Clearwater Resource Conservation and Development Council, Inc.

Council Annual Meeting Minutes
Thursday, September 22, 2016
7:00 p.m. to 8:00 p.m.
Best Western University Inn, Moscow, ID

Attendees (X indicates attendance)

<table>
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<tr>
<th>CLEARWATER RC&amp;D OFFICERS</th>
<th>COUNTY REPRESENTATIVES</th>
<th>AT-LARGE MEMBERS</th>
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<tr>
<td>☒ Jim Boland, President</td>
<td>☒ Alan Martinson, Latah County</td>
<td>☐ Malcolm Dell</td>
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<td>☐ Tera King, Executive Vice President (not present – voted by proxy)</td>
<td>☐ Bob Tippett, Nez Perce County</td>
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<td>☒ Clyde Hanson, Vice President</td>
<td>☒ Clyde Hanson, Idaho County</td>
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<td>☒ Alan Martinson, Treasurer</td>
<td>☐ Greg Johnson, Lewis County</td>
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<tr>
<td>☒ Ivy Dickinson, Secretary</td>
<td>☐ John Smith, Clearwater County</td>
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<th>OTHER</th>
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<tr>
<td>☒ Barbie Miller, Interim Exec. Director, Clearwater RC&amp;D</td>
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<tr>
<td>☒ Celia Boland, Guest</td>
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<td>☒ Dick &amp; Jodi Hodge, Guests</td>
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<td>☒ Marietta Hanson, Guest</td>
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No-Host Social and Dinner 5:30 p.m. to 7:00 p.m.

Call Annual Meeting to Order

MEETING CALLED TO ORDER BY Jim Boland, President AT 7:05 p.m.

Agenda Changes

REQUESTS none

Approval of August 25, 2016 Meeting Minutes

MINUTES WERE EMAILED ON September 22, 2016

CHANGES None

MOTION TO APPROVE BY Clyde Hanson SECONDED BY Alan Martinson PASSED ☒ Yes ☐ No

Executive Director’s Report

PRESENTED BY Barbie Miller

EXECUTIVE COMMITTEE VOTES BY EMAIL

CBC USFS RAC agreement 14-CA-11011700-062 Mod #3 in the amount of $25,000 Approved August 26, 2016

CBC USFS WHRI agreement 13-CS-11011724-042 Mod #6 in the amount of $25,000 Approved August 26, 2016

CBC RFQ for helicopter services for fall elk capture and transport Approved September 19, 2016

CBC USFS WHRI agreement 13-CS-11011724-042 Mod #7 in the amount of $50,000 Approved September 22, 2016
**ACTIVITIES, ACCOMPLISHMENTS, & UPDATES**

Barbie Miller thanked the Council for their tremendous support beginning when she began employment with the Council in December 2015, through the transition to Interim Executive Director, and with the day-to-day activities. She also expressed appreciation for the Council’s additional efforts and support to identify and address organizational needs, and plan for growth.

Barbie shared her excitement for the growth she has seen with the Clearwater Basin Collaborative, Idaho Firewise, and Inland Northwest Food Network.

### Strategic Planning Committee Update

**PRESENTED BY** Jim Boland

**DISCUSSION** The committee’s primary focus is on hiring additional staff so that Barbie can focus on foundational issues and business framework before we grow our project base. The committee will meet with Robin Ohlgren on September 30, 2016, to discuss a strategic plan for outreach activities to grow the Council’s project base and recruit new board members.

### Presentation of Awards and Recognition

**PRESENTED BY** Alan Martinson

**DISCUSSION** Alan Martinson recognized Dick Hodge for his many years of service to the Council, and presented him with a certificate and gift card. Alan also thanked Jim Boland for his time served as the outgoing President of the Council.

### Treasurer’s Report

**PRESENTED BY** Alan Martinson

**DISCUSSION** Alan Martinson presented the Treasurer’s Report and the Transaction Report by Class, as of September 22, 2016. Alan described the details of the Report, including any discrepancies and negative balances, and stated that Barbie will be processing the reimbursement requests.

**CONCLUSIONS** Motion to approve Treasurer’s Report as presented.

**MOTION TO APPROVE BY** Clyde Hanson  **SECONDED BY** Ivy Dickinson  **PASSED** ☒Yes ☐No

### FY 2017 Council Operations Budget

**PRESENTED BY** Alan Martinson

**DISCUSSION** Alan Martinson presented a proposed budget for Fiscal Year 2017. Alan explained the purpose for each of the budget expenses. The estimated revenue reported for federally funded projects is based on funding already obligated and does not account for additional funding that may be awarded during FY2017. The estimated expenses to revenue show a loss. Alan stated that he carried over funds from the FY 2016 surplus to balance the FY 2017 budget. Alan also stated that the CBC is anticipating additional revenue in the upcoming fiscal year that will likely offset this loss.

**CONCLUSIONS** Motion to approve budget as presented.

**MOTION TO APPROVE BY** Clyde Hanson  **SECONDED BY** Alan Martinson  **PASSED** ☒Yes ☐No
GEM Trail Branding Initiative Mary Jahn Studios Professional Services Contract Renewal for Approval

PRESENTED BY Barbie Miller

DISCUSSION The Clearwater Basin Collaborative would like to renew Mary Jahn Studios contract for continuation of professional services for the GEM Trail branding initiative. The contract renewal is based on the previously approved contract with the addition of the Council’s minimum insurance requirements, updated scope of work, and reimbursement for materials and expenses.

The CBC passed along their appreciation for the Council’s support for the GEM Trail project, provided a copy of the new GEM Trail logo, and invited the Council to the trailhead dedication on October 1, 2016 in Elk City.

CONCLUSIONS Motion to approve the contract renewal.

MOTION TO APPROVE BY Alan Martinson SECONDED BY Clyde Hanson PASSED ☒Yes ☐No

Proposed By-Law Changes for Approval

PRESENTED BY Alan Martinson

DISCUSSION Alan presented a revised draft of the Council’s By-Laws for approval. The officer nominating committee suggested changes to combine office positions, reducing the number of officers from five to three. Alan and Barbie Miller requested a few minor clerical changes. The changes are:

- Article I: Added “Council” to the organization name and updated address.
- Article III: Revised timeline for mailing schedule of fees and contribution letters.
- Article VI: Revised timeline for preparing budget and financial statements.
- Article VII: Revised timeline for presentation of financial statements and audit.
- Article VIII: Combined Executive Vice President and Vice President officer positions, and combined Secretary and Treasurer positions. Also, updated references to officer titles throughout the By-Laws to reflect these changes.
- Article IX: Revised timeline for Conflict of Interest statements.
- Article X: Combined Executive Vice President and Vice President duties, combined Secretary and Treasurer duties, and updated timelines for budget and financial statements.
- Article XVII: Updated the Amendments Article to Article XVII to correct a numbering error (Article XVI was used twice), and added amendment dates.

Ivy Dickinson asked if the By-Laws can be voted on at this meeting because in the past they presented the proposed changes at one meeting and voted on at another. Clyde Hanson stated that the Council revised that procedure. Barbie Miller stated that the current By-Laws state that they may be amended by a simple majority vote, of the quorum of the membership, presiding at a Council meeting. Clyde also noted that Alan emailed the draft to the Council for review on September 16, and Barbie included the draft with the Annual Meeting invite, so the changes were not a surprise.

CONCLUSIONS Motion to approve proposed By-Laws.

MOTION TO APPROVE BY Clyde Hanson SECONDED BY Ivy Dickinson PASSED ☒Yes ☐No
### FY 2017 Sponsor Membership

**Presented By:** Jim Boland  
**Discussion:** Jim Boland read the list of sponsor organizations for FY 2016.

- City of Culdesac  
- City of Grangeville  
- City of Kamiah  
- City of Kooskia  
- City of Lapwai  
- City of Lewiston  
- City of Moscow  
- City of Nezperce  
- City of Orofino  
- City of Peck  
- City of Pierce  
- City of Potlatch  
- Clearwater County Commissioners  
- Idaho County Commissioners  
- Latah County Commissioners  
- Lewis County Commissioners  
- Nez Perce County Commissioners  
- Clearwater Economic Development Association  
- Clearwater Soil & Water Conservation District  
- Idaho Soil & Water Conservation District  
- Ida-Lew Economic Development Council  
- Latah Soil & Water Conservation District  
- Lewis Soil Conservation District  
- Nez Perce Soil & Water Conservation District

### FY 2017 County Representatives and At-Large Membership

**Presented By:** Jim Boland  
**Discussion:** Jim Boland read the list of County Representatives and At-Large members for FY 2016.

**County Representatives:**
- Bob Tippett (Nez Perce County)  
- John Smith (Clearwater County)  
- Greg Johnson (Lewis County)  
- Clyde Hanson (Idaho County)  
- Alan Martinson (Latah County)

**At-Large Members:**
- Malcolm Dell  
- Ken Roberts (resigned in April 2016)  
- Tera King  
- Dick Hodge (resigned in August 2016)  
- Ivy Dickinson

### Nominations and Election of FY 2017 Officers

**Presented By:** Jim Boland  
**Discussion:** The officer nomination committee met and prepared the nominations list for the FY 2017 Board of Officers. Barbie Miller presented the nominations as follows:

- Secretary/Treasurer: Alan Martinson  
- Vice President: Clyde Hanson  
- President: Tera King

Having heard the Nominating Committee report, Jim Boland asked three times for any additional nominations from the floor for any of the Officer positions. Hearing none, the call for nominations was closed.

**Conclusions:** Motion to elect the slate of officers as presented.

**Motion to Approve by:** Clyde Hanson  
**Seconded by:** Alan Martinson  
**Passed:** Yes  
**No:**

### Announcements

- GEM Trail dedication October 1, 2016 in Elk City

### Meeting Adjourned

**Motion to Adjourn by:** Alan Martinson  
**Seconded by:** Clyde Hanson  
**Passed:** Yes  
**No:**

**At:** 8:00 p.m.