



Minutes of Board of Directors Meeting

November 19th, 2015 @ 9:30am

Call Meeting to Order – Aaron Praus - President

Called to order at 9:37 am

Roll Call – Chris Kreger - Secretary

Directors Present: Aaron Praus, Kevin Magstadt, Chris Kreger, Dave Bell, Jennifer Pickett, Josh Kraft, and Todd Flynn.

Directors Absent: Sherwin Wanner and Sheryl Garling

Others Present:

Approval of Agenda (Additions or Changes): Aaron Praus – President

Kevin Magstadt moved to approve the agenda and Jennifer Pickett seconded: Motion Carried.

Secretary/Treasurer’s Report -Chris Kreger/Sherwin Wanner

Secretary

Kevin Magstadt moved to accept the Secretary’s report for October 22nd and Todd Flynn seconded: Motion Carried.

Treasurer

Sherwin Wanner being absent, his written comments are included herein:

ND Solid Waste and Recycling Association Account Summary	
Association Checking Account	\$ 53,287.49
Association Savings Account	\$ 13,122.51
USDA Grant Checking Account	\$ -
Association CD Account	\$ 8,366.81
Total Association Funds	\$ 74,776.81
Total Association Funds excluding USDA Grant Account	\$ 74,776.81
Association Budget Spent	\$ 6,767.27
Association Budget Remaining	\$ 16,367.93
2015 Symposium Budget Spent	\$ 45,885.75
2015 Symposium Budget Unused	\$ 14,981.95



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Transactions:

-Per the discussion last month I did close the USDA Grant Checking Account and transferred the balance of \$34.75 into the association account. I will remove that closed account from the summary report after this month.

-There were \$570.50 in credits from last report and \$1,161.95 in debits.

-There was the transfer of \$1,936.00 from the checking account to the savings account which represents the monies received from the silent auction for the scholarship fund.

Association Budget:

Association Budget Spent \$6,767.27

Association Budget Remaining \$16,367.93

2015 Symposium Summary:

2015 Symposium Budget Spent \$45,885.75

I cross referenced and reconciled the registration table count with the spreadsheet I have (attached). These are the totals I am tracking:

The total symposium income received to date is \$53,545.00. I, with the help of Diana, submitted the chamber of commerce paperwork so we should receive another \$2,000 so the total expected from the conference is \$55,545.00 as of this date.

My records also show \$1,250 from RDO Integrated controls is still outstanding (\$500 booth and \$750 sponsorship) and \$1,275 in unpaid registrations less refunds of overpayments. This is not yet added to the income amount presented above. The refunds of over payments are: NDDH 2 attendance fees \$380, Fremont County Landfill overpayment \$30, Lake Region Corporation overpayment \$75, Nelson International overpayment \$30, R360 Environmental overpayment \$50, and Recovery Systems co overpayment \$60.

-The total amount spent on the symposium was \$45,885.75. I do not know of any outstanding expenses so I believe this is the final expense total.

Therefore, the profit to date from the symposium per my records is \$55,545.00 - \$45,885.75 = \$9,659.25. If we can collect what I show as outstanding amounts the profit will be \$12,184.25.



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Duplicate Check?

On Thursday last week I did receive in the mail a check from IHD Solids management, LLC for \$1,060 along with symposium registrations. The check number is 002589 and it was dated 6/23/2015 and the envelope was post marked 6/23/15. Based on my records IHD did reissue payment (check 002698) for the conference so I believe this check should be returned as it appears to be the lost check they had indicated they sent previously. Chris Kreger instructed to send the check back.

Accounts Payable for the month was presented to the board:

- Executive Directors invoice of \$662
- Treasurers Invoice of \$75
- Secretary's Invoice of \$50
- Ecliptic \$40 (Web site hosting)
- Diana Trussell expense report \$64.28 (postage to mail Continuing Ed. Certs.)

Josh Kraft moved to approve payment of the accounts payable and Kevin Magstadt seconded: Motion Carried.

Executive Director's Report –Sherryl Koop

Sherryl being absent, Aaron read the highlights of her email to him. The taxes are at the accountant and are completed as we understand it. Waiting on receipt of forms. Membership cards have been sent out. We need ideas and speakers for the joint symposium with South Dakota. Aaron will send out the call for speakers received from the SD Executive Director.

Old Business

1) 2015 Symposium Update

Tabled

2) By Laws Update

Aaron briefly updated the Board About information received from Diana Trussell about attempts to change the bylaws in the past. Aaron read the following:

11/19/15

Bylaw Changes

After 2012 and prior to 2013 conference, Jerry Volk felt that by-laws needed changing because we weren't using the branches.



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- *Changes made were deleting the branches and clarification of other committees.*

Changes were put together by Jerry Volk, Diana Trussell was vice president at that time and went through the changes. The changes were sent to other board members and they all agree to the changes.

Per the by-laws, it talks about the timeframe to notify the board members of those changes were sent out to primary contact of each entity that was listed on the official membership list.

There is clarification as to; if the changes were sent out appropriately or if it should have went to each individual person part of the entity.

- *We would need to get an attorney's opinion as to how to officially notify members.*

At 2013 conference

- *Ballots were prepared with all changes*
- *Only less than 10 ballots were returned at the conference of the 200 attendees.*
- *All ballots that were received at the conference agreed to the changes.*

Several of the attendees asked the board members of the changes being made and why they were being made. No board member could answer the questions and directed the attendees to talk to Jerry Volk & Diana Trussell.

Any by-laws changes, after approved by the members, needs to be signed by All board members. This has yet to be completed for these changes.

Diana Trussell received an email from Lance Loken, a member from Western Plains approximately (2) weeks following the conference, challenging the fact that members were not properly notified. He stated that he received no notifications of the changes. Mr. Loken was one of the original members that helped create the by-laws.

- *The reason why he was not notified is his primary contact person did not pass the information along.*



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- *The board response was that they would reconsider at the next meeting.*
- *Mr. Loken's response was that the board would be doing irreparable damage to the Association and mission by deleting branches.*
- *The board looked into it and decided that due to the lack of votes, not to move forward with the changes.*

A board member was assigned to look into an attorney's opinion, but was never successful and she left her position on the board.

At following board meetings, it was decided to table the issues indefinitely as they had other commitments to focus on (taxes, USDA grants, and new executive director position).

So the question is, do we delete branches because they are not being utilized or leave them in place for future boards would want them?

If we don't proceed on this topic, then close the matter for future meetings.

Discussion on the subject included the need to get a lawyer involved and how to assure proper notice and adequate communication of the changes prior to an attempt to bring the issue forward to the membership again.

The Board was polled to determine if there is still a willingness to move forward with Bylaw Changes. The consensus of the Board appears to be in favor continuing to move forward. The item was tabled until a special meeting of the Board can be arranged in January to discuss the Bylaws in detail.

3) Executive Director Wages

Chris Kreger Reviewed the progress of the committee regarding this subject. The committee met via conference call and determined the plan to complete this should include the development of a job description for the ED, A budget to pay for the costs of a full time ED, and a plan to make the conversion if accepted by the Board. At present the committee is circulating job description. Several more meetings of the committee will occur before this is complete.

4) Membership Dues increase

This item is tied to Item three. Aaron asked that Sherwin be included in the committee discussion when the budget is being developed.

At this time a discussion on the membership renewal cutoff date occurred. It was determined that date should be January 1st.



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5) 2015 Symposium attendee evaluation and survey.

The board discussed the survey and determined that it should be sent to the Symposium Attendee's ASAP.

6) Future Symposium Contracts

Jennifer reported that the contract for the 2017 Symposium had been reviewed with the vendor and no changes were needed. Aaron reported that the 2018 August Symposium also did not need any changes and will be honored.

7) Newsletter

The newsletter has not been sent out yet but is ready. Should be out soon.

8) Staff Contracts

The contracts for the Treasurer, Secretary and Executive Director were reviewed.

Josh Kraft moved and Kevin Magstadt seconded a motion to approve the Staff Contracts: Motion Carried.

9) 2016 Symposium Update

Josh Kraft reported on the conference call the joint committee completed. While the conference is in one of the facilities in Deadwood, blocks of rooms were found in three different facilities to cover the hotel rooms needed. Registration will begin at high noon on September 13 and the conference will run through until approximately 4:00pm on the 15th. Josh reviewed some of the speakers and reiterated that we need more. The next committee meeting is December 16th.

New Business

1) 2014-2015 Tax update

Sherryl is trying to get ahold of the accountant to get the taxes.

2) Grant Application

The Board reviewed a recently available grant that involved solid waste. The Board discussed and determined that given the hours (thousands of hours) required to apply for a grant and our success rate at obtaining a grants in the past, it was not worth pursuing.



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3) Next Meeting

The next board meeting will be December 17th @ 9:30am CT.

Other Business

Diana noted that the version of the Bylaws on the web site was incorrect. Jennifer will take care of this.

Minutes of the meeting are to be placed on the Web site. Jennifer also said she would take care of this item.

The question arose as to whether Ecliptic should be set up for automatic payment since it is a recurring expenditure to keep the web site up. This will be discussed further at the next meeting.

Meeting adjourned 10:25am

Chris Kreger moved to adjourn the meeting and Josh Kraft seconded: Motion Carried.