

National Speleological Society Headquarters Commission
Operating Policies and Procedures
Adopted November 26, 2010

I. Generally.

- A. The purpose of the National Speleological Society (“NSS”) Headquarters Commission (“HQComm”) is to fulfill the NSS’s vision of having a modern headquarters facility which brings the NSS’s administrative office, bookstore, library and archives together in one location. The HQComm’s responsibilities include:
- site selection and acquisition;
 - facilities specifications and design;
 - development of a project schedule;
 - obtaining permits and zoning changes, if required;
 - selection and supervision of contractors; and
 - financing and fundraising.
- The HQComm will place a high priority on the protection and preservation of the environment in general and of caves and karst specifically, and to the extent it involves development on karst lands, conduct its business as a demonstration of appropriate techniques for such development.
- B. The HQComm will act in accordance with its charter approved by the NSS Board of Governors (the “Board”) on November 7, 2009, and any other acts of the Board concerning the HQComm (together, the “Charter”).
- C. Changes or exceptions to these policies and procedures may be made only by unanimous vote of the HQComm, with notice to the NSS President.

II. Membership and Officers.

- A. The members and officers of the HQComm are set out in the Charter.
- B. The Financial Officer shall be appointed by the Chairman with the approval of the HQComm. The Financial Officer must be an HQComm member other than the Chairman and the OVP.
- C. In addition to the officers set forth in the Charter, the Chairman shall appoint an HQComm member as Secretary. The Secretary shall record minutes, maintain records, and maintain a Web page for communication with NSS members.

III. Meetings.

- A. The Chairman or any three members may call a meeting with reasonable notice (under the circumstances) to all the members of the HQComm. Meetings of the HQComm may be conducted in any manner (e.g., in person, by phone, by email, etc.). A quorum consists of 4 members.

- B.** Any actions of the HQComm called for by the Charter or by these Policies and Procedures shall be made at a meeting by a simple majority of the non-abstaining votes. No secret ballots are permitted.

IV. Finances.

- A.** All financial accounting and disbursements for the HQComm shall be handled in accordance with the Acts of the Board and with NSS financial processes and reporting requirements.
- B.** The Financial Officer shall monitor all financial activity and make regular reports to the NSS Secretary-Treasurer or his or her designee. The Financial Officer shall make all the HQComm's financial records available to the NSS Secretary-Treasurer or his or her designee for oversight and auditing.
- C.** The HQComm shall operate in accordance with a preliminary budget developed by the HQComm and approved by the Board. The HQComm may change line items in that budget, but may not change the total expenditure number without Board approval, and shall keep the President of the NSS advised of any changes to the preliminary budget.
- D.** The assets entrusted to the HQComm shall be maintained either in federally-insured bank account(s), or in the NSS Headquarters Fund of the National Speleological Foundation. At least the Financial Officer, the OVP, and the Chairman shall have signature authority over any such bank account(s).
- E.** Except for reimbursements of expenses for HQComm members, expenditures under \$5,000 may be authorized by the Financial Officer or Chairman alone. Expenditures of \$5,000 or more shall be approved by vote of the HQComm. Checks for \$5,000 or more shall be signed by the Financial Officer and the Chairman, or if one of them is unavailable, both by the other and by either the OVP or another HQComm member who is authorized to do so by the HQComm.
- F.** Because the work of the HQComm necessarily involves travel for site evaluation and progress assessment, the HQComm may reimburse reasonably necessary travel expenses for HQComm members in accordance with the NSS Executive Committee's interpretation of Board Act 16-439. Such reimbursements shall be authorized by someone other than the HQComm member being reimbursed him- or herself. Checks payable to a member of the HQComm shall not be signed by that member.

V. Contracts.

- A.** All written contracts reasonably expected to involve an expenditure under \$5,000, plus all "buyers agent" agreements for locating real estate, must be approved by the HQComm, which may authorize any member of the HQComm to sign such a contract.
- B.** All contracts reasonably expected to involve an expenditure of \$5,000 or more, except "buyers agent" agreements for locating real estate, must be approved by the HQComm and must be signed by the Chairman, or if he or she is unavailable, by the OVP or another member of the HQComm whom the HQComm has authorized.

1. The provisions of such contracts must be reviewed by (a) the NSS Legal Committee or another lawyer, and (b) the NSS President.
2. Except as provided below, such contracts must be competitively bid and awarded to the lowest bidder who, in the HQComm's discretion, is sufficiently qualified and responsible.
 - a. Changes, additions, and term modifications may be negotiated with a selected contractor without rebidding a contract.
 - b. In special circumstances, such contracts may be awarded without competitive bidding if the HQComm decides that competitive bidding is not practical or acceptable, and if the HQComm informs the NSS President in advance of the awarding of the contract. The special circumstances shall be recorded in the minutes of the meeting where such contract is awarded.
 - c. NSS members may bid on any contract, but the HQComm shall not give any preference to bidders who are NSS members, except that the HQComm may in its discretion give sufficiently qualified and responsible NSS members an opportunity to match or beat another bid.
 - d. If such a contract involves speleological artwork or decorations or requires specialized knowledge of the NSS or of speleology, the HQComm may restrict bidding to NSS members or their companies only, and may award such a contract without competitive bidding,.
3. The HQComm shall not award any such contract to a member of either the HQComm or the Board, or to a company in which they have a financial interest.

VI. Reports to the NSS.

- A. The Chairman shall make a written and/or oral status report at each meeting of the Board and at such other times required by the Board. The Chairman shall provide any written portion of any such report in a timely fashion as required by the Board. Members of the HQComm must be given a reasonable opportunity to review and discuss the content of the written and/or oral reporting before it is given to the Board.
- B. The Chairman shall keep the NSS President informed of the work of the HQComm, including as provided above, certain contracts expected to involve an expenditure of over \$5,000, changes or exceptions to these policies and procedures, changes to the preliminary budget, and notification in advance of certain no-bid contracts.
- C. As provided above, the Financial Officer shall make regular reports to the NSS Secretary-Treasurer or his or her designee and shall make all financial records available to the NSS Secretary-Treasurer or his or her designee for oversight and auditing.