

**WACD BOARD OF DIRECTORS SPECIAL MEETING**

March 15, 2017

(Conference call and on-site in Puyallup)

**Meeting Minutes**

**BOARD MEMBERS PRESENT  
(in person or by phone)**

Jeanette Dorner, Vice President  
Larry Davis, Secretary-Treasurer  
Mark Craven, Past President  
Doug Rushton, National Director  
Steve Hallstrom, SW Area Director  
Mark Moore, SC Area Director  
David Guenther, SC Area Director  
Eddie Johnson, NE Area Director  
Jerry Hendrickson, SE Area Director  
John Floyd, NE Area Director

**UNABLE TO PARTICIPATE**

Tom Miller, President  
Karen Bishop, WADE  
VACANT, NW Area  
Dick Ryon, NW Area Director  
VACANT, SW Area  
John McLean, NC Area Director  
John Preston, NC Area Director  
VACANT, SE Area

**OTHER PARTICIPANTS**

Bob Schroeter, WACD Executive Director

Jeanette Dorner called the meeting to order at 5:04pm. Roll call was taken.

Bob Schroeter walked the Board through the two proposals submitted in response to the RFP for an organizational audit. Both came in well under the anticipated cost. After discussion, there was a

**MOTION** by Larry Davis to authorize the President to negotiate a contract with Fox & Company for an audit of WACD/PMC for Fiscal Year 2015 (beginning July 1, 2015 and ending June 30, 2016). The one-year cost would be \$7,500. If the negotiations do not work out, the President is authorized to negotiate with the other respondent. Motion approved.

Larry Davis walked the Board through a policy on committees that had been first presented in agenda materials last November. Time did not permit action in November, February or March. A copy of the policy is attached. **MOTION** by Larry Davis to approve the proposed policy. Motion approved.

Meeting adjourned at 5:50pm.

**WACD POLICY #2017-02**  
**Committees**  
*(Board Approval 03.15.2017)*  
*(Finance Cmte.language Board Approval on 02.13.20/17)*

**WACD COMMITTEES – PERMANENT**

Section 1. The permanent committees of the Association are the same as specified in the Bylaws:

- (a) Executive Committee;
- (b) Nominating Committee;
- (c) Plant Materials Center Administrative Committee;
- (d) Finance Committee;
- (e) Legislative, Bylaws and District Policies Committee;
- (f) Natural Resource Policy Committee; and
- (g) Tribal Relations Committee.

Section 2. Pursuant to Part IX, Section 1(g) and Part XI, Section 3 of the Association Bylaws, the president has the discretion to appoint the following persons to the permanent committees of the Association:

- (a) Supervisors from a district with current membership in the Association;
- (b) Associate Supervisors from a district with current membership in the Association;
- (c) District Managers/Directors or other WADE employees from a district with current membership in the Association.

Section 3. Appointees under Section 1((b) and (c) shall constitute not more than three (3) of any permanent committee.

Section 4. (a) The Finance Committee shall include two members from the Plant Materials Center Advisory Committee.

(b) In making the appointments, the President shall give priority consideration to supervisors who have financial stewardship training and experience.

Section 5. In making appointments, the President shall try to appoint members who represent the west, central and east regions of the state.

Section 6. The President shall determine the size of the permanent committees.

Section 7. Terms of office shall be as follows:

(a) Terms of office for committee members shall be four years, with no limitation on the President to reappoint members for subsequent terms, subject to consultation with the Executive Committee.

(b) Terms for committee chairs, if WACD officers, shall be as set forth under Part IV, Section 4 of the Bylaws.

Section 8. Staff support to the permanent and special committees, and advisory task forces shall be determined by the Executive Director.

Section 9. Committees shall convene as follows:

- (a) The Finance Committee will meet at least quarterly.
- (b) Other permanent committees are expected to meet at least once annually, excluding the annual Association meeting.
- (c) The Executive Committee meets at the discretion of the President or by request of the committee.

Section 10. Roberts Rules of Order, latest addition, shall be the governing parliamentary law of Association committees and advisory task forces...

Section 11. Duties of the Executive Committee are:

- (a) Those set forth under Part VIII of the Bylaws;
- (b) Review and the budget recommended by the Finance Committee and forward to the Board for final consideration and adoption;
- (c) Make recommendations to the Board for changes to internal Association policies;
- (d) As needed, review and recommend action on Area resolutions;
- (e) As appropriate, draft resolutions for membership consideration at the annual meeting; and
- (f) Review applicable resolutions adopted between 2011 and 1999 and make recommendations to the Board as to which resolutions shall sunset and which warrant review.

Section 13. Duties of the Legislative, Bylaws and District Policies Committee are:

- a) Review and act on bylaws resolutions and amendments at the annual meeting.
- b) Resolve Bylaws interpretations.
- c) Review and act on Area resolutions at the annual WACD meeting.
- d) Discuss and recommend positions on legislation and policy matters that are external to the Association and which may have an impact on the Association.
- e) Discuss and recommend policies or resolutions relating to district operations (e.g., operational aspects of conservation service delivery; district management; conservation accountability and performance program, local assessments or rates and charges process; elections and appointments; information technology; fiduciary management; district consolidation; grant application and management; promoting conservation education programs; local work groups.)
- f) Review applicable resolutions adopted between 2011 and 1999 and make recommendations to the Board of Directors as to which resolutions shall sunset and which warrant review.

Section 14. Duties of the Natural Resource Policy Committee are:

- a) Review and act on Area resolutions at the annual WACD meeting.
- b) Discuss and recommend policies or resolutions relating to natural resource issues.
- c) Review applicable resolutions adopted between 2011 and 1999 and make recommendations to the Board of Directors as to which resolutions shall sunset and which warrant reconsideration.

Section 15. Duties of the Tribal Relations Committee are:

- a) Support and facilitate communication and training between conservation districts and tribes to promote and build working relationships that advance shared conservation goals for healthy natural resources.
- b) Assist in building relationships at two levels:
  - (i) Technical collaboration – continue to build partnerships at the field level involving tribal and conservation districts' technical staff; and
  - (ii) Leadership partnership-building – Establish communication and understanding between tribal leaders, elders, council members or other appropriate tribal representatives and local conservation district supervisors.
- c) As needed, review and recommend action of Area resolutions.
- d) Review applicable resolutions adopted between 2011 and 1999 and make recommendations to the Board of Directors as to which resolutions shall sunset and which warrant reconsideration.

## **WACD COMMITTEES – SPECIAL**

Section 16. The special committees of the Association are:

- (a) The Nominating Committee; and
- (b) The Awards Committee.

Section 17. (a) Members of the Nominating Committee are the Immediate Past President and the Secretary, and other members appointed by the President.

- (b) The chair is the Immediate Past President.
- (c) Terms of the officers are set under Part IV, Section 4 of the Bylaws.
- (d) Terms of other members are annual, with no limitation on the President to reappoint members for subsequent terms.
- (e) The duties of the Nominating Committee are:
  - (i) Receive nominations for elected officer positions.
  - (ii) Interview candidates for elected officer positions.
  - (iii) Assist the Commission in recruiting and processing nominations for elected Washington State Conservation Commission positions.

Section 18. Members of the Awards Committee are:

- (a) The Secretary who shall serve as chair.
- (b) Other members as determined by the President. The President is encouraged to consider appointing members representing the WSCC, WADE, and NRCS.
- (c) The duties of the Awards Committee are:
  - (i) Review the nominations for each award and complete the ranking and selection process.
  - (ii) The committee shall follow the procedures set forth under WACD Policy #2017-04.

**WACD POLICY #2017-02 shall replace WACD POLICY 2012-001(R2) – Part 1, in full, and WACD POLICY 2012-001(R2) – Part 1, is hereby repealed.**

**WACD POLICY #2017-03**  
**WACD COMMITTEE OPERATING PROCEDURES**  
*(Board Approval 03.15.2017)*

(1) A key activity of WACD permanent and special committees at the WACD Annual Meeting, is the processing of resolutions assigned to them by the Executive Committee at the direction of the Board of Directors. These committees shall have the authority to process assigned resolutions in three ways:

- a) Taking a vote to recommend passage by the general assembly ((t)) at the annual meeting business session((t));
- b) Taking a vote to recommend passage **with amendments** by the general assembly at the annual meeting business session; or,
- c) Taking no action.

(2) Committee action on an assigned resolution shall be initiated only by a **motion by a committee member** and seconded by another committee member.

(3) In the committee meeting, testimony on a resolution under consideration shall be accepted from anyone present at the committee meeting.

(4) Once a committee initiates action on a resolution, any eligible voting supervisor present at the committee meeting may vote on the motion before the committee. Motions are passed by a simple majority vote of all eligible voting supervisors present. A WADE representative appointed to a WACD permanent or special committee may make motions and vote with supervisors in committee meetings.

(5) Committees may choose to take no action (no motion) on a resolution. This, together with failure to pass a motion is recorded as "failed to pass", and such resolutions are not included in the committee report to the general assembly for action.

(6) A committee may also prepare a recommendation to the general assembly to approve an original resolution (a committee resolution, not having been assigned by the Executive Committee), on a motion from a committee member, seconded by another committee member, with passage by a simple majority of all eligible voting supervisors present at the committee meeting. The general assembly may then consider a proposed committee resolution only on a motion by the committee chair during the business meeting, with any second from the floor.

(7) Committee results shall be reported to the general assembly by committee chairs. Other than committee resolutions, the general assembly shall act on committee reports in one of two ways:

- a) Vote to approve, by simple majority, a committee's report and recommendations in total (all assigned resolutions), approving committee action on all reported resolutions simultaneously; or,
- b) Vote to consider any resolution(s) from a committee report separately, with a general assembly passage, by simple majority, of each such resolution in turn as passed by the committee or as amended by the general assembly.

(8) The general assembly shall take action to vote following committee reports based on a motion and second by any eligible voting supervisors present. The President, at his or her discretion, may elect to separately consider any resolution(s) from a committee's report. Committee chairs shall explain committee action and respond to points of discussion or motions to amend resolutions contained in a committee's report.

(9) A resolution that fails to pass in committee may be brought before the general assembly for consideration in only one of two ways:

- a) On a motion from the floor by the applicable committee chair, with any second from the floor; or,
- b) On a motion from the floor by a supervisor from the failed resolution's authoring conservation district upon obtaining twenty (20) supervisor signatures (WACD signature form provided), with any second from the floor.

(10) WACD encourages conservation districts to develop and vet resolutions through the fall area meetings. Further, it is WACD's intent that resolutions be managed through the WACD committee process. However, original resolutions may be considered by the annual meeting general assembly after committees have completed their resolution work (i.e., annual meeting business session, from the floor), based only on emergencies or in timely response to critical, unforeseen events occurring at the time. Such a motion may be brought before the general assembly only by a motion of any committee chair, seconded by any committee member, upon obtaining twenty (20) supervisor signatures (WACD signature form provided) in support of bringing the resolution before the general assembly for consideration. Passage of any such original floor resolution shall be by a simple majority of all eligible voting supervisors present at the business session.

(11) Committee chairs and committee members shall be instructed on committee operating procedures and rules of order prior to committee meetings at the annual meeting. Committees shall be consistent in following Roberts Rules of Order, except as otherwise directed herein, and shall rely on the WACD Parliamentarian to resolve issues of order. Committees shall consult separate WACD policy on resolutions as needed for more information about the process for resolution development and approval.

**WACD POLICY #2017-03 shall replace WACD POLICY 2012-001(R2) – Part 2, in full, and WACD POLICY 2012-001(R2) – Part 2, is hereby repealed.**

**WACD POLICY #2017-04**  
**ANNUAL AWARDS**  
(Board Approval 03.15.2017)

**WACD Sponsored Awards**

- (1) The following awards may be presented as appropriate at the Association's Annual Meeting:
- (a) **Conservation District of the Year** (The annual District of the Year Award is selected from one of the six districts awarded the District Area of the Year Award as chosen by the Conservation Commission at the fall area meetings.)
  - (b) **Eugene Schloz Outstanding Supervisor Award** (Active district supervisors and associate supervisors who have made an especially valuable contribution to district conservation programs or to the state conservation movement.)
  - (c) **Conservation District/Tribal Partnership Award** (A conservation district and an Indian Tribe for incurring a relationship that offers examples of regional conservation of natural resources for the betterment of all. (The term "natural resources" is inclusive of healthy water, land, air, flora and fauna.)
  - (d) **Wayne Reid "Young Tiger" Award** (Any district supervisor or associate supervisor who has served as a supervisor or associate supervisor for 6 years or less at the time of nomination and has made an extraordinary effort to assist their district to meet its goals and objectives in a short period of time.)
  - (e) **Special Service Award** (Anyone who has provided assistance (paid or unpaid) on District sponsored projects including supervisors, associate supervisors, staff, volunteers, and agency staff who have made an outstanding achievement and contribution in the field of conservation.)
  - (f) **Vim Wright "Building Bridges" Award** (Any person who has worked within the arena of conservation to foster understanding, partnerships, and greater conservation through collaboration.)
  - (g) **Wildlife Farmer of the Year Award** (Wildlife Farmer of the Year award is for an owner, lessor/lessee, or manager who actively engaged in a farming, ranching or forestry business over 50 acres in size.)
  - (h) **Wildlife Steward of the Year Award** (Any conservation district cooperator who enhances wildlife habitat on their commercial or non-commercial farm and/ or forest smaller than 50 acres in size.)
  - (i) **Conservation Educator of the Year Award** (Any paid and Washington State licensed instructor that educates in Washington at a private or public institution is eligible. Grades K-12, college, technical, and trade school instructors are all eligible to receive this award.)
- (2) The Board of Directors may bestow other awards, special recognitions, and commendations as they deem appropriate.
- (3) The Board of Directors retains the authority to amend the list of awards and to stop the awards program at any time. The Board of Directors may add the award back onto the list with a majority vote.
- (4) If any award goes two consecutive years without any nominations submitted, the award will be removed from the list of awards regularly presented. The Board of Directors may put the award back on the list with a majority vote.

**Awards Program Rules**

The governing guidelines for the WACD Awards program shall be determined and made readily to the Association membership by the Awards Committee. The guidelines shall address: nomination timeline, nomination information requirements, selection criteria, ranking process, and procedure for breaking a tie.

### **Presentation of Awards**

(a) The Awards Committee Chair shall work with WACD staff to get plaques and other awards ordered in a timely manner that allows the names of the winners to remain secret and allow the awards to be available for distribution at the WACD Annual Meeting.

(b) The Committee Chair or designee shall make necessary contacts to ensure winners are present at the appropriate Awards Ceremony.

(c) All WACD awards shall be presented to the selected nominees at the WACD Annual Meeting. The awards presentations including all other cooperating entity awards [i.e., NRCS, Conservation Commission] will occur at the Awards Luncheon.

(d) Each winning nominee shall receive a plaque for their accomplishments. Every person who is nominated for an award shall receive a letter signed by the WACD President thanking them for their commitment to conservation and efforts to make Washington State a better place.

**DESKTOP/WACD/Committee Policies 03.02.17 B 'clean'**