

THE PRAIRIE ENTHUSIASTS, INC.  
Board Meeting Minutes  
Tuesday, January 25, 2011  
7:05 pm  
via Teleconference

ACTION ITEMS IN RED

The meeting of the Board was called to order at 7:07 pm by President Evanne Hunt.

**1. Roll Call**

**ATTENDEES:**

Directors: Evanne Hunt, Jack Kussmaul, Nick Faessler, Richard Henderson, Bill Hogseth, Paul Rode, Linda Lynch, Richard Oberle, Brad Glass

Absent: Jim Rogala (schedule conflict), Henry Panowitsch (schedule conflict)

Guests: Jessica Bolwahn, Coulee Region Chapter

Staff: Carol Winge, Victoria Oberle, Dani Stolley

**2. Meeting Minutes**

A motion was made by Linda Lynch and seconded by Rich Henderson to accept the Minutes of the November 16, 2010 Board Meeting as presented. The motion carried unanimously.

**3. Nomination for TPE Board Member At-Large**

Evanne Hunt moved that Jeff Ralston be elected to serve as Board Member At-Large. The motion was seconded by Paul Rode. Jeff's bio was included in the Board packet. Linda Lynch asked what authority was given to go out and find a new board member. Evanne responded that she thought it was the feeling of this Board to fill more positions on the Board to bring different skill sets to the Board. Linda stated that as a board we should have a diverse mix with a variety of expertise. Whenever we feel we need some expertise filled we should have a subcommittee go and look for candidates who fit the expertise we are looking for and then make a nomination to the Board. We should have a process for identifying needs for, seeking out, and interviewing candidates to fill the identified needs. Rich Henderson reminded the Board that we have a Board Development Committee who is charged with Board recruitment. He went on to say that our Bylaws provide for three at-large board seats and we have always been looking to fill all of these positions. Jack Kussmaul provided support for this nomination saying if we have someone who is ready to plunge in, we need to tap into that. Evanne Hunt stated that we need to look outside our prairie knowledge and expertise and bring in people with a wider range of skills. There being no further discussion a vote was taken. All Board members voted in favor of electing Jeff

Ralston to serve as Board Member At-Large except Linda Lynch who voted no. Jeff's terms is a three year term effective as of January 25, 2011.

Brad Glass announced his retirement from the Board effective immediately following the conclusion of tonight's meeting.

#### **4. Treasurer's Report**

Corporate Treasurer, Nick Faessler, summarized the year-end financial status of TPE. He noted that the December 31, 2010 statement of financial activities is unaudited. As the audit is done, adjustments will be made to this report. Total cash on hand at year end is \$375,448. Central checking balance is \$36,949 and central's savings balance is \$73,072. Total revenue for the year 2010 is \$756,391; total expenses for the year are \$309,530.

Rich Henderson cautioned that much of the unrestricted cash is actually earmarked for projects and is not just cash on hand.

Rich Henderson provided background for the line item entitled "Empire-Sauk education." This was money TPE received for conference services provided several years ago. This is for use by the organization as a whole. He encouraged the Education Committee to work at how to use these funds.

With regard to the Central income and expense report, Evanne Hunt noted that when you remove the income for the Borah Creek property, our net income is under \$100,000.

Linda Lynch asked why TPE is paying property taxes. She believes we should be able to qualify for exemption on all property owned by TPE regardless of whether we are receiving income on it.

**ACTION: Richard Oberle will talk with a local assessor about what the laws are on property tax exemption and report back to the Board.**

A motion was made by Jack Kussmaul and seconded by Paul Rode to accept the Treasurer's Report. Motion carried.

#### **5. Endowment Funds and TPE Trust Report**

Jack Kussmaul noted that Board members had received these reports in their packets. Jon Traver will attend our February Board meeting to provide a 2010 investment summary report. Jack did note that the Trust Trustees met on January 13 to review the investment funds and rebalance them in accordance with our investment policy.

Jack Kussmaul announced that he resigns as a Trust Trustee effective immediately. He is going to be President of TPE this year and feels he should not serve as a trustee of the trust as president of TPE.

Jack Kussmaul nominated Nick Faessler as a Trust Trustee, effective immediately. The nomination was seconded by Evanne Hunt. Board members voted and the nomination was approved unanimously.

Jack Kussmaul reported that the Trust Trustees are also managing TPE investment funds but we have no formal policy to give them that authority. He would like to rectify this by having the Board adopt a policy giving the Trust Trustees this authority. A motion was made by Brad Glass and seconded by Nick Faessler to approve the policy for management of TPE investment funds giving that authority to the Trust Trustees. Motion carried unanimously

## **6. Year End Membership Report**

Victoria Oberle provided the year end membership report reflecting total members for the year 2010 of 1079. She was pleased to report that in 2010, 138 new members joined TPE. However, we currently have 82 lapsed memberships; due in 2010 and currently overdue. She has provided information on the lapsed memberships to the chapter leadership in hopes they can contact the members and get them to renew.

The first batch of membership renewal for the year 2011 will be going out next week.

## **7. LTA Accreditation Committee Report**

Jack Kussmaul noted that the committee is meeting monthly and work is moving along.

## **8. Fundraising and Endowment Committee Report**

Richard Oberle reported on the committee's activities. They are working on a donor recognition program. Dani Stolley provided a report on the annual appeal.

## **9. Land Protection Committee**

Information on the project proposal was provided in the Board meeting packet. A motion was made by Jack Kussmaul and seconded by Rich Henderson to approve the Borah Creek Buffer project proposal submitted by the SW Chapter and approve the Resolution to give signing authority to Linda Lynch and Carol Winge to apply for a State Stewardship grant. The motion carried unanimously.

Board members applauded Linda Lynch on preparing an excellent project proposal on a very complicated project.

Board members reviewed a proposed land valuation policy. Evanne Hunt noted that members of her chapter were strongly opposed to the policy as it relates to landowner appraisals for tax purposes. She wanted to know if this is LTA language or did our auditors provide this language. Jack Kussmaul recommended that the policy go back to the Land Protection Committee for further review. This item was tabled and referred to the Land Protection Committee for further review.

## **10. Board Development Committee**

Evanne Hunt announced plans for the February Board Retreat. It will be held at the Country Inn in Platteville on Sunday, February 27 from 9:00-noon. Crystal Halvorson will be our facilitator which frees up the officers to fully participate in the discussion. Evanne reported that the Board will be charged with leaving the retreat with three concrete actions they can take as a board and as individual board members to better fulfill TPE's mission.

## **NEW BUSINESS**

### **11. Empire-Sauk Chapter Request to Apply for Kiosks Grant**

Rich Henderson requested that the Board give approval for the chapter to apply to Dane County Environmental Council for a \$1,000 grant for kiosks at TPE preserves managed by the chapter. A motion was made by Jack Kussmaul and seconded by Bill Hogseth approving the request. Motion carried unanimously.

### **12. Ruth Hine Library Donation**

Ruth Hine donated her personal library of 342 natural history books to TPE. Rich Henderson asked for Board recommendations on what to do with this donation. There was discussion and consideration for keeping the books or using them in our silent auction to raise money or selling them and dedicating the money to an education program. After lengthy discussion Evanne Hunt delegated the task of disposing of the books to Rich Henderson and Bill Hogseth. Before we list them on line; however, we will notify our membership that they books are available for purchase.

**ACTION: Rich Henderson and Bill Hogseth will look into selling the books on line. Prior to selling them, they will notify TPE members that the books are available for sale.**

### **13. Review and Approve 2011 Central/Chapter Budgets**

Board members reviewed the proposed budget for central operations for 2011. Rich Henderson questioned budgeting for the endowment fund income as that income is not money available to be used by central operations. Carol Winge will discuss this with our accountant and report back to the Board. A motion was made by Bill Hogseth, seconded by Linda Lynch to approve the 2011 central operations budget. Motion carried.

A motion was made by Rich Henderson, seconded by Paul Rode to approve the 2011 Chippewa Savannas Chapter Budget as presented. Motion carried.

A motion was made by Linda Lynch, seconded by Bill Hogseth to approve the 2011 Coulee Region Chapter Budget as presented. Motion carried.

A motion was made by Paul Rode, seconded by Jack Kussmaul to approve the 2011 Empire-Sauk Chapter Budget as presented. Motion carried.

A motion was made by Rich Henderson, seconded by Bill Hogseth to approve the 2011 Many Rivers Chapter Budget as presented. Motion carried.

Rich Henderson noted that an adjustment needs to be made under the land management contractors expenses to offset the land management grant. A motion was made by Brad Glass, seconded by Richard Oberle to approve the 2011 Prairie Bluff Chapter Budget with the adjusted figure in the land management contractors budgeted expense. Motion carried.

A motion was made by Jack Kussmaul, seconded by Linda Lynch to approve the 2011 Prairie Sands Chapter Budget as presented. Motion carried.

A motion was made by Linda Lynch, seconded by Richard Oberle to approve the 2011 Prairie Smoke Chapter Budget as presented. Motion carried.

Rich Henderson noted that an adjustment needs to be made under the land management contractors expenses to offset the land management grant. A motion was made by Richard Oberle, seconded by Linda Lynch to approve the 2011 St. Croix Valley Chapter Budget with the adjusted figure in the land management contractors budgeted expense. Motion carried.

A motion was made by Brad Glass, seconded by Bill Hogseth to approve the 2011 Southwest Chapter Budget as presented. Motion carried.

## **OTHER BUSINESS**

### **14. Fire Management Equipment Needs**

It was decided that chapters who have fire management equipment needs can contact the DNR to place an order.

### **15. Proposed SE Chapter**

Evanne Hunt was delighted to report that there is interest in forming a new SE Chapter. The organizers have already held one meeting and will be meeting again on Saturday, February 19. She, Jack Kussmaul and Gary Eldred will be attending this meeting; Evanne was invited to speak at it. Any other Board members who wish to attend are encouraged to.

### **16. 2011 Conference/Banquet Update**

Carol Winge reported on program highlights for the upcoming conference. She asked chapters to contact her as soon as possible if they wish to be on the program for the banquet and if they wish to have exhibit space.

17. **Select 2011 Prairie Enthusiast of the Year**

A list of candidates was presented. A motion was made by Jack Kussmaul and seconded by Brad Glass to select the 2011 Prairie Enthusiasts of the Year and to honor our newsletter editor with special recognition . Motion carried unanimously.

A motion was made by Paul Rode and seconded by Jack Kussmaul to adjourn. Motion carried and the meeting adjourned at 9:21 pm.

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Board Meeting Minutes  
Friday, February 25, 2011  
7:05 pm  
Country Inn Meeting Room  
Platteville, WI

ACTION ITEMS IN **RED**

The meeting of the Board was called to order at 7:02 pm by President Evanne Hunt.

**1. Roll Call**

**ATTENDEES:**

Directors: Evanne Hunt, Jack Kussmaul, Nick Faessler, Richard Henderson, Bill Hogseth, Henry Panowitsch, Paul Rode, Linda Lynch, Richard Oberle, Jeff Ralston

Absent: Jim Rogala (schedule conflict)

Guests: Pam Maher, Scott Fulton, Karen Agee, Earl Mihlbauer, Peggy Traver, Jon Traver, Rose Sime, Deanne Pomije, Scott Seigfried, Carol Benish, Tom Brock

Staff: Carol Winge, Victoria Oberle, Dani Stolley

**2. Meeting Minutes**

A motion was made by Jack Kussmaul and seconded by Paul Rode to accept the Minutes of the January 25, 2011 Board Meeting as presented. The motion carried unanimously.

**3. Endowment Funds Report**

Jon Traver presented a year end summary report on TPE and TPE Trust investment accounts. In general the portfolios were up about 13%, similar to what the S&P 500 was. We took much less risk and still got very decent performance. More significant was the portfolio vs cost. We did much much better than the S&P 500. The Trust has out-performed the S&P 500 by 32%. By rebalancing at the end of each year, in accordance with our Investment Policy, we reduce our risk. Rebalancing makes us sell high and buy low, thus the risk reduction.

**4. Board Action Regarding Trust Income Distribution**

A motion was made by Bill Hogseth and seconded by Richard Oberle to decline removing the 2010 earned income from the Trust at this time. Motion carried unanimously.

## **5. Presentation on “Access-Based Volunteer Database”**

Scott Fulton, a member of the Empire-Sauk Chapter, developed a database to track volunteers. The database tracks volunteer interests, information and hours volunteered. He demonstrated the database. He is willing to make it available to all chapters.

## **6. Report on Investigation Into Property Tax Exemption Law**

Richard Oberle reported that he had talked to his Town of Middleton appraiser and Rich Henderson talked to TNC government relations staff and they were informed that land trusts which meet tax exempt qualifications do not have to pay property taxes on land that meets conservation eligibility requirements. However, if we produce income on property from uses not directly related to the conservation purpose of the land, we are obligated to pay property taxes on that portion of the property.

## **7. 2012 TPE Conference and Banquet**

Evanne Hunt announced that we do not have a host for our 2012 Conference and Banquet yet. She has invited the Many River Chapters to consider hosting the event. They will consider it and let us know their decision. If any other chapters are interested, please let Carol Winge know.

## **8. LEAP Application**

Jack Kussmaul reported that he is preparing a LEAP application. The program is co-sponsored by Land Trust Alliance and Gathering Waters. They will select 10-12 land trusts in Wisconsin and provide them with funding and support to help with accreditation. The application is due March 11. Decisions will be made in early April. It is a three year program. If we are accepted, the Board will need to adopt a resolution.

A motion was made by Richard Oberle and seconded by Henry Panowitsch authorizing Jack Kussmaul to complete and submit the LEAP application. Motion carried unanimously.

Evanne Hunt provided an update on the progress of a proposed new Southeast Chapter. She, Jack and Nick attended their February meeting. They had about 15 people in attendance. They are moving forward. Their goal is to submit an application for Board consideration at its May meeting.

Dani Stolley announced plans for the 2011 Remembrance Day campaign. It will be tied in with Earth Day again this year.

A motion was made by Paul Rode and seconded by Rich Henderson to adjourn. Motion carried and the meeting adjourned at 8:20 pm.

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Board Retreat Minutes  
Sunday, February 27, 2011  
9:00 am  
Country Inn Meeting Room  
Platteville, WI

The Board Retreat was called to order at 9:00 am by President Evanne Hunt.

**1. Roll Call**

**ATTENDEES:**

Directors: Evanne Hunt, Jack Kusmaul, Nick Faessler, Rich Henderson, Jim Rogala, Bill Hogseth, Paul Rode, Linda Lynch, Richard Oberle, Jeff Ralston

Absent: Henry Panowitsch

Staff: Carol Winge, Victoria Oberle, Dani Stolley

**2. Overview**

Evanne Hunt presented the purpose and goal of today's meeting.

- a. What can we do as a board and as a board member to better fulfill our mission?
- b. Leave today with three specific actions we can take, as a board and as individual board members, to better fulfill the mission of TPE.

Evanne introduced Crystal Halvorson who facilitated the meeting. Board members reviewed the mission of TPE and went through several exercises to identify where we started, where we are now and where we can be in ten years. Based on the results, there was discussion on how to move forward, using our mission, to get to our ten year goals.

Crystal Halvorson provided a presentation on Policy Governance for information and consideration by the Board.

The Board then discussed and identified three specific actions to further our mission.

1. Board members each pledged to read the entire Board packet before the Board meeting.
2. Board members agreed to complete the "Board Self-Assessment". Crystal will tabulate and provide the results to the Board. The Board will have a discussion on the results.

3. The Board will discuss what the Board and Chapter relationship is. We may wish to start by revisiting the organization's bylaws and determine how they relate specifically to chapters and determine how to develop them more fully.

The meeting adjourned at 12:15 pm.

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Summary of Board Action  
Vote By Email  
Wednesday, March 23, 2011

The Prairie Enthusiasts Board of Directors voted by email to approve the submission of a Turkey Stamp grant in the amount of \$8,000 to purchase an ATV requested by the Chippewa Savannas Chapter.

This email vote was necessary to meet an application deadline date under this program.

Board vote was by email response as recorded below:

Bill Hogseth – yes  
Jim Rogala – yes  
Richard Henderson – yes  
Nick Faessler – yes  
Jeff Ralston – yes  
Richard Oberle – yes  
Henry Panowitsch – yes  
Linda Lynch – yes  
Paul Rode – yes  
Jack Kussmaul - yes

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Board Meeting Minutes  
Tuesday, May 10, 2011  
7:05 pm  
via Teleconference

ACTION ITEMS IN RED

The meeting of the Board was called to order at 7:06 pm by President Evanne Hunt.

**1. Roll Call**

**ATTENDEES:**

Directors: Evanne Hunt, Jack Kussmaul, Richard Henderson, Bill Hogseth, Jim Rogala, Linda Lynch, Richard Oberle, Jeff Ralston

Absent: Nick Faessler (schedule conflict), Paul Rode (schedule conflict), Henry Panowitsch (schedule conflict)

Guests: Ed Strenski, NIPE Chapter, Tori Graham and Alexandra Handlos from the proposed Glacial Prairie Chapter, Claudia Vlisides, TPE Accountant

Staff: Carol Winge, Victoria Oberle, Dani Stolley

**2. Adopt Meeting Agenda**

Rich Henderson asked that we add a report by the Land Management Committee, under Committee Reports. Jack Kussmaul asked that we add a report on LTA evaluation under Committee Reports. Richard Oberle asked that item 3.d. be discussed separately from the Consent Agenda. A motion was made by Richard Oberle and seconded by Jack Kussmaul to adopt the meeting agenda as amended. The motion carried unanimously.

**3. Approve Consent Agenda**

A motion was made by Rich Henderson and seconded by Bill Hogseth to approve the Consent Agenda excluding item 3.d, March 31, 2011 Statement of Financial Activity. Motion carried unanimously.

**4. March 31, 2011 Statement of Financial Activity**

Richard Oberle noted that the summary page shows unrestricted cash (checking and savings) but does not seem to reflect the total for checking and savings for central. Claudia Vlisides confirmed this error. Board members asked that they receive a revised financial report. A motion was made by Richard Oberle and seconded by Jeff Ralston to accept the March 31, 2011 Statement of Financial Activity as amended. Motion carried unanimously.

## **5. TPE 2010 Audit Report**

Claudia Vlisides, TPE Accountant, presented the 2010 Audit Report and the 2010 Form 990 tax report to the Board. A motion was made by Jack Kussmaul and seconded by Jim Rogala to accept the 2010 audit report. Motion carried unanimously.

## **6. Request for Chapter Status for Glacial Prairie Chapter of The Prairie Enthusiasts**

A motion was made by Jim Rogala and seconded by Rich Henderson to approve the request for chapter status. Motion carried unanimously.

### **7a. Finance Committee**

A motion was made by Bill Hogseth and seconded by Richard Oberle to adopt the Policy for TPE Insurance. Motion carried unanimously.

A motion was made by Jack Kussmaul and seconded by Rich Henderson to adopt TPE Grant Policy. Motion carried unanimously.

A motion was made by Richard Oberle and seconded by Jeff Ralston to approve a resolution authorizing stock donation transactions. Motion carried unanimously.

A motion was made by Jack Kussmaul and seconded by Jim Rogala to adopt TPE Chapter and Central Treasurers' Handbook as amended. Motion carried unanimously.

### **7b. Administrative Oversight Committee**

A motion was made by Rich Henderson and seconded by Jeff Ralston to send the Personnel Policies and Employee Handbook back to committee to seek input from Board members. Motion carried unanimously.

**ACTION:** Board members will submit any comments for consideration to Carol Winge to forward to the Administrative Oversight Committee by May 24, 2011.

### **7c. Land Protection Committee**

A motion was made by Richard Oberle and seconded by Jim Rogala to approve the Management Agreement between the Southwest Chapter of TPE and Elton and Mary Zimmerman. Motion carried unanimously.

### **7d. Land Management Committee**

Rich Henderson reported the items this committee will be working on: burn policy, trapping policy and safety issues.

**7e. LTA Evaluation**

A motion was made by Bill Hogseth and seconded by Richard Oberle to pay \$500 for our cost sharing to have LTA and Gathering Waters perform an assessment of our organization and to authorize the Accreditation Committee to set a timeline for the assessment. Motion carried unanimously.

**8. Request for Consideration to Borrow Money**

A motion was made by Richard Oberle and seconded by Jim Rogala to authorize pursuing a bridge loan from the Conservation Fund. Motion carried unanimously. The loan is to allow us to close on the acquisition of two properties before awarded Federal Grant dollars come in.

**9. Legal Structure Information for Conservation Defense Insurance**

A motion was made by Rich Henderson and seconded by Jack Kussmaul that we pursue coverage for TPE easements only. Motion carried unanimously.

A motion was made by Rich Henderson and seconded by Jim Rogala to adjourn. Motion carried and the meeting adjourned at 9:00 pm.

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Revised Summary of Board Action  
Vote By Email  
Friday, June 24, 2011

The Prairie Enthusiasts Board of Directors voted by email to approve a resolution authorizing the NIPE Chapter President and Vice President to enter into and sign agricultural program agreements, including but not limited to Conservation Reserve Program (CRP, CREP, SAFE, DCP) contracts, on TPE properties managed by the Northern Illinois Chapter of TPE, located within the Illinois Counties of Jo Daviess, Stephenson and Carroll; and

further, to give NIPE Chapter President, Ed Strenski, authority to sign an agreement with a utility company for a 30' public utility easement alongside of the road of the Hanley Savanna prairie, assuring the safeguarding of the prairie and restoration in case of any problems.

This email vote was necessary to meet deadline dates.

Board vote was by email response as recorded below:

Bill Hogseth – yes  
Jim Rogala – yes  
Richard Henderson – yes  
Nick Faessler – yes  
Jeff Ralston – yes  
Richard Oberle – yes  
Henry Panowitsch – yes  
Linda Lynch – yes  
Paul Rode – yes  
Jack Kussmaul - yes  
Tori Graham - yes

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Board Meeting Minutes  
Sunday, July 17, 2011  
10:00 am  
Westfield Pavillion  
Westfield, WI

ACTION ITEMS IN **RED**

The meeting of the Board was called to order at 10:00 am by President Evanne Hunt.

**1. Roll Call**

**ATTENDEES:**

Directors: Evanne Hunt, Jack Kussmaul, Richard Henderson, Nick Faessler, Jim Rogala, Tori Graham, Paul Rode, Linda Lynch, Richard Oberle, Jeff Ralston

Absent: Bill Hogseth (schedule conflict), Henry Panowitsch (schedule conflict)

Guests: Earl Muhlbauer

Staff: Carol Winge, Victoria Oberle, Dani Stolley

**2. Adopt Meeting Agenda**

A motion was made by Rich Henderson and seconded by Paul Rode to adopt the meeting agenda as presented. The motion carried unanimously.

**3. Approve Consent Agenda**

A motion was made by Rich Henderson and seconded by Paul Rode to approve the Consent Agenda. Motion carried unanimously.

**4. June 30, 2011 Statement of Financial Activity**

Nick Faessler presented the Statement of Financial Activity as of June 30, 2011. He noted that central operations is experiencing a cash flow shortage. To cover bills and payroll in June, it was necessary to transfer \$27,000 from central savings to central checking, leaving central savings with a \$41,000 balance.

A motion was made by Rich Henderson and seconded by Jim Rogala that going forward the Executive Committee, prior to the July Board meeting, review the budget and bring recommendations for any changes that are needed. Motion carried unanimously.

A motion was made by Richard Oberle and seconded by Paul Rode to accept the June 30, 2011 Statement of Financial Activity. Motion carried unanimously.

## **5. Endowment Funds and TPE Trust Report**

Rich Henderson noted that the endowments are doing well. He was delighted to announce \$95,000 in donations made to the John Thomson Memorial Fund. The donations were made by Olive Thomson, Dennis and Joan Thomson. With these donations, we have reached our goal of \$100,000 for this fund. Rich Henderson stated that money should stay in the fund for one year before we start to use it. He asked that the Board approve his recommendation that we rename this fund at this time.

A motion was made by Richard Oberle and seconded by Jim Rogala to change the name of the John Thomson Memorial Fund to “The Olive and John Thomson Internship Endowment.” Motion carried unanimously.

Board members discussed how to distribute funds from this endowment for chapter use. Several recommendations were made. The Board directed that the Land Management Committee develop a process and criteria for use of the funds in this endowment and bring it to the Board for action.

## **6. Consideration and Action to Adopt Proposed Bylaw Changes**

a. A motion was made by Richard Oberle and seconded by Rich Henderson to amend Article III, Section 4, Election and Term, as follows:

(a) Each chapter of the corporation shall elect one (1) chapter director. The board may elect additional at-large directors by simple majority vote. In addition, the immediate Past President shall serve as a director at-large for one two-year term. All directors shall be equal and entitled to one vote.

(b) Term of Office. Chapter directors shall have their term specified by their respective chapters. At-large directors shall have three-year terms, except that the term of the immediate Past President shall be only two years. No director at-large shall serve more than six consecutive years.

(c) The immediate Past President shall serve as an officer for a period of two years for the two-year period immediately following the end of his or her service as President.

Motion carried unanimously.

b. A motion was made by Richard Oberle and seconded by Paul Rode to amend Article IV, Section 6, The Vice Presidents, as follows:

In the absence of the President, or in the event of the President’s ~~death, inability or refusal or declination~~ to act, the Vice President (or in the event there be more than one Vice President, the

Executive Vice President, or if one shall not have been designated, the Vice President with longest service in that office) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Vice Presidents may by their election have charge and supervision of designated portions of the corporation's affairs. In the event of the death or resignation of the President, the Vice President shall automatically succeed to the office of President.

Motion carried unanimously.

## **7. Election of Officers**

President Evanne Hunt announced she was advocating her Presidency effective at the end of this Board meeting. For the record she read a passage written by historian Arthur Schlesinger printed in "The Week" dated "April 22, 2011. "Power always looks more responsible from within than from without."

In compliance with TPE Bylaws, effectively immediately at the end of this Board meeting, Jack Kussmaul succeeds to the office of President.

Nominations for Vice President were opened. Jack Kussmaul nominated Bill Hogseth. A motion was made by Richard Oberle and seconded by Linda Lynch to close nominations and elect Bill Hogseth to the office of Vice President. Motion carried unanimously.

Richard Oberle's term as member at-large was up. He was eligible to run for one more term. A motion was made by Jim Rogala and seconded by Rich Henderson to elect Richard Oberle as board member-at-large. Motion carried unanimously.

## **8. Administrative Oversight Committee**

a. A motion was made by Nick Faessler and seconded by Rich Henderson to adopt the Personnel Policies and Employee Handbook recommended by the Administrative Oversight Committee on April 14, 2011. Motion carried unanimously.

b. The Board directed the Administrative Oversight Committee to develop a Chief Staff Person business model for Board review and possible action.

## **9. Accept Recommendation to Contract with Johnson Block for 2011 Audit**

A motion was made by Richard Oberle and seconded by Linda Lynch to accept the recommendation of the Business Manager to contract with Johnson Block for TPE's 2011 audit or review. Motion carried unanimously.

**10. Old Business**

Jack Kussmaul reported that we will begin this assessment at our September 20 board meeting. An orientation meeting has been scheduled for Tuesday, September 20 at 6:15 pm just prior to our next scheduled board meeting.

**11. Discussion Topic**

Evanne Hunt reported that the Board Development Committee will review the results of the Board Self-Assessment and bring back a report to the September Board meeting.

**12. Other Business**

Evanne Hunt announced that we have a new Prairie Promoter editor. Her name is Dana Bolwerk. Evanne provided Dana's experience and qualifications for serving as our newsletter editor.

Evanne Hunt announced that the St. Croix Valley and Chippewa Savannas Chapters will co-host our 2012 Annual Conference and Banquet. It will be held at UW-Stout on February 25, 2012.

A motion was made by Paul Rode and seconded by Linda Lynch to adjourn. Motion carried and the meeting adjourned at 11:40 am.

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Summary of Board Action  
Vote By Email  
Tuesday, August 16, 2011

The Prairie Enthusiasts Board of Directors voted by email to approve the request from Linda Lynch to submit a resolution for financial assistance under the Wisconsin Stewardship Program for the acquisition of a parcel of land known as Sylvan Road.

This email vote was necessary to meet deadline dates.

Board vote was by email response as recorded below:

Bill Hogseth – yes  
Jim Rogala – yes  
Richard Henderson – yes  
Nick Faessler – yes  
Jeff Ralston – yes  
Richard Oberle – yes  
Henry Panowitsch – yes  
Linda Lynch – yes  
Paul Rode – yes  
Jack Kussmaul - yes  
Tori Graham – yes  
Evanne Hunt - yes

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Board Meeting Minutes  
Tuesday, September 20, 2011  
7:05 pm  
via Teleconference

ACTION ITEMS IN RED

The meeting of the Board was called to order at 7:10 pm by President Jack Kussmaul.

**Roll Call**

**ATTENDEES:**

Directors: Jack Kussmaul, Bill Hogseth, Nick Faessler, Richard Henderson, Evanne Hunt, Jim Rogala, Tori Graham, Henry Panowitsch, Paul Rode, Linda Lynch, Richard Oberle, Jeff Ralston

Guests: Earl Mihlbauer

Staff: Carol Winge, Victoria Oberle

**Adopt Meeting Agenda**

The July 17, 2011 Board meeting minutes and the Landowner Contact and Cultivation Document were asked to be removed from the Consent Agenda for further discussion.

**Approve Consent Agenda**

A motion was made by Evanne Hunt and seconded by Henry Panowitsch to approve the Consent Agenda excluding items 4.a. and 4.d. Motion carried.

Richard Oberle noted an error in the board meeting minutes of July 17, 2011, section 4, second paragraph. The reference to the month of July, he thought, was in error. Carol Winge explained that the month refers to the month of July going forward, not this past July. The minutes were correct as presented. A motion was made by Richard Oberle and seconded by Jeff Ralston to accept the Minutes of the July 17, 2011 Board meeting as presented. Motion carried.

Linda Lynch questioned where the Landowner Contact and Cultivation document came from and if all chapters had input. Board members responded that the document had been approved by the Land Protection Committee. It was simply a guideline that chapters might want to reference when approaching landowners. It is an internal document/tool only. The Land Protection Committee wants the document circulated to all chapter chairs and it is provided in the board packet so that all board members are aware of the document. A motion was made by Richard Oberle and seconded by Jim Rogala to approve the Landowner Contact and Cultivation document and that it be circulated to all chapters. Motion carried.

## **Election of Board Member**

A motion was made by Bill Hogseth and seconded by Richard Oberle to elect Earl Mhlbauer as Board Member At-Large. Motion carried with one nay.

## **Treasurer's Report**

- a. A motion was made by Jim Rogala and seconded by Evanne Hunt to accept the August 31, 2011 Statement of Financial Activity as presented. Motion carried.
- b. A motion was made by Evanne Hunt and seconded by Rich Henderson to accept the 2011 amended budget for central operations. Motion carried.

## **Endowment Funds Report**

Rich Henderson noted that the Easement Monitoring Fund is down 3%. This reflects that we are now taking money out each year for our monitoring program. A motion was made by Richard Oberle and seconded by Paul Rode to accept the endowment and trust reports. Motion carried.

## **Land Protection Committee**

A motion was made by Rich Henderson and seconded by Jim Rogala to move forward with the proposed acquisition. Motion carried.

## **Amend Bylaws to Provide for an Executive Committee**

Our officers are defined in our bylaws, but there is no mention of referring to them as an Executive Committee. A motion was made by Linda Lynch and seconded by Richard Oberle to amend Article IV, Section 1 as follows:

The principal officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and the immediate Past President, also known as the Executive Committee, who shall be elected by the Board of Directors, with the exception of the immediate Past President. The Board of Directors may designate one of the Vice Presidents as Executive Vice President and may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President. Officers may, but need not, be members of the Board of Directors.

The duties of the Administrative Oversight Committee will be assumed by the Executive Committee.

The Board discussed giving authority to the Executive Committee to act on urgent matters that may arise between board meetings. The Board decided that it did not want to give that authority to the Executive Committee.

### **Change Make Up of Board Development Committee**

A motion was made by Richard Oberle and seconded by Jim Rogala that the Board Development Committee members will consist of the Executive Committee and one or more Board members as appointed by the President. Motion carried.

### **Request to Support Documentary, “Exploring the Mysteries of the Driftless Zone”**

A motion was made by Richard Oberle and seconded by Tori Graham to refer this item to the Education and Outreach Committee for review and recommendation. Motion carried.

### **Update on 2012 TPE Annual Conference and Banquet**

Evanne Hunt announced that our keynote speaker will be Doug Tallamy. Doug is Professor and Chair of the Department of Entomology and Wildlife Ecology and director of the Center for Managed Ecosystems at the University of Delaware in Newark, Delaware, where he has authored 73 research articles and has taught Insect Taxonomy, Behavioral Ecology, and other courses for 30 years.

Lodging information is posted on our website. The conference date is Saturday, February 25, 2012.

There being no further business, a motion was made by Linda Lynch and seconded by Tori Graham to adjourn. Motion carried and the meeting adjourned at 8:37 pm.

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Summary of Board Action  
Vote By Email  
Thursday, October 20, 2011

The Prairie Enthusiasts Board of Directors voted by email to approve the funding and proceed on the acquisition of the Smith-Drumlin prairie.

This email vote was necessary to meet the deadline date to close on the acquisition.

Board vote was by email response as recorded below:

Bill Hogseth – yes  
Jim Rogala – yes  
Richard Henderson – yes  
Nick Faessler – yes  
Jeff Ralston – yes  
Richard Oberle – yes  
Henry Panowitsch – yes  
Paul Rode – yes  
Jack Kussmaul – yes  
Tori Graham – yes  
Earl Mihlbauer – yes  
Evanne Hunt – yes  
Linda Lynch -

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Board Meeting Minutes  
Tuesday, November 15, 2011  
7:05 pm  
via Teleconference

ACTION ITEMS IN **RED**

The meeting of the Board was called to order at 7:05 pm by President Jack Kussmaul.

**Roll Call**

**ATTENDEES:**

Directors: Jack Kussmaul, Bill Hogseth, Nick Faessler, Richard Henderson, Evanne Hunt, Jim Rogala, Tori Graham, Henry Panowitsch, Paul Rode, Jean Clark, Linda Lynch, Richard Oberle, Jeff Ralston, Earl Muhlbauer

Staff: Carol Winge, Victoria Oberle, Dani Stolley

President Jack Kussmaul introduced our new Board member representing the Prairie Sands Chapter, Jean Clark.

**Adopt Meeting Agenda**

The September 20, 2011 Board meeting minutes were removed from the Consent Agenda for further discussion.

**Approve Consent Agenda**

A motion was made by Tori Graham and seconded by Paul Rode to approve the Consent Agenda (Minutes of October 20, 2011 Board Email meeting and membership report) excluding item 3.a (Minutes of September 20, 2011 Board Meeting). Motion carried.

Evanne Hunt requested that motion votes be recorded consistently; some say unanimously and some say motion carried. A motion was made by Evanne Hunt and seconded by Henry Panowitsch to accept the minutes of the September 20, 2011 Board meeting as amended. Motion carried.

**Treasurer's Report**

a. A motion was made by Bill Hogseth and seconded by Jim Rogala to accept the October 31, 2011 Statement of Financial Activity as presented. Motion carried.

Jack Kussmaul announced that Dani Stolley, Development Director, will be leaving TPE at the end of the year to complete her graduate degree.

b. Carol Winge reviewed the budget process for submitting 2012 proposed budgets to the Board.

### **Endowment Funds Report**

Rich Henderson noted that all of the investment funds went down during the course of this year, but they are now coming back a bit and are even a little ahead at this point. A motion was made by Nick Faessler and seconded by Paul Rode to accept the endowment and trust reports. Motion carried.

### **Fundraising and Endowment Committee**

Richard Oberle reported that the committee has prepared a follow-up plan for our 2011 Annual Appeal. Board members will be asked to make phone calls. The development director will also make phone calls to all never givers. These calls will begin right after Thanksgiving.

### **Education and Outreach Committee**

A motion was made by Richard Oberle and seconded by Jim Rogala that TPE support the documentary, "Exploring the Mysteries of the Driftless Zone" at the \$2,500 Supporting Collaborator level contingent on the money coming from the North American Prairie Conference education funds. Motion carried with one dissenting vote.

### **TPE Logo Guidelines**

Rich Henderson requested that the guidelines be changed to allow the logo to be used with or without the compass plant.

A motion was made by Evanne Hunt and seconded by Rich Henderson to approve TPE logo guidelines as amended. Motion carried.

### **Land Use Agreement with DNR**

Board members reviewed a proposed Land Use Agreement and referred it to our liability insurance carrier to see if we have insurance coverage. A motion was made by Nick Faessler and seconded by Paul Rode to table this item until the January Board meeting. Motion carried.

**ACTION:** Carol Winge will refer the Land Use Agreement to our liability insurance carrier to see if our insurance provides coverage and report back to the Board in January.

### **Resolution Authorizing President to Sign Foxglove Savanna Driveway Easement**

A motion was made by Evanne Hunt and seconded by Henry Panowitsch to approve a resolution authorizing TPE President, Jack Kussmaul, to sign the Foxglove Savanna Driveway Easement. Motion carried.

## **Layton Easement Title Insurance Payment**

TPE is using the Layton Easement donation for match on several proposed acquisition projects that have applied for state stewardship grants. The state and LTA requires us to obtain title insurance on land we hold easement over. Therefore, Rich Henderson requested title commitment from a title company in Rock County for the Layton Easement. The bill arrived and is for \$1,500 (value of the easement is \$715,000). Typically costs of protection projects are covered by the account of the chapter in charge of the project. However, in this case, at least two chapters will be making use of the available stewardship credit over time.

Rich Henderson recommends that the most equitable way to handle the Layton Easement title insurance bill is for the money to initially come from the central account and then each chapter, as they make use of the stewardship credit, transfer chapter allocated funds to the central account in proportion to the amount of the credit used by the chapter's project(s).

A motion was made by Earl Mihlbauer and seconded by Richard Oberle to approve this recommendation. Motion carried.

## **Approval to Proceed with Submitting LEAP Application**

A motion was made by Rich Henderson and seconded by Linda Lynch to approve submitting the LEAP application . Motion carried.

## **Update on 2012 TPE Annual Conference and Banquet**

Evanne Hunt announced that our keynote speaker has changed. It will now be Stephen Packard and Doug Tallamy will be our banquet speaker.

Carol Winge noted that chapters wishing to have a display at the conference need to notify her no later than January 31, 2012. Space is tight and she wants to be sure we can accommodate our chapters.

Lodging information is posted on our website. The conference date is Saturday, February 25, 2012.

We are looking for a raffle/silent auction coordinator to run the event this year. Information on the raffle/silent auction has been delayed while we seek out a coordinator.

## **Land Protection Policy and Procedures**

Jeff Ralston raised concerns that we need to include language in the letters advising landowners that what we are asking for in land management or easement stewardship costs may not be tax deductible and they need to consult with their tax attorney.

Board members felt we may want to consider adding to the policy language that we don't turn down acquisitions without funding.

The Board agreed to send The Land Protection Policy and Procedures back to the Land Protection Committee to discuss the concerns raised.

### **Set Dates for 2012 TPE Board Meetings**

The following dates were set for 2012 TPE Board Meetings:

Wednesday, January 25, 2012 via telephone conference call  
Sunday, February 26, 2012, Country Inn & Suites, Menomonie, WI  
Wednesday, May 23, 2012, via telephone conference call  
Sunday, July 15, 2012, at TPE picnic location  
Wednesday, September 19, 2012, via telephone conference call  
Wednesday, November 14, 2012, via telephone conference call

There being no further business, a motion was made by Tori Graham and seconded by Henry Panowitsch to adjourn. Motion carried and the meeting adjourned at 8:52 pm.

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Summary of Board Action  
Vote By Email  
Friday, November 18, 2011

The Prairie Enthusiasts Board of Directors voted by email for preliminary approval to proceed with the Steege-Euclide easement project.

This email vote was necessary to meet the deadline date to complete the project by year's end if at all possible.

Board vote was by email response as recorded below:

Bill Hogseth – yes  
Jim Rogala – yes  
Richard Henderson – yes  
Nick Faessler – yes  
Jeff Ralston – yes  
Richard Oberle – yes  
Henry Panowitsch – yes  
Paul Rode – yes  
Jack Kussmaul – yes  
Tori Graham – yes  
Earl Mihlbauer – yes  
Evanne Hunt – yes  
Jean Clark - yes  
Linda Lynch -

Respectfully submitted,

Carol A. Winge  
TPE Business Manager

THE PRAIRIE ENTHUSIASTS, INC.  
Summary of Board Action  
Vote By Email  
Monday, December 19, 2011

The Prairie Enthusiasts Board of Directors voted by email for final approval to accept the Steege-Euclide easement donation and to authorize Rich Henderson and Jack Kussmaul to sign documents in connection with the project.

This email vote was necessary to meet the deadline date to complete the project by year's end if at all possible.

Board vote was by email response as recorded below:

Bill Hogseth – yes  
Jim Rogala – yes  
Richard Henderson – yes  
Nick Faessler – yes  
Jeff Ralston – yes  
Richard Oberle – yes  
Henry Panowitsch – yes  
Paul Rode – yes  
Jack Kussmaul – yes  
Tori Graham – yes  
Evanne Hunt – yes  
Jean Clark - yes  
Linda Lynch -

Respectfully submitted,

Carol A. Winge  
TPE Business Manager