 4 of a report on the USFWS Structured Decision Making process regarding how to manage WNS. This report is likely to set the context for continued discussions about appropriate cave closure and access policies. Quite a few areas of the country are taking a regional approach (e.g. Virginia, Arkansas, and the NCC). The NSS is also looking to revise its WNS Policy. With all that said, most everyone involved in the WNS work is expecting a very difficult winter at the WNS front: Virginia, West Virginia, Pennsylvania, Tennessee, and Kentucky.

Please continue to clean and decon your gear, and don't take it out of the northeast.

Thank you.

Peter Youngbaer
NCC VP

Attachment C
Treasurer's Report

December 6, 2009

	Dec 1, 09
ASSETS	
Current Assets	
Checking/Savings	
Checking	2,491.36
Money Market	59,801.49
PayPal Checking	65.45
NSF Account (9/30 balance)	37,547.00
	0
Total Checking/Savings	99,905.30
	0
Total Current Assets	99,905.30

1. As of December 1st, the Merlins Cave Fund stood at \$46,758, not including a recently awarded \$3,000 grant from the National Speleological Foundation.

2. A proposed 2010 Budget has been prepared (see below), and awaits approval by the Board.

3. 2009 Budget vs. Actual YTD:

	Jan 1 - Dec 1, 09	Budget 09	Budget 10
Ordinary Income/Expense			
Income			
Donations	3,336.30	3,000.00	3,585.00

Auction Proceeds	821.80	1,000.00	1,000.00
Interest Earned	212.55	200.00	180.00
Membership	3,975.00	3,500.00	4,000.00
Promotional Items	0.00	215.00	215.00
Total Income	8,345.65	7,915.00	8,980.00
Expense			
Development	0.00	1,200.00	1,200.00
Sponsorships	0.00	100.00	100.00
Meeting Expense	100.00	100.00	100.00
Acquisitions	0.00	1,000.00	1,000.00
Bank Charges	12.97	15.00	15.00
Conservation	0.00	300.00	0.00
Donations-outgoing	0.00	350.00	200.00
Education	0.00	100.00	100.00
Executive			
President	0.00	200.00	200.00
VP	0.00	100.00	100.00
Treasurer	0.00	100.00	100.00
Secretary	0.00	100.00	100.00
Total Executive	0.00	500.00	500.00
Legal Fees	500.00	2,000.00	2,000.00
Licenses & Permits	145.00	50.00	150.00
Miscellaneous	0.00	100.00	100.00
Office Expense	38.00	150.00	100.00
Postage	182.70	50.00	200.00
Preserves-Maintenance			
Bentleys	0.00	500.00	500.00
Clarksville	0.00	200.00	200.00
Ella Armstrong	0.00	1,100.00	1,100.00
Knox	0.00	25.00	25.00
Onesquethaw	0.00	0.00	25.00
Sellecks	0.00	25.00	25.00
Total Preserves-Maintenance	0.00	1,850.00	1,875.00
Promotion/Fundraising			
Other	432.75	0.00	500.00
Advertising	30.00	30.00	30.00
Printing	279.49	50.00	200.00
Promotional Items	0.00	900.00	250.00
Total Promotion/Fundraising	742.24	980.00	980.00
Publishing			
Website	0.00	60.00	60.00
Mailings	0.00	200.00	200.00
Total Publishing	0.00	260.00	260.00
Taxes on Properties	14.72	10.00	100.00
Total Expense	1,735.63	9,115.00	8,980.00
Net Ordinary Income	6,610.02	1,200.00	0.00
Other Income/Expense			

Other Income			
In Kind donations	0.00	0.00	
Volunteer Value	34,752.00	0.00	
Total Other Income	34,752.00	0.00	
Other Expense			
In Kind Out	0.00	0.00	
Volunteer Value Exp	34,752.00	0.00	
Total Other Expense	34,752.00	0.00	
Net Other Income	0.00	0.00	
Net Income	6,610.02	1,200.00	
Net Gain or Loss from NSF Fund (9/30/09)	4,081.00		
NET Income after NSF Fund Gain/Loss	10,691.02		

Attachment D

EC Meeting
November 15, 2009
C.T. Male, Latham, NY

Bob, Bill, Peter, Christa, Chuck, Mike Chu, Mike Warner, Emily Davis

Northeast caves calendar – checks will be made out to Steve Millet and then donation to NCC.

Barn Dance – recap - \$1,250.00, good that more non-cavers came. It was a community event. Want to do it next year....need to re-think the price.

Spring NRO – we need to decide if NCC will do it. Last Merlins funding.

Clarksville – interesting email from a person wanting to test deployment. We have answered and they will not be using the property as of now.

End of year fundraising letter – *Bob to write*, one in December asking for money, one in January thanking for all donations.

Bentleys – basically is done and just need to finalize the closing. I need to send out press release. Maybe have the spring NRO there for publicity...maybe Broken Wheel, Petersburg.

ESCOT- Bob to clarify what they can actually do for us; give us some examples on how they helped another non-profit

IRS policy- we will remain a small non-profit so we can continue to use the EZ tax forms. Conflict of Interest – we already have, we just need to say that we have them...they can be very simplified. *Peter will send some motions for the December meeting.*

Board Manual – *I need to send minutes to Vince so he can update.*

Shingle Gully (Ellenville Ice Caves) – The Nature Conservancy – Art Rafferty could not get a permit for visiting the caves/sensitive area. He has asked the NCC to help in this. At the 11/14 survey they found

300-500 bats many with WNS. Once the map is completed the NCC should approach TNC with a professional map (map should be done in the spring) and use this to present to the board and work on a relationship with them. How can we help them manage? BUT we will have an issue with TNC just wanting to close the caves completely after hearing this information.

Officers- we are all going to stay on.

Merlins- \$3000.00 we got approval from the NSF. Bob will get the money in our account now. Bob to send out end of year donation plead.

Grants – Park and Trail Organization – Bill working on this now.

Fields and Ponds grant – this will be the next grant. (there is no deadline for this)