

## **Middle Rock Conservation Partners**

**8772 South Lowden Road, Franklin Grove, IL 61031**

[\*\*middlerockcp@gmail.com\*\*](mailto:middlerockcp@gmail.com)

**Meeting was held at the Ruth Edwards Nature Center**  
**2114 Lowell Park Road, Dixon, Illinois 61021**

### **Minutes - May 23, 2017**

**Attendance:** Deb Carey, Bernie Buchholz, Austin Webb, Bill Kleiman, Damian Considine, Cody Considine, Kathy Lawrence, Kent Lawrence, Russell Blogg, Russ Brunner, Paul Soderholm, Tim Keller, Greg Hunter, Tim Smith, John Nelson, Cassandra Rodgers, Jan Williams, Jim McPherson, Oran Wilder, Randy Singleton, Dee Hudson, Jim Berle

**Absent:** Bob Piros, Pete Oliver

The Initial Meeting for the formation of the Board and the Officers of the Middle Rock Conservation Partners began at 11:05 a.m.

#### **I. Call to Order; Welcome; Announcements – Deb Carey**

Deb Carey expressed her deepest appreciation for the efforts of every person at the meeting as well as others not present for supporting discussions that led to the establishment of a steering committee to establish the Middle Rock Conservation Partners.

#### **II. Introduction of the Steering Committee – Bernie Buchholz**

The Steering Committee members were Deb Carey, Paul Soderholm, Austin Webb, Cody Considine, Bernie Buchholz and Bill Kleiman. Their discussions and efforts led to creating the foundation from which today's meeting will formally establish the Middle Rock Conservation Partners (MRCP).

#### **III. Review/Amend/Adopt Bylaws: Acknowledge Articles of Incorporation – Bernie Buchholz**

The Articles of Incorporation have been prepared and filed. Before the organization is able to begin functioning, approval of the MRCP By-Laws, election of a Board of Directors and Officers must be accomplished. Items of note in the MRCP By-Laws are:

The first group of Board Members will serve for either two years or one year so as to create a staggered length of service. After the first year all future Board Members will serve a two-year term. The Steering Committee's recommendations are that initially the two-year terms will be served by, Russ Blogg and Damian Considine; the others will serve for one year. For operational purposes 10% of the Members will constitute a quorum at the annual meeting at which the Board is elected.

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### IV. Election of MRCP Board of Directors (5 Directors) – Bernie Buchholz

- a. Steering Committee Recommendations - **Board of Directors:**
  - a. Russ Blogg
  - b. Damian Considine
  - c. Bob Piros
  - d. Deb Carey
  - e. Bill Kleiman
- b. Nominations from the Floor - No nominations were made.
- c. Motion to Close Nominations - Nominations was closed. - Vote by Motion/Show of Hands of those in attendance voted approval of the Steering Committees recommendations for the Board of Directors of the Middle Rock Conservation Partners. **NOTE:** Although five (5) individuals were voted in as the Board of Directors, only four (4) were present – which represented the majority.
- d. Results – All recommendations of the Steering Committee were elected.

### V. Election of MRCP Officers by the Board of Directors - Bernie Buchholz

- a. Steering Committee Recommendations - **Officers:**
  - i. Austin Webb – President
  - ii. Cody Considine – Vice President
  - iii. Kathy Lawrence – Secretary
  - iv. Paul Soderholm - Treasurer
- b. Nominations from the Floor – No nominations were made.
- c. Motion to Close Nominations – Nominations was closed. - Vote by Motion/Show of Hands – By show of hands by the newly elected Board of Directors approval of the nominations of the Steering Committee.
- e. Results – All recommendations of the Steering Committee were elected by the Board of Directors.

### VI. Board Actions – Austin Webb

- a. Adopt Mission Statement:
  - i. Attached you will find the Middle Rock Conservation Partners Mission Statement. The Mission Statement was amended at the meeting by a unanimous vote to correct the name of the organization from Middle Rock River Conservation Partners to its proper name; Middle Rock Conservation Partners.
  - ii. This organization is a group of *individuals*, not the organizations they may, or may not, be associated with.
  - iii. Individuals present may represent an organization, which will be identified as an “affiliate”. The organization itself will not be a member of the MRCP.

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- b. Approve Conflict of Interest Policy – Board of Directors unanimously approved. See Attached Conflict of Interest Policy.
- c. Adopt Calendar Fiscal Year - MRCP will operate on a calendar fiscal year and must hold a minimum of one meeting per year, no later than 90 days after year-end. The annual meeting was suggested to be in February of each year.
- d. Authorize Treasurer to Open Checking Account - Board of Directors unanimously approved the following:
  - i. All checks will require 2 authorized signatures.
  - ii. Each Officer will have signature authority for check signing.
  - iii. Checking account will be at an institution of the Treasurer's choosing.
- e. Approve Purchase of D&O and Liability Insurance – Austin Webb
  - i. Greg Query Insurance, Rochelle, IL was contacted to research insurance options for MRCP.
  - ii. Quotes for both Director and Officer Liability Insurance (D&O) and Commercial and General Liability Insurance (Liability Insurance) were solicited.
  - iii. Of 15 different quotes, the most competitive, AM Best rating of A-rated carrier and liability coverage of \$1M was NSI/West Bend Insurance.
  - iv. The annual premium for D&O is \$450.00 with a \$1M dollar claim limit – and coverage cap at \$1M per year.
  - v. The annual premium for Liability Insurance (standard insurance policy) is \$250 per year for coverage up to 50 individuals with a \$1M per occurrence coverage and a \$2M annual cap.
  - vi. The Board of Directors authorized President, Austin Webb to secure said D&O and Liability Insurance coverage at a total cost of \$700.
  - vii. MRCP will be able to purchase additional Liability Insurance coverage at any point in time, when MRCP is actively pursuing actions that may warrant the additional coverage.
  - viii. Additional coverage will be purchased as an umbrella policy providing up to \$2M in coverage, with a \$4M cap. The additional coverage would cost \$750 per year. The Liability Insurance assumes that MRCP will manage approximately 200 acres of land (the minimum amount set by the insurance company). MRCP does not currently own or manage any land.
- f. Authorize President and Vice-President to Administer CRP Contracts:
  - a. A motion was made and Board approved, that the President, Austin Webb, and Vice-President, Cody Considine, are authorized to administer and become Producer of record, on all CRP contracts in Lee and Ogle Counties on behalf of MRCP.

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- b. Bernie Buchholz is the approved Producer of MRCP in Ogle County. The process to become the approved Producer for MRCP in Lee County must be accomplished. A draft letter to authorize the President and Vice President to represent MRCP is attached.

### **VII. Designate a Prescribed Fire Coordinator; Discuss Burn Team Formulation and Equipment Needs; Begin Assessment & Recommendation for Fall 2017 Burn Season - Austin Webb**

- a. *Damian Considine* was nominated and approved by the Board, as Fire Coordinator "Coordinator". *Greg Hunter*, was nominated and approved by the Board, as Fire Coordinator Co-Chair. The primary focus of the Fire Coordinator Team during the two burning seasons (Spring and Fall) is to prioritize, remain focused and to execute on the methods needed to maintain natural areas.
- b. Moving forward, the Coordinator(s) and their Fire Team (Team), will develop a process that will identify parcels eligible to be burned, quality of property to be burned, priority of proposed burns, and current status of properties, e.g. are fire breaks in place (is the site ready for a burn), has property been burned recently etc. It is up to the landowner to ensure that the site has been prepared to be burned. Parcels to be considered should be submitted to the Fire Coordinator at the headquarters of the Middle Rock Conservation Partnership. The compiled list of sites will then be presented to the MRCP Board of Directors for final approval of the order of burns. Although the Board approves which sites are to be burned, the final decision on when to burn, what to burn on any particular day will be made by the Fire Coordinator and the Fire coordinator Co-Chair based on weather and other variables. Initially some equipment may need to be borrowed/lent from members of MRCP will be inventoried. However it is expected that MRCP will eventually acquire equipment, which will be clearly labeled as belonging to MRCP.

### **VIII. Designate a Stewardship Coordinator; Accept Requests for Inclusion on the Stewardship Workday Schedule - Austin Webb**

- a. The Steering Committee recommended and the Board approved, the nomination of *Pete Oliver* as the Stewardship Coordinator. Although Mr. Oliver is not able to attend day meetings, he was notified of the proposal and accepted.
- b. The primary responsibilities of the Stewardship Coordinator are to prioritize stewardship sites and to coordinate the removal of invasive woody and herbaceous plants.

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- c. Education is the third leg of the Stewardship Coordinator's stool. This may involve discussion on firebreaks, picking native seeds and / or anything that will enhance the protection of natural areas. *Deb Carey* will help on this Committee.

**IX. Form a Communications Committee (Website, Annual Report, Logo, etc.)**

*Bernie Buchholz* volunteered to head the Communications Committee. He will elicit the assistance of *Dee Hudson* to develop a web page and begin gathering information needed for the annual report, determine a MRCP logo etc. *Cody Considine* and *Austin Webb* will serve on this committee.

**X. New Business – Comments**

There was no new business

**XI. The next meeting of the MRCP will be:**

**July 18, 2017 at 11:00 a.m.  
Kickapoo Center  
1919 N. Limekiln Road  
Oregon, IL 61061  
(815) 973-0756**

**XII. Adjourn**

The meeting adjourned at 1:00 p.m.

Respectfully Submitted,

Kathy Lawrence  
Secretary of MRCP