



**Wisconsin County Highway Association Board
of Directors Meeting**

Tuesday, April 2, 2024 – 9 a.m. Oneida Hotel
2040 Airport Dr – Green Bay, WI

Agenda:

- I. Call to Order, Roll Call of Board Members - Chair, M. Thompson, Barron Co.
- II. Consider Minutes from February 27, 2024 Meeting - Chair, M. Thompson, Barron Co.
- III. Consider Treasurer's Report and Budget Review - Treasurer, J. Griesbach, Marathon Co.
- IV. WCHA Professional Development Update – T. Every, WCHA Deputy Director
- Discussion: Dates of the 2025 Winter Road School
- V. 6-20ft Bridge Assessment, Update
- VI. Review of Proposed wording of WCHA Constitutional Amendment for Summer Road School, creating the Office of Vice-President
- VII. Discussion – trend of Association management of State/Federal Transportation programs
- VIII. Impact – recommendation for Financial Audit and Review of Insurance
- IX. WCHA President Report – R. Krejci
- X. WCHA Executive Director's Report of Activities – P. Vander Sanden
 - a. Policy/Legislative Items
 - b. Activities since last meeting
 - c. Other
- XI. Board of Directors District Reports
- XII. Any Other Business Items for Discussion Only – M. Thompson, WCHA Chair
- XIII. Possible Agenda Items for the Next Meeting - All
- XIV. Next meeting Date & Location – April 30, 2024 (Virtual)
- XV. Adjournment



**Wisconsin County Highway Association
Board of Directors Meeting**

Tuesday, February 27, 2024 – 10 a.m.

VIRTUAL

Agenda:

I. Call to Order, Roll Call of Board Members

The meeting was called to order by Kessler at 10:06

II. Consider Minutes from January 22, 2024, Meeting

Motion by Griesbach to approve the minutes from the January 22, 2024, meeting. Seconded by Krecji. Motion carried.

III. Consider Treasurer's Report and Budget Review - Treasurer, J. Griesbach, Marathon Co.

Motion by Budde to approve the Treasurer's Report for January 2024 as presented. Seconded by Duell. Motion carried.

IV. WCHA Professional Development Update

Every reported on this spring's events. Spring Commissioner Training is scheduled for April 2-3 at the Oneida Hotel in Green Bay. Pesticide Applicator Certification training will take place April 1 in Waukesha, April 8 in Eau Claire, and April 9 in Waupaca. All registration materials can be accessed on the WCHA website.

Summer Highway Conference is scheduled for June 3-5 at the Chula Vista in WI Dells.

LDG Conference is scheduled for September 16-18 at the Chula Vista in WI Dells.

V. 6-20ft Bridge Assessment, Update

Vander Sanden and Krecji, reviewed the latest developments with the program. They indicated discussions with the WCA and WISDOT have yielded positive results in expanding and protecting the county right to implement the program within their counties. An update will be given at an all-commissioner virtual meeting on 2/27/24.

VI. Consider President appointment of members, Employee Advisory Committee: D. Steingraber, A. Bussler, B. Field, and J. Johnson

Krecji reviewed the need for appointments to the Employee Advisory Committee recently added to the WCHA bylaws.

Motion by Budde to approve the appointments from President Krejci to the Employee Advisory Committee. Seconded by Hardy. Motion carried.

VII. WCHA Vice-President and 4-year commitment for Executive Committee update; Consider Secretary as non-voting member

Vander Sanden and Krejci reviewed the idea to add a Vice-President to the Executive Committee structure. The main benefit would be to reduce the time commitment on the committee to attract more commissioners who may be interested in serving in the executive structure of the WCHA. The recommendation would move the Secretary position to a non-voting member of the committee. There was discussion about the breakdown of committee representation between commissioners and highway committee members. After considering a few options, the Board agreed the way to proceed would be to designate the WCHA Secretary as a non-voting member of the Executive Committee but would retain status as a voting member of the WCHA Board of Directors.

Motion by Brian Field, second by Dean Steingraber to develop the bylaw language to add a Vice President position to the Executive Committee structure and to have the changes ready to vote on at the June 2024 Business Meeting. If the measure is approved, the WCHA Secretary would be designated as a non-voting member of the Executive Committee when the Vice-President is seated.

VIII. Discuss general WCHA Bylaw changes – and consider creation of Bylaw Review Subcommittee

There have been many changes to the WCHA structure recently. The Executive Committee recommended creating a subcommittee to review the bylaws and make the appropriate changes to reflect recent changes to our structure. Past President Hawk volunteered to lead the effort. Budde, Brown-Martin, and Hardy also volunteered to participate. The goal is to have the updates ready for approval at the January 2024 Winter Conference Business Meeting.

IX. Consider Executive Committee Recommendation of Chris Bates and Jeff Breselow for WCHA/TDA DC Fly-In Scholarships

Motion by Hardy to approve Chris Bates (Pepin County) and Jeff Breselow (Dodge County) to receive the 2024 TDA Fly-In Scholarships from the WCHA. Seconded by Steingraber. Motion carried.

X. WCHA President Report – R. Krejci

Krejci reviewed his activities for the WCHA. There have been many meetings related to the current bills in the latest legislative session and the 6 – 20 Ft. Structure Program.

Krejci reviewed his concept for a commissioner mentoring program with having 1-2 commissioners per district available to the new commissioners to answer questions and help with transitions.

Krejci also wanted to thank Dan Bahr of the WCA for his efforts working with the WCHA. Dan has resigned from the WCA to pursue other opportunities.

XI. WCHA Executive Director's Report of Activities – P. Vander Sanden

- a. Policy/Legislative Items – Vander Sanden recapped the current activities of the WI State Legislature, and highlighted the status of bills that WCHA was monitoring. He also shared that the start up of the ARIP program is underway with WisDOT.
- b. Large Event RFP – Vander Sanden explained that efforts to solicit proposals for venues across the state for our large conference are in motion.
- c. CHEMS/Financial Group Partnership – Vander Sanden reported that continued discussion with the CHEMS/Finance Group is ongoing and that he and Every would be meeting with their leadership on the next steps.

XII. Board of Directors District Reports

SE – met recently and discussed the ARIP program with their rural communities.

SC – Recent meeting discussing RMA/DMA/PBM work, Critical Pipe Inspections, Ramp Gate Maintenance, Salt Inventory, DNR Coordination of Maintenance Projects, Storm sewer mapping in urban areas, and the Deferred Maintenance Study

SW – none

WC – Recent meeting topics include LRIP Pilot Project Review, 6-20 FT Structure Program, Salt deliveries and inventory, importance of the fiscal management group.

NW - LRIP Pilot Project Review, 6-20 FT Structure Program, Salt deliveries and inventory

NC - Deferred Maintenance Study, 6-20 FT Structure Program

NE – now on a regular meeting schedule.

XIII. Any Other Business Items for Discussion Only

None

XIV. Possible Agenda Items for the Next Meeting

- a. WISDOT Deferred Maintenance Study
- b. LRIP Pilot Project Survey and Evaluation
- c. WISDOT Review of the Real Estate Manual

XV. Next meeting Date & Location - April 2, 2024, at Spring Commissioner Training – Oneida Hotel, Green Bay

XVI. Adjournment

The meeting was adjourned at 11:05.

Wisconsin County Highway Association

Budget vs. Actuals: Budget_FY24_P&L - FY24 P&L

January - February, 2024

	TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
Revenue				
01 Associate Member Dues	36,600.00	60,000.00	-23,400.00	61.00 %
02 Winter Road School	161,869.00	130,000.00	31,869.00	124.51 %
Winter Road School - Auction	7,124.00		7,124.00	
Total 02 Winter Road School	168,993.00	130,000.00	38,993.00	129.99 %
03 Summer Road School		120,000.00	-120,000.00	
04 LDG Road School		105,000.00	-105,000.00	
05 WCHA Commissioner Training		7,500.00	-7,500.00	
Commissioner's Spring Training Conference	1,600.00		1,600.00	
Total 05 WCHA Commissioner Training	1,600.00	7,500.00	-5,900.00	21.33 %
07 Miscellaneous Trainings		17,000.00	-17,000.00	
08 NACE Dues		18,000.00	-18,000.00	
09 Special Revenue (US Communities)		2,000.00	-2,000.00	
11 Miscellaneous Income	10.47		10.47	
11A Interest Income	99.63		99.63	
Total 11 Miscellaneous Income	110.10		110.10	
6.5 Auction Scholarship		20,000.00	-20,000.00	
Pesticide Training - Eau Claire County	2,400.00		2,400.00	
Pesticide Training - Waukesha County	600.00		600.00	
Pesticide Training - Waupaca County	2,000.00		2,000.00	
Total Revenue	\$212,303.10	\$479,500.00	\$ -267,196.90	44.28 %
GROSS PROFIT	\$212,303.10	\$479,500.00	\$ -267,196.90	44.28 %
Expenditures				
02E Winter Road School Expenses	38,996.84	40,000.00	-1,003.16	97.49 %
03E Summer Road School Expense		40,000.00	-40,000.00	
04E LDG Road School Expenses		40,000.00	-40,000.00	
05E WCHA Commissioner Training Expense		4,000.00	-4,000.00	
07E Miscellaneous Training Expenses		7,000.00	-7,000.00	
12 Events Coordinator Expense	12,000.00	12,000.00	0.00	100.00 %
15 Executive Director Expense	656.63	8,400.00	-7,743.37	7.82 %
18 Deputy Director Expense	4,157.31	8,400.00	-4,242.69	49.49 %
19 Association Management Expense	8,945.88	70,000.00	-61,054.12	12.78 %
21 TDA Dues Expense		235.00	-235.00	
22 TDA Sponsorships		700.00	-700.00	
23 TDA Fly In Expenses (Executive)	5,124.54	14,000.00	-8,875.46	36.60 %
24 TDA Fly In Expenses (BOD)		2,000.00	-2,000.00	
24.5 TDA Fly In (DC Scholarship Slit with TDA)		2,000.00	-2,000.00	
26 Conference Plaques		500.00	-500.00	
27 Office Supplies Expense	2,570.49	7,500.00	-4,929.51	34.27 %
29 NACO Conference Expense		1,800.00	-1,800.00	
30 NACE Conferences (Annual) Executive Expense	200.00	12,500.00	-12,300.00	1.60 %
32 NACE Conference Director and Deputy Director	851.62	5,000.00	-4,148.38	17.03 %

Wisconsin County Highway Association

Budget vs. Actuals: Budget_FY24_P&L - FY24 P&L

January - February, 2024

	TOTAL			
	ACTUAL	BUDGET	OVER BUDGET	% OF BUDGET
32.5 NACE Conference (Annual) 1/2 of BOD		2,500.00	-2,500.00	
33 NACE Board Meetings		1,500.00	-1,500.00	
34 NACE Dues Expense		18,000.00	-18,000.00	
36 Professional Services Expense	1,020.00	5,000.00	-3,980.00	20.40 %
37 CHAPPS Scholarships Expense		20,000.00	-20,000.00	
38 ATSSA Expense		425.00	-425.00	
39 Work Zone Safety Comm. Expense		5,000.00	-5,000.00	
40 Committee Meeting Expenses		3,250.00	-3,250.00	
41 Bank & Credit Card Fees	2,532.17		2,532.17	
42 Miscellaneous Expenses	3.75		3.75	
Payroll Expenses				
1316 Wages	30,646.16	222,300.26	-191,654.10	13.79 %
Health Reimbursements	1,883.08		1,883.08	
Total 1316 Wages	32,529.24	222,300.26	-189,771.02	14.63 %
1417 Taxes	5,685.97	69,639.96	-63,953.99	8.16 %
Total Payroll Expenses	38,215.21	291,940.22	-253,725.01	13.09 %
Total Expenditures	\$115,274.44	\$623,650.22	\$ -508,375.78	18.48 %
NET OPERATING REVENUE	\$97,028.66	\$ -144,150.22	\$241,178.88	-67.31 %
NET REVENUE	\$97,028.66	\$ -144,150.22	\$241,178.88	-67.31 %

Wisconsin County Highway Association

Statement of Activity

February 2024

	TOTAL
Revenue	
01 Associate Member Dues	10,800.00
02 Winter Road School	4,050.00
Winter Road School - Auction	950.00
Total 02 Winter Road School	5,000.00
05 WCHA Commissioner Training	
Commissioner's Spring Training Conference	1,600.00
Total 05 WCHA Commissioner Training	1,600.00
11 Miscellaneous Income	
11A Interest Income	48.16
Total 11 Miscellaneous Income	48.16
Pesticide Training - Eau Claire County	2,400.00
Pesticide Training - Waukesha County	600.00
Pesticide Training - Waupaca County	2,000.00
Total Revenue	\$22,448.16
GROSS PROFIT	\$22,448.16
Expenditures	
02E Winter Road School Expenses	28,284.32
15 Executive Director Expense	597.43
18 Deputy Director Expense	4,108.00
19 Association Management Expense	5,079.19
23 TDA Fly In Expenses (Executive)	5,124.54
27 Office Supplies Expense	795.14
30 NACE Conferences (Annual) Executive Expense	200.00
32 NACE Conference Director and Deputy Director	851.62
41 Bank & Credit Card Fees	1,255.01
42 Miscellaneous Expenses	-253.08
Payroll Expenses	
1316 Wages	15,323.08
Health Reimbursements	941.54
Total 1316 Wages	16,264.62
1417 Taxes	2,674.99
Total Payroll Expenses	18,939.61
Total Expenditures	\$64,981.78
NET OPERATING REVENUE	\$ -42,533.62
NET REVENUE	\$ -42,533.62

Wisconsin County Highway Association

Statement of Activity

January - February, 2024

	TOTAL
Revenue	
01 Associate Member Dues	36,600.00
02 Winter Road School	161,869.00
Winter Road School - Auction	7,124.00
Total 02 Winter Road School	168,993.00
05 WCHA Commissioner Training	
Commissioner's Spring Training Conference	1,600.00
Total 05 WCHA Commissioner Training	1,600.00
11 Miscellaneous Income	10.47
11A Interest Income	99.63
Total 11 Miscellaneous Income	110.10
Pesticide Training - Eau Claire County	2,400.00
Pesticide Training - Waukesha County	600.00
Pesticide Training - Waupaca County	2,000.00
Total Revenue	\$212,303.10
GROSS PROFIT	\$212,303.10
Expenditures	
02E Winter Road School Expenses	38,996.84
12 Events Coordinator Expense	12,000.00
15 Executive Director Expense	656.63
18 Deputy Director Expense	4,157.31
19 Association Management Expense	8,945.88
23 TDA Fly In Expenses (Executive)	5,124.54
27 Office Supplies Expense	2,570.49
30 NACE Conferences (Annual) Executive Expense	200.00
32 NACE Conference Director and Deputy Director	851.62
36 Professional Services Expense	1,020.00
41 Bank & Credit Card Fees	2,532.17
42 Miscellaneous Expenses	3.75
Payroll Expenses	
1316 Wages	30,646.16
Health Reimbursements	1,883.08
Total 1316 Wages	32,529.24
1417 Taxes	5,685.97
Total Payroll Expenses	38,215.21
Total Expenditures	\$115,274.44
NET OPERATING REVENUE	\$97,028.66
NET REVENUE	\$97,028.66

Wisconsin County Highway Association

Expenditures by Vendor Summary

February 2024

	TOTAL
Affinipay	1,235.82
Amazon	241.60
Associated Bank	10.19
Cardmember Services	8,007.80
Chula Vista Resort	26,758.22
Fricke Printing	551.75
Gary Kennedy Reimbursement	-256.83
Impact AMC	5,182.19
Matthew Budde	1,727.59
Melio (QB)	9.00
Patrick Vander Sanden	312.49
Russell Consulting, Inc	578.60
Todd Every, DD	1,683.75
TOTAL	\$46,042.17

Wisconsin County Highway Association

Statement of Financial Position

As of February 29, 2024

	TOTAL
ASSETS	
Current Assets	
Bank Accounts	
AffiniPay Clearing	2,600.00
Associated Checking	107,582.67
Associated Conference Checking	18,910.76
Associated Money Market	202,659.63
Road School Checking	2,000.00
WCHA CD	200,000.00
Total Bank Accounts	\$533,753.06
Accounts Receivable	
Accounts Receivable (A/R)	29,295.83
Total Accounts Receivable	\$29,295.83
Total Current Assets	\$563,048.89
TOTAL ASSETS	\$563,048.89
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Direct Deposit Payable	2,137.70
Payroll Liabilities	
Federal Taxes (941/943/944)	28,588.24
Federal Unemployment (940)	24.00
WI Income Tax	6,252.98
WI SUI Employer	5,436.92
Total Payroll Liabilities	40,302.14
Total Other Current Liabilities	\$42,439.84
Total Current Liabilities	\$42,439.84
Total Liabilities	\$42,439.84
Equity	
Opening Balance Equity	549,205.73
Retained Earnings	-125,625.34
Net Revenue	97,028.66
Total Equity	\$520,609.05
TOTAL LIABILITIES AND EQUITY	\$563,048.89



TO: WCHA Board of Directors
FR: Patrick Vander Sanden
DATE: April 2, 2023
RE: WCHA Board Meeting Items

WCHA Executive Committee,

Below are summaries tied to items on our Board agenda for March/April.

- Training and Events Update: Todd Every will talk about the upcoming WCHA trainings and events for 2024, including the status update on the upcoming Spring Commissioner's Training. If the information is available, he will provide further updates on the 2024 Winter Road School, post-event. Also, an additional item needs to be addressed – the typical week for which the 2025 WCHA Winter Road School falls (January 20-22) is during the week of Martin Luther King Jr Day. Todd has noted that this caused the Association to adjust the week in past years.
- 6-20ft Bridge Assessment Project: I will provide an update on the status of the WisDOT 6-20ft Bridge Inventory and Inspection program, including recent changes to the approach and any action items and support that WCHA can provide to the membership as the program moves forward.
- WCHA Vice-President Position and proposed Bylaw Changes: At the December Board of Directors meeting, the Board approved moving forward on a change to the WCHA Bylaws that would create a new official position, Vice-President, and then changing all the terms of each position on the Executive Committee from two years to one, thus changing the full commitment to the Executive Committee from 6 to 4 years. The next step is to review the wording of the proposed change to the WCHA Bylaws to reflect this intent. Attached is a summary of the issue, which includes the bylaw change wording that would be presented to the membership at the Summer Road School.
- Discussion: Trend of Association management of State/Federal Transportation Programs: President Krejci has asked for the Executive Committee and Board of Directors to consider and discuss the recent trend of public transportation associations having management control over various state/federal grant programs (LRIP Pilot Program/<20ft Bridge Program). As these issues are currently manifested, it is worth taking a step back to determine whether or not this is something to continue. WCHA and county highways have expressed interest in having control over the STP programming – but given the recent situations with other programs, is this worth it? In any case, there is worth to at least discuss.
- Discussion of Financial Audit and Review of Insurance: As part of the services that Impact Association Management provides is timely advice on various procedures. Hannah Lier, our client services manager from Impact came forward with a recommendation for the Association to conduct a financial audit and have a review of insurance. The audit piece begs the question – the WCHA currently lists the Financial Review Committee as a standing committee, with the Board Chair designated as the chair of the committee. Could this committee take charge of both these recommendations – audit and review of insurance? Attached is a document from Impact, and an excerpt from the WCHA Bylaws that summarizes the Financial Review Committee.

WCHA Executive Director Report of Activities

Policy/Legislative Items: General update on Legislative and Policy items been developed, supported and monitored. The attached list is those bills WCHA has been following this session, and their current status.

Executive Director Activities: updates on activities, including training events, planning, etc, since the last Board meeting, including the ongoing effort to receive RFP's for large event venues to review for possible future conferences, and the ongoing effort to partner with the county CHEMS/financial personnel group to provide event logistics.

WCHA: Proposed Expansion of the slate of WCHA Officers

SUMMARY: The Executive Committee is proposing an adjustment of the slate of WCHA Officers. Currently the officers within WCHA are: Board of Directors Chair, Board of Directors Vice-Chair, President, Secretary, Treasurer and Past-President. The offices of President, Secretary, Treasurer are to be held by Highway Commissioners. The process starts when an Individual Member is elected Secretary, where after two years becomes President, and two years after that will become Past-President.

What is being proposed is the inclusion of a Vice-President, which will be occupied by the individual who has completed service as the Secretary, or after being appointed by the President due to a vacancy. The creation of a Vice-President serves the purpose of allowing an Individual Member of the WCHA to have a year of experience and understanding of Association operations and governance before assuming the role of President.

Also, the terms for each office are being proposed to be reduced from the current 2-years to 1-year, to reduce the overall service commitment from 6 total year to 4.

WCHA Bylaws: The Bylaws state that the Board of Directors may consider amendments to the WCHA Constitution by proposal by a member county or by the Board of Directors. The proposed amendment was approved by the WCHA Board of Directors at their regular meeting on February 27, 2024.

Proposed Amendment to the WCHA Constitution:

WCHA proposes a change to the constitution (and association bylaws) to incorporate the Office of Vice-President, who would succeed the President after a one-year term. After the transition period, the current WCHA Secretary would succeed the Vice-President following their one-year term. The current Past-President would also serve for one-year after their term as President. In addition, once the Vice-President is seated as a member of the WCHA Executive Committee, the WCHA will henceforth continue on with the WCHA Executive Committee as a non-voting member.



Impact AMC's Annual Board of Directors Recommendations for Audit and Insurance

Impact AMC makes the following recommendations to each client's Board of Directors on an annual basis:

1. Impact AMC recommends that each client engage the services of a 3rd Party CPA to perform an annual audit or an annual review of the client's financial records. We believe that it is the Board's fiduciary responsibility to approve this action and to allocate sufficient funds in the association's annual budget to cover the expense.
2. Impact AMC recommends that each client purchase an appropriate level of insurance to safeguard client possessions, property, functions, and finances, as well as its volunteer leaders. Impact AMC recommends that clients hold cybersecurity insurance. Impact AMC's clients are contractually obligated to hold adequate and appropriate general liability and client professional liability (directors' and officers' liability) insurance coverage.

By formal action of the Board of Directors of WCHA at a meeting held on April 2, 2024 in person, we approve the following actions:

1. Year-end Audit/Review:

_____ Independent audit or review requested -or- _____ Declined

2. Insurance:

_____ D&O Insurance requested -or- _____ Declined

The official minutes of this Board Meeting will attest to the Board's decision with regards to this matter. The association acknowledges that they have been informed of the value and potential consequences with their decision.

Madison, WI
Nashville, TN
Phoenix, AZ

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ARTICLE XI FINANCIAL REVIEW COMMITTEE

Section 1 – Membership: This standing committee of the Association shall consist of up to seven (7) members; (a) the Board of Director Chair, who will act as Chair of the Financial Review Committee; (b) a committee member on the Board of Directors chosen by the Board of Directors; the Association Treasurer and (d) up to four (4) at-large members recommended by the Districts and approved by the Board of Directors. The four at large members shall be selected on the basis of their experience with financial management and accounting procedures and can be Commissioners, Committee Members or Technical Members such as highway department fiscal managers, accountants, office managers or comptrollers. The committee shall meet on call of the ~~Board~~ Chair or the Treasurer.

Section 2 – Appointments: All members appointed by the Board of Directors shall serve four (4) year terms. The Board of Directors shall make the appointments at their meeting held during the summer highway conference. No appointed member can serve more than two terms.

Section 3 – Purpose and Scope:

- A. The committee shall review the Treasurer's financial records quarterly or as proscribed by the Board of Directors, but no less than biannually.
- B. The committee shall make a written report to the Board of Directors on the results of its Financial Review for each review period.
- C. The committee shall develop recommendations, where necessary, concerning Association Financial Policy, Internal Financial Controls and, Financial Recordkeeping.
- D. In the event the committee believes an independent review, outside of the committee, is warranted, the committee shall be responsible for obtaining a provider for such services for consideration and approval by the Board of Directors.

The committee shall review the general written income and expense statement for the preceding year ending December 31 to be published and made available at the annual winter conferences