



Wisconsin Land and Water  
Conservation Association, Inc.



Wisconsin Association  
of Land Conservation Employees

**WLWCA-WALCE Joint Board Meeting w/ Ad Hoc Merger Committee**

Meeting Minutes

<b>Date: Tuesday, August 30 2011</b>	
<b>Start Time: 10:00am</b>	<b>End Time: 2:04pm</b>
<b>Location:</b>	Portage County Annex Building, First Floor, Conference Rooms 1 & 2 1462 Strongs Ave., Stevens Point, WI
<b>Conference Phone:</b>	(877) 826-6967
<b>Conf ID:</b>	2683619685 (dial when prompted)
<p><b>WLWCA BOD Members:</b> President Charles Wagner (<i>Kewaunee LCC</i>), Vice President Tom Rudolph (<i>Oneida LCC</i>), Sec'y/Treasurer Kay McKenzie (<i>Douglas LCC</i>), Joe Piechowski (<i>Winnebago LCC</i>), Dorothy Burwell (<i>Walworth LCC</i>), David Hammer (<i>Lafayette LCC</i>), Herb Cornell (<i>Vernon LCC</i>), Tami Schraufnagel (<i>Eau Claire LCC</i>). <b>Non-Voting Advisors:</b> Susan Butler (<i>FSA</i>), Kurt Calkins (<i>WALCE</i>), Richard Castelnuovo (<i>DATCP</i>), Ken Genskow (<i>UWEX</i>), Robert Heise (<i>LCD Advisor Area 6, WC</i>), Beth Mason (<i>NACD</i>), Patricia Leavenworth (<i>NRCS</i>), MaryAnne Lowndes (<i>DNR</i>), Jim McCaulley (<i>LCD Advisor Area 4, S</i>), Doug Parrott, (<i>WCA</i>), Kathy Pielsticker (<i>DATCP</i>), John Reinemann (<i>WCA</i>), Carolyn Scholl (<i>LCD Advisor Area 8, NC</i>), Jim VandenBrook (<i>DATCP</i>)</p> <p><b>WALCE BOD Members:</b> President Kurt Calkins (<i>Columbia LCD</i>), Vice President Greg Baneck (<i>Outagamie LCD</i>), Secretary Derek Kavanaugh (<i>Green Lake LCD</i>), Treasurer Carla Masten (<i>Outagamie LCD</i>), Chris Arnold (<i>Columbia LCD</i>), Paul Backhaus (<i>Washington LCD</i>), MaryJo Gingras (<i>Iron LCD</i>), Ben Wojahn (<i>Vernon LCD</i>). <b>Non-Voting Advisors:</b> Richard Castelnuovo (<i>DATCP</i>), John Exo (<i>UWEX</i>), Pat Murphy (<i>NRCS</i>), Julian Zelazny (<i>WLWCA</i>).</p> <p><b>Ad-Hoc Committee Members:</b> Co-Chair Perry Lindquist (<i>Waukesha LCD</i>), Co-Chair Charles Wagner (<i>Kewaunee LCC</i>), Greg Baneck (<i>Outagamie LCD</i>), David Hammer (<i>Lafayette LCC</i>), Kay McKenzie (<i>Douglas LCC</i>), Dan O'Connell (<i>Portage LCD</i>), Joe Piechowski (<i>Waushara LCC</i>), Tom Rudolph (<i>Oneida LCC</i>), Geoff Schramm (<i>Ozaukee LCD</i>), William Schuster (<i>Door LCD</i>). <b>Non-Voting Participants:</b> Julian Zelazny (<i>Advisor, WLWCA Executive Director</i>), Kirsten Moore (<i>Secretary, WLWCA Office Manager</i>).</p>	<p><b>In Attendance:</b> Wagner, Calkins, Zelazny, Moore, Burwell, Piechowski, Schuster, Lindquist, Backhaus, Gingras, Cornell, Baneck, Masten, Wojahn, Rudolph, Schramm, O'Connell, Pielsticker, Reinemann, Arnold, Scholl, McKenzie, Patrick Sutter (<i>Dane LCD</i>), Patty Benedict (<i>Portage LCD</i>),</p> <p><b>Via Conference Phone:</b> Heise, Schraufnagel, Marc Bethke (<i>Dodge LCD</i>),</p> <p><b>Absent Board/Committee Members:</b> Hammer, Kavanaugh,</p>
<p><b>Notes:</b></p> <ul style="list-style-type: none"> <li>• WLWCA-WALCE Meetings are open meetings. Individuals may attend in person or via conference call if desired. Please state your name when you use the conference calling service.</li> <li>• Order and time allowed for agenda items may be changed due to pace of meeting or at the discretion of the board presidents.</li> <li>• <b>Catering will be provided by Rockman's Catering. With gratuity for fewer than 20 people served, the cost is \$10.</b> <ul style="list-style-type: none"> <li>○ <b>WALCE Members, Non-BOD:</b> For lunch, please pay cash or make checks payable to WLWCA. <u>WALCE will be invoiced for their BOD members.</u></li> <li>○ <b>ALL ATTENDEES WHO WANT LUNCH AND HARD COPIES OF MEETING MATERIALS:</b> Please RSVP your attendance no later than <b>Thursday, August 25 at noon</b>. Please advise if you have special dietary requests.</li> </ul> </li> </ul>	
<b>Next Meeting Time:</b> Only if needed.	

Wisconsin Land and Water  
Conservation Association, Inc.  
Charles Wagner, President  
702 East Johnson Street  
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Wisconsin Association of Land  
Conservation Employees  
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PO Box 485, West Conant Street  
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FINAL VERSION

Approved by WLWCA 09-30-2011  
Approved by WALCE 10-06-2011

**10:00 Call to Order: Wagner**

- Pledge of Allegiance
- **Roll Call:** Wagner, Calkins, Moore, Arnold, Burwell, Masten, Rudolph, O'Connell, Backhaus, Schuster, Lindquist, Schramm, Piechowski, Cornell, Wojahn, Gingras, Baneck, Zelazny, Scholl, Sutter, Benedict, Pielsticker, Reinemann. **Via Conference Phone:** Heise, Schraufnagel, Bethke

**10:05 Adopt Agenda: Calkins/Wagner**

- **Rudolph/Schuster:** agenda adopted jointly as presented by voice vote, no opposition.
- McKenzie joined the meeting.

**10:06 Merger Presentation/Background and Process to Date: Lindquist**

- Lindquist distributed handout which contained PowerPoint presented for WALCE Webinars with history updated-to-present and presented the materials.
- Lindquist took questions and comments from the boards and ad hoc committee throughout his presentation in regards to staff oversight, working together, finances, associate membership, outreach activities, and merging only county cons with WLWCA.

**10:30 Expected Merger Outcomes/Membership Feedback**

- Wagner opened the floor for more comments and questions. Comments and questions included mixed feelings regarding the merger, typos in bylaws, dues structure, committee participation, staff involvement with merged board of directors.
- Membership survey had very few opposing comments. Discussed various comments.

**11:28 Merged Association Draft Bylaws Briefing**

- Wagner took questions from boards article by article. Questions and comments were taken and possible edits were made in regard to Article II:2:D, Articles III:2&3, area association structures in general, term limits/continuity on board-of-directors, and Articles IV:3-5.

**12:00 Lunch**

**12:31 Merged Association Draft Bylaws Briefing Continued, beginning at Article V**

- Questions, comments and possible edits were made in regard to Article V:1, Article V:8, open meeting laws, Article VII, simple vs. 2/3 majority vote, Article VIII:1, and Article IX.
- Reviewed area association map.

**12:50 Merged Association Draft Financial Briefing**

- Zelazny presented data for a projected-to-date simulation of merged finances.
- Discussed grants, various expense lines, WALCE funds, dues, putting anticipated funds into the budget, WLWCA 2008 deficit, messaging.
- **Gingras/Wojahn:** Ad hoc committee directed jointly by both boards to draft a budget line that includes a reserve comprised of WALCE carryover funds and a line item for undetermined revenues carried by voice vote, none opposing.

**1:34 Merger Process/Resolutions**

- Calkins brought attention to timeline and contingency plans for WLWCA adopting new bylaws vs. WALCE dissolution; upcoming election of WALCE board of directors; resolution process logistics.
- Discussed interim board of directors. Consensus was that a resolution should include current boards of directors as the interim boards of directors until April 2012.

**1:46 Recommendations from WLWCA and WALCE Board of Directors -- ACTION**

- **McKenzie/Baneck:** Bylaws recommended for approval by both memberships subject to technical and legal edits and ad hoc committee directed to move forward with outreach efforts carried by both boards jointly by voice vote, none opposing.

**1:50 Timeline/plan for further outreach**

- Draft merger bylaws will be posted on WLWCA Web site when technical/legal edits are incorporated into draft.
- Ad Hoc Committee will discuss further outreach. Discussed attending Fall Tech Tour in Lafayette County September 30. County Conservationist Meeting is October 6-7.
- Outreach from August 30 through Fall Area Meetings (October 28). Schedules for various fall area meetings were discussed. Southern Area and North Central Area are scheduled for same day, with Northwestern scheduled the day after. Wagner will attend Southern Area due to travel schedule for Zelazny being more efficient to attend North Central and Northwestern.
- Outreach from Fall Area Meetings to WLWCA Annual Conference (December 7) – Not discussed.
- General Session at 2011 WLWCA Annual Conference on Merger, December 8, 3:00-4:15pm (Business Meeting scheduled December 9, 10:00am-12:00pm) – Calkins and Wagner will lead the session with support from both boards and/or the ad hoc committee.

**1:55 Other Business**

- September 7<sup>th</sup> Ad Hoc Meeting discussed. Will be in person 1pm-4pm at the Portage County Annex Building. Lunch is on your own. Conference phone service will be available. Agenda will include finances, bylaws technical changes and outreach.

**2:04 Adjourn**

- **Rudolph/Burwell: adjournment.**