



**Bylaws of the
LOWER MN RIVER - WEST WATERSHED
ONE WATERSHED, ONE PLAN (1W1P)
Policy Committee**

Partnership Members:

The counties of McLeod, Nicollet, Sibley (counties), by and through their respective County Board of Commissioners, and the McLeod, Nicollet, Sibley Soil and Water Conservation Districts (SWCDs), by and through their respective Soil and Water Conservation District Board of Supervisors, and the High Island Creek Watershed District (WD) by and through their Board of Managers

These bylaws establish rules governing the conduct of business by the Policy Committee of the Lower MN River - West Watershed 1W1P.

ARTICLE I: PURPOSE

1. The purpose of the Policy Committee is to review recommendations of the Advisory Committee and make final decisions about the content of Lower MN River - West Watershed planning document. The Policy Committee will facilitate this approval and adoption by their respective LGU (here forward referred to as LGU's) boards.
2. The Policy Committee operates under a Memorandum of Agreement. The Member local units of government are the High Island Creek Watershed District, McLeod County, McLeod Soil and Water Conservation District, Nicollet County, Nicollet Soil and Water Conservation District, Sibley County, and Sibley Soil and Water Conservation District.

ARTICLE II: MEMBERSHIP PROVISIONS

1. The membership of the Policy Committee shall be comprised of up to seven members with membership composed of one County Commissioner from each County, one Soil and Water Conservation District (SWCD) Supervisor from each County, and one Manager from the Watershed District (WD) appointed by the governing board of the respective LGU.
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 their respective board of that LGU.
3. Existence of the Policy Committee shall continue until June 30, 2022 or until the Memorandum of Agreement is terminated.
4. An alternate member may also be appointed by the respective board of that LGU. Only in the absence of the member is the alternate given voting responsibilities.
5. In the event that a member of the Policy Committee 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 LGU shall appoint a replacement member as soon as possible.
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 interest first is disclosed for the record. The interested Policy Committee member may be present to answer questions related to that interest, 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 a conflict, he or she shall disclose the interest for the record before participating in discussion or voting on an action.
7. The Policy Committee will request the respective LGU member to replace their representative member after the representative member misses two (2) consecutive meetings without notice to the Chairperson.

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 their first meeting.
 - a. The chairperson shall:
 - i. Serve as chairperson for all meetings.
 - ii. Sign and deliver in the name of the Lower MN River - West Watershed 1W1P any correspondence pertaining to the business of the Lower MN River - West 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; Sibley SWCD):
 - 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.
 - 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 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 that 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. Upon completion of the unexpired term, the Policy Committee shall elect an officer to fill the new term, which may or may not be the individual elected to complete the preceding unexpired term.

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 or alternate member shall be made in person.
5. Notice of Policy Committee meetings and a proposed agenda shall be mailed to all Policy Committee members not less than five 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, provided enough members are present to make a quorum.

2. A supermajority vote of 75% of those members present shall be required for final plan Approval for submittal to review or changes to these bylaws.

ARTICLE VI – COMPENSATION

1. Policy Committee members may be compensated for meetings and expenses incurred by the member LGU they represent according to the policies of the respective LGU.

2. Policy Committee members may not be compensated for meeting time and expenses using funds granted by the state for the purpose of developing the Lower MN River – West Watershed 1W1P.

ARTICLE VII – SUBCOMMITTEES OF THE POLICY COMMITTEE AND OTHER COMMITTEES

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 to the Policy Committee, or vote on matters put before the Policy Committee.
2. The Policy Committee shall appoint an Advisory Committee and act to approve all Advisory Committee members. The Advisory Committee will routinely advise the Policy Committee on the content and development of the One Watershed, One Plan, on plan implementation, and on issues of policy and administration related to the plan.
 - a. A member of the Policy Committee or an alternate will be assigned by the Chairperson to meet with the Advisory Committee as an ex-officio member.
 - b. Each Partnership member LGU shall designate a representative to the Advisory Committee.
 - c. The Advisory Committee shall also include 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). Each agency will designate a lead contact person from its agency to participate on the Advisory Committee. Additional agency or other persons may participate as Advisory Committee members depending on the desire of the Policy Committee or the needs of the Advisory Committee.

ARTICLE VIII: MEETING LOCATION

1. All regular meetings of the Policy Committee will be held at the Sibley County Courthouse Commissioner’s Room (400 Court Ave., Gaylord, MN 55334). The Policy Committee, at its own discretion, may change the location.

ARTICLE IX: MISCELLANEOUS

1. Portions of these bylaws may be suspended temporarily by a two-thirds (2/3) majority vote 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 that there is sixty days advance written notice of the proposed change and the changes are approved by a super majority vote of the Policy Committee members present.

3. The Policy Committee’s official records and the requirements of the BWSR grant agreement shall be maintained by Sibley County until the termination of the MOA, in which at that time will then be turned over to Sibley SWCD. 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 Sibley County. The maintenance and disposition of these records shall be in accordance with applicable laws.

5. All expenses incurred by the Policy Committee or its subcommittees must have prior recommended approval of the Policy Committee and have a signed invoice or claim form, which includes itemized expenses, to be submitted for Policy Committee approval at their next meeting. All claims must be submitted within sixty days 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 _____ ayes and _____ nays by the members of the Policy Committee on _____, 2020.

(Secretary signature & organization)