

Bylaws of the Snake River Watershed Plan Partnership (SRWPP)

Approved ___10/23/23___

Modified ___(date)___

Version: 10.23.23

These bylaws establish rules governing the conduct of business by the Snake River Watershed Plan Partnership for implementation of the Snake River Comprehensive Watershed Management Plan (the Plan).

ARTICLE I. AUTHORITY AND NAME OF ORGANIZATION

1. The name of this joint power's entity, developed through a Joint Powers Agreement for managing the Plan, shall be the Snake River Watershed Plan Partnership (the Partnership).
2. These Bylaws are adopted pursuant to Section 3e and 3j, vi of the Joint Powers Agreement (JPA) establishing the Partnership Governing Board (the Board).
3. The Board shall operate until termination of the JPA as described in Section 4b of the JPA.

ARTICLE II: PURPOSE

1. The purpose of the Board is to oversee implementation of the Plan within the governance structure as outlined in the JPA.

Article III. MEMBERSHIP PROVISIONS

1. The Board Members (Members) shall be composed of one appointed representative from each Party to the Joint Powers Agreement. (A qualifying Party is defined in section 2 of the JPA.) A Each Party shall also appoint an alternate representative. All representatives, whether primary or alternate, must be current members of the Party's governing body and must be appointed by the respective body appointed pursuant to the terms in Section 3 of the Joint Powers Agreement.
2. The Board operates under a JPA. Eligible Parties are identified pursuant to section 2a, 2b and 2c of the JPA.
3. The term of a Board representative shall be for a period of two years with the ability of the Party to appoint a representative to successive terms as set forth in the Joint Powers Agreement.
4. In the event that a Member of the Board resigns or is otherwise unable to complete their term, the Member shall notify their appointing authority of the vacancy as soon as practicable. The Party shall then appoint a replacement Member as soon as possible.
5. The Board may request a participant Party to consider replacing their representative if that Party's representative misses two (2) consecutive meetings.

6. Conflict of Interest: A Member shall not take any action that may materially benefit the financial or pecuniary interest of that Member, a Member's family member, or a Member's close associate. A Member must disclose that interest for the record and shall be present to answer questions related to that interest but shall not advocate for, nor vote on the action. If the apparent conflict is not financial, the Member shall disclose the interest for the record and the board shall vote on the conflict before the Member participates in board discussion or voting on an action. The Member with the conflict may participate as a member of the public.

ARTICLE IV: OFFICERS

1. The Officers of the Board shall consist of a Chairperson and Vice Chairperson elected by Members of the Board.
 - a. The Chairperson and Vice Chairperson shall be selected for one-year terms and may serve unlimited consecutive one-year terms.
 - b. 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.
 - c. The Vice Chairperson shall:
 - i. Discharge the Chairperson's duties in the event of the absence or disability of the Chairperson.
 - ii. Perform any other duties as may be assigned by the Board.
 - d. An Officer shall serve until replaced by the election of a successor. No Member shall hold more than one office at a time.
 - e. In the event that an Officer cannot complete his or her term of office, the Board shall immediately elect from among its Members an individual to fill the vacant position.
2. Coordinator: The Board shall enter into a service contract with a Coordinator to perform the duties of the Board Secretary. The additional duties of the Coordinator shall be set out in the contract for services. These duties shall include, but are not limited to, the following:
 - a. Maintain records of the Partnership.
 - b. Ensure public notice of all records and meetings.
 - c. Ensure minutes are recorded and made publicly available in a timely fashion.
 - d. Prepare the Partnership's biennial work plan in coordination with the Fiscal Agent and Program Coordinator.
 - e. Prepare meeting agendas and packets.

- f. Track progress toward Plan and annual work plan goals. Provide the Board with project updates on work being completed under the Plan, with assistance from the Steering Committee.
 - g. The Coordinator may approve grant modifications within the 10% as allowed by the grantee as per the Board of Water and Soil Resources (BWSR). The Watershed Coordinator or Program Coordinator may also approve project change orders over the approved amount by no more than \$5,000. No one project may have more than \$7,500 in total change orders without Board approval.
 - h. Others as specified in a contract for services.
3. The Board shall enter into a service contract with a Fiscal Agent to perform the duties of the Board Treasurer. The additional duties of the Fiscal Agent shall be set out in the contract for services. These duties shall include, but are not limited to, the following:
- a. Track Partnership financial records in accordance with applicable law and grant policies, and retain them in accordance with applicable laws and policies. The Partnership's finances must be held in a designated account and separately tracked from other funds the Fiscal Agent may handle.
 - b. Receive and issue payments. The Fiscal Agent is authorized to remit project specific payments pursuant to a Board approved contract for programs or projects identified in a biennial work plan approved by the Board. The Fiscal Agent shall provide to the Board, reports on the fiscal transactions that have occurred for their approval. The issuance of checks shall require two signers within the Fiscal Agent's organization as authorized by the Board.
 - c. Compile records for required audits.
 - d. Provide, at a minimum, quarterly accounting of the funds, receipts and disbursements, to be presented to the Board for its approval at its meetings.
 - e. Develop, in collaboration with Coordinator, consistent forms to report project finances.
 - f. Others as specified in a contract for services, or other Board approved policies.

ARTICLE V: MEETINGS

- 1. All meetings of the Board shall comply with the Minnesota Open Meeting Law. The Board's official public notice posting locations shall be at the location designated for its regular meetings. Notice of meetings shall also be posted on the Board's website.
- 2. Special meetings, as necessary shall be called by any of the following: the Chair, the Coordinator or two board Members.
- 3. The Board shall meet a minimum of two times a year, at least every six months, or more often as deemed necessary by the Board.
- 4. The conduct of all meetings of the Board shall generally be governed by the most recent edition of Robert's Rules of Parliamentary Law.

5. All meetings of the Policy Committee shall be held at a location within the Snake River Watershed selected by the Board. Meetings may be held electronically only to the extent allowed by the Minnesota Statute § 13D.02.
6. A quorum of the Board shall consist of a simple majority of the Members.
7. Notice of Board meetings and a proposed agenda shall be emailed, or mailed upon request, to all Members and alternates. A good faith effort shall be made to distribute these documents not less than seven days prior to the scheduled meeting date of the Board.
8. The minutes of any meeting shall be made available to all Members prior to the next meeting as part of the distributed meeting packet.

ARTICLE VI - VOTING

1. Each Party shall have one vote. A majority vote of the quorum is required to approve the biennial budget for the Partnership and the biennial work plan. Other actions shall be approved by a simple majority of a quorum. All votes shall be made in person or virtually to the extent allowed by Minnesota Statute § 13D.02. No representative may appoint a proxy for any question coming before any meeting for a vote.

ARTICLE VII – COMPENSATION

1. Members may be compensated by the Member’s local unit of government they represent for meetings and expenses incurred, according to the policies of the local unit of government.
2. Members shall not be compensated for meeting time and expenses using funds granted by the State for the purpose of implementing the Plan.

ARTICLE VIII - SUBCOMMITTEES OF THE BOARD

1. The Board shall establish committees for the purposes of implementation of the Plan as needed.
2. At minimum, the Board shall appoint a Steering Committee. The Steering Committee shall be composed of one agency staff from each of the Parties. This committee may include other technical stakeholders and partner members as needed for consultation and as approved by the Board. The Steering Committee shall meet monthly to quarterly as needed. It is the duty of the Steering Committee to draft a biennial implementation plan consistent with the Plan and a biennial budget for consideration by the Board. The Steering Committee shall solicit from each Party projects that are consistent with the Plan and further the goals of the Plan for consideration of the Steering Committee as a whole. Each person appointed shall have one vote. The Steering Committee members may invite in advisory members (i.e.: state agency staff or Board members) to assist the Committee in its efforts.

The biennial implementation plan shall identify the projects/ and or programs for funding, the timeline for the completion of the project/programs and who is proposed to oversee the project/programs. The biennial plan shall be evaluated in accord with the goals of Plan, the guidelines set forth in statute and by BWSR.

3. The Board shall establish a Technical Advisory Committee (TAC) to assist the Steering Committee in its efforts. It shall be composed of one representative from each of the five state agencies: the DNR, BWSR, MDA, MDH, and the MPCA. It shall also include one staff representative from each of the Parties. This committee may include other technical stakeholders and partner members (e.g., representatives from drainage authorities, municipalities, townships, or others) as needed for consultation and as approved by the Board. The TAC shall meet as needed or about 1-2 times per year.
4. Public Input shall be sought out at a minimum of 1-2 times each year. Public input shall be sought for the annual update on our plan progress and/or during our draft work plan review. Partners, individuals and groups shall be sought out to invite to update meetings. Or watershed staff shall reach out to individuals / groups in their location and provide updates. Efforts will be made to encourage input from a variety of individuals / groups. Meeting updates are to include sharing from the public, in an effort to engage the various diverse groups together. (The Plan references our public participation and engagement strategies in section 5.2, starting on page 5-7. Our partnership webpage shall have the latest updates, meeting outcomes and staff contacts for additional details.

ARTICLE IX: ANNUAL UPDATES - PLAN PROGRESS

1. Annually, plan progress updates on the biennial plan shall be provided to and directed by the Board. The progress updates shall include details on completed activities, the lead Party (ies) for each, and measurable outputs for any activities funded with the Partnership's Watershed Based Implementation Funds (WBIF). Progress updates may include both partnership funded programs and party funded programs, which both may lead to progress on the Plan. Progress updates shall include analysis and recommendations for adaptation to further advance the progress on the Plan's implementation.
2. The Steering Committee shall solicit from each Party their completed projects and/or programs that are consistent with the Plan and further the goals of the Plan for progress updates on the Plan's implementation.
3. Biennial work plan implementation shall follow the processes and roles as defined by the Board.

ARTICLE X: MISCELLANEOUS

1. The Bylaws shall be amended by a simple majority vote of a quorum of the Board made at any regularly scheduled meeting. For any proposed amendment written notice shall be provided to each Member of the Board thirty (30) days in advance.

2. Bylaws and rules of procedure shall comply with relevant statutory provisions and be consistent, with the terms of the Joint Powers Agreement. In the event of conflict or ambiguity, the terms of the Joint Powers Agreement shall be controlling.
3. These Bylaws are intended to be consistent with applicable provisions of Minnesota Statutes, Chapters 103B, 103C, and 103D. To the extent any provision in these Bylaws conflicts with these chapters, the statutory provisions shall be controlling.

ARTICLE XI– CERTIFICATION

1. These By-laws were adopted by a vote of ___7___ ayes and ___0___ nays by the members of the Board on _October, 23_, 2023.

(Chair signature & organization)

(Date of Signature)