

# **Bylaws of the Chippewa River Watershed Association**

## **Adopted March 19, 2021**

### **Article I**

#### **Joint Powers Board**

##### **Section 1.1 Name.**

The association established herein shall be known as the Chippewa River Watershed Association and herein referred to as the “Association”.

##### **Section 1.2 Purpose.**

The purpose of this agreement is the joint exercise of powers by the undersigned governmental units to develop and implement plans for the protection of property from damage of flooding, controlling erosion of land, protection of property, streams and lakes from sedimentation and pollution, and improving and maintaining the quality of water in the streams, lakes and ground water. All is done in accordance with the intent of Section 471.59 of Minnesota Statutes.

##### **Section 1.3 Membership.**

The Association is governed by a Joint Powers Board (JPB) which shall consist of one Soil & Water Conservation District (SWCD) Supervisor and one County Commissioner from each county including: Chippewa, Douglas, Grant, Kandiyohi, Pope, Stevens, West Otter Tail, and Swift. There will be a total of 16 members on the JPB. They will be appointed by their respective county boards or SWCD boards to represent their organization on the JPB. The term of appointment shall be determined by the respective unit of government.

##### **Section 1.4 Limits of Jurisdiction.**

The limits of the jurisdiction of this agreement shall include the lands lying within the boundaries of the Chippewa River Watershed and within the counties defined above as being a part of this joint powers agreement.

##### **Section 1.5 Effective Date of Agreement.**

This revised agreement shall take effect and be enforced after the date it is adopted by the JPB.

### **Article II**

#### **JPB Meetings**

##### **Section 2.1 Regular Meetings.**

The JPB shall hold regular meetings on a bi-monthly or monthly basis, whichever is decided by the current members of the JPB. Notices for the meetings shall be sent by electronic or regular mail to the members of the JPB and other interested persons at least 7 days in advance of the meeting.

**Section 2.2 Special Meetings.**

The JPB Chair, any three JPB members, or any person authorized to do so by prior action of the JPB may call a special meeting of the JPB. The person or persons calling the meeting shall fix the time and place for holding the special meeting not less than five days prior thereto, either personally, by email or mail to each member of the JPB.

**Section 2.3 Quorum.**

A quorum for any JPB meeting shall be over 50% of the JPB membership. A simple majority of members in attendance will be used for voting.

**Article III  
Officers**

**Section 3.1 Number of Officers.**

The JPB will elect three Officers from within their membership: Chair, Vice Chair, and Secretary/Treasurer.

**Section 3.2 Election of Officers and Term of Office.**

The JPB will elect officers at the first meeting of the year in every odd-numbered year. Officers will be elected for two-year terms. A special election shall be held to replace any officer who is no longer a member of the JPB.

**Section 3.3 Chair.**

The Chair shall:

- A. Have general active management of the business of the JPB;
- B. When present, preside at all meetings of the JPB;
- C. Ensure that all orders and resolutions of the JPB are carried into effect;
- D. Sign and deliver any documents, deeds, contracts, or other instruments pertaining to the business of the JPB;
- E. Maintain records of and, whenever necessary, certify all proceedings of the JPB; and
- F. Perform other duties prescribed by the JPB.

**Section 3.4 Vice Chair.**

The Vice Chair shall:

- A. Stand in for the Chair in his/her absence at any meeting;
- B. Act on items requiring attention in absence of the Chair; and
- C. Perform other duties as prescribed from time to time by the JPB.

**Section 3.5 Secretary/Treasurer.**

The Secretary/Treasurer shall in conjunction with the fiscal agent:

- A. Act as clerk and shall record all the proceedings of the meetings in the official file of the JPB;
- B. Give proper notice of meetings to the JPB and interested participants;
- C. Review the JPB financial status and serve as fiscal manager to be responsible for the JPB's income and expenses;
- D. Implement financial procedures adopted by the Board or Chair;
- E. Keep secure financial record for the JPB;
- F. Distribute and deposit funds for the JPB or direct staff in these proceedings; and
- G. Perform other duties as prescribed from time to time by the JPB.

**Section 3.6 Procedures.**

The Association shall exercise all powers and authority through an affirmative vote of the majority of its members present at a regular or adjourned regular meeting or at a special meeting, if a quorum is present.

**Section 3.7 Compensation.**

There shall be no compensation paid by the Association for serving on this Joint Powers Board.

**Article IV  
Administration**

**Section 4.1 Administration.**

The JPB may acquire, through written contract and/or agreement, financial services and/or office space from a member or member entities to provide fiscal agent support and/or employee accommodations as described in a JPB Request For Proposal (RFP).

These support services and accommodations shall be reviewed at the request of a member entity that has an agreement to provide said support or accommodations.

**Article V  
Committees**

The following committees shall be advisory to the JPB and be filled as necessary. Any standing committee shall consist of a chair, vice-chair, secretary, and ex-officio members appointed by the JPB Chair.

- A. Technical Advisory Committee – This committee shall consist of one Soil & Water Conservation District employee and one County employee from each member entity responsible for implementing projects and engaging in opportunities to restore and improve water quality within the watershed. It shall also be responsible to provide training, orientation, and guidance to JPA

employees. Ex-officio members will be considered non-voting members on the Technical Advisory Committee and can include state, federal, and local agencies and commodity groups and lake associations as examples. Meetings will be held monthly or bi-monthly to complete business or as needed which will be decided by current membership of the Technical Advisory Committee. The TAC will elect a Chairman and Vice Chair on rotating one-year terms. The Chairman will preside over the TAC meetings and attend all JPB Meetings. The Vice Chair will fulfill these duties in the event that the Chairman is unable. The TAC will make recommendations to the JPB for all matters pertaining to the CRWA.

B. Budget Committee – This committee shall consist of at a minimum three (3) JPB members, a TAC member, and Fiscal Agent/Coordinator. They will be responsible for developing an annual budget based on existing/ anticipated grants. Meetings will be held annually or as needed.

C. Personnel Committee – This committee shall be responsible for matters relating to personnel policies and practices, compensation and benefits, employee relations, staffing and organizational structure. Meetings will be held annually or as needed. The Personnel Committee will consist of the JPB Chairman and Vice Chair, TAC member, Fiscal/Coordinator, and other members as deemed appropriate.

The JPB may also create and appoint other committees as it deems appropriate to the completion of its purpose.

## **Article VI Bylaw Changes**

### **Section 6.1 Bylaw Changes.**

The Bylaws can be changed with a 2/3 vote after the JPB has had no less than 30 days to review the proposed change.

### **Section 6.2 Termination of Agreement.**

This agreement shall remain in effect until rescinded or terminated by a 2/3 vote or until the objectives of the plan have been fulfilled.

## **Certification**

We, the undersigned, secretary and a majority of the Joint Powers Board, do hereby certify that the foregoing Bylaws consisting of six articles and dated the

19<sup>th</sup> day of March 2021 were duly adopted by the JPB at a regular meeting of the JPB held via Zoom.

**Name**

**Organization**

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