

# Bylaws

of the  
Yellow Medicine One Watershed, One Plan Partnership  
Policy Committee

Partnership Members:

Area II Minnesota River Basin Projects, Inc. (Area II)

Lac qui Parle County

Lac qui Parle Soil and Water Conservation District

Lincoln County

Lincoln Soil and Water Conservation District

Lyon County

Lyon County Soil and Water Conservation District

Yellow Medicine County

Yellow Medicine Soil and Water Conservation District

Yellow Medicine River Watershed District

ADOPTED: November 12, 2014

These bylaws establish rules governing the conduct of business by the Policy Committee of the Yellow Medicine One Watershed, One Plan Partnership, hereafter referred to as ORGANIZATION, adopted November 12, 2014.

#### **ARTICLE I: PURPOSE**

1. The purpose of the ORGANIZATION is to prepare, adopt, and assure implementation of a comprehensive watershed management plan to conserve soil and water resources through the implementation of practices, programs, and regulatory controls that effectively control or prevent erosion, sedimentation, siltation and related pollution in order to preserve natural resources, ensure continued soil productivity, protect water quality, reduce damages by floods, preserve wildlife, protect the tax base, and protect public lands and waters within the Yellow Medicine River watershed.
2. The ORGANIZATION is formed under a Memorandum of Agreement. Member local units of government are: Area II Minnesota River Basin Projects, Inc.; Lac qui Parle County; Lac qui Parle Soil and Water Conservation District; Lincoln County; Lincoln Soil and Water Conservation District; Lyon County; Lyon County Soil and Water Conservation District; Yellow Medicine County; Yellow Medicine Soil and Water Conservation District; and Yellow Medicine River Watershed District.
3. This One Watershed, One Plan pilot program will focus on the Yellow Medicine River Watershed and is Phase I of a larger effort and desire to develop One Watershed Plans for the entire Area II jurisdictional area including the Lac qui Parle, Redwood and Cottonwood watersheds. The best practices and approaches learned through the pilot project will provide the necessary tools and foundational knowledge needed to successfully extend the approach to the adjoining watersheds. The ORGANIZATION recognizes that development of One Watershed Plans will increase coordination, decrease duplication of efforts, and provide additional assurances for meeting defined goals and measurable outcomes.

#### **ARTICLE II: MEMBERSHIP**

1. The membership of the Policy Committee shall be comprised of ten (10) members appointed by the board of each member local unit of government. Each delegate member shall have one (1) vote.
2. An alternate member shall also be appointed. Only in the absence of the delegate is the alternate given voting responsibilities.
3. A second alternate member shall also be appointed. Only in the absence of the delegate and first alternate is the second alternate given voting responsibilities.
4. Members of the Policy Committee shall be appointed until June 30, 2016 or until the Memorandum of Agreement is terminated.

5. A Policy Committee member's term continues until a successor is appointed and qualified. In the event a member of the Policy Committee resigns or is otherwise unable to complete his or her term on the Policy Committee, the Policy Committee will advise the appointing authority of the vacancy thus created as soon as practicable, and the vacancy will be filled according to the requirements of the respective local unit of government.
6. The Policy Committee shall not take action that may materially benefit the financial interest of a Policy Committee member, a member's family member or a member's close associate unless that interest first is disclosed for the record. The interested Policy Committee member may be present to answer questions, but may not advocate for or 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 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 and shall be elected by members of the Policy Committee at the first meeting on November 12, 2014.
  - a. The chairperson shall:
    - i. Preside at the meetings and perform other duties pertained to the chair; and
    - ii. Sign and deliver in the name of the ORGANIZATION any correspondence pertaining to the business of the ORGANIZATION.
  - 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 ORGANIZATION:
    - ii. Certify the accuracy of records and proceedings of the ORGANIZATION;
    - 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; and
    - v. 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 of 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 an officer cannot complete his or her term of office, the Policy Committee shall immediately elect from among its members an individual who will complete the unexpired portion of the term. The individual designated to complete the unexpired term of another officer may not already be serving as an officer of the ORGANIZATION.
4. The Policy Committee will request the respective local unit of government member to replace their representative member after missing 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. The notice of meetings shall be provided by mail or email not less than seven (7) 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 providing enough members are present to make a quorum.
2. A supermajority vote of 75% of those members present will be required for final plan submittal or changes to these ByLaws or Memorandum of Agreement.

#### **ARTICLE VI – COMPENSATION**

1. Policy Committee members may be compensated for per diems and expenses incurred in attending meetings by the member local unit of government they represent, according to the policies of the local unit of government.

#### **ARTICLE VII – SUBCOMMITTEES OF THE POLICY COMMITTEE**

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, or vote on matters put before the Policy Committee.

2. The Policy Committee will appoint an Advisory Committee. The Advisory Committee will routinely advise the Policy Committee on the plan and plan implementation and on issues of policy and administration as related to the purpose.
  - a. Each member local government unit shall appoint one or more representatives to the advisory committee.
  - b. In addition to member local government appointments, the advisory committee will include representatives from the state's main water or plan review 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 from their agency to participate on the advisory committee as an ex-officio member with no voting privileges.
  - c. The term of membership of the Advisory Committee shall be until June 30, 2016 or until the Memorandum of Agreement is terminated.
  - d. Subcommittees may be formed to increase effectiveness or to address specific topics or project areas. Each subcommittee will report to the full advisory committee membership at a meeting for review of findings and recommendations.

#### **ARTICLE VIII: MEETING LOCATION**

1. All regular meetings of the ORGANIZATION will be held at Marshall, MN. 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 supermajority vote of 75% of the Policy Committee members present.
2. Addition to, alteration, or repeal of any part of these bylaws by the Policy Committee may be made at any meeting, provided thirty (30) days' written notice of the proposed change has been given to each member of the Policy Committee, and, the proposed change is approved by a supermajority vote of 75% of the Policy Committee members present.
3. The ORGANIZATION's official records and requirements of the BWSR grant agreement shall be maintained by the fiscal agent, Area II Minnesota River Basin Projects, Inc. The maintenance and disposition of these records shall be in accordance with applicable laws.
4. All expenses incurred by the Yellow Medicine One Watershed, One Plan Partnership must have approval of the Policy Committee and have an invoice submitted itemizing expenses for Policy Committee approval at their next meeting. All claims must be submitted within sixty (60) days

after the month in which they were incurred. Prompt payment will be made after Policy Committee approval of the bills.

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, those statutes will govern.

**ARTICLE X – CERTIFICATION**

These By-laws were adopted by a vote of \_\_\_\_\_ ayes and \_\_\_\_\_ nays by the members of the Policy Committee on November 12, 2014.

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(Area II Minnesota River Basin Projects, Inc.)

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(Lac qui Parle County)

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(Lac qui Parle Soil and Water Conservation District)

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(Lincoln County)

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(Lincoln Soil and Water Conservation District)

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