



RKC annual Meeting
3/1/08 @ North Central Public Library

In attendance:

Werner Jud

Neena Jud

Bill Addington

Pat Hutson

Joetta Hutson

Mike Rzesutock

Tammy Otten

Matt Keller

Howard Kalnitz

Mike Deitmaring

Bob Dobbs

Cindy Dobbs

Bob Yuellig

Mary Gratsch

Bruce Soluski

Brian Pitcher

Jim Perkins

Terry ?

Denny Wortman

Pete Stow

Roger June

Meeting called to order

by Pat Hutson as acting chairman at 1:00 pm

Minutes of Last Meeting

- Werner Jud summarized the Meeting Minutes from the last meeting on October 24, 2007. A motion was made (WJ) and seconded (??) that we approve the minutes for the last meeting. There was a unanimous vote of the Board in favor. The minutes can now be posted on the website.

Announcements

- Pat gave the floor to Werner Jud to read a statement to address the concerns expressed by the membership over the past week. The Board remains convinced they did not do anything in breach of the Bylaws. They followed them in good conscience. Nevertheless, they see that there was a failure of communications with the membership. This was aggravated by Board members not communicating to one another. Werner summarized the chronology of the last month and the timing of Lisa's resignation. There were multiple challenges and issues that all occurred in the seven days prior to the meeting. All members were aware that applications were due by February 22. The Board selected from the three members who submitted their application on time.
- Members voiced their thoughts and concerns about the actions taken by the directors:
 - Board's thoughts as expressed by WJ should have been sent a week ago
 - Last meeting we agreed to better communications, this is not better communications
 - Questions about why applications were not requested for second position
 - Dismay over inconsistency of process
 - Expectation that "vote by voice" would be taken at this meeting
 - Suggestion to study amendments to the by-laws to better define the process
- Board (WJ) acknowledged feelings of frustration in the members
- Board (WJ) acknowledged that Lisa's resignation should have been announced immediately to the membership
- Board (WJ) would like membership to act more timely in submitting letters of interest.
- Board (MR) stated that next year three director's positions will be up for election – the three appointed directors serve until the next election.

Elections

- Vote by Voice was held to record in the Minutes:
(by proxy...) Lisa Pruitt Mary Gratsch Jim Perkins

Werner Jud Mary Gratsch Howard Kalnitz
Pat Hutson Howard Kalnitz Jim Perkins
Mike Rzesutock Howard Kalnitz Jim Perkins

Therefore new directors as voted in are: Howard Kalnitz & Jim Perkins (whether or not Lisa's vote is counted).

Nomination and Vote for Officers:

- Nominated for Chairman: Werner Jud Howard Kalnitz
 Vote: 3 in favor of Werner Jud
- Nominated for Vice Chairman: Pat Hutson
 Vote: 5 in favor of Pat Hutson
- Nominated for Treasurer: Mike Rzesutock
 Vote: 4 in favor of Mike Rzesutock
- Volunteer for Secretary: Howard Kalnitz
 Vote: 3 in favor of Howard Kalnitz

As described above, the Board of Directors and Officers of RKC have been established for the year March 2008 - March 2009.

Announcements

- Board (WJ) wishes to publicly thank Andy Niekamp and Lisa Pruitt for their outstanding service on the Board.

Treasurer's Report (summarized)

- ~~2007 Income has exceeded expenses by \$1500.00.~~ There has been a Net increase in income . **There is less income from contributions and memberships but there happens to be an offsetting decrease in expenses. For details see Treasurers report (attached)** .Nonetheless, yearly expenses are projected to be around \$1500.00, mostly for insurance and Tax Prep
- Total income to declare on the IRS abbreviated 990 form is about \$21,000.00 (2/3 from GSP and 1/3 from RKC). For future reference, when the total income in one year exceeds \$25,000.00 we must use the long form.
- Balance Sheet – We currently have about \$17,000.00 in checking account. When the CD's came due, they were not renewed in order to be prepared if funds were needed for property acquisition.
- Detailed Treasurer's report was handed to Secretary (HK) for inclusion in the Minutes. Note: these reports are RKC without GSP funds:

Committee Reports

Publications

- Board (WJ) would like to extend praise to Mike Hood, the Newsletter Editor for doing such a fine job. WJ would like to poll members as to whether the newsletter should be offered in a print version.
- This was not completed at this meeting. HJK Suggests getting estimated budget to see if finance will cover

GSP report

- Bob Dobbs, Committee Chairman:
- Things are fine at GSP.
- We are looking for grants for the Composting Toilets (outhouse replacement) project.
- The lease agreement has been signed by the Greater Cincinnati Grotto at the last Board Meeting. This lease lists about 21 items (the canopy was removed from the list due to extensive damage), requires a payment of \$1.00 by the GSP Committee, and runs until August 2011, at which time ownership of the leased items will transfer to the GSP Committee.
- The issue of RKC being signatory to the GSP Committee's checking account was resolved at the last meeting. Lisa Pruitt has submitted a resolution to amend that act to limit the ability for RKC to take the funds. Basically the previous act states that RKC needs to be signatory to the account but should not have access to the money unless it is an emergency. This resolution defined the emergency as something in order to protect GSP, and required a 2/3 majority vote by the RKC Board. Discussion ensued and it was resolved that the resolution be amended to include: the GSP Committee shall be notified in writing within one week, of any decision (to take the money for an emergency).
- The official Resolution is as follows:
 RKC, through its Great Saltpetre Cave Preserve Committee ("GSP Committee"), shall maintain and manage a separate bank account for the preservation, maintenance and improvement of the Great Saltpetre Cave Preserve. The GSP Committee bank account shall be designated as the GSP maintenance fund and monies deposited, held, and spent therein shall be used solely for GSP unless there is an emergency requiring withdrawal of funds by the Rockcastle Karst Conservancy.
 "Emergency" is defined as a condition requiring urgent action by the Rockcastle Karst Conservancy ("RKC") in order to protect the funds or assets of GSP from accidental or intentional misuse and/or to respond to a sudden, unforeseen and serious incident which threatens the security of Great Saltpetre Cave

Preserve. Before any emergency condition is established which requires withdrawal of GSP maintenance monies from the maintenance fund, there must be a 2/3rds majority vote by the RKC Board of Directors. In the event of an emergency vote the GSP committee will be notified in writing within one week

- A motion was made (WJ) and seconded (PH) that we accept the resolution as amended. There was a unanimous vote of the Board in favor of the amended resolution.

Fundraising

- Joetta Hutson has been the Chairperson of the Fundraising Committee since its inception. At this meeting, she verbally offered her resignation. It was accepted although no replacement was appointed.
- In the meantime, we need someone to handle setting up a booth at Open House, which is the weekend of May 17 & 18, 2008. The purpose of the booth is mostly exposure to the local residents and visitors to Open House. Mike Deitmaring volunteered to handle that.
- Regarding other fundraising opportunities such as KOR, Joetta has a list of all the businesses and organization that donated anything for the raffles and other fundraising events which will help a new person take over the position.

Committees (Cont.)

Election Committee

- An Election Committee was established. Howard Kalnitz was appointed Chairperson of this new committee. Members volunteering to assist include Roger June, Joetta Hutson, Bob Yuellig and Tammy Otten. The purpose of this committee is to establish the procedures for holding elections, then to handle the election for the next annual meeting. This committee will meet independently of the Board.

Land Acquisition Committee

- Meetings have been held to start establishing the framework to guide the process. Goals of the committee were stated to be as follows:
 - To identify and prioritize possible acquisitions for the RKC;
 - To research and develop management plans, landowner relations, easement and funding mechanisms;
 - To provide leadership and guidance throughout the RKC acquisitions process.
- Through discussions, the committee developed several tools for use by the Committee and RKC in general. These include a method for weighting caves and lands for further efforts towards acquisition. The Committee also encourages forming partnerships with other organizations such as the Daniel Boone National Forest and the Nature Conservancy. We should make use of easements and options, and resort to taking out a mortgage on the property as a last resort. Leasing property (as we did with GSP for many years) should be an option as well as managing lands owned by a Conservancy.
- The time frame goals established by the Land Acquisition Committee in July of 2007, was to establish the guidelines for property acquisition within one year and be prepared to purchase additional land within three years.
- It was generally agreed that the research and weighting efforts must be pursued, but we also must be ready to take advantage of a situation that pops up. Therefore we should prepare guidelines for two tracks – a slow and methodical research base track, and a fast track. All people, whether they are committee members, board members or members at large that are working on (or happen to see) an opportunity for land acquisition must report to the Committee. The Committee will then report to the Board. Members of the Committee should be empowered to make an offer, that is after a process for making an offer has been established. Part of the process must include identifying the best one person to handle the Land Owner relations for each particular situation.
- The Land Acquisition Committee was directed to establish a regular meeting schedule.
- Fundraising for Land Acquisitions should be a separate committee. Hillary Lambert has offered to help with writing grant applications but cannot do this alone. A half-day workshop has been offered to members who would be willing to help in this effort. The second and fourth weekends in April were suggested as possible times for this seminar. This message will be sent to Deb Bledsoe and Hillary Lambert to set up this workshop.
- Land Acquisition Fund should be tracked separately in the Chart of Accounts. When a donation is received that is earmarked for Land Acquisition, it cannot be used for general operating expenses.
- GrantStation.com – fee is \$150.00 per year.
- MR reported on efforts to open negotiations on Misty Cave (in Sand Gap, Ky). The board agreed that this is a promising possibility and to continue the approach to the current land owner for more information. The board recognizes that due to the need to move quickly, this may well occur before the land acquisitions committee will complete long term planning
- MR also reported on negotiations with the current owners of Dewys Drop. This is more a cash on the barrel negotiation, however we will await more info on this as well

New Business

- There is a need to update the insurance policy with the names of the new Board of Directors.

- Brian Pitcher announced his desire to be considered for the position of Caretaker when Bill Carr leaves. This is a GSP Committee issue, and as such his offer should be made to that group.
 - Before Andy Niekamp left for his temporary assignment in England, he gave the RKC items (such as t-shirts and table top display) to Tim Hale for delivery to Werner Jud.
 - Andy also maintained the website. **He has agreed to continue to maintain the website for the present**
- There were two Standing Committees established in the by-laws. These are Fundraising and GSP. At the last annual meeting (March 2007) a Land Acquisition Committee was formed and Bill Addington was appointed Chairperson.
- Meetings – A motion was made (WJ) and seconded (MR) that the Bylaws be amended to require a minimum of four meetings per year. Discussion included a suggestion of six meetings a year. More frequent meetings can help address the issue of communication. In addition, it will be required that Committees submit reports which will be posted before the meetings for review by the membership. Every meeting announcement will be accompanied by an agenda. A written vote was taken amongst the Board, and it was unanimous to amend the bylaws to have minimum four meetings per year.
 - Howard Kalnitz suggested starting an RKC Yahoo Group so that members can see/read what the Board is discussing. A few options were discussed, and it was concluded that the Group would be private, only open to RKC members, and only the Board members could post messages. If a member wanted to contact a Board member, or all Board members it could be by email or whatever directly. If a member wanted to discuss a topic with other members, there are other channels that could be used.
 - Membership dues are to be sent to Alan Leach (who unfortunately was not present since a few people wanted to renew their memberships). Alan processes the memberships and deposits the money directly into the bank.
 - There are a variety of addresses in use for RKC. The official address used for the filing of the 501c3 paperwork was Lisa's office address in Catlettsburg, Kentucky. A P.O. Box was suggested, but the question was where would it be located and who would deal with it. Conclusion was that the official address remain as is, as long as Lisa is OK with that. All other paperwork should be adjusted to match that, but continue to be mailed to the appropriate person.

Next meeting

Will be on Saturday, June 7, 2008 at 1:00 pm at the Union Library (if available).

Meeting adjourned at 3:30 pm.

Meeting minutes prepared by Neena Jud & amended from notes by Howard Kalnitz, Secretary