

# Proposed Merger of WALCE & WLWCA

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Webinar – October 18, 2011

# Agenda

- Why merge?
- History of WALCE/WLWCA merger talks
- Current merger process:
  - Ad-hoc Merger Committee & Guiding principles
  - Process & timeline of merger talks
- Review of draft bylaws
- Merger challenges
- Next steps
- Questions & comments

# Why Merge WALCE & WLWCA?

- Sustainable future
  - LCC/LCD downsizing & mergers/staff burn-out
- Focused resources
  - Fewer people & less time – empowered committees
- Expanded expertise – technical/admin. & political
- Better cross-training – workshops, tours, conference
- Improved policy influence
  - Joint legislative committee more efficient & effective
  - Faster response time – guidance to staff/lobbyist

# History of Merger Talks (WALCE/WLWCA)

- WALCE Legislative activity in 1990's
  - State agencies & legislature sought LCD staff input
  - Nonpoint program redesign/LWRM plans (1997 & 1999)
  - Questions on WALCE's role in legislative work
- Merger recommended in 2001 by a WALCE committee
  - Lack of support led to WALCE bylaws rewrite (2003)
- Western Area proposed merger in 2004 (CC only)
  - Narrowly defeated at WLWCA annual mtg. (60% vs. 67%)
- Merger talks resurfaced in 2010

# Current Merger Talks

- Fall 2010 - After both WALCE & WLWCA Boards received member input, each Board:
  - Appointed 5 members to an Ad-hoc Merger Committee
  - Adopted an open process & guiding principles to keep merger talks on track and invite membership input
- January 2011 - Ad-hoc Merger Committee began mtg.

# Ad-Hoc Merger Committee Members

WALCE	WLWCA
<b>Perry Lindquist</b> , Co-Chair Waukesha County LRD	<b>Chuck Wagner</b> , Co-Chair Kewaunee County LCC
<b>Greg Baneck</b> (Keith Marquardt) Outagamie County/WALCE BOD	<b>Tom Rudolph</b> , WLWCA BOD Oneida County LCC
<b>Bill Schuster</b> , Door County WALCE Administrative Committee	<b>Joe Piechowski</b> , WLWCA BOD Waushara County LCC
<b>Geoff Schramm</b> , Ozaukee County WALCE Professional Improvement Com.	<b>David Hammer</b> , WLWCA BOD Lafayette County LCC
<b>Dan O'Connell</b> , Portage County WALCE Technical Committee	<b>Kathy McKenzie</b> , WLWCA BOD Douglas County LCC

# Approved Process for Ad-Hoc Committee

- Use third party facilitator (UWEX)
- Open process
  - All committee meeting notices sent to all counties
  - All minutes & materials posted on WLWCA web site
- BOD check-in points before/after draft bylaws
- Outreach efforts before/after draft bylaws
- Ad-hoc Committee goal: Have new bylaws ready for adoption at WLWCA annual mtg. – December 9, 2011
  - Avoids turnover issues from 2012 spring elections

# Approved Guiding Principles

- Prescribe multifaceted functions of the merged Association:
  - Legislative, technical, administrative, education and training.
- Ensure equal representation of LCD & LCC Members on BOD
  - Consider the number of directors needed
- Charge the BOD with organizational issues:
  - Budgets, staff oversight, contracts, bylaws, annual meeting, etc.
- Create an empowered committee structure that serves as the focus of organization activities:
  - Give them clear directions & let them act independently
- Plan for a single annual meeting/conference
- Recommend regional boundaries and annual dues structure

# Ad-hoc Committee Activity

- January 2011 - began monthly meetings
  - Facilitator from UWEX (Stevens Point)
- April 2011 – Presented draft merger recommendations to both the WLWCA and WALCE Boards of Directors
  - Both BOD's embraced the proposal/begin outreach/bylaws
- April/May 2011 – Outreach activities
  - Special edition Thursday Note
  - Area meetings & individual LCC/LCD meetings
  - Three regional WALCE webinars
  - Member survey(s)
- August 2011 – Draft bylaws completed & presented
  - Both Boards of Directors embraced the draft/more outreach

# Draft Bylaw Review (merged)

- Name of merged organization: WLWCA
  - Wisconsin Land & Water Conservation Association name is Broad enough for both organizations
  - Articles of Incorporation can remain unchanged
- Mission Statement:

*“To protect, conserve and enhance Wisconsin’s natural resources by serving and representing county Land Conservation Committees and conservation department staff operating under the authorities granted in Chapter 92 Wisconsin Statutes.”*

# Purposes of WLWCA (Draft Bylaws)

- Further counties' common interests and statutory powers... [natural resource programs]
- Facilitate information exchange as well as technical and administrative program review to solve problems and improve services common to county governments in carrying out their duties.
- Provide Membership services ... [newsletters, training, education, meeting coordination, etc.]
- Provide information to state and federal agencies, the legislature, congress and executive branches, and advocate for sound program policies and legislation affecting county land and water conservation programs.
- Promote and assist in the development and dissemination of uniform conservation practice technical standards ...

# Draft Bylaw Review (continued)

- Membership: Allow for three membership levels
  1. *County Member* = All LCC & LCD staff are members, full benefits & rights (goal = 72)
  2. *Individual Membership* = Only person paying the annual fee is a member - no voting rights at annual meeting
  3. *Associate Member* = Non-county individual/organization with common interests – no voting rights

Note: Annual dues are up to future BOD, not part of merger

- Area Associations:

- Use existing 8 WLWCA Area boundaries
  - Changes OK if supported by all affected counties
- Only duty is election of Area Representatives



# Draft Bylaw Review (continued)

- WLWCA Board of Directors:
  - **Directors elected by Area Association BOD**
    - Area Association BOD = One LCC & One LCD Rep from each county within the Area
    - Each Area Assoc. BOD elects (open nominations) One LCC Rep. & One LCD Rep. to the WLWCA BOD (8 Areas x 2 reps each = 16 WLWCA BOD)
    - Partnership/equally valued roles of elected officials & professionals in carrying out the many stated purposes of the nonprofit organization (information, training, advocate, etc.)
  - **Powers and duties consistent with BOD standards**
  - **Officers elected by BOD from BOD membership**

# Proposed Merged Organizational Structure



\* Note: BOD approves committee formation and membership. Committee sizes & make-up subject to number of volunteers.

# Merger Challenges

- Leaving titles at the door
  - Nonprofit organization – LCC & LCD must be equals
- Broad participation on committees
  - Multi-faceted functions vs. local downsizing trend
- Commitment/diversity/turnover
  - Professional staff vs. elected - training is important
- Financial sustainability (post-merger)

# Risks of not Merging

- Continued decline
  - LC Departments & committees merging & downsizing
  - Loss of unified conservation voice to influence program policy & sustain funding for local programs
  - Loss of training/cross-training opportunities

# Next Steps

- Outreach continues/Area Association meetings
- WLWCA vote December 9, 2011 to amend bylaws
- WALCE vote February 29, 2012 to dissolve/merge
- If both WLWCA and WALCE approve:
  - Interim joint BOD until April 2012 County Board elections and subsequent WLWCA reorganization
  - WLWCA reorganization/elections under new bylaws in May/June 2012

Questions or Comments?