

## **Central Wisconsin State Fair**

Board Meeting Minutes – December 15, 2014 at MACCI

***Present:*** Alana Feddick, Andy Keogh, Bob Ashbeck, Carol Kerper, Chris Jockheck, Ed Wagner, John Garbisch, Larry Gilbertson, Marilyn Heiman, Rob Posteluk and Tim Heeg

***Absent:*** Dennis Stroetz, Jeff Hartman, Jeff Viergutz and Keith Kay

***Non Board Members Present:*** Adam Fischer, Executive Director

**Meeting called to order** by Larry Gilbertson at 7:35 PM

**Minutes from the November 17, 2014 Meeting:** A motion was made to accept the minutes by John Garbisch and Bob Ashbeck seconded the motion. The motion carried as presented.

**Nominating Committee Report:** John Garbisch presented the Nominating Committee Report and introduced each member being nominated by the Nominating Committee.

Rob Posteluk and Carol Kerper each were given an opportunity to share a little about themselves, what they feel they can offer to the Central Wisconsin State Fair and why they were excited to join the Board.

Larry Gilbertson gave a brief description of Jeff Hartman who was also a nominee, but absent due to a family emergency.

Adam Fischer also gave a brief description of the other candidates that the nominating committee considered, but decided against.

**Election of New Board Members:** Larry Gilbertson asked the nominees to leave the room as the current Board participated in the election process.

Adam Fischer shared a little bit more in detail about the nominating committee's process of proposing new candidates for the Board of Directors.

A motion was made by Andy Keogh and seconded by Chris Jockheck to accept the nominees as they stand. The Board voted unanimously to accept all the candidates presented by the Nominating Committee.

**Appreciation of Outgoing Members:** Adam Fischer gave a speech thanking the outgoing members from the Board of Directors. He thanks both Tim Heeg and Denny Stroetz for their passionate commitment to the Fair.

**Election of Officers:** *President* - A motion was made by Andy Keogh and seconded by Marilyn Heiman to nominate Larry Gilbertson as President of the Central Wisconsin State Fair Board of Directors. A motion was made by Andy Keogh and seconded by Ed

Wagner for a unanimous ballot. The motion carried.

*Vice President* - A motion was made by Marilyn Heiman and seconded by Chris Jockheck to nominate John Garbisch as Vice President of the Central Wisconsin State Fair Board of Directors. Ed Wagner makes a motion for a unanimous ballot and it was seconded by Andy Keogh. The motion carried.

*Treasurer* - A motion was made by John Garbisch and seconded by Andy Keogh to nominate Marilyn Heiman as the Treasurer of the Central Wisconsin State Fair. Ed Wagner moves for a unanimous ballot and Andy Keogh seconds the motion. The motion carried.

*Secretary* - A motion was made by John Garbisch and seconded by Marilyn Heiman to nominate Andy Keogh as the Secretary of the Central Wisconsin State Fair Board of Directors. Rob Posteluk moves for a unanimous ballot and John Garbisch seconds. The motion carried.

**Financial Report** The financial report was given by Larry Gilbertson. He spoke to the fact that \$5,100.00 was transferred out of a secure capital improvement fund with the approval of the Board and the Executor of the Estate to do electrical upgrades needing to be done on the campground. Larry Gilbertson went through each account giving a detailed summary.

Ed Wagner talked about his desire to see a master plan be created for the Marshfield Fairgrounds Park by the Central Wisconsin State Fair staff that would bring clarity and vision to the capital improvement needs that would enhance the Fair.

**Executive Directors Report:** Adam Fischer passed out the Annual Report of the Central Wisconsin State Fair along with the Executive Directors Report. Fischer highlighted a few items from the report. He talked about the need for the Board to monthly review a section of the bylaws to educate the Board on the bylaws as a whole and to clean up the various sections and make changes if necessary. Fischer also gave an update on the Junior Fair and Market Animal Sale Committees. He spoke about the Round Barn project that the Fairgrounds Commission was heading up. Fischer is working on securing sponsorships for the Central Wisconsin State Fair. Adam talked about his desire to try and find a corporate sponsor who would sponsor 10% of the annual budget of the Central Wisconsin State Fair's Budget.

**Committee Reports:** No committee reports were presented as no committees met.

**Fair Commission Update:** Bob Ashbeck gave a brief update on the Fair Commission and the project they started on the roof of the Round Barn and the upcoming project of the cement work that will be done in the Round Barn. Larry Gilbertson gave some further comments to clarify questions that various board members were asking.

John Garbisch asked if the windows in the office were completed and Adam Fischer

answered that question by stating that Pat Fellenz had finished that project on behalf of the Fairgrounds Commission.

### **Old Business**

*Junior Fair Board Update* – Tim Heeg gave an update on the Junior Fair Board’s decision to become a program of the Central Wisconsin State Fair. He stated that the Junior Fair Board met on Wednesday, December 10, 2014 to discuss their reorganization and whether or not they would come under the new Fair Association or decide to go independent from the Fair Association. Tim also shared the Junior Fair Board’s strong recommendation to the Fair Association Board to add representation from the Junior Fair Board back on the Fair Association Board.

Heeg also discussed the desire of the Junior Fair Board to see additional representation added to the Fair Association Board from the Market Animal Sale Committee regardless of the decision on if they go under the Junior Fair Board as a committee or to become a program of the Fair Association.

Adam Fischer shared some background for the Board concerning conversations he had with the Junior Fair Board Executive Committee to help clarify some of the items that Heeg was sharing. It was Fischer’s recommendation to add the Junior Fair Board representation back on the Fair Association Board. He thought that the adding of the Market Animal Sale representation should be tabled until the Market Animal Sale Committee makes a decision regarding their future.

Fischer fielded questions concerning the size of the Board with adding additional representation. John Garbisch then added that he shared Fischer’s opinion concerning tabling the decision of adding representation from the Market Animal Sale until they made a decision.

Heeg added remarks concerning the reasoning behind the Junior Fair Board wanting to see the additional representation of the Market Animal Sale regardless of what they decide concerning the reorganization.

A motion was made by Andy Keogh and seconded by Ed Wagner to add a representative of the Junior Fair Board by one member. The motion carried. The motion will need to be ratified at the next Board meeting to officially make the change in the bylaws.

A motion was made by John Garbisch and seconded by Carol Kerper to table the decision on the additional representation of the Market Animal Sale until they have made a decision about whether or not they will go under the Junior Fair or Fair Association. Discussion followed. The motion carried.

*Board Member Terms* – Adam Fischer talked about the need reform Board member terms that cycle on a three year basis. He handed out a term sheet that lays out how the terms are being proposed. Discussion followed. A motion was made by John Garbisch and it was seconded by Marilyn Heiman to accept the proposed model by Fischer. The motion

carried. The proposed model is attached to these minutes.

*Review Proposed Bylaws and Amendments* – Adam Fischer passed out proposed changes to the bylaws. Discussion followed. A motion was made by Andy Keogh and seconded by Ed Wagner to table the proposed changes to the bylaws.

*Assets and Liabilities* – Larry Gilbertson handed out a list of liabilities and assets that the Board needed to make decisions on whether or not the new organization wanted to take them on as continued assets and liabilities.

The list was looked over and it was divided into two sections. The first section was the assets and liabilities that the new organization was going to honor. The second section was the list they were not going to honor from the previous entity. This list is attached to the minutes. Discussion was lengthy. A motion was made by Andy Keogh and seconded by Ed Wagner to accept the two lists.

### **New Business**

*2014-2015 Budget* – Adam Fischer and Larry Gilbertson shared the proposed budget for the 2015 fiscal year. Ed Wagner made a motion due to the lateness of the hour to table the budget so that members could look over it before the next Board meeting. It was seconded by John Garbisch. The motion carried.

John Garbisch made a motion to adjourn and Bob Ashbeck seconded. The motion carried. Meeting Adjourned at 10:25 PM.

Submitted by Andy Keogh