



One Watershed One Plan

Policy Committee Bylaws of the
Mississippi River St. Cloud Watershed Collaborative

Benton County, Benton SWCD, Meeker County, Meeker SWCD, Mille Lacs SWCD,
Sherburne County, Sherburne SWCD, Stearns County, Stearns SWCD, Wright
County, Wright SWCD

Adopted December 19, 2022

These bylaws establish rules governing the conduct of business by the Policy Committee of the Mississippi River St. Cloud Watershed Collaborative.

ARTICLE I: PURPOSE

1. The purpose of the Policy Committee is to decide on the content of the comprehensive watershed management plan (hereafter referred to as the "Plan"), serve as a liaison to their respective boards, and represent their respective boards within the Mississippi River St. Cloud Watershed Collaborative.
2. The Policy Committee operates under a Memorandum of Agreement. The Member local units of government are Benton County, Benton SWCD, Mille Lacs SWCD, Sherburne County, Sherburne SWCD, Meeker County, Meeker SWCD, Stearns County, Stearns SWCD, Wright County, Wright SWCD.

ARTICLE II: MEMBERSHIP PROVISIONS

1. The membership of the Policy Committee shall be comprised of board members who shall represent the governing board of each local unit of government Collaborative member in accordance with the Memorandum of Agreement. Members must be appointed or elected officials. Each local unit of government has one vote in decision making.
2. Members of the Policy Committee shall serve until the expiration of the Memorandum of Agreement to run concurrently with each Policy Committee member's appointment by 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. Policy Committee alternates shall be designated by each local unit of government Collaborative member in accordance with the Memorandum of Agreement. Alternates must be appointed or elected officials. Alternates shall participate in decision making when the regular Policy Committee member is absent.
5. The Chair of the Policy Committee will notify the respective local unit of government that their organization has not been represented at two consecutive meetings. As part of this notification, the Policy Committee may request the respective LGU to consider replacing their representative(s).
6. 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 annually at a meeting of the Policy Committee.
 - A) The Chairperson shall:
 - i. Serve as Chairperson for all meetings; and
 - ii. Sign and deliver in the name of the Collaborative any correspondence pertaining to the business of the Collaborative.
 - 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 Collaborative.
 - ii. Certify records and proceedings of the Collaborative.
 - 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 the project fiscal agent and/or project coordinator to complete the duties of the Secretary, except that the Secretary will sign the official minutes of all Policy Committee meetings following approval by the Policy Committee.
2. An Officer will serve until replaced by the election of a successor.
3. No Policy Committee member may hold more than one office at a time.
4. 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.

ARTICLE IV: MEETINGS

1. All regular meetings of the Policy Committee will be held at a location within the Mississippi River St. Cloud Watershed, or digitally via telephone/video conference.

2. The conduct of all meetings of the Policy Committee may 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. Notice of Policy Committee meetings and a proposed agenda shall be emailed, or mailed upon request, to all Policy Committee members and alternates. A good faith effort will be made to distribute these documents not less than 7 days prior to the scheduled meeting date of the Policy Committee.
5. The minutes of any meeting shall be made available to all Policy Committee members prior to the next meeting as part of the distributed meeting packet.

ARTICLE V - VOTING

1. Each Collaborative member to the Memorandum of Agreement has one vote.
2. 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.
3. A supermajority vote of 75 percent of those members present shall be required to recommend the Plan to the Parties of the Memorandum of Agreement.
4. All votes by Policy Committee members or their respective alternates shall be made either in person or digitally via telephone/video conference. No member or their alternate may appoint a proxy for any question coming before any meeting for a vote.

ARTICLE VI - COMPENSATION

1. Policy Committee members may not be compensated for meeting time and expenses using funds granted by the state for the purpose of developing the Plan.

ARTICLE VII - SUBCOMMITTEES OF THE POLICY COMMITTEE AND OTHER COMMITTEES

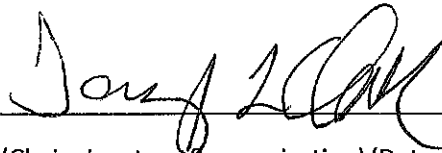
1. The Policy Committee may appoint subcommittees for the purpose of assisting the Policy Committee in the performance of its duties. Except for a Policy Committee member appointed to a subcommittee, no other member of a subcommittee shall be able to make motions for consideration to the Policy Committee, or vote on matters put before the Policy Committee.
2. A member of the Policy Committee and/or an alternate will be assigned by the Chairperson to meet with the Advisory Committee(s) as an ex-officio member.
3. The Advisory Committee(s) may form subcommittees to increase Advisory Committee effectiveness or to address specific topics or project areas. Each subcommittee shall report to the Advisory Committee(s).

ARTICLE IX: MISCELLANEOUS

1. Portions of these bylaws may be suspended temporarily by a favorable vote of two-thirds of the members present, provided enough members are present to make a quorum.
2. Addition to, alteration, or repeal of any part of these bylaws by the Policy Committee may be made at any meeting by a favorable vote of two-thirds of the members present, provided enough members are present to make a quorum, and that a thirty (30) days advance written notice of the proposed change has been given to each member of the Policy Committee.
3. All expenses incurred by the Policy Committee or the Advisory Committee must be authorized by the fiscal agent's board. Fiscal agent will provide a grant fiscal report at each Policy Committee meeting when requested, which itemizes approved grant expenditures and remaining funds. Expenses to be reimbursed through the BWSR grant agreement funding must occur within the period of the grant agreement and be submitted within 30 days of the expiration of the grant agreement.
4. These bylaws are intended to be consistent with applicable provisions of Minnesota Statutes Chapters 13D, 103B, 103C, and 103D. In all cases of omission or error, Minnesota Statutes Chapters 13D, 103B, 103C, and 103D will govern.

ARTICLE X - CERTIFICATION

These By-laws were adopted by a vote of 9 ayes in favor and 0 nays by the members of the Policy Committee on December 19th, 2022.



(Chair signature & organization) (Date of Signature)