



Annual Meeting Minutes

March 10, 2007 11:10 am – 1:30 pm EST

Boone County Public Library – Florence Branch Florence, Kentucky

In Attendance:

Board Members: Pat Hutson, Andy Niekamp, Werner Jud, Mark Moore.

Others present: Joetta Hutson, Jerry Brandenburg, Emily Brandenburg, Leslie Moore, Bob Dobbs, Bill Addington, Neena Jud

Meeting started with a Roll Call of Board Members – a quorum was present.

Officer and Board Member Reports:

Andy Niekamp – Chairman

A silent auction fundraiser was held at the Caver Appreciation Weekend. Amount raised was \$209.00. Thanks to June Delbert for all her efforts in this event.

RKC entered into a Volunteer Agreement with Daniel Boone National Forest to be the key keepers for Goochland and Waterfall Caves. There are four volunteers who will lock or unlock the caves at the agreed times on behalf of the National Forest. Mark recommended that the insurance policy be reviewed for appropriate liability coverage of the Board, and be amended as necessary. Mark wondered if the board is liable for problems in Goochland or Waterfall caves when unlocked. Legal input (Lisa) is needed regarding board insurance. Werner only knows of a Property Liability Policy for GSP.

Rob Coomer printed special versions of his Hidden Worlds Calendars for 2007 for RKC. Sales of these calendars raised \$217.00.

Rob Coomer redesigned the Table Top display to include more images of GSP. Mark suggested the Board write an official thank you letter to Rob recognizing his efforts on behalf of RKC.

Andy received copies of published articles and photos from Renfro Valley about GSP. He is passing copies of these on to the Editor for inclusion in the Newsletters. Once republished, they will be additionally archived on line at the library page.

There was an article in the NSS News about GSP.

There will be an article about GSP in the Kentucky Living Magazine. Andy has not been notified as to when this will be published.

SWAYGO has a program to donate a percentage of annual pack sales for a year to a cave or karst conservation organization. Andy has applied for this on behalf of RKC in December of 2006. The application was approved in January of 2007.

A request for change in the property insurance was made to name RKC as the policy holder and GCG as additional insured. There will be no cost for this change. It will take 3-6 weeks to process.

The filing to Kentucky Secretary of State is almost due. Andy will file after this meeting to reflect the Board and Officers for 2007.

Pat Hutson - Vice Chairman:

No particular items to report

Werner Jud – Treasurer’s report:

See attached Balance Sheet Report from January 1, 2007 to date.

See Attached Income & Expenses Report for the year 2006.

See attached GSP Committee Balance Sheet Report as of end of 2006 – provided as additional information.

Werner stated that the Treasurer will need to figure out how to properly integrate the GSP Committee finances into the RKC finances for reporting purposes.

Mark questioned the value of GSP Real Estate listed under Equity. It looks like too large of a donation for this year and listed as such will may require us to pay taxes on this income. Recommended listing it as the \$10.00 price of acquisition. Consult with legal counsel.

GCG still splits the proceeds from the annual auction with GSP Committee.

Motion made & approved to accept Treasurer’s Report as amended to reflect the price of acquisition, not the value of GSP property.

Lisa Pruitt-Thorner – Secretary (not in attendance)

No report submitted.

Mark Moore – Board Member

We need to stay aware of Federal Government regulations that apply to non-profit organizations. The Sarbanes-Oxley Act that was established for publicly traded companies is being studied by Governmental Entities as to how it can be applied to Non-Profits. The web site for Independent Sector, a group of charitable organizations, has suggestions of policies and procedures to minimize unethical behaviors in Non-Profit Organizations. See www.independentsector.org. Motion was made and approved to create an advisory committee to the board, and

amended to appoint Mark Moore as the acting chair, review these suggested policies, determine a procedure for audits, and in general advise the Board on various matters. Mark will prepare a preliminary draft charter to form the advisory committee and circulate it among the Board Members. When applying for grants, volunteer time can be given an equivalent dollar value. Independent Sector has published the 2007 rates, and one general volunteer hour is worth \$18.04. Mark suggested forming a committee to track volunteer hours. No decision or action taken. Suggestion – Consider adding two more board members – one to chair the advisory committee previously mentioned, and one to be a liaison to the grottos.

Board Member Change

Mark Moore verbally submitted his resignation from the Board. Resignation was accepted effective when this meeting is adjourned. Mike Rzesutock was elected to the Board. Mike submitted his resume to Andy via email. In summary, he is a caver, is an engineer, with his own firm, located in Fayetteville, Ohio, and a member of the Dayton Underground Grotto. He has volunteered for the Treasurer Office for this coming year.

Election of Officers:

Officer elections for 2007 were held. The following officers were elected:

Andy Niekamp - Chairman

Pat Hutson - Vice-Chairman

Mike Rzesutock - Treasurer

Lisa Pruitt-Thorner - Secretary

Other Appointment Confirmed:

Mike Hood as Newsletter Editor

Committee Reports:

GSP Committee: Report submitted in writing from Mary Gratsch.

Fundraising Committee: Joetta Hutson

Requesting donations for the Silent Auction at Karst-O-Rama. In addition to previous donors, she has approached Kings Island and Great Wolf Lodge for weekend packages. She plans to have all offerings itemized and on line by mid-April. Bluegrass Armory has offered two 50 caliber guns (assault rifles) as a fundraiser (RKC would need to cover the cost of materials). There was much discussion about the benefits of raising funds, and questioning this product in light of our conservation intent and rules against hunting on the property. JH to submit a written proposal outlining all details of the offer and transaction method so all Board Members can review and consider this.

Membership Committee: Andy Niekamp

Currently have 129 members. Membership renewal is due for about half the members.

More life Member t-shirts (green) are needed. Andy will have more printed.

Donations – Our newest Board Member – Mike Rzesutock is the largest individual donor in this past year. Thank you Mike.

Outstanding Items since acquisition of GSP:

Revisions to the Memorandum of Understanding: Pete Stow, Chairman of GCG will convene an internal meeting to discuss the issues and get back to Andy. Andy & Werner remain committed to re-visiting the MOU to tweak it to reflect the importance of the commitment of time and effort of the people in GCG.

GCG equipment lease: Werner is in the process of compiling the list of items, values, and dates of acquisition.

Caretaker lease: Werner volunteered to lead the effort to create a new lease between RKC and Bill Carr (GSP Caretaker). Bill's old lease with GCG is no longer in effect.

Future Fund Raising Ideas

Silent Auctions at GSP Open House and Caver Appreciation weekend. Andy looking for volunteers to run these. Joetta Hutson will run the silent auction at GSP Open House.

In discussions with Rob Coomer for a calendar for 2008 in which all the images will be GSP.

Bob Dobbs suggested approaching Wildwood Inn for a donation for raffle at KOR or silent auction since they have a Cave theme room.

Cave Clean-Up Project for 2007

Pat Hutson volunteered to coordinate this project including identifying a cave. Werner will assist. Deb Bledsoe should be involved considering her connections with PRIDE.

IRS 501c3 Status:

We currently have advance ruling status though 12/31/08. We will receive instructions to update paperwork 90 days prior to this.

NSS Conservancy Status

GSP is currently listed as an NSS Cave Conservancy through GCG. RKC is listed as a non-NSS Cave Conservancy. Question was posed: should RKC apply as an NSS Cave Conservancy and delete the separate listing for GSP? Discussion included concerns about Felburn Foundation's thoughts, previous discussions with representatives of NSS on behalf of Conservancy Committee, rights and

responsibilities to NSS, and implication on fundraising from NSS members. Werner will contact John Wilson (Chair of NSS Conservancies Committee) for clarification of information. Suggestion to caucus all the members of RKC No decision made on this issue. Discussion will resume through open emails.

RKC Board Terms and timing of First Elections

Andy requested consensus on start date of terms of Board Members as outlined in Bylaws. The decision was that 2005 is the starting year. Therefore first elections for two Board Members will be March 2009. Motion made and accepted on Andy's interpretation of initial board terms. Which Board Members shall have which length terms will be discussed with new Board Member, and decision shall be made at next annual board meeting.

The approved interpretation is in parentheses:

The Initial Board of Directors (Andy, Werner, Pat) shall be the three incorporating Directors and they shall appoint two additional Directors (Lisa & Mark) to have a total of 5. Their term shall be three years (2005, 2006 & 2007). At the end of that time (annual meeting in 2008) two Directors shall continue for a second three year term (2008, 2009 & 2010), one shall continue for a two year term (2008 & 2009) and the remaining two shall continue for a one year term (2008).

Therefore:

At the annual meeting in 2009 two directors will be elected for a three year term.

At the annual meeting in 2010 one director will be elected for a three year term.

At the annual meeting in 2011 two directors will be elected for a three year term.

Other Cave Properties to Consider:

Corn Hole Cave – Mary Gratsch has offered to discuss a lease.

Other properties were discussed.

Motion made and approved to appoint Bill Addington as the chairman of a new committee for Karst Acquisition. Responsibilities include preparing procedures for: evaluating properties, talking with landowners, and raising funds for purchases.

Next Annual Meeting Date set for March 22, 2008.

Meeting Minutes prepared & submitted by Bill Addington, Jerry Brandenburg, and Neena Jud. Lisa Pruitt-Thorner, Board Secretary was unable to attend the meeting but asked several members to take notes.

Reviewed and Approved

Lisa Pruitt-Thorner

RKC Director, Secretary