

Status of WLWCA/WALCE Ad hoc Merger Committee

Dates/Activity

Summer 2010 – Based on a conversation that occurred at the spring County Conservationist meeting, WLWCA and WALCE Board of Directors both begin discussions regarding a possible merger of the two associations.

August 2010 – Both WLWCA and WALCE Boards asked their members for ideas or comments on a possible merger. Perry Lindquist (Waukesha Co.) submitted a proposal for a joint process to consider a merger, a draft set of guiding principles for a joint ad-hoc committee, and some of his reasoning for why a merger would be worth pursuing.

Fall 2010 – Both WLWCA and WALCE Boards approved the Lindquist proposal with one addition – that a third party facilitator should be sought to assist with the process. Each association appointed 5 members to an ad-hoc committee to take the lead on discussing a possible merger. The appointees are listed below:

WLWCA Appointed Members:

Chuck Wagner, Co-Chair, Kewaunee Co LCC
 Tom Rudolph, Oneida Co LCC
 Kay McKenzie, Douglas Co LCC
 Joe Piechowski, Waushara Co LCC
 Dave Hammer, Lafayette Co LCC

WALCE Appointed Members:

Perry Lindquist, Co-chair, Waukesha Co LCD
 Bill Schuster, Admin Committee rep, Door Co LCD
 Dan O’Connell, Tech Committee rep, Portage Co LCD
 Geoff Schramm, Professional Improvement Committee rep, Ozaukee Co LCD
 Greg Baneck, Board of Directors Liaison, Winnebago Co LCD

01/12/11 - Ad-hoc Merger Committee Meeting (1st) – Conference call mtg; Reviewed the process and guiding principles adopted by both BODs. The committee appointed Kirsten Moore (WLWCA staff) as the secretary for the committee, with Co-chair review of draft meeting minutes before distribution. Future meetings locations were selected for Stevens Point with catered lunches. Jennifer Stewart (UWEX- Portage Co) later agreed to act as facilitator for the group. Co-chairs were elected by WLWCA and WALCE, as noted above.

01/24/11 - Ad-hoc Merger Committee Meeting (2nd) – First face-to-face meeting of the ad-hoc committee in Stevens Point. Committee went through a nominal group process with the facilitator to complete a SWOT analysis (Strengths, Weaknesses, Opportunities, and Threats) for the merger. (see meeting notes for results). Also reviewed example of guiding principles for WALCE Technical Committee, and discussed how the WALCE committee structure worked.

02/17/11 - Ad-hoc Merger Committee Meeting (3rd) – Perry L. presents possible *Joint Organizational Structure* (ie. merger structure), including the Board of Directors, an Executive Committee and 7 other standing committees, along with ideas on who would be on each committee and the committee goals and draft guiding principles. Minor revisions were made to the committee charges, but there was not agreement on how LCD staff would be elected to the state BOD through the area associations. The SE Area model was used as a starting point, but WALCE technical staff wanted more input and opportunity in the process. (see separate file for draft organizational chart)

03/03/11 – WALCE Annual Conference – During the annual business meeting, Perry L. and Chuck W. presented the draft organizational chart for a potential merged WLWCA & WALCE organization and explained where the ad-hoc committee was at in the merger discussions. There were a lot of questions and considerable concern raised, especially by the non-County Conservationists about their role in a merged organization and why a merger was necessary.

03/11/11 Ad-Hoc Merger Committee Meeting (4th) – Perry L. & Bill S. present and explain six *Options for Joint Organizational Elections and Structure*. Option 4 on the draft chart (see separate file) was recommended by the committee for electing area representatives to the state BOD. The committee also reviewed the Area Association maps for WALCE (4) and WLWCA (8). The committee recommended that the 8 WLWCA areas be maintained, but suggested that if any boundary changes want to be made, now would be the time to make the request. The committee also discussed membership dues structures. They recommended three conceptual levels of membership and agreed that a future BOD would have to make a final decision on the details, which may change over time depending on budget situations.

The committee also discussed the need for an outreach program on the proposal and decided that it was time to first check in with both BODs. The Co-chairs agreed to present the proposal to next WALCE Board meeting on March 31 and the County Conservationist meeting that followed the next day. They would also present draft recommendations to the WLWCA Board meeting scheduled for April 26th. The next meeting date for the ad-hoc committee would be after these presentations.

03/31/11 – WALCE Board of Directors Meeting. The draft recommendations were presented and well received. There was some concern regarding the high number of Area Associations and thus BOD members and the area election process. However, the BOD voted to continue with the merger discussion process and the development of an outreach program.

04/01/11 – County Conservationist Meeting. Perry Lindquist presented an historical overview of the WALCE Legislative Committee, the Internal Issues Committee of 2001, and the failed attempt to merge County Conservationists and WLWCA in 2004 as a precursor to reviewing the draft recommendations of the Ad-hoc Merger Committee. The group asked the committee to post a chronology of our activities on the WLWCA web site along with all the meeting minutes, etc., leading to the development of this document. In general, there were a lot of good

questions and positive feedback from the group on the Committee's work so far. County Conservationists were urged to encourage all their staff and committees to attend future outreach meetings to build understanding and support for the proposal. They were also reminded that it will require a 2/3 majority affirmative vote from both associations to amend the bylaws.

04/26/11 – WLWCA Board of Directors Meeting. Bill Schuster presented the draft ad-hoc committee recommendations to the board. The board was very supportive of the committees work so far. There was discussion about the last step in the previously approved process, which would require adoption of new bylaws by both associations at a joint meeting. The board pointed out the difficulty in having both WALCE and WLWCA meet at the same time since they both have their next annual meeting/conference scheduled three months apart. The suggested solution was to have sequential votes where WLWCA votes in December, contingent on an approval by WALCE at their annual meeting in February. The BOD approved a motion to continue the merger process and associated outreach efforts.

05/03/11 – Ad-hoc Merger Committee Meeting (5th). The committee reviewed and discussed some of their previous recommendations, including the voting process that is recommended for the Area Associations. The committee also discussed the feedback that they received from the two Boards of Directors and the County Conservationist meeting. It was agreed the next steps would be to start drafting the bylaws and conducting outreach efforts to the two associations. The merger issue will be a recommended topic for upcoming Area Association meetings, and a separate webinar(s) would be scheduled for WALCE members.

06/15/11 – Ad-Hoc Merger Committee Meeting (6th). The committee reviewed the feedback received during two WALCE webinars and agreed to conduct an on-line survey to find out more about what people were thinking regarding the merger. The committee also reviewed the first draft of post-merger bylaws prepared by Perry Lindquist. It was also agreed to create a subcommittee to complete a financial review of both organizations so we can be better prepared to answer finance related questions.

08/09/11 – Ad-Hoc Merger Committee Meeting (7th). The committee reviewed comments received from the Special Edition Thursday Note, WALCE webinars, the on-line survey and summer Area Association meetings. The committee also reviewed the financial analysis of WALCE and WLWCA. It was agreed that a generalized post-merger budget should be prepared by WLWCA staff to show how the merger helps. The updated draft of the post-merger bylaws was also reviewed in detail. It was agreed after incorporating today's edits; the bylaws are now ready for legal review and presentation at a joint WLWCA/WALCE Board of Directors meeting, which is scheduled for August 30.

08/30/11 – Joint WALCE/WLWCA Board of Directors Meeting. The BODs reviewed a presentation outlining the merger discussions to date, the expected outcomes of a merger, feedback received from the memberships and the draft bylaws. Both Boards unanimously recommended approval of the proposed bylaws subject to today's edits and technical

corrections from legal counsel. Both Boards also agreed to prepare a merged budget, including estimated fund balances and encouraged the Ad-Hoc Committee to continue outreach efforts this fall with a focus on the draft bylaws. The concept of an Interim WLWCA Board of Directors was also agreed to if the merger was approved by both associations. Resolutions will be prepared to execute the merger, repeal and recreate the WLWCA bylaws, and dissolve WALCE.

09/07/11 – Ad-Hoc Merger Committee Meeting (8th). The committee planned outreach efforts for this fall, including another special edition of the Thursday Note, attendance at Area Association meetings and another webinar for LCD staff and LCC members. The Executive Director clarified the fund balance currently maintained by WLWCA and the post-merger budget figures will be updated accordingly. The committee also reviewed draft WLWCA and WALCE resolutions which would be voted on to execute the merger. It was agreed to forward the resolutions to legal counsel for review.

Note: No future Ad-hoc Merger Committee meetings have been scheduled as of 10/18/11.