

Bylaws of the Thief River Planning Group

MEMBERSHIP

Beltrami County, Marshall County, Pennington County, Beltrami County Soil and Water Conservation District, Marshall Soil and Water Conservation District, Pennington Soil and Water Conservation District, and the Red Lake Watershed District

ADOPTED April 17, 2017

(Date adopted)

AMENDED

These bylaws establish rules governing the conduct of business of the Thief River Planning Group.
Adopted on April 17, 2017.

ARTICLE I: PURPOSE

1. The purpose of the Thief River Planning Group is to recognize the importance of partnerships to plan and implement protection and restoration efforts pertaining to that area within the Thief River watershed.
2. The Thief River Planning Group made and entered into a Memorandum of Agreement. Member local units of government are Beltrami County, Marshall County, Pennington County, Beltrami County SWCD, Marshall SWCD, Pennington SWCD, and the Red Lake Watershed District.

ARTICLE II: MEMBERSHIP

1. The membership of the Policy Committee shall be comprised of one (1) member, designated by the board of each member local unit of government. Each local unit of government may designate one alternate member to serve on the Policy Committee.
2. Members of the Policy Committee shall be appointed until completion of the One Watershed One Plan or termination of the Memorandum of Agreement.
3. 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 practicable, and the vacancy will be filled according to the requirements of the respective local unit of government.
4. 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 chair, vice chair, and secretary and shall be elected by members of the Policy Committee. The officers shall be elected at the first Policy Committee meeting on April 17, 2017. Following the first Policy Committee meeting, officers of the Policy Committee shall be elected annually beginning in January of each calendar year.

- a. The chair shall:
 - i. Serve as chair for all meetings; and
 - ii. Sign and deliver in the name of the Thief River Planning Group any correspondence pertaining to the business of the Thief River Planning Group.
 - b. The vice chair shall:
 - i. Discharge the chair duties in the event of the absence or disability of the chair.
 - c. The secretary shall:
 - i. Maintain records of the Thief River Planning Group;
 - ii. Certify records and proceedings of the Thief River Planning Group;
 - 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 Red Lake Watershed District will record the minutes and perform other duties of the secretary as stated in the Memorandum of Agreement. 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. If there is a vacancy in the office of chair, the vice chair will become the chair. At the next regularly scheduled meeting, there will be an election for vice chair. If there is a vacancy in any other office, Policy Committee members shall elect a member to fill the vacancy at the next regular business meeting.
 4. Officers can be removed from office with or without cause by a two-thirds vote at a regular meeting where previous notice has been given.
 5. 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 meeting laws.

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. For meetings lacking a quorum, business can be conducted; however, all actions must be approved at the next regular meeting having a quorum present. Vacant positions will not be considered in determining the quorum.
4. All votes by Policy Committee members, or their respective alternate, shall be made in person, and no member may appoint a proxy for any question coming before any meeting for a vote.
5. ~~A notice of the meeting schedule of the Policy Committee for the year shall be submitted to the official newspaper of each member local unit of government following the annual meeting. The established meeting schedule may be changed with agreement by all the Policy Committee members.~~
6. ~~The notice of meetings shall be mailed not less than ten (10) days prior to the scheduled meeting date of the Policy Committee.~~ **(NOT DISCUSSED AT PC MEETING BUT ALSO COVERED UNDER #1, OPEN MEETING LAW REQUIREMENTS – PWG Discussion)**
7. The minutes of any meeting shall be made available to all Policy Committee members prior to the next meeting. For the purpose of approving minutes, only those Policy Committee members present at the meeting to which the minutes pertain shall be counted in determining the presence of a quorum and action on the motion.

ARTICLE V: VOTING

1. A motion or resolution shall be approved by a favorable vote of a simple majority of the members present providing there is a quorum.
2. Final plan submittal shall be approved by a favorable vote of a supermajority of the Policy Committee.

ARTICLE VI: COMPENSATION

1. Policy and Advisory Committee members may be compensated for meetings and expenses incurred attending meetings by the member local unit of government they represent, such as mileage and meals according to that local unit of government's policy.
2. Policy and Advisory Committee members may not be compensated for meeting time and expenses using funds granted by the state for the purpose of developing the *One Watershed, One Plan*.

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 Policy Committee will appoint an Advisory Committee. The Advisory Committee will routinely advise the Policy Committee on the plan development and on issues of policy and administration as related to the purpose.
 - a. Policy Committee members should attend the Advisory Committee meetings as they deem necessary.
 - b. Each member local government unit may appoint three (3) representative(s) to the advisory committee and should extend an invitation to other stakeholders and plan review authorities within the planning boundary.
 - c. 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; however, specific participation may vary depending on local needs.

ARTICLE VIII: MEETING LOCATION

1. All regular meetings of the Thief River Planning Group will be held at the Red Lake Watershed District (1000 Pennington Ave, Thief River Falls, MN). The Policy Committee may, at its own discretion, change the location.

ARTICLE IX: MISCELLANEOUS

1. Portions of these bylaws may be suspended temporarily by a 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 {minimum of 2/3 (two-thirds)} vote of the Policy Committee.
3. The Policy Committee's official records shall be maintained by the Red Lake Watershed District and requirements of the 2017 BWSR planning grant agreement shall be maintained by the Pennington SWCD. Requirements of BWSR Watershed-Based Funding grants shall be

maintained by the Marshall SWCD. The maintenance and disposition of these records shall be in accordance with applicable laws.

4. All eligible expenses incurred by Policy Committee or Advisory Committee must be approved by the Policy Committee and have a signed claim form submitted itemizing expenses including meetings, mileage, and meals for the Policy Committee approval at their regular monthly meeting. All claims must be submitted within thirty (30) days after the month in which they were incurred.
5. 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 bylaws were adopted by a vote of _____ ayes and _____ nays by the members of the Policy Committee on _____, 2017.

BELTRAMI COUNTY

(Member signature)

MARSHALL COUNTY

(Member signature)

PENNINGTON COUNTY

(Member signature)

RED LAKE WATERSHED DISTRICT

(Member signature)

BELTRAMI COUNTY SWCD

(Member signature)

MARSHALL SWCD

(Member signature)

PENNINGTON SWCD

(Member signature)