

BYLAWS
of the
LAC QUI PARLE-YELLOW BANK RIVER WATERSHED JOINT
POWERS COLLABORATION
Policy Committee

Area II Minnesota River Basin Projects. (Area II)

Lac qui Parle-Yellow Bank River Watershed District

Lac qui Parle County

Lac qui Parle Soil and Water Conservation District

Lincoln County

Lincoln Soil and Water Conservation District

Yellow Medicine County

Yellow Medicine Soil and Water Conservation District

ADOPTED: April 26, 2023 at a regular meeting of the organizations
listed above.

These bylaws establish rules governing the conduct of business by the Policy Committee of the Lac qui Parle-Yellow Bank River Watershed Joint Powers Collaboration , hereafter referred to as ORGANIZATION, adopted April 26, 2023.

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 Lac qui Parle-Yellow Bank One Watershed One Plan boundary.
2. The ORGANIZATION is formed under a Joint Powers Collaboration. Member local units of government are: Area II Minnesota River Basin Projects; Lac qui Parle County; Lac qui Parle Soil and Water Conservation District; Lincoln County; Lincoln Soil and Water Conservation District; Yellow Medicine County; Yellow Medicine Soil and Water Conservation District; and Lac qui Parle-Yellow Bank River Watershed District.
3. With final approval by the Minnesota Board of Water and Soil Resources, hereinafter referred to as BWSR, and adoption by local partners, the plan enters an implementation phase. The Policy Committee's responsibility is to provide guidance in the use of Watershed Based Implementation funding and other resources through BWSR and administered fiscally by the Lac qui Parle-Yellow Bank River Watershed District.

ARTICLE II: MEMBERSHIP

1. The membership of the Policy Committee shall be comprised of eight (8) members appointed by the board of each member of the ORGANIZATION. LGUs shall appoint a delegate from their elected or appointed board until the Joint Powers Collaboration is terminated. 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. If neither the delegate nor the alternate appointee is able to attend, the local unit of government may send another elected board member to represent them.
4. A Policy Committee member's term continues until a successor is appointed. 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 practical. The vacancy will be filled according to the requirements of the represented member.

ARTICLE III: CONFLICTS OF INTEREST

1. 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 IV: OFFICERS

1. The officers of the Policy Committee shall consist of a chairperson, vice chairperson, and a secretary who shall be elected by members of the Policy Committee at the first meeting of the calendar year. The elected officers must be a primary delegate and each officer shall serve no more than 3 consecutive 1 year terms.
 - 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.
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 or the watershed administrator.

ARTICLE V: MEETINGS

1. The Policy Committee will meet on the 2nd Wednesday of January, April, July, and October at 9:00 a.m. Additional meetings may be convened if needed.
2. Meetings may be held by virtual means where all members have the ability to be seen and heard by all other members.
3. The regular meeting location shall be held in Canby, MN. Alternative locations may be selected by the Chair with not less than three (3) days notice.
4. The conduct of all meetings of the Policy Committee shall be generally governed by the most recently revised edition of Robert's Rules of Order.
5. A quorum of the Policy Committee shall consist of a simple majority of the members. In this organization, a minimum of five (5) delegates or alternates must be present to conduct business.
6. All votes by Policy Committee members shall be made in person or by virtual means where voting members may be seen and heard.
7. The notice of meetings shall be provided by mail or email not less than seven (3) days prior to the scheduled meeting date of the Policy Committee.
8. The minutes of any meeting shall be made available to all Policy Committee members prior to the next meeting.

ARTICLE VI – 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 the annual work plan approval or changes to these Bylaws or Joint Powers Collaboration.

ARTICLE VII – 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 VIII – 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 meet once every two years at the biennial summit. At this biennial summit, the Plan Work Group subcommittee will report on progress and provide an evaluation of accomplishments. The Advisory Committee will provide recommendations on any potential changes that need to be taken to better address the goals of the plan.
 - a. Each member local government unit shall appoint one or more representatives to the advisory committee until the Memorandum of Agreement is terminated. The representatives do not need to hold an elected or appointed position and may be selected from the general public or other interested organizations.
 - 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. 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 IX: MISCELLANEOUS

1. 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.

2. The ORGANIZATION's official records and requirements of any grant agreement shall be maintained by the fiscal agent, the Lac qui Parle-Yellow Bank River Watershed District. The maintenance and disposition of these records shall be in accordance with applicable laws.
3. All expenses incurred by implementation will be paid by the fiscal agent. Approval of the Policy Committee shall be required for cost share projects that are requesting more than \$50,000 from the Watershed Based Implementation Funding Grant. These will go before the Policy Committee for review at its next meeting. All other claims and regular bills will be authorized for payment by the fiscal agent at its regular board meetings. This will include any claims for technical or administrative staff time.
4. 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.
5. **Collaboration of Shared Services**
Informal and formal collaboration between the partners identified in this plan will guide the overall success of implementation. The benefits of successful collaboration between planning partners include consistent implementation of actions watershed-wide, increased likelihood of funding, and resource efficiencies gained. The Partnership will pursue opportunities for collaboration with fellow planning partners to maximize administrative and program efficiencies, pursue collaborative grants from several sources (described below), and provide technical assistance.
6. **Collaboration with Other Units of Government**
The LqP-YB CWMP Partnership will continue coordination with governmental units. This cooperation and coordination occur both at the local level and at the state/federal level. At the state/federal level, coordination between the Partnership and agencies such as BWSR, US Army Corps of Engineers, DNR, MDH, MDA, and the MPCA occurs through legislative and permit requirements. Local coordination between the LqP-YB CWMP Partnership and comparable units of government such as municipalities, city councils, township boards, county boards, and the LqP-YB WD Board are a practical necessity to facilitate watershed-wide activities. Examples of collaborative programs in the watershed include Environmental Quality Incentive Program (NRCS), CRP (FSA), Minnesota Agriculture Water Quality Certification (MDA), Farm Bill Biologist , Pheasants Forever, Wellhead Protection for city DWSMAS (Minnesota Rural Water Association (MRWA) and MDH), and WRAPS (MPCA). Intergovernmental coordination and cooperation are essential for the Partnership to perform its required functions. The Minnesota River Congress has begun collaborations in recent years to explore partnerships to better achieve water quality solutions. Maximizing collaborative efforts with enhanced coordination between other local groups will help best facilitate implementation of this plan.
7. **Collaboration with Others**
Local support and partnerships will drive the success of implementing this plan. Because much of the plan's focus is on voluntary implementation as well as public participation and engagement,

collaborations with landowners and stakeholders in the watershed is of utmost importance. There are many actions in the plan that describe working with individual landowners on providing cost share and technical assistance for implementing conservation practices. The Partnership also expects to continue to build on existing collaboration with others, including nongovernmental organizations, while implementing this plan. Many of these existing collaborations are aimed at increasing habitat and recreational opportunities within the plan area while providing education and outreach opportunities. Partners for these collaborations include, but are not limited to, lake associations, The Nature Conservancy, Ducks Unlimited, MN Deer Hunters Association, Pheasants Forever, Sportsman's Club, National Wild Turkey Federation, local co-ops, the University of Minnesota Extension, private businesses, civic groups, individuals, landowners, and foundations.

8. Decision Making and Staffing

Implementation of the LqP-YB CWMP will require increased capacity, funding, and coordination from current levels. Successful implementation will depend on maintaining and building upon partnerships in the watershed with landowners, planning partners, state agencies, and other organizations. The two committees described in Figure G.1 will be integral to implementation, as well as the LqP-YB SWCD who will serve many of the administrative functions for implementation.

Figure G.1 outlines the roles and functions of the committees during implementation. It is likely roles of each committee will continue to shift and change focus during implementation. Fiscal and administrative duties will be assigned to a member LGU through a Policy Committee decision as outlined in the formal agreement. Responsibilities for annual work planning and serving as the fiscal agent will be revisited by the Advisory Committee on an annual basis.

While committee roles and functions are listed in Figure G.1., the members of the partnership shall exercise a cooperative and supportive approach of each fellow member's responsibilities.

Figure G.1 Committee Roles and Functions

Committee Name	Primary Implementation Roles/Functions
Policy Committee	<ul style="list-style-type: none"> • Act as liaison to their respective boards, as well as act on behalf of their Board • Approval annual work plans, annual fiscal reports, and reports submitted to BWSR • Annual review and confirmation of priority issue recommendations • Assist Advisory Committee on addressing emerging issues • Initiate and approve plan amendments • Approve annual assessment and workplans • Approve and review grant applications, if applicable • Track and inform local boards on plan progress • Approve implementation funding requests to BWSR
Advisory Committee	<ul style="list-style-type: none"> • Develop an annual work plan • Provide additional support to the Policy Committee • Review the status of available implementation funds from plan participants • Review grant opportunities • Review fiscal reports • Review annual reports submitted to BWSR • Prepare plan amendments • Evaluate and recommend response to emerging issues • Implement the targeted implementation schedule • Develop and submit implementation funding request to BWSR
Fiscal Agent	<ul style="list-style-type: none"> • Prompt payment of bills and accounting for grant funds • Present audit of grant funds and usage annually • Maintain financial records and accounting • Complete eLink reporting annually • Administration of the grant with BWSR to develop watershed-based plan • Prepare and submit grant applications

ARTICLE XI – CERTIFICATION

These By-laws were adopted by a vote of 5 ayes and 0 nays by the members of the Policy Committee on April 26, 2023 date.

(Area II Minnesota River Basin Projects)

(Lac qui Parle County)

(Lac qui Parle Soil and Water Conservation District)

(Lincoln County)

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(Yellow Medicine County)

(Yellow Medicine Soil and Water Conservation District)

(Lac qui Parle – Yellow Bank River Watershed District)