



# SOIL & WATER CONSERVATION DISTRICTS of MONTANA

Attendance:

MACD Board Members:

Others in attendance:

Jeff Wivholm	Elena Evans, MACD
Shirley Parrot	Jeff Tiberi, MACD
Willie Bernard	Seth Elsen, SWCDM
Jim Simpson	Ann McCauley, SWCDM
Daryl Stutterheim	Kate Arpin, SWCDM
Steve Hedstrom	Don MacIntyre
Steve Granzow	Jim Beck, Water Committee
Dean Rogge	Elisha Dempsey, Education Committee
Roddy Rost	
Dwight Crawford	
Pete Woll	
Jack Judisch	
Gary Giem	
Don Youngbauer	

November 20, 2015

SWCDM Meeting Minutes

**Called to order at 8:58am**

**Approve Spring Board Meeting minutes**

Motion to approve by Gary Giem, seconded by Dean Rogge.

**SWCDM FY 15/16 Budget Presentation - Ann/Jeff Wivholm**

**SWCDM FY 15/16 Budget Approval**

Motion to approve budget by Mark Suta, seconded by Pete Woll.

Discussion:

Ann and Jeff went line by line through the budget. Dwight Crawford asked for clarification on how administrative costs work. Ann noted that in general, a 10% administrative fee is attached to grants. Many of these also have direct coordination funds to support office staff.

Dwight Crawford asked how the budget accounts for grants ending. Jeff Wivholm answered that SWCDM is bringing in more programs than the number of agreements ending, and that SWCDM can also bring programs in-house from contractors, like Irrigation Water Management. Ann noted that the biggest concern is the Sage Grouse Initiative (SGI) program, which is funded through September 2018, and corresponds with the current Farm Bill. In theory, these programs ending is the desired outcome because it means success, but as this program currently accounts for a large portion our funds we need to be thinking beyond 2018.

Jeff Wivholm mentioned that rent income is enough to make the annual house payment right now. Also some funds have been set aside for building maintenance. Not much, but it's something for now. He also would like a sign purchased at some point for the office.

Elena discussed that SWCDM is working to get a full financial audit shortly as reflected in the proposed budget. This process is required by two of our largest grants.

Jim Simpson asked a question on the approval of SWCDM budget process. If SWCDM will have its own board, should they be the ones approving the budget? Don MacIntyre noted that with the existing SWCDM bylaws, this is not required.

Discussion closed. Fiscal year 2015/2016 budget approved.

### **Review SWCDM Bylaws, plan for adoption by 2/8 Board Call**

Ann told the board that the current bylaws were last amended in 1972. The new, proposed bylaws have a membership component, but membership is not in the Articles of Incorporation and are therefore not necessary for SWCDM's Bylaws. Jeff Tiberi asked about the value of membership in the bylaws. Don MacIntyre said that this would just give power to more than just the board.

Ann noted that the new bylaws don't include language for "dues." Jeff Wivholm noted that the current dues of \$25 for the Bridger Plant Material Center could be phased out and just allow donations. Elena brought up that not having membership means you do not have to have an annual general meeting.

Elena reminded everyone that the proposed SWCDM bylaws are based off of MACD bylaws. The purpose is very similar to MACD, with changes to wording to reflect the differences between the two organizations. In Article 5, the term chair rather than president is used, along with different timelines. Also, board officers would be bonded. Jim Simpson asked if the section should define the type of bonding. Don MacIntyre said that the section should indeed clarify error/omission vs. assurity. Elena and Ann will work on clarifying.

Gary Giem discussed the need to be careful to keep control of SWCDM and make sure the two organizations stay tied, so one doesn't go rogue. Jeff Wivholm said the same, but added that it is essential to make sure there is enough separation between the two organizations. He asked Elena what would happen if SWCDM dissolves. Elena said that under law, assets must go to another 501(c)3. She also added that between an audit and consulting, much progress should take place and help clarify management of the two entities.

Steve Hedstrom discussed that the bylaws currently have no language to allow for continuity on the board. If MACD board is the nominating committee, this could ensure SWCDM doesn't stray. Jeff Wivholm added that another issue related to board makeup is that original bylaws for SWCDM require 14 members - 2 from each area, 2 others. There is a need to figure out who officially votes. Elena responded that Article 6 just changes terms from president to chair. Article 7 allows for minimum and maximum size, and not one hard number to allow for flexibility.

Willie Bernard asked if there was any way to not have to create another board. Elena said that yes, there is. A nominating committee would just need to nominate current members. Jeff Wivholm reiterated that it is important to make sure SWCDM isn't a shell for MACD and make a clear distinction.

Mark Suta brought up his thoughts that MACD board should be running SWCDM. Roddy Rost reminded others that SWCDM is going to require much more time, commitment than MACD currently does. Daryl Stutterheim thought that SWCDM could possibly retain same board with different chair to keep a distinction.

Pete Woll discussed his concern that this process was starting to feel like staff were trying to lead board of directors in regards to makeup. Board needs to make decisions. Jeff Wivholm thought it might be worthwhile to schedule weekly calls to work through bylaws. Elena said that there is no hard deadline, but currently SWCDM is not following SWCDM bylaws.

Ann McCauley said in preparation for next board call, staff will get an electronic copy of the current bylaws to allow for easier comparison as the board works through changes.

A motion to amend current bylaws defining MACD board as the controlling board for SWCDM in interim to legally have a board was introduced. Motion made by Mark Suta, seconded by Dwight Crawford. Motion passes.

To capture this change for MACD, Jeff Wivholm begins a board meeting for MACD. Gary Giem motions to have MACD board manage SWCDM with exception of treasurer – Shirley Parrott would serve instead of Jack Judisch. Seconded by Mark Suta. Motion passes. Meeting adjourned.

Jeff Wivholm begins a board meeting for SWCDM and states the need to amend bylaws to reflect the size of MACD's board. A motion was made to amend by Jim Simpson to increase from 14 to 18. Motion seconded by Pete Woll. No discussion, motion passes.

**Appoint Nominations Committee for SWCDM Board**

Tabled

**BPMC Financial Report**

Shirley will distribute via email.

**Jeff Wivholm motions to adjourn. Meeting adjourned at 11:01am.**