

## **MEETING MINUTES**

### **2017 AGLOW Spring Board of Directors Meeting 9:00am (CT), Saturday, February 4, 2017 Old Kinderhook Resort Lake of the Ozarks, Missouri**

#### **Call to Order (Zaleski):**

Chairman Zaleski called the meeting to order at 9:08 AM

#### **Roll Call (Lantz):**

Bonar, Butler, Griffin, Jennings, Huff, Lantz, Lesmeister, Mull, Nski, Schoonveld, M. Smith, P. Smith, Stafanich, Strand and Zaleski were present. Barus, Michalowski, B. Smith and Steele were absent. Quorum attained.

#### **Proxy Assignments (M. Smith):**

Proxies were received and recognized as follows: Michalowski to Mull, Barus to Schoonveld, and Steele to Nski.

#### **Approval of 2016 Fall Board Meeting Minutes (Lantz):**

Motion to approve by Schoonveld, second by Bonar, no discussion, motion carried.

#### **Officer and Committee Reports:**

Zaleski suggested amending agenda to accept and approve the submitted written officer and committee reports via consent agenda. Motion to approve by Butler, second by Bonar. Discussion:

Strand expressed concern over a lack of podcast and online video categories in the 2017 AIC Rules outlined in the AIC Committee report. Lantz supported adding those two categories. Schoonveld expressed concern over funding additional categories. Strand said one possibility would be to open up all categories, regardless of media type. Committee will evaluate and consider the addition of podcast and online video categories in the Electronic/Online Media Division. Griffin expressed his opinion that AIC judges should not need their AGLOW dues comped as recommended by the committee. Smith and Lantz support this nominal compensation, as the judging job is not easy and it can be difficult to get qualified judges to volunteer. Schoonveld suggests comping their dues as proposed, and reevaluate the process next year.

Motion on the floor to accept and approve written reports via consent agenda. Chairman Zaleski called the vote. Motion carried.

#### **Old Business:**

None

## **New Business Action Items:**

### **Membership Category Amendment: (Butler)**

It is recommended to update the current classifications of membership by adding two additional categories, *Tourism* and *Conservation Non-Profit* to more accurately reflect the scope and type of members of AGLOW. Proposed changes to the By-Law regarding membership is as follows:

#### Article I

- 1) Membership and Voting Rights
  - A) Membership Classifications: The Association shall have (8) eight classifications of membership:
    - i) Active Media
    - ii) Retired Media
    - iii) Associate Media
    - iv) Student Media
    - v) Sustaining
    - vi) Corporate
    - vii) Tourism
    - viii) Conservation Non-Profit
  
- 2) Membership Requirements
  - A) Active Media Membership Requirements: (no Changes)
  - B) Retired Media Membership Requirements: (no Changes)
  - C) Associate Media Member Requirements: (no Changes)
  - D) Student Media Member Requirements: (no Changes)
  - E) Sustaining Member Requirements: (no Changes)
  - F) Corporate Member Requirements: (no Changes)
  - G) Tourism Member Requirements: Organizations with the primary purpose of promoting tourism, their representatives, agencies, and any others engaged in the promotion of tourism. Including, but not limited to, Convention and Visitors Bureau, Chamber of Commerce, Business and Conference Bureau, Bureau of Tourism and Commerce, and Parks and Tourism.
  - H) Conservation Non-Profit Member Requirements: Not for Profit Organizations with the purpose to perpetuate, conserve, improve and promote the great outdoors, wildlife populations and habitat, and all other natural resources, hunting, fishing and the outdoor recreational experience.

Motion to accept the proposed changes as recommended and presented by Lesmeister. Second by Butler. Discussion:

M. Smith said if the motion is approved the proposed By-Laws change will be published in Horizons and sent out on the summer ballot for voting by the

membership in accordance with the procedure established in AGLOW's By-Laws. Strand questioned why Tourism representatives can't simply remain as Corporate Members as they have been in the past. Lesmeister replied that the current description of a Corporate Member does not fit Tourism representatives.

Zaleski called for a vote on the motion on the floor. Motion carried.

**Horizons Editor:**

M. Smith recapped that he was stepping down as Horizons Editor to allow additional time for him to focus on making the organization run more efficiently. The Horizons Editor Search Committee sent out a Request for Qualifications to the AGLOW membership and received Statements of Qualifications from five candidates. All were excellent. The committee recommended that the Executive Director conduct a telephone interview with Krissie Mason, and that the contract be awarded to her based on her willingness to accept the various requirements and conditions of the job description. M. Smith reported that the interview went well. Motion to accept the committee's recommendation by Griffin. Second by Schoonveld. Discussion:

Griffin noted that the proposed Horizons Editor Contract requirements mentions compensation to Horizons contributors, and that he is not comfortable with that. M. Smith said that a nominal amount has been included in the proposed 2017 budget to compensate Horizons contributors, and suggested that it is needed to help ensure quality content and that deadlines are met. Prior editor, Lantz, supports the proposal. Schoonveld says the \$1,200 budgeted amount may not be enough. M. Smith points out that even with the addition, the overall Horizons budget will be less than previous years, because the committee's recommendations cut the number of issues from eight to six per year.

Zaleski called for a vote on the motion on the floor. Motion carried.

**Proposed 2018 Membership Fees:**

Active Media	\$75
Associate Media	\$75
Retired Media	\$37.50
Student Media	\$25
Corporate	\$150
Tourism	\$150
Non-Profit Conservation	\$100

M. Smith stated that the proposed fee schedule includes the new classifications of Tourism and Non-Profit Conservation. He is also requesting that dues paid with new member applications be non-refundable. Motion to approve by Butler. Second by Bonar. Discussion:

Strand asked if the dues submitted with a new member application would be refunded if their membership application was denied. M. Smith stated that the general policy would be that they would not be, but individual cases could be considered by the board. He explained that the recent policy changes by ASA and ATA that agree to waive their media registration fees at their trade shows (ICAST and ATA) for AGLow media members have resulted in some non-qualified individuals applying for media membership in AGLow simply to get their membership card and get into these trade shows for free. These applicants still have to be vetted, which takes time and resources. Schoonveld questioned whether a non-refundable membership application fee (dues) would deter some qualified prospective members from applying for membership. Zaleski suggested making clear on the membership applications that if applicants have any questions on whether or not they will meet membership requirements that they must contact the AGLow E.D. for clarification. M. Smith agreed and reinforced that this is a simple deterrent to anyone who might be considering a fraudulent membership application and that, as previously stated, the board could always consider refunds on a case-by-case basis.

Zaleski called for a vote on the motion on the floor. Schoonveld abstained. Motion carried.

#### **2017 Annual Conference Fees:**

M. Smith recommends no changes in this year's conference registration fees. Motion to approve as recommended by Schoonveld. Second by Mull. Motion carried.

#### **New Members:**

M. Smith presented the list of proposed new media and corporate members who have been published in Horizons per AGLow By-Laws since the time of the last board meeting. Motion to approve new members as submitted by Mull. Second by Jennings. Motion carried.

#### **Website Maintenance Contract:**

Motion to continue the current website maintenance contract by Strand. Second by Nski. Discussion:

Schoonveld suggested that key, routine updates regarding conference info, etc. should be made more quickly and said members need to know who to contact when they see something that should be updated. Zaleski clarified that any website updates or concerns should be directed to the Executive Director.

Zaleski called for a vote on the motion on the floor. Stefanich abstained. Motion carried.

### **Membership Management Software Contract:**

Motion to continue the contract with Memberclicks for the maintenance of the membership management program by Schoonveld, second by Nski. Stefanich abstained. Motion carried.

### **2017 Budget:**

E.D. M. Smith presented an overview of the proposed 2017 budget, which was attached to the board meeting packet. He pointed out an addition to the Membership Recruitment line item in the budget, which would allow the E.D. to attend a couple outside events per year to make contact with new prospective members. Smith advised that he attended the POMA Conference last year, which resulted in 6 new corporate members and 3 new media members for AGLOW. The increased budget line item would allow the E.D. to attend a couple events per year, perhaps one communicators' group conference and one trade show (ATA, SHOT, ICAST) on a rotating basis. This idea is supported by the BOD. Schoonveld suggested moving the \$800 earmarked for social media out of the Website line item and into its own line item. Motion to approve the budget as amended via the \$800 social media line item change by Nski. Second by Butler. Motion carried.

### **Writers Camps:**

M. Smith reports that as an evolution of the AGLOW Cast and Blast, development of the AGLOW Writers' Camp concept has been put into motion. There are currently eight of them in the planning stages. Five will involve fishing, two will involve hunting, and one personal protection/self defense. This concept has been very well received at every level, from the Tourism, Corporate and Media Members. The only downside is the enormous amount of time required of the Executive Director in the planning, securing sponsorship and physically attending the events. That being said, it is too lucrative for AGLOW and beneficial to AGLOW members to pass up. Lesmeister suggests that each individual event be budgeted in such a manner that provides compensation to the E.D. based on overall event costs, revenues and profitability. Each Writers Camp will be its own profit center and be set up and budgeted by the E.D., to include compensation for the E.D., as well as compensation for a designated AGLOW representative to attend and administer the event, which may or may not be the E.D. Stefanich made a motion giving authority to the E.D. to move forward with creating individual Writers' Camp events and budgets. Second by Bonar. Motion carried.

### **2020 Joint Conference:**

E.D. Smith reports that the Executive Committee met to address the request from Lisa Snuggs, Executive Director of SEOPA that AGLOW participate in a Joint Conference in 2020. A copy of that proposal was attached in a separate document. The consensus of the AGLOW Executive Committee was the following:

1. Contact Lisa and let her know that the Executive Committee has a strong interest in moving forward with planning a joint conference for 2020.

2. Suggest that a “2020 Joint Conference Committee” be formed which would include Lisa and myself and two members from each organization.

3. Require that the board of directors of each organization issue resolutions giving our respective EDs full decision-making authority and requiring concurrence over all conference planning activities.

4. All of this being contingent on approval of the AGLOW board of directors at the upcoming February 3, 2017 Mid-Winter Board Meeting.

Butler stated that he is in favor of moving forward subject to additional details on how revenues and expenses will be equitably shared between the organizations. Schoonveld said he supports the idea but would like to have some kind of an opt out option. M. Smith stated that we could opt out until the time comes when a contract is signed. Lantz gave a brief report on the history of this idea and said he is in favor, noting that the proposal received from SEOPA appears well thought out. He trusts Smith and Snuggs and suggests they be allowed and empowered – by resolution of both boards, if necessary – to make all ultimate decisions without boards or individual board members miring the process. This is what we pay them for. Motion by Lantz to move forward with planning for a 2020 joint super conference with SEOPA in accordance with the guidance document that has been submitted. Second by Schoonveld. Motion carried unanimously.

### **Wendy O'Donnell Scholarship:**

With all due respect, AGLOW member Lesmeister believes that the Wendy O'Donnell Schmidt Scholarship program has run its course, and proposes taking the \$2,000 we are consistently making available each year in that program and moving it to membership recruitment activities, where he believes it will provide a better return for our organization. AGLOW still provides an annual High School Grant Program and the Toyota Scholarship Program, so our charter and non-profit status would not be negatively affected by such a move. Mull asked if there was an endowment or any special account in effect for the current program. Smith reported that there is not. These scholarships are made from AGLOW's general fund. Lesmeister made a motion to move the \$2,000 budgeted for the Wendy O'Donnell Schmidt Memorial Scholarship Fund into the Membership Recruitment line item in the budget and asked that the approved budget for 2017 be amended to reflect this. Second by Stefanich. Motion carried.

### **Composition of the Board / By-Laws:**

E.D. Smith stated that AGLOW's By-Laws provide for a total of 19 members. The way it stands, they are all voting members, with the only exception being the Chairman of the Board votes only to break ties. Smith believes this number is excessive and also questions whether the Executive Director should be a voting member. He does not. Lesmeister has also reviewed the By-Laws and also believes the size and composition of the board is excessive and cumbersome. Lesmeister made the motion that the By-Laws addressing board composition be amended as follows:

*Composition of the Board of Directors: There shall be a total of thirteen (13) members of the board of directors consisting of the following:*

*Six (6) members at large, two (2) elected each year for a term of three (3) years.*

*Four (4) officers. Each elected annually for a term of one (1) year.*

*One (1) corporate liaison appointed annually for a term of one (1) year.*

*One (1) executive director (non-voting member)*

*One (1) Chairman. The immediate past president shall be the Chairman of the Board of Directors.*

*Each three (3) year term shall commence on January 1 and end on December 31 three (3) years after the term has commenced, unless terminated earlier pursuant to the provisions of these By-Laws.*

Second by Butler. Discussion:

Smith advised that the change would require that no elections be held for at-large members for two years until the current number is down to six. He also stated that any approved amendment to the By-Laws would be published in Horizons and sent out for a vote by the membership on the summer ballot. Zaleski called for a vote on the motion. Motion carried.

### **Move 2018 Budget Approval to 2017 Annual Meeting:**

E.D. Smith advised that he does not believe it is good practice to operate without an approved budget for several weeks each year and suggests that we move to a system where the proposed budget for the following year is presented, discussed and approved at the fall meeting. This is a simple adjustment in our procedure. Zaleski directed E.D. Smith to prepare a proposed 2018 budget for consideration and action by the BOD at its upcoming fall meeting at Lake of the Woods.

### **Other New Business:**

Schoonveld recognized Marjorie Beenders and Lake of the Ozarks, and extended gratitude to them for planning such a wonderful itinerary and package for board members attending this Midwinter Board Meeting. He wishes more board members would have attended. As an incentive, Schoonveld suggests comping annual

membership dues for any board member physically attending future Midwinter Board Meetings. Similarly he suggests that board members attending the meeting at the fall conference have their conference registration fees waived. Schoonveld made a motion to this effect, seconded by Nski. Discussion:

Griffin and Lesmeister do not believe it is necessary to compensate board members for attending board meetings. Zaleski asked for a roll call vote. 7 ayes, 10 nays. Motion failed.

Strand provided an update to the BOD that the State-Of-The-Art Communications Committee, which he chairs, will be moving forward and expects to have recommendations soon regarding sessions and seminars at this year's fall conference at Lake of the Woods

Hearing no other business, Chairman Zaleski entertained a motion to adjourn. Motion by Butler, second by Nski. Motion carried.

These minutes reflect the best recollection of the preparer.

Respectfully submitted,

Joshua D. Lantz, AGLow Secretary