



MONTANA ASSOCIATION of CONSERVATION DISTRICTS

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REORGANIZATION STUDY COMMITTEE

January 6, 2020

MINUTES

The meeting was called to order at 7:35 a.m. by Committee Chair, Gayla Wortman.

Members Present: Roger Hybner, Gary Giem, Jim Simpson, Mark Suta, and Gayla Wortman

Other Present: Laurie Zeller, Stephanie Adams, Chuck Cornelilie, Jeff Wivholm, and Bob Peterman

Mark explained his thought process in naming members to the committee and named Gayla Wortman as the chair. As such, Gayla can appoint others to the committee as necessary.

Gayla and Chuck provided an update as to the work the committee has done to date:

1. An informational document (letter/article) was crafted explaining the process. The document was e-mailed to all committee members and all conservation districts in late December.
2. A Reorganization Committee Action Item chart was created and e-mailed to all committee members on January 3.

ACTION ITEM: Other outlets for not only these documents, but all related documents now and in the future was discussed. All documents, including the ones already created, will be disbursed to the District Dispatch, to all CDs via e-mail, and placed on the web sites of both organizations. The reorganization action item chart will be e-mailed to all districts.

- A. A district input survey was crafted and will be e-mailed and hard-copied to all the districts. The need to have all district supervisors/staff was discussed.

ACTION ITEM: Area Directors are encouraged to contact each of the districts in their area to encourage the supervisors to participate by filling out the survey.

Chuck asked what legal obligations there are in the effort to dissolve MACD and reorganize SWCDM, particularly with the Secretary of State. We are assuming that at the business meeting in November, districts will go through the formal resolution process, but we need to have all the documents in place at that time. Chuck noted of concern is how one goes about changing the name of SWCDM to MACD. Gary noted that our process must be governed somewhat by the by-laws. He advised that we contact both the attorney and the accountant as well as the Secretary of State for appropriate information.

ACTION ITEM: Chuck will follow up.

Gayla mentioned that there has been some question as to why MACD is on a calendar fiscal year rather than a fiscal year like that of the districts (July 1-June 30). Gary noted that is used to be that way, but it

was too difficult and time-consuming to gather information from 2 calendar years to file the 940. It is just simpler to use a calendar year. Also, Jim noted that to approve the MACD budget, there needs to be a meeting of the districts, so the annual meeting in November is used to approve the budget beginning in January of each year.

Gayla referred to Action Item #21 on the draft Reorganization Chart of Action Items. It addresses the fact that once MACD is dissolved, so then, is the Board of Directors, making the SWCDM board the governing body of the new organization. Jim reviewed how the current SWCDM Board is constructed, but that did not really address the issue of Area Directors, etc. He offered that the by-laws of both organizations will be followed to create the new board. After further discussion, Jim instructed that the issue be placed on the agenda for the upcoming (January 13) MACD Board meeting.

ACTION ITEM: Chuck will follow-up.

Gary reiterated that it is critical to the whole process and to district buy-in that we pay particular attention to the by-laws of both organizations and involve the districts at every step. Everyone agreed.

Roger commented that he is uncomfortable calling districts about the process because he is still confused and needs more clarification as to why this reorganization is being considered. The following points were made:

1. MACD needs to be a 501c3 in order to obtain contributions from private individuals and businesses and to take public money for district projects. Both opportunities would lessen MACD's dependence on dues.
2. Since SWCDM is already a c3, it seems reasonable to blend MACD with SWCDM and then repurpose and rename SWCDM the new organization to be accountable to districts, represent districts, lobby for districts, etc.
3. Also, by combining the 2 organizations, instead of just making MACD a second c3, we eliminate the possibility that 2 organizations would compete for the same money.

Bob Peterman also said he was confused, and other districts were expressing confusion and had questions. After discussion, it was decided that districts need more information. It needs to be made clear The following action item was set:

ACTION ITEM: Gayla will send an e-mail and a letter to all districts in today's mailing of the survey further explaining the reasons and expected process. The meeting minutes, December informational document, and the Reorganization Action Item Chart will all be e-mailed to districts today.

Bob Peterman would like to have copies of the by-laws of both organizations. Stephanie noted that on the web at swcdm.org and macd.org the by-laws are available for download.

Laurie said that the feedback she is getting indicates that a lot of the districts think this is a done deal, which of course is not true. The result of the survey will guide our direction. It needs to be made clear to the districts that this is a proposal and that they weigh-in so we are clear about their wishes.

ACTION ITEM: Gayla will include this language in the letter.

Stephanie noted that at the last meeting of SWCDM a motion was made and carried that SWCDM would work with MACD to pursue this reorganization.

Gayla asked Jim if he would be appointing a by-laws sub-committee. Jim said he would work with her to develop a committee; all districts have been invited to participate in the survey.

ACTION ITEM: By February 10 (see Chart Item #8) Jim and Gayla will have selected by-laws sub-committee participant.

ADJOURN:

With no further business, the meeting adjourned at 8:40 a.m.

NEXT MEETING: April 6, 2020 7:30 a.m.

/s/ Gayla Wortman