



Washington Association of Conservation Districts

Officers & Directors Meeting

Hal Holmes Center, Ellensburg, WA
September 13, 2011

Call to Order

President Chris Herron called the meeting to order at 10:10 a.m.

Officers and Directors Present

Chris Herron, President
David Guenther, Vice President
Albert Roberts, Secretary-Treasurer
Dean Longrie, Past President
Wade Troutman, WACD National Director
Larry Davis, NW Area Director
John McLean, NC Area Director
Larry Cochran, SE Area Director

Don Hatler, NW Area Director
Nicole Berg-Tobin, SC Area Director
Jerry Hendrickson, SE Area Director
John Preston, NC Area Director
Alan Stromberger, NE Area Director
John Keatley, SW Area Director
Mark Moore, SC Area Director

Directors/Officers Absent

Mary Sullivan, NE Area Director
Kathy Whalen, WADE President

Others in Attendance for All or Part of the Meeting

Fred Colvin, Chair Washington State Conservation Commission
Peter Bautista, NRCS
Bill Knutsen, King CD
Josh Monaghan, King CD
Craig Nelson, Okanogan CD
Jim Jesernig, WACD Lobbyist

Staff Present

Deb Gregory, WACD Administrative Coordinator

Agenda Review, Opening Remarks & Introductions

President Chris Herron opened the meeting at 10:05 a.m. by welcoming everyone. Introductions were made and attendees were asked to review their meeting packet information and ask questions as necessary. The agenda was reviewed and no new items were added.

Wade announced that he had a Farm Bill task force meeting to attend later this afternoon and would have to be excused for a brief period of time.

5/10/11 Minutes & August 2011 Financial Report

Motion: Dean Longrie moved and Mark Moore seconded the approval of the 5/10/11 meeting minutes. The **motion was carried.**

Motion: Dean Longrie moved and Larry Davis seconded the approval of the August 2011 financial report. **The motion carried.**

Don Hatler asked Jim Brown how the PMC was so successful in earning 10% on their investment. Jim responded that PMC has some government bonds as part of the mix of funds.

David Guenther noted that several districts have not yet paid their dues.

Technical Proficiency & Planning Committee Update

Josh Monaghan from King CD and Craig Nelson from Okanogan CD gave a presentation on the status of the WACD Technical Proficiency and Planning Committee and what the next steps are. The goal of the committee is to achieve a statewide proficiency model for CD technical staff proficiencies for conservation planning and practice implementation and an inventory of those existing competencies around the state.

The problem has been there has not been a place where training or competency information is stored or documented to show staff credentials. Without this documentation of education, training and expertise that personnel have acquired over the years, staff have lacked “credibility” to show our partners exactly what proficiencies we have in house. It has left room for doubt as to our qualifications to advise the public on how to best manage their natural resources.

Josh stated that WACD’s role in these efforts has been critical in terms of time and support. Ray Ledgerwood has worked hard at facilitating the team’s efforts. The team is hopeful that the new Executive Director will provide that same level of support. Conservation Districts have largely recognized the work of this committee and have been providing support even in instances where they don’t necessarily have the budget to do so.

The challenge began in 2008 when there was a wide variation among the Districts on what constituted a farm plan. A template was created that was flexible enough to fit different skills. It was approved in 2009 and by the full Conservation Commission in 2010. The template has been integrated into the Commission’s training.

The next step was to determine how to raise and support the professionalism of staff across the state. What are the current proficiencies and what are the training gaps. We did a survey to help coordinate training conducted at WADE and within NRCS. The protocol for conservation planning training can be found at www.cplan.scc.wa.gov. The site will be the repository for the common shared list of training.

Wade Troutman asked who certifies the individuals and will that certification be recognized by anyone such as DOE or NRCS? That is still unknown. Peter Bautista of NRCS responded that within NRCS, they have job approval authority. Peter suggested this could be sanctioned in policy and then compare it to NRCS’s process to approve the certification. Nicole Berg-Tobin asked if other agencies are integrated into this process. Our goal is to make sure we have a strong foundation for our staff first and then we’ll do outreach to our partner agencies. We’re

trying to define who we are, how we go about planning and be able to stand up in front of those agencies outlining our process and giving credence to our staff.

Next steps:

1. In the Puget Sound region, Districts are talking about how we make sure small farm planning is coordinated.
2. How do we certify that people meet these proficiency models
3. Two other states that Ray is working with (North Carolina and Indiana) are doing similar, but different work around district certification. We plan to take what we've learned and share it nationwide.

Josh asked the O&D if the committee should bring a resolution forward this fall. Wade complimented Josh, Craig and the team members for their progress to date. He wants to be sure the committee is using NRCS standards and believes the group is on the right track.

Dean Longrie did not believe a resolution was necessary and that all the committee needed was the O&D's concurrence to proceed.

Motion: David Guenther moved that we ask Debra Gregory to review WACD's strategic plan and see where this component fits into that plan. Then, pull this information out and emphasize that this will be a responsibility of WACD staff to continue supporting the committee's efforts.

John Keatley seconded the motion. Chris Herron provided a friendly amendment to change the wording from "ask Debra Gregory" to "ask WACD staff". The motion carried as amended.

Peter Bautista asked if the proficiency models will be documented by discipline or by subject matter. Those decisions are still to be made.

Annual Meeting and Sponsorships Status

Deb Gregory provided copies of the most current draft of the annual meeting program for information and asked if anyone had questions.

Chris Herron asked how each officer and director was going in soliciting/obtaining sponsorships for this year's meeting. To date, we have only received one sponsorship and need many more. The O&D will refocus their efforts and begin some targeted contacts with potential sponsors.

Executive Director Hire Update

Interviews were conducted on 9/9/11 for three very good candidates. We are currently in the reference checking phase and hope to make a decision by the end of the week with an announcement early the week of September 19.

Motion: John Keatley moved to (1) clearly authorize the President and the Executive Board to hire a replacement Executive Director and (2) provide latitude to the Executive Board to have the salary plus benefits not to exceed \$105,000 per year and (3) direct the Executive Board to hire the Executive Director as soon as practical consistent with checking of background and references.

The motion was seconded by David Hall. Albert asked where the money was going to come from for the salary and benefits in relation to our current budget situation. A breakdown of the costs would indicate a yearly salary not to exceed \$84,000 which is within the range that we've

been paying. Since the Association does not offer retirement benefits, we're only talking about salary and medical benefits. Don Hatler asked if the selected candidate is from out of state, would the Association pay for relocation. The answer was no.

It is important to get a new Executive Director on board quickly to continue moving the organization forward.

The motion passed unanimously.

Executive Director Job Description

Nicole Berg-Tobin noted that the draft job description before the group today did not include some of the key elements she had proposed. Nicole believes there should be some set of expectations of the Executive Director back to the O&D. Wade Troutman suggested that those accountabilities might better rest in the Policies & Procedures Manual.

David Guenther moved to adopt the current job description. Dean Longrie seconded. Larry Davis respectfully disagreed that the accountabilities be placed in the Policies and Procedure Manual. He feels those are more appropriate to include in the job description. John Keatley spoke in favor of the motion. Said these are the general duties for the Executive Director and in the future, other refinements can be made. It was also suggested that the O&D have specific delegations of authority to the Executive Director relative to contracting and MOA's.

Don Hatler spoke to the motion and said when hiring an Executive Director, it implies a certain amount of latitude around his/her skills. It starts with a framework and as we go forward, we will build a firm job description around this individual. Don believes we need to finish a general guidelines to get an individual on the ground and running and feels this is a good place to start.

The question was called for a vote. Larry Cochran expressed some confusion as to what Nicole Berg-Tobin and Larry Davis feel is missing from the description. Nicole wanted to see more accountability for contracts and communication to the Board of Directors such as a quarterly report to the organization or something similar. She believes we need to lay out the framework of our expectations.

The motion passed with one dissension.

Partnership Reports

NRCS - Peter Bautista attended the meeting on behalf of Roylene-Rides-at-the-Door, our State Conservationist. Peter provided a report on the latest NRCS activities. Of particular note:

1. A site visit by KPMG, NRCS' financial auditors, was conducted the week of July 11. Washington achieved several firsts, including the first state to have no problems with accuracy of property inventory data, the first state to have no exceptions related to real property records and the first state to have no exception in procurement in all categories. Washington State was acknowledged as one of the strongest states reviewed in four years. As a result, we have been named as a model state for financial management. We join Indiana as one of only two states with this coveted recognition.
2. NRCS just received \$500,000 for the CTA Program.
3. Have written \$500,000 worth of agreements over the past several weeks. Areas covered in these agreements include:
 - a. Cultural resources agreement with Lincoln County.
 - b. Rangeland – work with the Commission to support the state resource inventory assessment

- c. Outreach and conservation planning for the Samish
 - d. Livestock – small non-commercial livestock.
 - e. Yakima River basin
 - f. Area wide plans to stand up the voluntary stewardship programs
 - g. Chehalis River water basin/I-5 flooding
 - h. Also planning a contract with the Commission to stand up TSP's
4. A new payment schedule delays cut-off date for popular conservation program – Ag producers, including private forest landowners, will have more time to apply for financial and technical assistance through Washington's most popular conservation program.
 5. NRCS recently awarded the Confederated Tribes of Colville with \$1.26 million in Conservation Innovation Grant (CIG) funds in an effort to demonstrate effective greenhouse gas (GHG) mitigation strategies on tribal lands.
 6. NRCS and its partners restored vital salmon habitat by heading the planting restoration portion of the project with WRP funds to establish and improve over 80 acres of stream, flood plain, and wetland habitat in Ohop Valley Creek.
 7. NRCS helped a Lincoln County producer meet crop irrigation needs without over irrigating adjacent circles on the same pumping system while reducing energy usage.

Peter noted that VSP for 2012 is contingent upon the outcome of the 201 VSP contract.

Peter announced that David Brown had been selected as the State Conservationist for Utah and would be leaving.

The energy program is moving forward.

David Guenther gave a quick overview on his recent attendance at the CRM meeting in Packwood. The group agreed on four main focus areas.

PMC – Jim Brown, Nursery Manager, provided a report on the PMC as follows:

1. PMC experiencing a good growing season and the nursery is in good shape.
2. Reported there has been an interest in people wanting to learn more about the PMC. Invited those interested to come for a visit and a tour.
3. Sales booked to date are on track.
4. One element of the business continues to slide and that is sales to the districts. Jim asked the Area Directors to seek more support within the districts which will further enhance our revenue.
5. The chemicals budget is showing an overrun only because we fumigated two weeks early this year. Will even out next month. Jim explained the expenses aren't out of line just occurred earlier than normal.

WSCC – Fred Colvin, Chair, Washington State Conservation Commission. Fred provided the following updates:

1. The state's budget and a new revenue forecast will be released on Thursday, 9/15/2011. It is forecast to be short another \$1 to \$2 billion. Governor Gregoire has directed agencies to prepare two supplemental budgets. One with a 5% reduction and a second with a 10% reduction. Cuts alone will not cover the shortfall. One proposal under consideration is take an additional 5% out of the districts' budgets on a proportional basis. Would take effect 10/1/11. This will be discussed at this week's Commission meeting.
2. Administrative Efficiencies Task Force – Ray Ledgerwood is facilitating the task force which will include three Commission members, three Commission staff members, three

WACD representatives and three WADE representatives. Ray has met with all of the members to seek input. First meeting of the task force is 9/20/11. Fred believes this is a very important exercise for the districts. Believes we should always be looking for ways to improve our business practices. He hopes to see some good ideas come out of this. This is also a mechanism for us to report to the Legislature on how we plan to achieve greater efficiencies in our shops.

3. Fred also concerned about the amount of money that we returned to the state of Washington this past biennium. If a district finds that it cannot use all of its allocation, they are required to advise the Commission so the money may be reappropriated to other districts. Fred said the Commission will be reviewing the situation to determine what happened and why. Dean Longrie commented that in past years when a district did return unused money for reappropriation, they were penalized. Fred appreciated that information and suggested perhaps the Commission should look into that again. We have so many needs that go unfunded each year and when we have money available to us, we simply cannot allow funds to be returned due to lack of following the proper procedures.
4. On a personal note, Fred commented that there are several issues of extreme importance to us: the Samish and VSP. Those two issues will clearly define the future of CD's in our state. People are watching these programs. If we are not successful in these two ventures, he is concerned about whether we will ever have a viable voluntary based system in the state. All of us need to do our part in making VSP a successful program. To do that, it will take some changes in how we think about dealing with land owners. We have an obligation to talk to our land owners one-on-one if they have resource concerns.

Memorandum of Agreement with Department of Ecology

Craig Nelson provided an update on the current status of the MOA. Prior to John Larson's departure, Craig attended a meeting with him, Ted Sturdevant and Kelly Susewind from DOE on 8/5/11 to discuss the protocol for processing complaints under the current agreement. We provided them with a copy of our proposal drafted in June, which did not include all of the comments submitted by the Districts.

The purpose for Craig's participation in these discussions was to have someone from the Districts holding DOE accountable for keeping the process moving forward as a result of John's departure as WACD Executive Director. The good news from this discussion was that we have a timeline. The goal is to have the MOA signed and in place at the annual meeting.

Ecology is hoping to have one agreement, not 47 individual district agreements as they are concerned with how they would manage 47 different agreements. Craig followed up with Kelly Susewind following their review of our proposal and has learned that DOE is seeking a much broader agreement.

Relative to this, Ron Shultz at the Conservation Commission sent an email out to a number of districts advising that the three director talks have reached the point where they have a document they would like CD comments on regarding how all affected groups will work together on Ag related issues. The three directors have set up a time for districts to provide their comments to them on Tuesday, September 20 from 1:00 to 2:15 p.m. Craig was very dismayed by this as it provides a very short time to prepare and provide comments. We don't know who we will be talking to and what the larger context of the listening session is for.

Craig also expressed concern about the short timeframe to prepare as District Managers will most certainly want to speak with their Boards before attending such a meeting.

Craig recommended that a committee or task force be created to get feedback from the Districts on what key points need to be included in a new MOA. The committee or task force should identify a negotiating strategy. Don Hatler commented that this could set up a dangerous situation in that we might have 47 districts attend and provide comments that are contradictory to one another, which could be viewed by DOE as us not knowing what we want.

Craig suggested that we provide one response to the three directors that says something similar to the following:

*“Conservation Districts and our cooperators have benefited greatly from the close relationship districts have enjoyed with the USDA Natural Resources Conservation Service. This federal agency has developed conservation practices, management standards, and a planning process that has been scientifically peer reviewed and tested. These practice and management standards are flexible to meet the site specific needs of the resource issue. This flexibility is what makes projects where the practices are implemented very successful. To meet water quality objectives on agricultural land **conservation practices must be site specific** and based upon the standards developed and maintained by the USDA Natural Resources Conservation Service.”*

Motion: Nicole Berg-Tobin moved that Craig’s suggested comments be submitted to the listening session on behalf of the O&D. In addition, that those comments also be sent to the districts advising them that these are WACD’s unified comments and will appreciate their support of same.

David Guenther seconded the motion. Motion carried.

Motion: Nicole Berg-Tobin moved to form a short-term task force to develop what the districts needs are so DOE knows what the districts want.

John McLean seconded. Nicole agreed to lead the task force. John Keatley and David Hall will provide a representative to the task force from the SW Region. Motion carried.

Bylaws Task Force Proposed Changes.

Page 2 – Articles, Article IV, Section 2 – Don Hatler had proposed reducing the number of Area Directors from two to one and adding a representative from the PMC Board.

Status: Change was withdrawn by Don.

Page 3 – Articles, Article V – Don Hatler **moved** that the annual dues shall be determined by the board of directors in accordance with a formula approved each year for the upcoming year by the members at the annual meeting.

Status: The motion died for lack of a second.

Page 3 – Articles, Article VI, Section 2

Don Hatler **moved** to delete everything after the word “distributed” in the first sentence and then add “to the individual Conservation Districts in proportion to the dues paid by that district in the previous year.”

Status: John McLean seconded. Motion carried.

Page 4, Bylaws, Article II, Section 1 – Don Hatler **moved** to use the same wording as suggested on page 3 in Article V in the Articles.

Status: Motion died due to lack of a second.

Page 5, Bylaws, Article II, Section 5 – Jerry Hendrickson **moved** to change the wording as follows: “The “Washington Association of Conservation Districts ~~Newsletter~~ Website” shall be the official ~~publication~~ **communication** of the Association. It shall be sent to all voting, affiliate, and supporting, sustaining, and honorary members. For the sake of public records, the Executive Committee shall send copies to selected individuals or organizations. This list shall be revised annually.

Motion: Jerry Hendrickson moved to adopt the revised wording. Dean Longrie seconded.

Status: Motion carried.

Page 5, Bylaws, Article III, Section 4 – The Bylaws Committee recommended deleting this section. Nicole Berg-Tobin moved to delete. Mark Moore seconded.

Status: Motion carried.

Page 6, Bylaws, Article III, New Section 10 – Any change to WACD’s bylaws requires approval by the Officers and Directors before the change moves to the full membership at the annual meeting.

Motion: David Guenther moved to adopt this addition. Albert suggested a friendly amendment that instead of placing it under Article III as a new section, that it be moved to Article XIV, Amendments as New Section 1 and existing Sections 1 and 2 be renumbered accordingly.

Action: John Preston seconded the friendly amendment. Amended motion carried.

Page 7, Bylaws, Article IV, New Section 9 – Proposed by the Bylaws Committee. “The removal of any officer or director, who is unable or unwilling to carry out their respective duties will require a super majority of the Officers and Directors.

Motion: Chris Herron moved to approve this new section.

Action: Nicole Berg-Tobin seconded. Motion carried.

Page 7, Bylaws, Article IV, Proposed New Section 10

Action: Don Hatler withdrew the proposal.

Page 7, Bylaws, Article VI, Section 1 – Bylaws Committee proposed reducing the number of Area Directors from two to one per area.

Action: Don Hatler withdrew the proposal.

Page 8, Bylaws, Article VII, Section 7. The Bylaws Committee recommended deleting this section.

Motion: David Guenther moved to retain this section and add the word “her” to “his/her” area. Larry Davis seconded.

Action: Motion carried.

Page 8, Bylaws, Article VII, Proposed New Section 10 – Duties of Directors

Motion: Dean Longrie moved to accept new Section 10.

Action: Jerry Hendrickson seconded. Motion carried.

Page 9, Bylaws, Article VIII, New Section 3 – Executive Board Powers & Duties

Motion: Dean Longrie moved to accept new Section 3.

Action: Mark Moore seconded. Motion carried.

Page 9, Bylaws, Article IX, Section 2 – The Bylaws Committee recommended deleting Section 2 as it conflicts with Article XII, Section 2.

Motion: John Keatley moved to accept the Bylaws Committee recommendation to delete.

Action: Mark Moore seconded. Motion carried.

Page 10, Bylaws, New Article XII, Section 1 – Executive Director – The Bylaws Committee recommended adding a new Article to cover the duties of the Executive Director of the Association as follows: “The Executive Director shall be the Chief Executive of the Association responsible for managing the day-to-day affairs of the Association and ensuring that the policies, directives and programs authorized by the Board of Directors and Executive Board are carried out. He/she will be responsible for managing any and all employees of the Association.”

Motion: Dean moved to adopt the new Article and strike the word “managing” before “the day-to-day affairs”.

Action: Mark Moore seconded with the amended wording. Motion carried as amended.

Existing Articles XII through XVI will be renumbered accordingly.

Page 11, Bylaws, Article XVI, Section 2. The Bylaws Committee recommended that Section 2 be revised to include the same wording as contained in Page 3 – Articles, Article VI, Section 2.

Motion: Dean Longrie moved to adopt new wording the same as agreed to on Page 3 – Articles, Article VI, Section 2 to delete everything after the word “distributed” in the first sentence and then add “to the individual Conservation Districts in proportion to the dues paid by that district in the previous year.”

Action: John Keatley seconded. Motion carried.

Page 11, Bylaws, Article XVI, Plant Materials Center. The Bylaws Committee proposed revised wording to the second sentence.

Action: Don Hatler withdrew the proposed wording change.

Strategic Plan Update

Deb Gregory provided a handout reflecting the current status of action items contained in the Strategic Plan for the Association.

2012 O&D Meeting Dates

Deb Gregory proposed the following dates for O&D meetings:

- February 22-23 - Legislative Days, Olympia
- May 8 – O&D Meeting, Ellensburg
- September 11 – O&D Meeting, Ellensburg
- November 26 – O&D Meeting in conjunction with Annual Meeting, Cle Elum

Motion: Dean Longrie moved to adopt the 2012 meeting dates for the O&D. David Guenther seconded. **Motion carried.**

Policy & Procedure Manual

Deb Gregory reminded the group that they moved to adopt this document at the 5/10/11 meeting, but tabled a final vote until after agreement was reached on a final organization chart. The group did not return to this item to take a formal vote which is why it is on the agenda today.

Motion: Wade Troutman moved to adopt the Policy & Procedure Manual. David Guenther seconded. **Motion carried.**

Legislative Update

Jim Jesernig talked about our need to have a solid legislative strategy prior to any special session the Governor may call this fall. We need to focus on money issues. On the federal level, Super Committee will be making recommendations on what cuts to make in November. The Conservation Title is on the table. At the state level, it's gone well beyond the consolidation of agencies issue. Now it's just eliminating wholesale functions. All of the social service and education advocates are already out in force knocking on their legislators' doors. Political pressure is already occurring. There might be a special session in November. When that happens, Jim is hoping that the CD's will already have a story that we've told them on getting conservation on the ground for future generations. Jim can lobby all day, every day, but legislators must hear from their constituents back home. This is essential. And so far, they aren't hearing from home. Here's our strategy:

1. Districts have to start working with their legislators and staff so they know what's important to their districts. We have to get more understanding across the board about what CD's do and how they get funded. Most of the legislators who know about conservation are located in Eastern Washington. Have to do a better job on the west side of the state.
2. If the Supreme Court decision on the Mason County assessments is rendered unconstitutional, we have to come in with a budget request *despite* a likely budget cut. It will help protect the funding levels we currently have. We can do this if we can get a

more cohesive plan among the districts in place. We need to come together and focus on the big picture.

3. Pierce and King CD's aren't communicating with their legislators at all. This has created huge gaps for us. Their legislators need to hear from them. If we are unable to convince Pierce and King to talk with their legislators, then we must come up with an alternative plan.

Jim is hopeful that we will have a plan in place to start meeting with legislators about this yet this month. More details to come.

WACD External Audit Proposals

The O&D were provided advance information for you regarding a determination on what type of audit we should have conducted on our financial records. Should we embark on having a major audit done or an agreed upon procedures audit.

Motion: Alan Stromberger moved to approve an agreed upon procedures audit to be conducted by Padgett & Padgett Certified Public Accountants. Jerry Hendrickson seconded. The **motion carried.**

O&D Liability Insurance Proposal

Many not-for-profit organizations, associations, their managers and employees face increased litigation. Providing a defense can be expensive and time consuming for any organization, not to mention the cost of indemnity payments. The CAN Pro Not-For-Profit Professional Liability policy protects directors, officers, trustees, employees, volunteers and the organization against claims alleging negligence, errors and omissions, misstatements, misleading statements, misrepresentations, and wrongful employment practices. This coverage helps protect the assets of the Directors and Officers and their spouses and protects financial stability of the organization. It can also allow Non Profit Organizations to attract qualified board members.

Why Take a Separate Policy? Doesn't Enduris Cover Us?

In order to be properly covered, we need a separate insurance policy to protect our officers, directors, employees, volunteers and the organization. Enduris covers employees only in regard to their official job duties for a district. It does not extend to members who become elected Officers in the course of their Association duties.

Recommendation

It is recommended that the Officers and Directors of WACD approve the purchase of liability insurance from Continental Casualty (represented by the Rabourn Company of Bellevue) in the amount of \$3,506.00 for a two year premium. The policy will be billed and payable annually at \$1,753.00.

Motion: Jerry Hendrickson moved to authorize purchase of the liability insurance policy. Nicole Berg-Tobin seconded. Nicole asked why we didn't have one umbrella policy covering all of WACD, including the PMC, instead of a separate policy for PMC and another for the O&D.

The motion was tabled pending further discussion.

Action: Lori was asked to find out about having one insurance policy by either covering the Officers & Directors under PMC's existing policy, or purchasing a new policy for all of WACD.

Lori will research whether the O&D can be added to PMC's existing policy or whether the purchase of an entirely new policy covering all of WACD's staff and the O&D is required and what those costs would be.

Jerry Hendrickson **amended his original motion** to state that depending on the outcome of Lori's findings, that the Executive Committee is authorized to make the decision on purchase of the insurance policy. Nicole seconded the amended motion. **Motion carried.**

Proposed WACD Budget

Albert Roberts presented the recommendations of the Budget Committee on WACD's proposed budget for July 1, 2011 through June 30, 2012. It should be noted that the Budget Committee worked hard to come up with a way to reduce expenses to bring the budget into better alignment. Further, it will be the new Executive Director's responsibility to develop, manage, monitor and report on the budget on a regular basis to the O&D to keep the Association on track. Larry Davis spoke in favor of the budget proposal and noted that this is a way for us to move forward. It is the shared responsibility of the new Executive Director and O&D, or Association Executive Committee, to make sure this situation is not repeated.

Motion: John Keatley moved to approve the 2011-2012 budget as submitted. John McLean seconded it. **Motion carried to approve.**

Other Business

Nicole thanked the Executive Committee for all of their hard work in keeping the organization moving forward since the departure of John Larson.

The next meeting of the O&D will occur at the annual meeting on November 28 from noon to 3:00 p.m. in the Miller Room at Suncadia in Cle Elum.

There being no further business to discuss, the meeting adjourned at 5:00 p.m.

SUMMARY OF PASSED MOTIONS

- **Motion:** Dean Longrie moved and Mark Moore seconded the approval of the 5/10/11 meeting minutes. The motion was carried.
- **Motion:** Dean Longrie moved and Larry Davis seconded the approval of the August 2011 financial report. The motion carried.
- **Motion:** David Guenther moved that we ask Debra Gregory to review WACD's strategic plan and see where this component fits into that plan. Then, pull this information out and emphasize that this will be a responsibility of WACD staff to continue supporting the committee's efforts. John Keatley seconded the motion. Chris Herron provided a friendly amendment to change the wording from "ask Debra Gregory" to "ask WACD staff". The motion carried as amended.
- **Motion:** John Keatley moved to (1) clearly authorize the President and the Executive Board to hire a replacement Executive Director and (2) provide latitude to the Executive Board to have the salary plus benefits not to exceed \$105,000 per year and (3) direct the Executive Board to hire the Executive Director as soon as practical consistent with checking of background and references. The motion was seconded by David Hall. The motion passed unanimously.

- Motion: Nicole Berg-Tobin moved that Craig’s suggested comments be submitted to the listening session on behalf of the O&D. In addition, that those comments also be sent to the districts advising them that these are WACD’s unified comments and will appreciate their support of same. David Guenther seconded the motion. Motion carried. **Done 9/15/2011**
- Motion: Nicole Berg-Tobin moved to form a short-term task force to develop what the districts needs are so DOE knows what the districts want. John McLean seconded. Nicole agreed to lead the task force. John Keatley and David Hall will provide a representative to the task force from the SW Region. Motion carried.
- Page 3 – Articles, Article VI, Section 2 - Don Hatler moved to delete everything after the word “distributed” in the first sentence and then add “to the individual Conservation Districts in proportion to the dues paid by that district in the previous year.” John McLean seconded. Motion carried.
- Page 5, Bylaws, Article II, Section 5 – Jerry Hendrickson moved to change the wording as follows: “The “Washington Association of Conservation Districts Newsletter Website” shall be the official ~~publication~~ **communication** of the Association. It shall be sent to all voting, affiliate, and supporting, sustaining, and honorary members. For the sake of public records, the Executive Committee shall send copies to selected individuals or organizations. This list shall be revised annually. Motion: Jerry Hendrickson moved to adopt the revised wording. Dean Longrie seconded. Motion carried.
- Page 5, Bylaws, Article III, Section 4 – The Bylaws Committee recommended deleting this section. Nicole Berg-Tobin moved to delete. Mark Moore seconded. Status: Motion carried.
- Page 6, Bylaws, Article III, New Section 10 – Any change to WACD’s bylaws requires approval by the Officers and Directors before the change moves to the full membership at the annual meeting. Motion: David Guenther moved to adopt this addition. Albert suggested a friendly amendment that instead of placing it under Article III as a new section, that it be moved to Article XIV, Amendments as New Section 1 and existing Sections 1 and 2 be renumbered accordingly. John Preston seconded the friendly amendment. Amended motion carried.
- Page 7, Bylaws, Article IV, New Section 9 – Proposed by the Bylaws Committee. “The removal of any officer or director, who is unable or unwilling to carry out their respective duties will require a super majority of the Officers and Directors. Motion: Chris Herron moved to approve this new section. Action: Nicole Berg-Tobin seconded. Motion carried.
- Page 7, Bylaws, Article IV, Proposed New Section 10. Don Hatler withdrew the proposal.
- Page 7, Bylaws, Article VI, Section 1 – Bylaws Committee proposed reducing the number of Area Directors from two to one per area. Don Hatler withdrew the proposal.
- Page 8, Bylaws, Article VII, Section 7. The Bylaws Committee recommended deleting this section. Motion: David Guenther moved to retain this section and add the word “her” to “his/her” area. Larry Davis seconded. Motion carried.
- Page 8, Bylaws, Article VII, Proposed New Section 10 – Duties of Directors. Motion: Dean Longrie moved to accept new Section 10. Action: Jerry Hendrickson seconded. Motion carried.
- Page 9, Bylaws, Article VIII, New Section 3 – Executive Board Powers & Duties. Motion: Dean Longrie moved to accept new Section 3. Action: Mark Moore seconded. Motion carried.

- Page 9, Bylaws, Article IX, Section 2 – The Bylaws Committee recommended deleting Section 2 as it conflicts with Article XII, Section 2. Motion: John Keatley moved to accept the Bylaws Committee recommendation to delete. Action: Mark Moore seconded. Motion carried.
- Page 10, Bylaws, New Article XII, Section 1 – Executive Director – The Bylaws Committee recommended adding a new Article to cover the duties of the Executive Director of the Association as follows: “The Executive Director shall be the Chief Executive of the Association responsible for managing the day-to-day affairs of the Association and ensuring that the policies, directives and programs authorized by the Board of Directors and Executive Board are carried out. He/she will be responsible for managing any and all employees of the Association.” Motion: Dean moved to adopt the new Article and strike the word “managing” before “the day-to-day affairs”. Mark Moore seconded with the amended wording. Motion carried as amended. Existing Articles XII through XVI will be renumbered accordingly.
- Page 11, Bylaws, Article XVI, Section 2. The Bylaws Committee recommended that Section 2 be revised to include the same wording as contained in Page 3 – Articles, Article VI, Section 2. Motion: Dean Longrie moved to adopt new wording the same as agreed to on Page 3 – Articles, Article VI, Section 2 to delete everything after the word “distributed” in the first sentence and then add “to the individual Conservation Districts in proportion to the dues paid by that district in the previous year.” Action: John Keatley seconded. Motion carried.
- Motion: Dean Longrie moved to adopt the 2012 meeting dates for the O&D. David Guenther seconded. Motion carried.
- Motion: Wade Troutman moved to adopt the Policy & Procedure Manual. David Guenther seconded. Motion carried.
- Motion: Alan Stromberger moved to approve an agreed upon procedures audit to be conducted by Padgett & Padgett Certified Public Accountants. Jerry Hendrickson seconded. The motion carried.
- Motion: Jerry Hendrickson moved to authorize purchase of the liability insurance policy. Nicole Berg-Tobin seconded. Nicole asked why we didn’t have one umbrella policy covering all of WACD, including the PMC, instead of a separate policy for PMC and another for the O&D. The motion was tabled pending further discussion. Action: Lori was asked to find out about having one insurance policy by either covering the Officers & Directors under PMC’s existing policy, or purchasing a new policy for all of WACD. Lori will research whether the O&D can be added to PMC’s existing policy or whether the purchase of an entirely new policy covering all of WACD’s staff and the O&D is required and what those costs would be. Jerry Hendrickson amended his original motion to state that depending on the outcome of Lori’s findings, that the Executive Committee is authorized to make the decision on purchase of the insurance policy. Nicole seconded the amended motion. Motion carried.
- Motion: John Keatley moved to approve the 2011-2012 budget as submitted. John McLean seconded it. Motion carried to approve.

Respectfully Submitted,

Deb Gregory

Administrative Coordinator
Washington Association of Conservation Districts