THE PRAIRIE ENTHUSIASTS
Board Meeting Minutes
Sunday, July 19, 2009
10:00 am
Hanley Savanna
Hanover, IL

ACTION ITEMS IN RED

The meeting of the Board was called to order at 10:02 am by President Evanne Hunt.

1. Roll Call

ATTENDEES:
Directors: Evanne Hunt, Jack Kussmaul, Nick Faessler, Clarence Malick, Jim Rogala, Richard Henderson, Paul Rode, Bill Hogseth, Jim Sime, Richard Oberle, Gary Eldred

Staff: Carol Winge, Victoria Oberle
Guests: Jesse Bennett, Linda Lynch, Ed Strenski, Rose Sime
Directors Absent: Jaime Edwards, Ann Woldt

Clarence Malick requested the Board discuss item 11 under New Business first. There was no objection.

2. Approve Request for Chapter Status for Chippewa Savannas Chapter of The Prairie Enthusiasts

Evanne Hunt announced that the Chippewa Savannas Chapter had met the criteria to request TPE Chapter status. A motion was made by Clarence Malick and seconded by Nick Faessler to approve the application of Chippewa Savannas to become a chapter of The Prairie Enthusiasts.

Rich Henderson, referring to the Proposed Chapter Rules, recommended Article IV be changed to read: "The Chair, or the Chair's designee, will serve on the Board of The Prairie Enthusiasts." He also recommended that Article IX be changed to read: "A copy of any Amended Chapter Rules must be submitted to The Prairie Enthusiasts Board of Directors for approval and upon approval submitted to The Prairie Enthusiasts Corporate offices to be kept on file."

Bill Hogseth, representing the Chippewa Savannas Chapter, noted that the chapter has met the membership criteria—they have ten members.

The motion was amended to approve the application of Chippewa Savannas to become a chapter of The Prairie Enthusiasts upon receipt of the signed revised Chapter Rules. Motion carried.

ACTION: Bill Hogseth will revise the Chapter Rules, and submit the signed document to the Corporate offices.

3. Meeting Minutes

A motion was made by Jack Kussmaul and seconded by Bill Hogseth to approve the minutes of the May 12, 2009 Board meeting as presented. Jim Sime requested that the second sentence under Item 12, Chapter Assets, be deleted. Bill Hogseth moved to amend the motion to approve the minutes as amended. Motion carried.

4. Election of Officers

A motion was made by Richard Oberle and seconded by Rich Henderson to nominate Clarence Malick as corporate secretary. Hearing no other nominations Evanne Hunt called the vote. Motion carried unanimously. Evanne Hunt congratulated Clarence on his election and noted this is a one year term.

5. Treasurer's Report

a. 2008 Audit Report: Carol Winge asked that this item be delayed until our accountant arrived as she was going to report on the 2008 Audit.

b. Statement of Financial Position June 30, 2009: Nick Faessler reported that as of June 30, 2009, total TPE cash on hand, which includes all chapter and central funds, is $415,375. This represents $216,585 in savings and $198,789 in checking. The figure does not include the endowments or trust. Rich Henderson asked for clarification on several line items. Carol Winge will contact our accountant and report back to the board on these questions.

Nick Faessler went on to report that our land assets have a cost value of $4,612,885. While this is the cost value, it does not reflect the real value of these properties. He also reported that our total net revenue through the first six months of this year is $41,560. A motion was made by Clarence Malick and seconded by Richard Henderson to accept the June 30, 2009 Treasurer's Report. Motion carried.

ACTION: Carol Winge get answers to financial questions and report back to Board.

6. Endowment Fund Financial Reports

Jack Kussmaul commented that our endowments have done better than Standards & Poors over the last six months and we are indebted to Jon Traver for his counsel.

A motion was made by Jack Kussmaul and seconded by Jim Sime that the Board thank Jon Traver for all of his assistance and expertise. The motion carried unanimously.

ACTION: Send a thank you card to Jon Traver.

A motion was made by Rich Henderson and seconded by Jim Rogala to accept the June 30, 2009 endowment reports. Motion carried.

7. Prairie Enthusiasts Trust Financial Report

Jack Kussmaul reported that we have received a request for further information from the IRS with regard to our Trust exemption application. Jack prepared an amendment to the trust agreement to incorporate into the document the changes the IRS was requesting. In addition, the amendment includes a revision regarding the pay out of income to TPE annually as previously discussed by the Board. Jack reviewed the amendment document with the Board. He noted that the agenda reflected the annual trust payout at 5%. That is not correct. It is really the income from the previous year and is to be paid to TPE by May 1. A motion was made by Jack Kussmaul and seconded by Clarence Malick to accept the amendments to the trust agreement as presented (see Amendment to Trust Agreement document). The motion carried unanimously.

8. Membership Report

Victoria Oberle presented the membership report. She noted that 2009 new members are the highest number we've had in five years (113). TPE has 1,008 total members as of July 15. She also stated that 134 members have been dropped but this is because she has been working on the database clean up. Many of these members have been inactive for a long time. She sent letters to all of them and those she did not hear back from, along with former complimentary members that chapters did not renew resulted in the 134 dropped memberships. Jim Sime asked to see a graph of membership growth since the beginning. He would like to see a graph of new members going back as far as we can. A motion was made by Rich Henderson and seconded by Bill Hogseth to accept the membership report. Motion carried.

ACTION: Victoria will prepare a graph of new members to present to the Board.

9. Board Development Committee

Evanne Hunt reported on committee activities. The Committee developed a draft Board Member Job Description. The job description was sent out to the board asking for comments. The committee received only one comment. The Committee would like to see this job description approved by the Board and used in recruiting board members.

Rich Henderson recommended a change regarding support of policies from "I will follow, adopt and enforce TPE policies regarding land use, prescribed burns, and land ownership." to "I will follow and enforce TPE policies."

Clarence Malick recommended changing the number of charities supported from three to five. He also recommended changing the above wording from "follow and enforce" to "follow and advocate."

Jim Sime expressed concern that he is a volunteer signing a contract. He would be uncomfortable in signing this document without having an attorney review it first. Bill Hogseth was concerned about potential conflict of interest with his employer if he was involved in fundraising efforts for TPE. Evanne Hunt explained there are many ways to be involved with fundraising efforts, simply putting a note on letters sent out for our annual appeal or helping with the silent auction and raffle are fundraising efforts that should not cause conflict of interest

issues. Fundraising doesn't mean a board member has to solicit major donors, there are many other ways to support the effort.

A motion was made by Clarence Malick and seconded by Bill Hogseth to adopt the TPE Board Member Job Description as amended. Motion carried. Jim Sime abstained.

ACTION: Evanne Hunt will make the changes on the document and send it to the Board. Board members will sign it and send it to Carol Winge to keep on file in the Corporate offices.

Evanne Hunt reported that the Committee is compiling candidates to fill the At-Large Board position. They wanted to get the Board Member Job Description completed first. They will submit candidates soon.

Evanne Hunt presented the draft Development Director job description and asked for comments from the Board. Board members suggested minor edits to the job description. A motion was made by Rich Henderson and seconded by Clarence Malick to approve the amended Development Director job description. Motion carried.

The Board discussed how we will afford this position. It was noted that the position is included in our 2009 Budget as was directed by the Board at its January, 2009 meeting. The budget allows for $7,500 to pay this position in 2009. We hire the position and tell them money is tight so they know up front. If they are successful in fundraising then sustaining the position should work out.

ACTION: The Board Development Committee will start the hiring process.

10. Land Protection Committee

Jack Kussmaul reported that the transfer of Schluckebier Sand Prairie Natural Area and Gasser Sand Barrens has been completed. The transfer was from The Nature Conservancy. TPE has managed the prairies for several years.

Rich Henderson provided background on the proposed Schuelke Easement. He described the property. It is a 550-acre farmland preservation easement. The owners wish to donate a conservation easement on 60 of the 550 acres to TPE to provide additional protection to remnant prairie sod and the rare species found there. The Empire-Sauk Chapter has done inventory work there, and, with the help of grants, also some management work in the past four years. He asked for the Board to accept the easement with the understanding it will come back to the Board pending final language on the easement itself.

Jack Kussmaul reported this item had been discussed with the Land Protection Committee by email. Four of the seven committee members responded and approved it.

A motion was made by Rich Henderson and seconded by Jack Kussmaul to give preliminary approval to the Schuelke Easement so we can move forward with the understanding that once the final language on the easement is completed, it will come back to the Board for final approval. Motion carried.

11. Document Retention and Destruction Policy

The draft policy was presented to the Board. Board members suggested minor changes to the document. A motion was made by Clarence Malick and seconded by Bill Hogseth to adopt the TPE Document Retention and Destruction Policy as amended. Motion carried.

12. Stewardship Access Letter

Evanne Hunt explained to the Board why she had signed on to a letter from Gathering Waters to the Wisconsin Legislature regarding public access without Board discussion. She noted that in her mind this was an old issue and she thought the Board had discussed it already. Because it was an old issue and because TPE was asked to sign on last minute with no time to contact the Board, she read past emails from the Board on this issue and spoke with a couple of Board members and felt comfortable in supporting this. If it had been a new issue, she absolutely would not have done this without consulting the Board.

We'd rather see flexibility and work through a management plan. We support hunting but we do not advocate for hunting. Our mission is conservation. In fact, we have a policy on hunting. We do want to control access to our land however.

13. 2008 Annual Report

Carol Winge distributed copies of the 2008 Annual Report to all Board members and noted it is also posted on our website.

Carol Winge also distributed copies of a DVD that is an updated copy of a slideshow done some years ago. It describes our organization and its work. She thanked Scott Weber and Brian Winge for helping to put this updated program together.

A motion was made by Richard Oberle and seconded by Nick Faessler to thank Scott Weber and Brian Winge for this work. Motion carried.

ACTION: Send a thank you card to Scott Weber and Brian Winge.

14. Set Next Board Meeting Date

It was agreed that our next Board meeting will be held on Tuesday, September 22, 2009, at 7:00 pm via telephone conference call.

At this time, the Board recessed for lunch to reconvene for the audit presentation when our accountant arrived. The meeting recessed at 11:55 am and was adjourned by the President after the meal and Annual Membership Meeting, when the auditor had not appeared.

Respectfully submitted,

Carol A. Winge
TPE Business Manager