



Joint Policy Committee and Steering Team Meeting

Thursday, August 18, 2022

9:00 AM – 10:30 PM

Meeting Location (In-Person)

Cottonwood County Law Enforcement Center

902 5th Avenue, Windom, MN

Remote Meeting Link

WebEx Link (See second page for remote access information)

<i>Agenda Items</i>	<i>Action</i>	<i>Time</i>
1. Welcome		5 min
2. Public Hearing	Discuss	10 min
3. Implementation structure/function discussion <ul style="list-style-type: none"> ● Discuss Joint Powers Board/Executive Board responsibilities ● Discuss admin/fiscal responsibilities 	Discuss/ Decide	45 min
4. Bylaws <ul style="list-style-type: none"> ● Discuss draft bylaws 	Discuss/ Decide	30 min
6. Next meeting	Discuss	5 min

Remote Meeting Link

Join from the meeting link

<https://cottonwoodsoilandwaterconservationdistrict.my.webex.com/cottonwoodsoilandwaterconservationdistrict.my/j.php?MTID=me46ef580c051fd858f3841ee261eecfc>

Join by meeting number

Meeting number (access code): 2550 194 4502

Meeting password: ZFhujVbH394 (93485824 from phones and video systems)

Tap to join from a mobile device (attendees only)

[+1-415-655-0001,,25501944502#93485824](tel:+1-415-655-0001,,25501944502#93485824) US Toll

Some mobile devices may ask attendees to enter a numeric password.

Join by phone

+1-415-655-0001 US Toll

[Global call-in numbers](#)

Des Moines River Watershed Partnership

Bylaws

ARTICLE I: PURPOSE

1. The purpose of these bylaws is to facilitate the function of the Joint Powers Board ("Board") of the Des Moines River Watershed Partnership ("DMRWP") related to organizing, implementing and maintaining the Des Moines River Watershed Comprehensive Watershed Management Plan.
2. The Board comprises the governing body of DMRWP, a joint powers organization established pursuant to statutes section 471.59.

ARTICLE II: MEMBERSHIP PROVISIONS

1. ~~The Board shall consist of one Director and one Alternate, if appointed, member as designated by the governing board of each member local unit of government. Alternate members of the Board shall have no authority except in the absence of the Director from the alternate's appointing party. Except for the duties of an officer, an alternate member may exercise the privileges of the Director in the absence of the Director.~~

OR

The membership of the Board shall be comprised of thirteen (13) Directors appointed by the board of each member local unit of government. Each Director shall have one (1) vote. An alternate member shall also be appointed. Only in the absence of the Director is the alternate given voting responsibilities.

2. The Director & Alternate shall be a board member of the governing body of the member.
3. Members of the Board shall serve for a term identified by their appointing party.
4. ~~Vacancies on the Board shall occur as specified in Minnesota Statutes, section 351.02.~~

OR

In the event that a Director or Alternate of the Board resigns or is otherwise unable to complete his or her term, the Director shall notify his or her appointing authority of the vacancy as soon as practicable. The local unit of government shall appoint a replacement as soon as possible.

5. Any Director or Alternate shall be subject to removal by the appointing governing board at any time, with or without cause. A vacancy of a Director or Alternate shall be filled by the governing body of the Member who appointed the Director or Alternate.

6. A Director shall not take any action that may materially benefit the financial interest of that Director, a Director's family member, or a Director's close associate, unless and until that Director first discloses that interest for the record. The Director 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 Director 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.
7. No member shall have authority to designate a proxy to exercise the privileges of membership.

ARTICLE III: OFFICERS

1. Board Officers shall include a Chairperson, Vice Chairperson, and a Secretary elected by the Board at its first meeting.
 - a. The Chairperson shall:
 - i. Serve as Chairperson/presiding officer for all meetings; and
 - ii. Sign and deliver in the name of the Partnership any correspondence pertaining to the business of the Partnership.
 - b. The Vice Chairperson shall:
 - i. ~~Discharge the Chairperson's or Secretary's duties in the event of the absence or disability of the Chairperson or Secretary.~~
OR
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 DMRWP.
 - ii. Certify records and proceedings of the DMRWP.
 - iii. Ensure that minutes of all Board meetings are recorded and made available in a timely manner to the Board, and maintain a file of all approved minutes including corrections and changes.
 - iv. Provide for proper public notice of all meetings or maintain a regular meeting schedule.
 - 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 by the Board.
 - ~~v.~~vi. In absence of the Secretary, the Board may delegate a representative to record the minutes and perform other necessary duties for a meeting if the Secretary has not already done so.

2. The Board shall elect its officers from its primary membership at the first regular meeting each calendar year. The term of each office shall be one year. An officer may be elected to subsequent terms.
3. An officer shall serve until replaced by the election of a successor. No 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 Board shall immediately elect from among its Directors an individual to fill the vacant position. The individual to be elected may not already be serving as an officer of the Board.
5. The Board will request the respective local unit of government participant to replace their representative Director if that representative Director misses two (2) consecutive meetings without notice to the Chairperson.

ARTICLE IV: MEETINGS

1. The Board shall establish a regular meeting schedule consisting of not less than 4 (one per calendar quarter) meetings per year. All meetings of the Board will comply with statutes and rules requiring open and public meetings. Meeting notices shall be posted on the Partnership's website.

OR

~~All meetings of the Board will comply with statutes and rules requiring open and public meetings. Meeting notices shall be posted on the Partnership's website.~~

2. The conduct of all meetings shall be governed generally by Robert's Rules of Order. Robert's Rule of Order may temporarily be suspended by consent of the majority of the members present and eligible to participate at a meeting.
3. ~~Members-Directors~~ may attend meetings via interactive technology so long as they comply with statutory requirements.
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 mailed or emailed to all Directors 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 Directors prior to the next meeting.

ARTICLE V – VOTING

1. Each Director of the Board shall have one vote. In the absence of the Director from an appointing party, the alternate member from that appointing party may vote.
2. A motion or resolution shall be approved by a favorable vote of a simple majority of the members present and constituting a quorum of the Board.

3. A supermajority vote of two thirds of all the Directors shall be required to enter a contract or agreement for services in the event it could result in the expenditure of non-state or non-federal public dollars of the DMRWP or its member boards.

ARTICLE VI – COMPENSATION

1. Directors and Alternates may be compensated by the member local unit of government they represent for meetings and expenses incurred, according to the policies of the local unit of government.

~~_____~~ OR

~~Directors and Alternates shall serve without compensation or per diems for Board meetings from DMRWP, but this shall not prevent a Member from providing compensation for its Director or Alternate, if such compensation is authorized by such Governmental Unit and by law.~~

ARTICLE VII – SUBCOMMITTEES OF THE BOARD AND OTHER COMMITTEES

1. The Board may appoint subcommittees for the purpose of assisting it in the performance of its duties.
2. The Board may appoint an Executive Committee comprising of the Board Chair, Vice Chair, Secretary, and four Directors at large. In appointing members, the Board will endeavor to have the Executive Committee be comprised equally of County Commissioners and Soil and Water Conservation District Supervisors. The Board will also endeavor to have equal representation from ~~each every cCounty and Soil and Water Conservation District~~ by rotating appointed members from the County and Soil and Water Conservation District every other each year. The Board will also endeavor to alternate County, Soil and Water Conservation District and Watershed District representatives as officers. The Board may allow the watershed district to participate each year.
 - a. The Executive Committee shall be authorized to act on behalf of the Board between Board meetings on matters within the scope of the budget, on personnel matters, to make budget recommendations, and to review and consider other matters and make recommendations to the Board, and to act on behalf of the Board on all routine matters including the payment of bills and other areas of authority specifically granted by the Board. The Executive Committee shall not be authorized to perform any act or make any decision specifically reserved to the Board by the Agreement or by law.
3. The Board shall appoint a Technical Committee to advise the Board on the implementation of the Comprehensive Watershed Management Plan for the Des Moines River watershed and on issues of policy and administration related to the plan.
 - a. The Technical Committee shall, at a minimum consist of a technical staff member from each appointing party of the DMRWP.

- b. The Technical Committee may seek the assistance of one or more representatives from Minnesota's principal water management or plan review state agencies (Board of Water and Soil Resources, Department of Agriculture, Department of Health, Department of Natural Resources, and Pollution Control Agency).
4. The Board may appoint an Advisory Committee and act to approve all Advisory Committee members.

ARTICLE VIII: MAILING ADDRESS, MEETING LOCATION AND RECORDS CUSTODY

1. The mailing address of the DMRWP will be the location of the ~~{admin and/or fiscal agent}~~ administrative agent.
2. All regular meetings of the DMRWP shall be held at a location within the Des Moines River watershed as specified in the regular meeting schedule adopted by the Board.

OR

~~All regular meetings of the DMRWP shall be held at a location within the Des Moines River watershed as specified in the regular meeting schedule adopted by the Board. The Board may, at its own discretion, change the meeting location to one outside of the Des Moines River watershed as needed.~~
3. The Board shall adopt a data practices policy that designates the location of records, the records custodian and the Board's agent for data practices compliance.

ARTICLE IX: MISCELLANEOUS

1. Portions of these bylaws may be suspended temporarily by a two third's majority vote 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 supermajority of two thirds of the full membership, provided that thirty (30) days advance written notice of the proposed change has been given to each member of the Board.
3. The Board shall ~~appoint and supervise~~ contract for services with an entity as a Plan Coordinator /Administrative Agent. The Plan Coordinator /Administrative Agent shall implement the Plan. The Plan Coordinator /Administrative Agent shall coordinate the plan and organize both the Board and Technical Committee. The Board may adopt a policy or agreement to define duties and facilitate the function of the Plan Coordinator /Administrative Agent.

OR/&

~~3.4.~~ The Board shall contract for services with an entity as a Fiscal Agent's. Official records and the requirements of the BWSR grant agreement shall be maintained by the grant's fiscal agent. The maintenance and disposition of these records shall be in accordance with applicable laws. The Board may adopt a policy or agreement to define duties and facilitate the function of the Fiscal agent.

~~4.5.~~ All expenses incurred by the Board or Board appointed committees must have prior approval of the Board, and include a signed claim form itemizing expenses that is submitted to the Board for approval at their next meeting. All claims must be submitted no more than thirty (30) days after the month in which they were incurred.

~~5.6.~~ 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, Minnesota Statutes Chapters 103B, 103C, and 103D will govern.

ARTICLE X – CERTIFICATION

1. These By-laws were adopted by a vote of ___ ayes and ___ nays by the members of the Board on _____.