



MISSISSIPPI RIVER ST. CLOUD WATERSHED ENTITY

Joint Powers Board Bylaws

Vision Statement: Collaborating to conserve, improve, and achieve measurable progress toward natural resource goals in our shared watershed.

These bylaws establish rules governing the conduct of business by the Mississippi River St. Cloud Watershed Entity for implementation of the Mississippi River St. Cloud 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 Mississippi River St. Cloud Comprehensive Watershed Management Plan shall be the Mississippi River St. Cloud Watershed Entity.
2. These Bylaws are adopted pursuant to Sections 3 (e) and 3(i)(vi) of the Joint Powers Agreement establishing the Mississippi River St. Cloud Watershed Entity Board.

ARTICLE II: PURPOSE

1. The purpose of the Mississippi River St. Cloud Watershed Entity Board (the Board) is to implement the Mississippi River St. Cloud Comprehensive Watershed Management Plan within the governance structure outlined in the Joint Powers Agreement.
2. The Mississippi River St. Cloud Watershed Entity operates under a Joint Powers Agreement. Eligible member parties are pursuant to section 2(b) and 2(c) of the Joint Powers Agreement.
3. The Board will operate until termination of the Joint Powers Agreement as described in Section 4(b) of the Joint Powers Agreement.

Article III. MEMBERSHIP PROVISIONS

1. The Board shall be composed of one appointed representative from each Party to the Joint Powers Agreement. Each Party will also appoint an alternate representative. All representatives, whether primary or alternate, must be current members of the Party's Board and must be appointed by the respective Boards.
2. 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.
3. Each Board member shall have one vote. If both the representative and alternate are present at the meeting, only the representative will be able to participate on the Board and cast a vote.
4. In the event that a member of Board 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.

5. The Board will request participant Party to consider replacing their primary and alternate representatives if that Party's representatives miss two (2) consecutive meetings. The Party's governing board can consider reasons for absences and the likelihood of future attendance in deciding whether replacement is necessary, however replacement is required after four or more consecutive absences.
6. A Board 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 Board member concludes that his or her interest does not create a conflict, but that there not 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 IV: OFFICERS

1. The Officers of the Board shall consist of a Chairperson and Vice Chairperson elected by the Board.
 - a. The Chairperson shall:
 - i. Serve as Chairperson for all meetings; and
 - ii. Sign and deliver in the name of the Entity any correspondence pertaining to the business of the Entity.
 - b. The Vice Chairperson shall:
 - i. Discharge the Chairperson's duties in the event of the absence or disability of the Chairperson.
2. The traditional duties of a Board Secretary shall be filled by a Entity Coordinator identified in the Entity's annual work plan and formalized through a contract for services between the Board and Coordinator. These duties shall include:
 - a. Assist the Fiscal Agent in maintaining non-financial records of the Entity.
 - 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 Entity's annual work plan in coordination with the Fiscal Agent.
 - e. Prepare meeting agendas and packets.
 - f. Track progress toward Plan and work plan goals. Provide the Board with project updates on work being completed under the Plan, with assistance from the Implementation Planning Committee.

- g. Others as specified in a contract for services.
- 3. The traditional duties of a Board Treasurer shall be filled by the Party acting as Fiscal Agent for the Entity identified in the Entity's annual work plan and formalized through a contract for services between the Board and the Party acting as Fiscal Agent for the Entity. These duties shall include:
 - a. Track Entity records in accordance with applicable law and grant requirements. Retain them in accordance with the record retention policy requirements of the Minnesota State Auditor. The Entity's finances must be separately tracked from other funds the Fiscal Agent may handle.
 - b. Receive and issue payments. The Fiscal Agent's board is authorized to approve payments pursuant to the Board's executed agreements and contracts for programs or projects identified in an annual work plan. Checks shall require two signers authorized by the Entity Board. All payments shall be ratified by the Board at the next meeting.
 - 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 meetings.
 - e. Develop, in collaboration with Coordinator, consistent forms for partners to report project finances.
 - f. Others as specified in a contract for services.
- 4. An Officer will serve until replaced by the election of a successor. No Board member may hold more than one office at a time.
- 5. The Board may select the same officers to no more than four consecutive one-year terms. 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.

ARTICLE V: MEETINGS

- 1. All meetings of the Board will comply with statutes and rules requiring open and public meetings. The Entity's official public notice posting locations shall be the Mississippi River St. Cloud Watershed Entity website and the public notice bulletin board of the Coordinator.

2. The Board shall meet twice a year or more often as deemed necessary by the Board.
3. The conduct of all meetings of the Board shall be generally governed by the most recent edition of Robert's Rules of Parliamentary Law.
4. A quorum of the Board shall consist of a simple majority of the members.
5. Notice of Board meetings and a proposed agenda shall be emailed, or mailed upon request, to all Board members and alternates. A good faith effort will be made to distribute these documents not less than seven days prior to the scheduled meeting date of the Board.
6. The minutes of any meeting shall be made available to all Board members prior to the next meeting as part of the distributed meeting packet.

ARTICLE VI - VOTING

1. Each representative present shall have one vote. A super majority of 75% of the Board is required to approve the budget for the organization and the work plan. Other actions may be approved by a simple majority. All votes shall be made in person or virtually as allowed by MN Open Meeting Law. No representative may appoint a proxy for any question coming before any meeting for a vote.

ARTICLE VII – COMPENSATION

1. Board members may be compensated by the political subdivision or local unit of government they represent for meetings and expenses incurred, according to the policies of the local unit of government.
2. Board members may not be compensated for meeting time and expenses using funds granted by the State for the purpose of implementing the Mississippi River St. Cloud Comprehensive Watershed Management Plan.

ARTICLE VII-F SUBCOMMITTEES OF THE JOINT POWERS BOARD AND OTHER COMMITTEES

1. The Board may establish committees for the purpose of implementation of the Plan.
2. An Implementation Planning Committee is charged with drafting a workplan following direction from the Board.

- a. Membership: The Implementation Planning Committee will be comprised of one representative from each party who is appointed by the party's governing board and is a staff member from the party. Each party's governing board shall also select an alternate consistent with the criteria outlined for a representative. Each person appointed shall have one vote. If both the committee member representative and the alternate are at a meeting, only the representative will be allowed to vote. The Implementation Planning Committee may have ex officio members to assist the Committee in its efforts. The ex officio members shall not have a vote on the Committee.

ARTICLE IX: WORK PLANS

1. Work plan development process shall follow direction provided by the board. The annual work plan shall include activities, lead(s) party for each, and measurable outputs for any activities to be funded with the Entity's Watershed Based Implementation Funds. The work plan shall have two parts which may be completed separately:
 - a. Entity-funded programs - Projects or programs to be funded with State grants or other funds to the Entity.
 - b. Party-funded programs - Projects or programs that accomplish Plan goals but are funded and led by Parties to this agreement.
2. The Implementation Planning Committee will solicit from each Party projects and/or programs that are consistent with the Plan and further the goals of the Plan for consideration of the Implementation Planning Committee as a whole.
3. A project or program cannot proceed without the execution of an agreement or contract by an eligible local party to this agreement whose jurisdictional area covers the project location.
4. Work plan implementation shall follow the process and roles provided through direction of the Board

ARTICLE IX: MEETING LOCATION

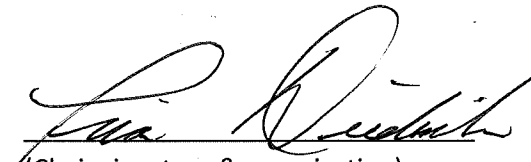
1. All regular meetings of the Board will be held at a location within the Mississippi River St. Cloud watershed. Meetings may be held online if in accordance with Minnesota Public Meeting Laws.

ARTICLE X: MISCELLANEOUS

1. Portions of these bylaws may be suspended temporarily by a quorum of the Board.
2. Addition to, alteration, or repeal of any part of these bylaws by the Board may be made at any meeting by a quorum of the Board, provided that thirty (30) days advance written notice of the proposed change has been given to each member of the Board.
3. 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 prevail.
4. 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 XI- CERTIFICATION

1. These By-laws were adopted by a vote of 11 ayes and 0 nays by the members of the Joint Powers Board on April 3rd, 2025.
2. These By-laws were last revised by a vote of 11 ayes and 0 nays by the members of the Joint Powers Board on June 5th, 2025.


(Chair signature & organization)

6/5/25
(Date of Signature)