

Bylaws of the  
ROOT RIVER WATERSHED 1W1P  
Policy Committee

Partnership Members:

The counties of Dodge, Fillmore, Mower, Olmsted, Houston, and Winona (counties), by and through their respective County Board of Commissioners, and the Dodge, Fillmore, Mower, Olmsted, Root River, and Winona Soil and Water Conservation Districts (SWCDs), by and through their respective Soil and Water Conservation District Board of Supervisors, and The Crooked Creek Watershed District, by and through the Board of Managers.

ADOPTED: January 21, 2015

These bylaws establish rules governing the conduct of business by the Policy Committee of the Root River Watershed 1W1P, hereafter referred to as POLICY COMMITTEE. Adopted on January 21, 2015.

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

1. The purpose of the Policy Committee is recognizing the importance of partnerships to plan and implement protection and restoration efforts pertaining to the area within the Root River Watershed.
2. The Policy Committee operates under a Memorandum of Agreement set forth between members of local units of government: Dodge County, Fillmore County, Mower County, Olmsted County, Houston County, Winona County, Dodge County Soil and Water Conservation District, Fillmore County Soil and Water Conservation District, Mower County Soil and Water Conservation District, Olmsted County Soil and Water Conservation District, Root River County Soil and Water Conservation District, Winona County Soil and Water Conservation District, and The Crooked Creek Watershed District.
3. The Policy Committee members will facilitate the approval and adoption of the final Root River Watershed 1W1P by their respective local government unit boards.

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

1. The membership of the Policy Committee shall be comprised of up to thirteen (13) members; with membership composed of one (1) County Commissioner from each County, one (1) Soil and Water Conservation District Supervisor from each County, and one (1) Manager from the Watershed District with the respective individual representatives designated by the board of each member local unit of government.
2. Members of the Policy Committee shall be appointed for a minimum of a one year term to run concurrently with each Policy Committee member's term on his/her respective board. Members may be reappointed by the respective board of that local unit of government.
3. Appointment to the Policy Committee shall be made until December 31, 2016 or until the Memorandum of Agreement is terminated.
4. An alternate member may also be appointed by the respective board of that local unit of government. Only in the absence of the delegate is the alternate given voting responsibilities.
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 elected by members of the Policy Committee at the first meeting January 21, 2015.
  - a. The chairperson shall:
    - i. Serve as chairperson for all meetings; and
    - ii. Sign and deliver in the name of the Root River Watershed 1W1P any correspondence pertaining to the business of the Root River Watershed 1W1P.
  - 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 (under the assistance of the Day-to-Day Contact: Fillmore County Soil and Water Conservation District):
    - i. Maintain records of the Policy Committee;
    - ii. Certify records and proceedings of the Policy Committee;
    - 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. 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 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 Policy Committee.
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. A quorum shall consist of 50 percent plus one of the total membership (7 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 mailed or emailed 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 percent of those members present will be required for final plan submittal or changes to these By-Laws or Memorandum of Agreement.

#### **ARTICLE VI – COMPENSATION**

1. Policy Committee members may be compensated for meetings and expenses incurred 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 Planning Work Group will coordinate Policy Committee meetings and routinely advise the Policy Committee on the plan and progress and on issues of policy and administration as related to the purpose.
  - a. Each member local government unit will have one or more representatives to the Planning Work Group.

- b. Subcommittees may be formed to increase effectiveness or to address specific topics or project areas. Each subcommittee will report to the full advisory committee as membership at a meeting for review of findings and recommendations.
3. An Advisory Committee (as required by rule and statute) will be established to provide technical support on the development of the plan, plan content, and plan implementation to the Policy Committee. The Advisory Committee will consist of the local Planning Work Group, stakeholders, and 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). The Advisory Committee will meet quarterly or as needed.

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

1. All regular meetings of the Policy Committee will be held at Fillmore County Office Building. The Policy Committee may, at its own discretion, change the location.
2. Planning Work Group meetings will be held at the Fillmore County Conservation Building.

#### **ARTICLE IX: MISCELLANEOUS**

1. Portions of these bylaws may be suspended temporarily by a two-thirds (2/3<sup>rd</sup>s) majority 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, provided thirty 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 (75%) of the Policy Committee members present.
3. The Policy Committee's official records and requirements of the BWSR grant agreement shall be maintained by the Day-to-Day Contact – Fillmore County Soil and Water Conservation District (*as agreed upon in the Memorandum of Agreement.*) The maintenance and disposition of these records shall be in accordance with applicable laws.
4. The Policy Committee's fiscal agent for the purposes and requirements of the BWSR grant agreement shall be maintained by the Winona County Soil and Water Conservation District (*as agreed upon in the Memorandum of Agreement.*) The maintenance and disposition of these records shall be in accordance with applicable laws.
5. All expenses incurred by the Root River Watershed 1W1P must have prior 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 thirty (30) days after the month in which they were incurred.
6. 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**

1. These By-laws were adopted by a vote of 11 ayes and 0 nays by the members of the Policy Committee on January 21, 2015.

Duane Balle Fillmore Cty Board  
(Member signature & organization)

Herald Mueller - Winona SWCD  
(Member signature & organization)

Steven L. Connelly - OLMSTED SWCD  
(Member signature & organization)

Dana Kyrni Houston Co Comm.  
(Member signature & organization)

Ilm Hahn Dodge SWCD  
(Member signature & organization)

[Signature] MOWER COMMISSIONER  
(Member signature & organization)

[Signature] FSUWCD  
(Member signature & organization)

Marcus L Ward - Winona County Board  
(Member signature & organization)

Maup Flynn Olmsted Co. Dd.  
(Member signature & organization)

[Signature] Foot River SWCD  
(Member signature & organization)

Richard Gehring (AA.) Mower Co. SWCD  
(Member signature & organization)

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(Member signature & organization)

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(Member signature & organization)