

Bylaws of the Mississippi River Headwaters One Watershed One Plan Policy Committee

Beltrami County, Beltrami Soil and Water Conservation District, Cass County, Cass Soil and Water
Conservation District, Clearwater County, Clearwater Soil and Water Conservation District, Hubbard
County, Hubbard Soil and Water Conservation District, Itasca County, Itasca Soil and Water Conservation
District

ADOPTED _____

(date adopted)

These bylaws establish rules governing the conduct of business by the Mississippi River Headwaters One Watershed One Plan Policy Committee. Adopted on_____.

ARTICLE I: PURPOSE

1. The purpose of the Mississippi River Headwaters One Watershed One Plan Policy Committee is to recognize the importance of partnerships to plan and implement protection and restoration efforts pertaining to that area within the Mississippi River Headwaters Watershed.
2. The Mississippi River Headwaters One Watershed One Plan Policy Committee is a memorandum of agreement, pursuant to Minnesota Statutes 471.59. Member local units of government are Beltrami County, Beltrami Soil and Water Conservation District, Cass County, Cass Soil and Water Conservation District, Clearwater County, Clearwater Soil and Water Conservation District, Hubbard County, Hubbard Soil and Water Conservation District, Itasca County, Itasca Soil and Water Conservation District. Others? LLBO, GBAJPB?
3. *(Consider additional purpose statements as applicable)*

ARTICLE II: MEMBERSHIP PROVISIONS

1. The membership of the Policy Committee shall be comprised of one (1) member, designated by the board of each member local unit of government. Each local unit of government may designate one alternate member to serve on the Policy Committee.
2. Members of the Policy Committee shall serve for until the expiration of the Memorandum of Agreement to run concurrently with each Policy Committee member's term on his/her respective board.
3. In the event that a member of the Policy Committee resigns or is otherwise unable to complete his or her term, the member shall notify his or her appointing authority of the vacancy as soon as practicable. The local unit of government shall appoint a replacement member as soon as possible.
4. A Policy Committee member shall not take any action that may materially benefit the financial interest of that member, a member's family member, or a member's close associate, unless and until that member first discloses that interest for the record. The member who so discloses an interest may be present to answer questions related to that interest, but shall not advocate for nor vote on the action. If a Policy Committee member concludes that his or her interest does not create a conflict, but that there may be an appearance of a conflict, he or she shall disclose the interest for the record before participating in discussion or voting on an action.

ARTICLE III: OFFICERS

1. The Officers of the Policy Committee shall consist of a Chairperson, Vice Chairperson, and a Secretary elected by members of the Policy Committee at their first meeting.
 - a. The Chairperson shall:
 - i. Serve as Chairperson for all meetings; and
 - ii. Sign and deliver in the name of the Partnership any correspondence pertaining to the business of the Partnership.
 - b. The Vice Chairperson shall:
 - i. Discharge the Chairperson's duties in the event of the absence or disability of the Chairperson.
 - c. The Secretary shall:
 - i. Maintain records of the Partnership.
 - ii. Certify records and proceedings of the Partnership.
 - iii. Ensure that minutes of all Policy Committee meetings are recorded and made available in a timely manner to the Policy Committee, and maintain a file of all approved minutes including corrections and changes.
 - iv. Provide for proper public notice of all meetings.
 - v. The Secretary may delegate a representative to record the minutes and perform other duties of the Secretary. The elected Secretary will sign the official minutes of all meetings following approval by the Policy Committee.
2. An Officer will serve until replaced by the election of a successor. No Policy Committee member may hold more than one office at a time.
3. In the event that an Officer cannot complete his or her term of office, the Policy Committee shall immediately elect from among its members an individual to fill the vacant position. The individual to be elected may not already be serving as an officer of the Policy Committee.
4. The Policy Committee will request the respective local unit of government participant to replace their representative member if that representative member misses two (2) consecutive meetings without notice to the Chairperson.

ARTICLE IV: MEETINGS

1. All meetings of the Policy Committee will comply with statutes and rules requiring open and public meetings.
2. The conduct of all meetings of the Policy Committee shall be generally governed by the most recent edition of Robert's Rules of Parliamentary Law.

3. A quorum of the Policy Committee shall consist of a simple majority of the members.
4. All votes by Policy Committee members shall be made in person, and no member may appoint a proxy for any question coming before any meeting for a vote.
5. Notice of Policy Committee meetings and a proposed agenda shall be mailed to all Policy Committee members not less than seven days prior to the scheduled meeting date of the Policy Committee.
6. The minutes of any meeting shall be made available to all Policy Committee members prior to the next meeting.

ARTICLE V – VOTING

1. A motion or resolution shall be approved by a favorable vote of a simple majority of the members present, provided enough members are present to make a quorum.
2. A supermajority vote of 75 percent of those members present shall be required for final plan approval for submittal to review.

ARTICLE VI – COMPENSATION

1. Policy Committee members may be compensated by the member local unit of government they represent for meetings and expenses incurred, according to the policies of the local unit of government.
2. Policy Committee members may not be compensated for meeting time and expenses using funds granted by the state for the purpose of developing the *One Watershed, One Plan*.

ARTICLE VII – SUBCOMMITTEES OF THE POLICY COMMITTEE AND OTHER COMMITTEES

1. The Policy Committee may appoint subcommittees for the purpose of assisting the Policy Committee in the performance of its duties. Except for a Policy Committee member appointed to a subcommittee, no other member of a subcommittee shall be able to make motions for consideration to the Policy Committee, or vote on matters put before the Policy Committee.
2. The Policy Committee shall appoint an Advisory Committee and act to approve all Advisory Committee members. The Advisory Committee will routinely advise the Policy Committee on the content and development of the *One Watershed, One Plan*, on plan implementation, and on issues of policy and administration related to the plan.
 - a. A member of the Policy Committee or an alternate will be assigned by the Chairperson to meet with the Advisory Committee as an ex-officio member.
 - b. Each Partnership member local government unit shall designate a representative to the Advisory Committee.

- c. The Advisory Committee shall also include representatives from Minnesota's principal water management or plan review state agencies (Board of Water and Soil Resources, Department of Agriculture, Department of Health, Department of Natural Resources, and Pollution Control Agency). Each agency will designate a lead contact person from its agency to participate on the Advisory Committee. Additional agency or other persons may participate as Advisory Committee members depending on the desire of the Policy Committee or the needs of the Advisory Committee.
- f. The Advisory Committee may form subcommittees to increase Advisory Committee effectiveness or to address specific topics or project areas. Each subcommittee shall report to the Advisory Committee.

ARTICLE VIII: MEETING LOCATION

1. All regular meetings of the Mississippi River Headwaters One Watershed One Plan Policy Committee will be held at Beltrami County Administration Building (701 Minnesota Avenue, Bemidji MN 56601). The Policy Committee may, at its own discretion, change the location.

ARTICLE IX: MISCELLANEOUS

1. Portions of these bylaws may be suspended temporarily by a two-thirds vote of the Policy Committee.
2. Addition to, alteration, or repeal of any part of these bylaws by the Policy Committee may be made at any meeting by a majority of the full membership, provided that thirty (30) days advance written notice of the proposed change has been given to each member of the Policy Committee.
3. Beltrami Soil and Water Conservation District shall maintain the Mississippi River Headwaters One Watershed One Plan Policy Committee official records and requirements of the BWSR grant agreement. The maintenance and disposition of these records shall be in accordance with applicable laws.
4. All expenses incurred by the Policy Committee or the Advisory Committee must have prior approval of the Policy Committee, and include a signed claim form itemizing expenses that is submitted to the Policy Committee for approval at their next meeting. All claims must be submitted no more than thirty (30) days after the month in which they were incurred.
5. These bylaws are intended to be consistent with applicable provisions of Minnesota Statutes Chapters 103B, 103C, and 103D. In all cases of omission or error, Minnesota Statutes Chapters 103B, 103C, and 103D will govern.

ARTICLE X – CERTIFICATION

1. These By-laws were adopted by a vote of _____ ayes and _____ nays by the members of the Policy Committee on _____, 20__.

(Beltrami County)

(Beltrami Soil and Water Conservation District)

(Cass County)

(Cass Soil and Water Conservation District)

(Clearwater County)

(Clearwater Soil and Water Conservation District)

(Hubbard County)

(Hubbard Soil and Water Conservation District)

(Itasca County)

(Itasca Soil and Water Conservation District)