



ZUMBRO
WATERSHED PARTNERSHIP

**ZWP Board of Directors Manual
Of Information, Policy and
Procedures**

March 2009

TABLE OF CONTENTS

Section 1: The Board of Directors

1.1 Board Member Listing, Terms and Bios.....	4
1.2 Board Statement of Responsibilities.....	6
1.3 Committee and Task Force Descriptions.....	7

Section 2: Historical References of the Zumbro Watershed Partnership, Inc.

2.1 Brief History of the Partnership.....	9
2.2 Accomplishments.....	9
2.3 Articles of Incorporation.....	10
2.4 Bylaws.....	10
2.5 IRS Determination Letter.....	11
2.6 List of Former Board Members.....	11

Section 3: Strategic Framework

3.1 Mission Statement.....	12
3.2 Zumbro River Watershed Management Plan.....	12
3.3 Annual Operating Plan/Goals Statements.....	12
3.4 Meetings of the Membership.....	13

Section 4: Policies

4.1 Line of Authority.....	14
4.2 Honoraria to guest speakers.....	15
4.3 Reimbursement of expenses.....	15
4.4 Policy on potential conflicts of interest.....	15
4.5 Privacy of Information.....	16

Section 5: Finance and Fundraising

5.1 Financial Operating Procedure.....	17
5.2 Prior-year annual report.....	18
5.3 Recent audit report.....	18
5.5 Form 990.....	18
5.6 Banking resolutions.....	19
5.7 Investment Policy.....	19
5.8 Current Funder List.....	19

Section 6: Partners and Staff

6.1 Partners of the ZWP.....	21
6.2 Staff Listing.....	21
6.3 Organization/Team chart.....	22

Section 7: Other Information

7.1 Annual Calendar.....	23
7.2 Website Information.....	23
7.3 Promotional Material.....	23
7.4 Common Acronyms.....	24
7.5 Watershed Fact Sheet.....	25
7.6 Contact information.....	26

Appendix

Appendix A: Articles of Incorporation of the ZWP..... 27
Appendix B: Bylaws of the ZWP.....30
Appendix C: IRS Letter of Determination for the ZWP..... 36
Appendix D: List of former Board Members.....38
Appendix E Goals Statements for the ZWP..... 40
Appendix F: Standard Board Meeting Procedure.....45
Appendix G: Overview of Past Business Meeting Minutes..... 51

**Welcome to the Zumbro Watershed Partnership, and
congratulations on your election as a Director of the ZWP.**

The Zumbro Watershed Partnership, Inc. (ZWP), is a non-profit organization that serves as a catalyst for interaction between technical and community activities.

We are a member driven organization, working with citizens and professional partners to achieve mutual goals of protecting and restoring the natural resources and social benefits of a healthy watershed.

Your job as a Director is to help the ZWP achieve its mission with your leadership and participation. As the organization continues to grow, we will be working with both rural and urban water quality issues to find the best solutions for all the residents of the Zumbro River Watershed.

We have compiled this manual to help you understand your role as a Director and give you important information about the organization you are representing.

We hope you find this manual useful, and bring it to Board meetings as a reference. We look forward to working with you as a Director of the ZWP!

Mission statement:

“To Promote the Protection and Improvement of The Zumbro River Watershed”

Purpose statement:

“The ZWP’s purpose is to restore the natural and social benefits of a healthy watershed through education and collaborative partner projects”

Section 1: The Board of Directors

1.1 Board Member Listing, Terms of Office & Bios

ZWP Board of Directors 2008 (25 members total)

Committee Member

Terry Klampe	Chair of Board of Directors
Kyle Ketterling	Vice Chair of Board of Directors
Paul Baessler	Treasurer of Board of Directors
Katie Dudley	Secretary of Board of Directors

County Commissioner Representatives (6 members):

Judy Ohly	Olmsted County	Executive Committee
Norman Merl	Wabasha County	
Dan Rechtzigel	Goodhue County	
Bruce Kubicek	Steele County	
Jake Gillen	Rice County	
Vacant	Dodge County	

County SWCD Representatives (6 members):

Thomas Gosse	Wabasha SWCD	
Wallace Heldebrandt	Rice SWCD	
Andy Hart	Olmsted SWCD	HR Committee
Glen Roberson	Goodhue SWCD	
Muriel French	Dodge SWCD	
Vacant	Steele SWCD	

Citizen 3-year term (5 members): Expire March 2010

Ron Fuller	Olmsted resident	Executive Committee
Vernetta Pahl	Goodhue resident	HR Committee
Harlen Pahl	Goodhue resident	HR Committee
Al Atkins	Olmsted resident	
Dan Schaub	Wabasha resident	

Citizen 3-year term (4 members): Expire March 2011

Chris Bowron	Olmsted resident	Ex. Com, M/F Com
Paul Baessler	Olmsted resident	Ex. Com, HR Com
Kyle Ketterling	Olmsted resident	Ex. Com, M/F Com
Katie Dudley	Olmsted resident	Executive Committee

Citizen 3-year term (4 members): Expire March 2012

Jane Bailey	Goodhue resident	M/F Committee
Terry Klampe	Olmsted resident	Ex. Committee
Glenn Faith	Olmsted resident	
Vacant		

ZWP Board of Directors Biographies

Ron Fuller – Citizen Director

Ron Fuller is a retired software engineer (36+ years at IBM). He is married, has four (grown) children, lives on Lake Zumbro and is concerned with the water quality that we are passing on to the next generation. Among his hobbies are biking (pedal and motorized), fishing and boating.

Judy Ohly – Olmsted County Commissioner Representative

Judy was raised on a farm in Northern Minnesota and moved to Rochester in 1978. Starting out in real estate banking, she soon realized that a Realtor was what she wanted to be. In 1982 she got her license and has been involved in real estate ever since. Judy is married to Lou Ohly Jr. and they have 3 children. In 2000 they moved to a home North of town on the Zumbro River. That is when her interest in water quality started. She has been involved in the Zumbro Watershed Partnership from the beginning and currently serves as the Olmsted County Commissioner Representative on the Board of Directors. Judy was elected Olmsted County Commissioner for District 7 in 2004.

Andy Hart – Olmsted County Soil and Water Conservation District Rep.

Andy Hart is married and has four children. He farms with his father on their family farm near Potsdam in Olmsted County. He is an Olmsted County SWCD Supervisor for district 5, which includes Farmington, Oronoco, Kalmar and New Haven Townships. Andy has been involved with conservation issues for many years. On their farm they have several conservation practices including waterways, terraces, cover crops, minimum and no-till farming practices. Andy believes the Zumbro Watershed Partnership is a great organization that will make a difference in our watershed for both urban and rural people living in the watershed.

Dan Schaub – Citizen Director

My Wife, Kim Nickander, and I have lived on Lake Zumbro for about 11 years. We have four (grown) children and 2 granddaughters. We enjoy canoeing and fishing on the Zumbro River. Other hobbies of mine include Hunting, Boating, Snowmobiling and Scuba. I have been employed with FEI Company for 27 years and presently hold the position of Field Service Supervisor in the Electron Optics division. I am a member of the Lake Zumbro Improvement Association, the Lake Restoration Committee, Lake Zumbro Forever, Inc. and I look forward to working with the Zumbro Watershed Partnership to improve the water quality in the entire watershed for future generations.

1.2 Board Statement of Responsibilities

Board of Directors of the Zumbro Watershed Partnership, Inc.

What is the Board of Directors, and what do they do?

The Zumbro Watershed Partnership, Inc. Board of Directors is made up of 25 members, containing representatives throughout the six-county watershed. The Board of Directors shall be composed of the following (as per Article Four ZWP Bylaws):

- One County Commissioner or their appointed representative from each of the six counties in the watershed (Olmsted, Dodge, Wabasha, Goodhue, Rice, Steele)
- One Soil and Water Conservation District Supervisor, or their representative from each of the six counties
- Thirteen (13) interested citizens, with no less than ten (10) residing within the watershed with a goal of at least one citizen representative from each county in the watershed.

The Board of Directors shall manage the affairs of the Corporation without compensation; provided, however, that such directors may from time to time be reimbursed for out-of-pocket expenses with approval of a majority of the Board. Board of Directors shall also be dues paying members of the Corporation, except for the appointees of the County Boards and the Soil and Water Conservation Districts.

Who can become a Citizen Director?

Any voting member of the Partnership can serve as a Citizen Director of the Board by election at the annual meeting. Director terms are three (3) years. Voting members are defined in Bylaw Article 2.1 as “*any person residing or owning property with the Watershed may become a voting member by paying the annual membership dues*”.

Officers of the Board of Directors

Who are the Officers, and what do they do?

The Officers of the Board of Directors consists of four members: Chair, Vice-Chair, Treasurer and Secretary. Terms of the Officers are for one (1) year. The responsibilities of each position are described in Article Five of the ZWP Bylaws, and are also listed below:

Chair: The chair shall:

- Preside at all business meetings of the Corporation;
- Make a written report to the membership at the annual meeting of the Corporation;

- Shall appoint all standing committees of the Board and of the corporation; and shall designate chairpersons thereof, subject to the approval of the Board of Directors; and
- Sign all legal papers of the Corporation authorized by the Board of Directors.

Vice-Chair: The Vice-Chair shall, in the absence or disability of the Chair, have the power and perform all duties of the Chair. The Vice-Chair will be assigned appropriate duties by the Chair.

Treasurer: The Treasurer shall receive all monies of the Corporation and shall disburse them under the order of the Board of Directors and, after proper approval, shall keep a full accounting of all monies received and paid out, and report the same to the Board of Directors at their meetings, to the Corporation at the annual meeting, and at other times when required. The Treasurer shall keep all funds of the Corporation and properly deposit them in said depositories as shall be designated by the Board of Directors. The Board of Directors shall annually appoint an audit committee or employ an independent accountant to review the books of the Corporation.

Secretary: The Secretary shall

- Keep a record of the minutes of all the meetings of the Corporation and of the Board of Directors, and shall attest same with his or her signature;
- Shall notify all officers and directors of all meetings of the Corporation and of the Board of Directors; and
- Shall be the custodian of the records of the minutes of all meetings.

*For a more detailed explanation of Officer Duties, see Appendix F on page 45.

1.3 Committee and Task Force Descriptions

What are the committees of the Partnership, and what do they do?

Executive Committee: The Executive Committee consists of no less than the Officers and three (3) other members of the Board, providing as much geographical distribution as possible. The Executive Committee shall be determined by the Directors, and shall have full authority to make all of the decisions on behalf of the Board of Directors (as per Articles 4.15 and 4.16.1 of the Bylaws of the Zumbro Watershed Partnership, Inc.)

Human Resources Committee: The Human Resources Committee (HR) was revised and appointed by the Board on December 13, 2007. The committee consists of four (4) Board members. Committee roles are as follows:

- I. Develop job descriptions, coordinate hiring process and make recommendations to the Board of Directors for contract or employee hired persons.
- II. Develop and maintain the ZWP Policy and Procedure Handbook to include: (1) roles and responsibilities of Board members, (2) roles and responsibilities of staff positions, (3) expectations of volunteers and partners of the organization, (4) policy statements for business of the organization and other information deemed necessary. This manual should be consistent with, and contain a copy of the Articles of Incorporation, and Bylaws of the ZWP.
- III. Plan and coordinate the annual ZWP Board Retreat to provide training for board members. The retreat can also be used for developing the annual Plan of Work for the ZWP, review the annual budget, operations manual, goals statements and management plan.

Membership and Fundraising Committee: The Membership and Fundraising Committee (M/F) was appointed by the Board on December 13, 2007. The committee consists of four (4) Board members, with the following roles:

- I. Responsible for annual fundraising efforts of the partnership and developing the fiscal year fundraising plan.
 - a. Board of Director's leadership
 - b. General memberships
 - c. Benefit events
 - d. Financial tracking and coordination with Treasurer
 - e. Research needs, abilities, financial and legal responsibilities of non-profit fundraising
- II. Develop the ZWP fiscal year budgets
 - a. General fund budget (operating funds)
 - b. Grant fund budget (special project or program funds)
- III. Monitor grant opportunities for the ZWP
 - a. Identification of grant opportunities
 - b. Grant application development
 - c. Submission of grant applications
 - d. Follow-up on grant application process as necessary

*Note: The roles statements for M/F committee have been revised from the original proposal adopted on 12/13/07.

Other task force committees: Special task force work groups or committees may be appointed as needed by the Chair, and subject to approval of the Board of Directors. Examples can include, but are not limited to: media and special promotions, fundraising and membership drive, event coordination, or special interest research and education.

Section 2: Historical References of the Zumbro Watershed Partnership, Inc.

2.1 Brief History of the Partnership

How did the ZWP begin?

(Written by Judy Ohly, a ZWP founding member and former Board of Directors Chair)

The need for an organization that looks out for the best interest of the entire Zumbro Watershed was recognized by a group of citizens in March 2004. By attending a sediment workshop, we learned that our watershed had sections of river on the “impaired waters list”. We decided to start meeting weekly to figure out what we could do about it. As meetings took place we were joined by people from Oronoco, Lake Shady, Pine Island and others that lived along the Zumbro River. We were interested in forming an organization, but needed to explore the extent of the interest. On July 20, 2004 we had a public meeting to talk about impaired waters in the Zumbro Watershed. We invited all interested individuals, farmers, cities, counties, townships, agricultural organizations, soil and water conservation districts, lake associations, environmental organizations and other state agencies located within the Zumbro Watershed. We had about 80 people that attended. Our guest speakers included State Representative Steve Sviggum, MN Commissioner of Agriculture Gene Hugoson, MN DNR Commissioner Gene Merriam, Exec. Director of Soil and Water Resources Ron Harnack, Asst. Commissioner of the MPCA Lisa Thorvig, and the Past Exec. Director of the Cannon River Watershed Partnership Allene Moesler. Our speakers talked about the need for a watershed organization and importance of collaboration. With a budget of \$700 in 2004, we were able to sponsor our July 20 public meeting, host a “Fall Foliage Fun Float” with pontoon boats on Lake Zumbro, design our maps and brochures, start a temporary web site, and still have carry-over funds of almost \$500! Lots of volunteer effort!

In February of 2005, we became official with Articles of Incorporation and Bylaws, and our first Annual meeting held in March 2005. Our mission is “To Promote the Protection and Improvement of the Zumbro Watershed.” The ZWP wants to serve as a “one stop” information resource for all stakeholders within the Zumbro Watershed and to play an active role to achieve our mission.

Our waters in the Zumbro Watershed drain to the Mississippi River. The efforts we make in Minnesota for clean water will help make a difference all the way to the Gulf of Mexico.

2.2 Accomplishments

What has the ZWP done so far?

The ZWP has come a long way since 2005. The following list highlights a few of our accomplishments, and this is just the beginning...

- Awarded the USDA-NRCS Conservation Partnership Initiative planning grant for \$200,000 in 2005 and a McKnight Foundation grant for \$50,000 in 2007.
- Completed the first comprehensive 5-year Zumbro River Watershed Management Plan
- Enrolled 23 new volunteer citizen stream and citizen lake monitors in the watershed.
- Held over 25 public education meetings throughout the watershed, and tested over 100 well water samples for nitrate.
 - Events include: 4 public open house events for planning input, a series of agricultural education workshops, water quality monitoring workshops and demonstrations, wildlife and ecology workshops, two watershed tours, and two Backyard Conservation Earth Day workshops. Many of these events were made possible with the help of partnering agencies and organizations.
- Sponsored 5 annual *Fall Foliage Fun Float* events on Lake Zumbro, and featured our first fundraising raffle in 2007.
- Hosted the first annual *Zumbro Watershed Celebration* at the Covered Bridge Park in Zumbrota.
- In partnership with local Soil & Water Conservation Districts, established five projects that demonstrate water quality and wildlife habitat improvement land practices.

2.3 Articles of Incorporation

What are Articles of Incorporation?

Articles of Incorporation, which conform to state law, must be filed with the proper state authorities and must convey the purpose of your corporation, the name, the primary place of business, names of directors, and the amounts and types of stock it is authorized to issue.

Articles of Incorporation of the Zumbro Watershed Partnership, Inc. were approved on February 7, 2005 and filed with the State of Minnesota on February 8, 2005. A copy of the ZWP Articles of Incorporation can be found in Appendix A on page 27 of this handbook.

2.4 Bylaws

What are Bylaws?

Bylaws are the rules and regulations adopted by a corporation for its internal governance. It usually contains provisions relating to directors, officers and general corporate business. At the corporation's initial meeting the bylaws are adopted. Bylaws are a private document not filed with any state authority. Bylaws are more flexible than the articles of incorporation because they are easier to amend.

Bylaws of the Zumbro Watershed Partnership, Inc. were approved on February 7, 2005, and contain nine (9) articles which describe the structure and function of the

corporation in greater detail. A copy of the ZWP bylaws can be found in Appendix B on page 30 of this handbook.

2.5 IRS Determination Letter

What is the IRS Determination Letter?

A determination letter is the most important legal document the organization can possess. The IRS sends this letter after having successfully applied for the recognition of the organization's tax-exempt status. In this document the IRS indicates under which section of the Internal Revenue Code the organization is qualified. For instance, if you file Form 1023, you expect to be recognized as a 501(c)(3) tax-exempt organization. In order to avoid revocation of status, the organization must continue operating according to the manner described in the application. The determination letter is the only official document and proof that the organization is recognized as a tax-exempt organization. Keep it in a safe place.

As of October 17, 2008, the status of the ZWP was approved as an exempt organization under section 501(c)(3), and further classified as a public charity. This determination is retroactive to February 8, 2005. A copy of the Letter of Determination can be found in Appendix C on page 36 of this handbook.

2.6 List of Former Board Members

A complete list of former board members is found in Appendix D on page 38 of this handbook.

Section 3: Strategic Framework

3.1 Mission Statement

What is the mission statement, and what does it mean?

The ZWP mission statement is:

“To Promote the Protection and Improvement of the Zumbro River Watershed”.

The ZWP mission statement was written to provide a broad base to work with a variety of partners and projects to achieve success. The Zumbro Watershed Partnership is a non-profit organization comprised of local citizens and organizations whose common goal is to protect and improve the waters of the Zumbro River and its tributaries.

3.2 Zumbro River Watershed Management Plan

How does the ZWP plan to accomplish its mission?

A five-year plan for the Zumbro River Watershed was completed in September 2007 and published by the ZWP. The management plan was written for all audiences, from natural resource management staff to the urban and rural citizens and business owners in the watershed. The plan identifies both physical and social aspects of the watershed environment, discusses existing resource issues and proposes a work plan to address these issues. The plan was created with input from the ZWP Board of Directors, the Watershed Coordinator, and numerous partners ranging from federal, state and local agencies, local and regional businesses and other non-profit organizations who want to achieve similar goals within the Zumbro River Watershed.

To get a copy of the management plan, see Section 7.6 *Contacts*, page 26 of this handbook.

3.3 Annual Operating Plan/Goals Statements

Does the ZWP have an annual operating plan?

In 2005, the ZWP wrote both short and long term goals for the organization, to act as a temporary annual operating plan. These goals statements include a list of potential partners, estimated volunteer hours needed and time lines. The goals will be continuously reviewed by work committees and the Board of Directors, until an official annual operating plan is written.

The complete set of goals can be found in Appendix E on page 40 of this handbook.

3.4 Meetings of the Membership

If I am a member, do I have to attend meetings?

If you are a voting member of the ZWP (by paying annual dues), but **not** on the Board of Directors, you are **not** required to attend any meetings. However, you may attend any of the meetings you chose to. Members may vote at the annual meeting, and are strongly encouraged to attend.

What is the ZWP Annual Meeting?

The annual meeting of the ZWP membership is held in March of each year. The purpose of the annual meeting is to confirm appointed Directors, elect the new officers of the Board, and elect citizen directors to replace expiring terms.

Regular Meetings of the Board of Directors

If I am both a voting member and a Director, what meetings do I have to attend?

The Board meets monthly to address business of the Partnership. No business can be conducted unless a quorum of at least eight (8) Directors (1/3 of the total number of authorized Directors) is present. (Bylaw Article 4.12)

All directors are encouraged to attend as many regular meetings as possible. A goal of no less than 10 meetings per year has been established by the Board.

Business meetings are held every second Thursday of the month from 7-9 pm in the Oronoco Community Center.

If you are a Director, and also serve on a ZWP committee, you are required to attend committee meetings as needed.

How are business meetings held?

Meeting announcements, a draft agenda and draft minutes from the previous meeting will be emailed to Directors and members approximately one week before the meeting. Directors are asked to review the draft agenda and minutes for approval at the upcoming business meeting.

Business meetings are conducted using standard parliamentary procedure, with the Chair presiding over the meeting, and minutes taken by the Secretary. The ZWP uses a standard agenda to establish its order of business. To learn more about standard meeting procedures, see Appendix F, on page 45 of this handbook.

Archived minutes can be found on the ZWP website (www.zumbrowatershed.org) and in the ZWP Corporate Book. The Corporate Book also contains hardcopies of the organizations legal documents and other records of concern. An overview of past business meeting minutes can be found in Appendix G, on page 51 of this handbook.

Section 4: Policies

4.1 Line of Authority

What is the line of authority?

The line of authority is the system the ZWP has set up to outline who has responsibility for controlling and handling the financial, legal and public or media relations of the organization.

Board of Directors

The Board of Directors have the authority to execute any policies they deem necessary for the ZWP's success. They will operate within the guidelines of the Articles of Incorporation, Bylaws, and by federal, state and local regulations and laws. The Board of Directors sets the direction for the Partnership and approves projects. The Board of Directors has the authority to hire employees.

Executive Committee

The Executive Committee has and may exercise all the powers of the Board of Directors in managing the organization when the Board of Directors is not in session.

Treasurer

The Treasurer has the authority as given by the Board of Directors. The Treasurer has the authority to perform in-depth reviews of the ZWP's financial activity, assist in the development of the budget, and makes recommendations to the Board of Directors.

Executive Director (currently vacant position)

The Executive Director provides service as media and information spokesperson for the Partnership, and also provides the bookkeeper duties with the authority as directed by the Board of Directors. As bookkeeper, designs and keeps accurate data on the Partnership's financial assets. The bookkeeper follows policies as outlined in this document. The bookkeeper is responsible to the Treasurer and the Board of Directors.

ZWP Staff (currently vacant position)

The staff of the Partnership reports directly to the Executive Director and the Board of Directors. They are required to follow the policies and procedures as outlined in this handbook.

Volunteers

Volunteers of the Partnership may report to Executive Director, ZWP Staff or the Board of Directors

4.2 Honoraria to Guest Speakers

An honorarium to guest speakers for the ZWP was established by the Board on June 12, 2008. Honoraria will include a \$20 gas gift card plus choice of a ZWP t-shirt or hat. Honoraria will only be offered to speakers allowed to receive them by law or employment policy.

4.3 Reimbursement of Expenses

Directors, staff or volunteers may be reimbursed for out-of-pocket expenses for actual cost only, and must be presented with a receipt for approval of the Board. No travel or per diem rate is offered.

4.4 Policy on Potential Conflicts of Interest

The Conflict of Interest Policy for the Board of Directors of the Zumbro Watershed Partnership is intended to promote conduct on their part that is consistent with and in support of ZWP's mission as a non-profit tax exempt organization. In addition to promoting compliance with legal standards, this Policy upholds the reputation of integrity for the Partnership, its Directors, volunteers and staff. Directors must comply with applicable laws and avoid appearance of unethical conduct and conflict of interest.

Directors must disclose in writing any circumstances that may present a conflict of interest or that may appear to be a conflict of interest immediately upon learning about the potential for the conflict.

On a particular matter that a Director has a conflict of interest they shall state it at any board meeting which discussion or a vote will occur on the subject. The Director will not be allowed to vote on the particular matter and shall not be included in the quorum for that particular matter. The Director may be asked by the Chair and other Directors to excuse them from the part of the meeting when the particular matter will be discussed and voted on.

A contract or other transaction between ZWP and:

1. one or more of its directors, or a member of the family of a director;
2. a director of a related organization, or a member of the family of a director of a related organization; or
3. an organization in or of which one or more of the corporation's directors or a member of the family of the director are directors, officers, or legal representatives or have a material financial interest, is not void or voidable because the director or directors or the other individual or organization are parties or because the director or directors are present at the meeting of the Board of Directors of a committee of the Board of Directors at which the contract or transaction is authorized, approved, or ratified, if:
 1. the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract

- or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
2. the material facts as to the contract or transaction and as to the director's or directors' interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested director or directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this section:

1. a director does not have a material financial interest in a resolution fixing the compensation of the director or fixing the compensation of another director, office, employee or agent of the Council, even though the first director is also receiving compensation from the corporation; and
2. a "member of the family" of the director includes the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the director or any combination of them.

Each new Director shall be asked to acknowledge on the approved form in the appendix, that she/he understands the conflict of interest policy and will comply with this policy. All Directors and staff shall be asked to complete the conflict of interest form annually.

4.5 Privacy of Information Draft

Information collected about members and Directors of the Zumbro Watershed Partnership, Inc. is considered private and will not be shared with other businesses or organizations. Use of this information is for official ZWP business only, and is to be maintained by administrative staff, hired personnel or a single dedicated volunteer. Staff, hired personnel, or members of a working committee of the ZWP only may request the most current membership list and/or contact information with a statement of intent of use.

5.1 Financial Operating Procedure

What is the ZWP's operating procedure?

The bookkeeper will have primary responsibility for designing and maintaining the accounting system, creating monthly treasurer reports, doing payroll, providing reports as requested by the Treasurer, any Director, or staff.

The bookkeeper will create monthly financial reports that include receipts, disbursements, receivables, and payables. Bi-monthly reports will also include a budget vs. actual comparison, balance statement and cash flow. The bookkeeper will also be responsible for filing required federal and state tax forms and making payments on these liabilities.

The Directors will review the financial statements and reports monthly at regular Board and Executive Committee meetings.

At year end ZWP will complete an internal audit of their finances. An independent audit shall be conducted if required by state or federal regulation or at a minimum of once every four (4) years. In years when an independent audit is not completed, an independent review will be conducted.

ZWP will contact a Certified Public Accountant (CPA) with questions regarding finances as a reference source.

ZWP will follow the standards and financial reporting for Nonprofit Organizations. These policies are meant to conform in all material aspects to the single audit requirement of the Federal OMB A-133 or as amended.

What are the ZWP's procedures for financial reporting?

Annual budgets are prepared by the bookkeeper and Treasurer. Technical assistance is provided by staff. Budgets comparisons are reported at bi-monthly Board of Directors meeting. A Chart of Accounts is used to code receipts and disbursements to the proper accounts. Standard journal entries will be prepared and posted by the bookkeeper. Each project is given a separate identifying class and is maintained separately. Monthly financial reports are provided to the Board of Directors at a regular meeting or at an Executive Committee meeting by the bookkeeper.

Annual audits are conducted at a minimum by an Audit Task Force consisting of the bookkeeper, Treasurer, and two Directors. Annual audits are conducted by an independent Certified Public Accountant (CPA) when required by federal or state regulation, every fourth year, or as directed by the Board of Directors. In years

when an independent audit is not completed, an independent review will be conducted if directed by the Board of Directors.

The fiscal year for the Zumbro Watershed Partnership is January 1 – December 31.

How does the ZWP safeguard assets?

The bookkeeper and Treasurer shall have the primary responsibility for ensuring that proper financial management procedures are followed. The Treasurer shall make recommendations of fiscal oversight; the Board of Directors shall have the fiscal oversight responsibility in safeguarding the assets of the ZWP and shall have fiscal oversight responsibility for ensuring that all internal and external financial reports fairly present its financial condition.

A proper filing and retention system will be maintained for all financial records. Actual income and expenditures will be compared to the budget on a bimonthly basis at the Board of Directors meetings.

5.2 Prior-year Annual Report

To date, the ZWP has not produced an annual report. A copy of the prior-year annual report will be added to this handbook as it becomes available.

5.3 Recent Audit Report

The ZWP has not conducted an independent audit to date. Audit dates and company information will be added to this handbook as it becomes available.

5.4 Current Annual Budget

To date, the ZWP has not approved an annual operating budget. A copy of the current annual operating budget will be added to this handbook as it becomes available.

5.5 Form 990

What is IRS Form 990?

Form 990 is an annual information return — an annual tax form — that nonprofits file with the IRS. This public document provides information that allows the IRS to determine whether the organization continues to fill the requirements for its tax-exempt status. Accountability and transparency are keys to retaining public trust, and nonprofits can accomplish it by providing easy and open access to this document.

Form 990 explains the mission and program activities of the organization. The organization's financial information details revenues, expenses, and net assets.

It is also necessary to list the names of the board members and key staff and their compensation (if more than \$50,000 annually).

A current copy of the ZWP 990 form will be inserted in this handbook as soon as it is available.

5.6 Banking Resolutions

All bank statements are to be sent to the home or business of the Treasurer. The Treasurer will review the bank statement and send or deliver to the bookkeeper. On a monthly basis the bookkeeper will reconcile the bank statements and report any discrepancies to the Treasurer and/or Chair.

The discrepancies will be resolved by the bookkeeper, Treasurer, Chair and the bank. Resolution of discrepancies will be documented. The bookkeeper will adjust the ledger with a journal entry if necessary.

5.7 Investment Policy

The investment objectives of ZWP are to safely hold principal, be liquid as necessary for Partnership activities, and be at a competitive rate of return.

ZWP Board of Directors and Executive Committee shall have the primary responsibility for administering the investment accounts. Prior to making an investment the Directors shall consider the following:

- Is there conflict of interests?
- Does the investment reflect the values of the ZWP?
- How liquid is the investment?
- What is the timeline for return?
- What is the specific objective of this particular investment?
- What is the ZWP's risk tolerance at this time?
- What are the ZWP's expectations?

It is the policy that the ZWP consider only investments that meet their objectives, do not conflict with the ZWP values, and are approved by a majority vote of Directors.

5.8 Current Funder List

How does the ZWP get its funding?

Programmatic and operational expenses are primarily earned through grant income from federal, state and private sources. Also, unrestricted income is earned through dues from individual or corporate memberships, public support and contributions.

Current funding for the ZWP includes several sources:

1. Individual membership dues
2. Business or corporation sponsorships
3. Grants

Memberships

An annual membership drive is conducted to retain and increase individual memberships of the partnership. Any person residing or owning property with the Watershed may become a voting member by paying the annual membership dues. (Bylaw Article 2.1)

Membership dues are available in the following increments:

- \$10.00 Youth
- \$25.00 Friend
- \$50.00 Guide
- \$100.00 Navigator
- \$250.00 Guardian
- \$500.00 Protector
- \$1000.00 Steward
- \$5000.00 Benefactor

Business or Corporate Sponsorship

Past and/or current businesses that have sponsored the ZWP include:

Rochester Public Utilities	Think Bank- Community Foundation	Desert Pacific Equity Partners
McGhie & Betts	Meyer’s Seed	
Stress Solutions	Kings Marina	
Healing Touch Spa	St. Lukes Episcopal Church	
Wilmar Investments	Weis Builders	
SEMA Equipment	Camp Victory Ministries	

Grants

2007-2008: McKnight Foundation: \$50,000 one-year operations support grant. Purpose is to build the capacity of the Partnership, and assist in the development of a sustainable organization capable of educating the public about water quality impacts of contributing watersheds of the Mississippi River Basin.

2005-2007: Conservation Partnership Initiative (CPI): titled *Working Lands for Wildlife and Water Quality: Leveraging Conservation Dollars in the Zumbro River Watershed*; awarded in June of 2005 by the USDA Natural Resources Conservation Service and the MN Board of Soil and Water Resources. The total grant award was \$200,000 of cash with a \$200,000 in-kind match from the ZWP volunteer board members and partners, to be completed in 18 months. The project was a multi-partner effort to create a 5-year management plan and to accelerate the adoption of conservation practices on agricultural working lands and perennial cover practices on highly sensitive areas in the Zumbro River Watershed. Long range goals of an overall reduction of sediment reaching the Zumbro River by 30 percent, and improve water quality for wildlife.

Section 6: Partners and Staff

6.1 Partners of the ZWP

Who are the partners of the ZWP?

The partners are the organizations who have agreed to support the mission of the ZWP by one or more means, including: financial, technical support or physical time spent on the ground. The list continues to grow, but includes the following:

FEDERAL & STATE AGENCIES	LOCAL ORGANIZATIONS & BUSINESSES		
Natural Resources Conservation Service	6 Soil & Water Conservation Districts	The Nature Conservancy	McGhie & Betts
MN Board of Soil & Water Resources	6 County government offices	Minnesota Land Trust	SEMA Equipment
MN Dept. of Agriculture	City of Oronoco	Lake Shady Association	Quarry Hill Nature Center
MN Dept. of Natural Resources	City of Rochester	SEMN Water Resources Board	Camp Victory Ministries
MN Pollution Control Agency	Hiawatha Valley RC&D	Minnesota Milk Producers	Whitings Nursery
US Fish & Wildlife Service	Basin Alliance for the Lower Mississippi in MN	Lake Zumbro Improvement Assoc.	Cascade Meadows Science Center
U of M Water Resources Center	The Minnesota Project	Rochester Public Utilities	
U of M Extension Service	Farm Bureau	Sustainable Farmers Association	

6.2 Staff Listing

Who is employed by the ZWP?

Currently, the ZWP has no employed staff. A contract Water Coordinator position has been hired from 2005-2008. The main purpose of the Coordinator is to achieve goals set forth in past and present grant awards.

What are the ZWP's future staffing needs?

Future staffing needs will change as the Partnership grows and has an increasing need to provide community service, legal reporting and accountability. Basic staffing needs may include the following positions:

1. Executive Director
 - Duties as described in Bylaws Article 6.1 include:
 1. Ex-officio non-voting member of the Board and of all committees of the Corporation
 2. Responsible for the employment and duties of all other Corporation staff
 3. Sign all orders of the Treasury for the disbursement of funds, subject to approval of the Board

4. Attend all meetings of the Board of Directors and make quarterly reports to the Board
2. Office Administrator

Duties may include:

 1. Manage the daily office activities to include: phone, mail, email and website
 2. Act as bookkeeper for daily activities, reporting to Ex. Director and Treasurer of the Corporation.
3. Technical/Education Staff

Duties may include:

 1. Develop education programs, events and activities to further the educational needs of the watershed community
 2. Work on conjunction with ZWP Partners to continue monitoring efforts, collect data and make assessments of water quality, soil condition and health, and wildlife habitat.
 3. Work in conjunction with ZWP Partners to provide on-the-ground projects and demonstrations of Best Management Practices in both rural and urban settings.
4. Outreach/Marketing Staff

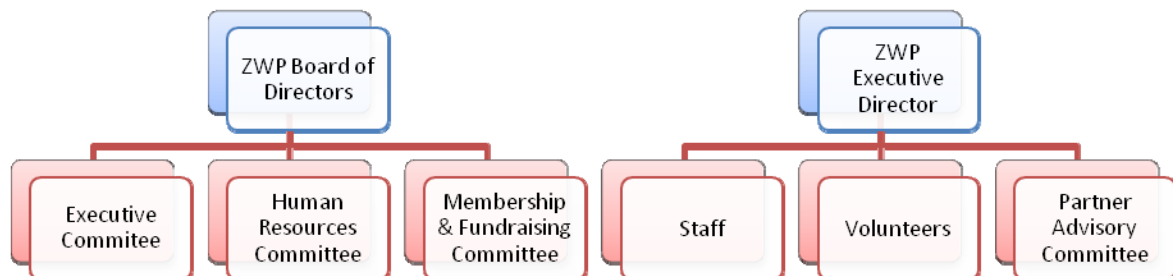
Duties may include:

 1. Provide outreach and information to local citizens, businesses and organizations about ZWP services, memberships and sponsorships.
 2. Develop fundraising events, materials and media to support the financial goals of the Partnership.
 3. Develop outreach materials, such as the quarterly newsletter, brochures and informational handouts/booklets.

6.3 Organization/Team Chart

How do the Board, staff and partners interact?

The chart below shows the relationships between the Board, future staff and partners.



Section 7: Other Information

7.1 Annual Calendar

***Reminder: Board of Directors meet for business every second Thursday of each month. Committees meet as directed.**

January: Beginning of fiscal year, annual membership drive begins

February: Anniversary of the ZWP

March: Annual Members Meeting

April: Citizen volunteer monitoring year begins

October: Annual Fall Foliage Fun Float event, Volunteer of the Year Award

November: Citizen volunteer monitor year ends: data sheets due to MPCA

December: End of fiscal year, annual reporting due

7.2 Website Information

The ZWP has a website containing information about the Partnership, meeting information, partner references and more. It can be accessed at:

www.zumbrowatershed.org.

7.3 Promotional Material

Promotional material developed by the ZWP includes a brochure, *The Zumbro River Watershed Management Plan*, a series of resource maps, *The Zumbro Current* (quarterly newsletter) and this handbook. See inserts for copies of materials as available.

Promotional t-shirts, baseball caps, pens, pencils and refrigerator magnets have been created as gifts, as well as handouts for special workshops or events.

Promotions of events are advertised using media (newspaper, radio, online, etc), fliers and email announcements.



7.4 Common Acronyms

State Agencies

<u>BWSR</u> :	Board of Water and Soil Resources
<u>DNR</u> :	Department of Natural Resources
<u>LCMR</u> :	Legislative Commission on Minnesota Resources
<u>MDA</u> :	Minnesota Department of Agriculture
<u>MDH</u> :	Minnesota Department of Health
<u>MES</u> :	Minnesota Extension Service
<u>MGS</u> :	Minnesota Geological Service
<u>MPCA</u> :	Minnesota Pollution Control Agency
<u>OWM</u> :	Office of Waste Management

Federal Agencies

<u>ACOE</u> :	Army Corps of Engineers
<u>FSA</u> :	Farm Service Agency
<u>EPA</u> :	Environmental Protection Agency
<u>NRCS</u> :	Natural Resources Conservation Service
<u>RC&D</u> :	Resource Conservation and Development
<u>USDA</u> :	United States Department of Agriculture
<u>USF&WS</u> :	United States Fish and Wildlife Service
<u>USGS</u> :	United States Geological Survey

Local and Regional Agencies

<u>JPB</u> :	Joint Powers Board
<u>SWCD</u> :	Soil and Water Conservation District
<u>WD</u> :	Watershed District
<u>WMO</u> :	Watershed Management Organization

State Programs

<u>CLMP</u> :	Citizens Lake Monitoring Program
<u>CSMP</u> :	Citizens Stream Monitoring Program
<u>CLWP</u> :	Comprehensive Local Water Planning
<u>C-S</u> :	Cost-Share Program
<u>CREP</u> :	Conservation Reserve Enhancement Program
<u>CWP</u> :	Clean Water Partnership
<u>FDR</u> :	Flood Damage Reduction
<u>LAP</u> :	Lake Assessment Program
<u>MFIP</u> :	Minnesota Forestry Improvement Program
<u>PFM</u> :	Private Forestry Management
<u>PWP</u> :	Permanent Wetlands Preserve
<u>RIM</u> :	Reinvest in Minnesota
<u>WCA</u> :	Wetland Conservation Act

Federal Programs

<u>CRP</u> :	Conservation Reserve Program
<u>ECP</u> :	Emergency Conservation Program
<u>EQIP</u> :	Environmental Quality Improvement Program
<u>FEMA</u> :	Federal Emergency Management Act
<u>WBP</u> :	Water Bank Program
<u>WRP</u> :	Wetland Reserve Program

Other

<u>BMP</u> :	Best Management Practices
<u>FFFF</u> :	Fall Foliage Fun Float
<u>ISTS</u> :	Individual Sewage Treatment System
<u>LID</u> :	Low Impact Development
<u>LGU</u> :	Local Government Unit
<u>LWP</u> :	Local Water Plan

7.5 Watershed Fact Sheet

GENERAL INFORMATION

8-Digit Hydrologic
Unit Code: 07040004
Population: 149,946
Stream Miles: 2,123
Lake Acres: Zumbro: 714
Rice: 697
Shady: 204
Silver: 62
Bamber: 10
Number of counties: 6
Number of cities: 22
Number of farms: 2,730

TOTAL ACRES: 910,468 (100%)

Crop Acres: 509,059 (55.9%)
Pastured Acres: 216,861 (23.9%)
Forest Acres: 88,516 (9.7%)
Residential/Com.: 77,717 (8.5%)
Covered by Water: 3,914 (0.4%)
Wetlands: 13,904 (1.5%)

Private Owned Ac: 898,602 (98.7%)
Public Owned: 11,862 (1.3%)

COUNTY STATISTICS WITHIN ZUMBRO WATERSHED

Olmsted: 237,099 acres (26.0%)
Dodge: 233,130 acres (25.6%)
Wabasha: 216,491 acres (23.8%)
Goodhue: 176,863 acres (19.4%)
Rice: 29,860 acres (3.3%)
Steele: 17,021 acres (1.9%)

TEMPERATURE DATA

Range: 10-70 degrees F
Annual Avg.: 44 degrees F

PRECIPITATION DATA

Range: 31-33"
Annual Avg.: 32.87"

LEGISLATIVE DISTRICTS

STATE

Senate: Dick Day: 26th
Steve Murphy: 28th
Dave Senjem: 29th
Ann Lynch: 30th

House: Patti Fritz: 26B
Tim Kelly: 28A
Steve Drazkowski: 28B
Randy Demmer: 29A
Kim Norton: 29B
Tina Liebling: 30A
Andy Welti: 30B

FEDERAL

Senate: Norm Coleman
Amy Klobuchar

House: Tim Walz: 1st
John Kline: 2nd

7.6 Contact Information

General Contact Information

Address: 1485 Industrial Drive NW Room 102
Rochester, MN 55901
Phone: 507-280-2850 (office)
Fax: 507-280-2858
Email: admin@zumbrowatershed.org
Website: www.zumbrowatershed.org

Appendix

Appendix A: Articles of Incorporation of the Zumbro Watershed Partnership

ARTICLES OF INCORPORATION OF ZUMBRO WATERSHED PARTNERSHIP INC

We, the undersigned, of full age, for the purpose of forming a non-profit corporation pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A, hereby adopt the following Articles of Incorporation.

The name of this corporation shall be Zumbro Watershed Partnership Inc.

This corporation is organized and shall be operated exclusively, for educational or scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and in particular, to protect and improve the surface and ground water resources and the natural systems of the Zumbro Watershed of the State of Minnesota, to coordinate existing local and state government and citizen resources in the implementation of local water plans and a sense of "watershed pride" through education, information, and special events, and to generally provide for cooperative resource management and protection of the Zumbro Watershed. This corporation may receive and disburse funds or other property incident to or necessary for the accomplishment of its purposes and do any and all acts incidental to the transaction of the business of this corporation or expedient for the attainment of its purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above in Article II.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

For its purposes and not otherwise, this corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with its purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act, as it now exists or as it may be amended or supplemented in the future. All the powers of this corporation shall be exercised only so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code.

This corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any other person the repayment of a loan made to an officer or director of this corporation.

The period of duration of this corporation's corporate existence shall be perpetual.

The registered office of this corporation shall be located at 5823 River Ridge Court Northeast, Rochester, Minnesota 55906.

The corporation shall have members with voting rights.

The management and direction of the business of this corporation shall be vested in its Board of Directors. The number, terms of office, powers, authorities and duties of the directors of this corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the By-Laws of this corporation. Any action may be taken by the Board of Directors by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present; provided that all directors shall be notified of the text of the written action prior to the signing by any of the directors. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

This corporation shall have no capital stock.

The directors of this corporation shall not be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the directors

or officers be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

These Articles of Incorporation may be amended from time to time in the manner provided by law.

This corporation may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision in these articles to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

The corporation shall indemnify its directors, officers, employees, agents, and such other persons, for such expenses and liabilities, to the maximum extent permitted by the Minnesota Non-Profit Corporation Act as currently enacted, and to such greater extent as amendments to the Act may permit. No amendment or repeal of the Minnesota Non-Profit Corporation Act shall adversely affect the rights of any such director, officer, or other person existing at the time of such amendment or repeal. The corporation may advance expenses of litigation to the extent provided for in the Minnesota Non-Profit Corporation Act as now enacted or subsequently amended. The corporation may enter into agreements with persons acting for or on behalf of the corporation to indemnify such persons, for such expenses and liabilities, and to such extent, as permitted by the Minnesota Non-Profit Corporation Act as the corporation shall determine.

All references in these Articles to sections of the Internal Revenue Code refer to the Internal Revenue Code of 1986 as it now exists or may be amended or supplemented in the future and to corresponding sections of any tax codes that may be adopted in the future. All references to Chapter 317A of the Minnesota Statutes shall refer to that chapter as it now exists or as it may be amended or supplemented in the future and to any corresponding law relating to Minnesota non-profit corporations that may be adopted in the future.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2005.

Judy Ohly

Appendix B: Bylaws of the Zumbro Watershed Partnership, Inc.

BYLAWS OF
ZUMBRO WATERSHED PARTNERSHIP, INC.

ARTICLE ONE
PURPOSE

1. The purpose for which this corporation is organized is as follows:
 - 1.1 To protect and improve the surface and ground water resources and the natural systems of the Zumbro Watershed of the State of Minnesota, to coordinate existing local and state government and citizen resources in the implementation of local water plans and a sense of “watershed pride” through education, information, and special events, and to generally provide for cooperative resource management and protection of the Zumbro Watershed.

ARTICLE TWO
MEMBERSHIP

- 2.1 Any person residing or owning property within the Watershed may become a voting member by paying the annual membership dues.
 - 2.1.1 Any person interested in supporting and promoting the purpose of this Corporation may become an ex-officio member by paying the annual membership dues.
- 2.2 The Board of Directors shall determine the amount of the annual dues.
- 2.3 Any person in arrears for dues over ninety (90) days shall, after ten (10) days written notice, be suspended by the Secretary of the Corporation, and in order to be reinstated must make application for membership in the same manner as any proposed new member.

ARTICLE THREE
MEETINGS OF MEMBERS

- 3.1 Meetings: Meetings of the members may be held at:
 - 3.1.1 The registered office of the Corporation; or
 - 3.1.2 Any place within the Zumbro Watershed of the State of Minnesota designated by the Board of Directors pursuant to the authority of this Section.
- 3.2 Annual Meetings: Members shall hold an annual meeting for the election and confirmation of directors as provided in Article Four and for the transaction of any other business. Notice of such meeting shall include any matters concerning which special notice is required. Annual meetings will be held in March of each year. When the annual meeting has not been held, or directors have not been elected thereat, directors may be elected at a special annual meeting held for that purpose. Upon written demand of 50 members or 10% of the members with voting rights, whichever is less, the Chair, Vice-Chair or Secretary shall call the special annual meeting.

- 3.2.1 Notice of the annual meeting shall be mailed to all members at least twenty (20) days prior to the date of the annual meeting.
- 3.3 Special Meetings: Special meetings may be called for any purpose at any time in the manner provided herein below by:
- 3.3.1 The Chair;
- 3.3.2 The Board of Directors; or
- 3.3.3 Any 50 voting members or 10% of the voting members, whichever is less.
- 3.3.4 A person entitled to call a special meeting may make a written request to the Chair, Vice-Chair or Secretary to call the meeting. Such officer shall give notice of the meeting to be held between ten (10) and sixty (60) days after receiving the request. If the officer fails to give notice of the meeting within the prescribed time the person who requested the matter may fix the time and place of the meeting, and give notice in the manner provided by these By-Laws.
- 3.4 Notice of Meetings: Notice of meetings shall be given to all members entitled to Vote at the meeting. "Notice" means a written notification of a meeting stating:
- 3.4.1 The time, place and, in the case of a special meeting, purpose;
- 3.4.2 The notice shall be properly addressed according to the last available corporate records;
- 3.4.3 The notice shall be sent or delivered by a duly authorized person to each director or member entitled to vote at the meeting; and
- 3.4.4 The notice shall be delivered or mailed not less than ten (10) nor more than sixty (60) days before the meeting excluding the date of the meeting.
- 3.5 Quorum: A quorum is necessary for the transaction of the business of a meeting. When a quorum is not present, the meeting may be adjourned from time to time for that reason. When a quorum has been present and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment. A quorum for meetings of members 10% of the total voting membership present, or where the meeting is by mail vote, 20% of the total voting membership.
- 3.6 Voting: Members may vote by voice or ballot or by mail or other reasonable means. The entire vote on any single issue may be by mailed ballots if so stated in the notice. Such a vote shall have all the effects of a vote taken at a regular or special meeting provided that at least 20% of the membership so votes.
- 3.6.1 A person must be a member for at least 30 days prior to an annual or special meeting to be entitled to vote.
- 3.7 All methods for remote communications for member meetings are allowed by Minn Statutes 317A.450

ARTICLE FOUR BOARD OF DIRECTORS

4. The affairs of this Corporation shall be managed by twenty-five (25) directors who shall serve without compensation; provided, however, that such directors may from time to time be reimbursed for out-of-pocket expenses upon approval of a majority of the Board of Directors. A member of the Board of Directors shall be a member of this

Corporation, except for the appointees of the County Boards and the soil and water conservation districts.

- 4.1 The Board of Directors shall be composed of the following:
 - 4.1.1 One County Commissioner or their appointed representative from each of the six (6) counties within the Watershed (Olmsted, Dodge, Wabasha, Goodhue, Rice, Steele);
 - 4.1.2 One Soil and Water Conservation District Supervisor, or their representative from each of the six (6) counties within the Watershed;
 - 4.1.3 Thirteen (13) interested citizens, with no less than ten (10) residing within the watershed with a goal of at least one citizen representative from each county in the watershed.
- 4.2 Regular Meetings: Regular meetings of the Board of Directors shall be held as called at any time and place within the Watershed designated by the Board. Notice of regular meetings need not be given. An act of the majority of directors present at a meeting in which a quorum is present is the act of the Board.
- 4.3 Special Meetings: Special meetings may be called by the Secretary at the request of the Chair, or upon written request of one (1) director. The object of such meeting shall be stated in the notice, and no other business shall be transacted thereat. The time and place of meeting shall be stated in said notice. An act of the majority of the directors, present at a special meeting at which a quorum is present is the act of the Board. For purposes of this section, notice means a written notification of a meeting;
 - 4.3.1 Stating time, place and, in the case of a special meeting, purpose;
 - 4.3.2 Properly addressed according to the last available corporate records;
 - 4.3.3 Delivered or mailed not less than five (5) or more than thirty (30) days before the meeting, excluding the date of the meeting.
- 4.4 Waiver of Notice: A director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting who shall enter it upon the records of that meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.
- 4.5 Minutes: A written record of the attendance and business transacted at all regular and special meetings of the Board shall be maintained.
- 4.6 Reports: All reports from officers and committees shall be made in writing and shall be filed with the recording Secretary and become part of the minutes.
- 4.7 Employed Staff: The Board of Directors shall employ all members of the employed staff as defined in Articles Six of these By-Laws.
- 4.8 Discipline of members: The Board of Directors shall have authority to deal with all cases of misconduct or violation of rules and regulations of the Corporation on the part of any member, employee or other persons.
- 4.9 Vacancies: The remaining members of the Board of Directors, though less than a quorum, shall fill any citizen member vacancy occurring on the board. A person so selected shall hold office until the next scheduled election.
- 4.10 Removal: The citizen members of the Corporation, by a majority vote of those entitled to vote at an election of the directors, may, with cause, remove a director. A director shall not be removed from office unless the notice of the annual or special meeting at which the removal is to be considered states such purpose. When a director has been removed, new directors may be elected at the same

meeting without the necessity of going through the nominating committee procedure as indicated in Article Four, paragraph 15 below.

- 4.10.1 A member of the Board of Directors who has more than two unexcused absences from the meeting of the Board of Directors in one year shall be removed from the Board.
- 4.10.2 Board Action Without a meeting: Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized by written actions as provided in Minn Statutes 317A.239.
- 4.11 Proxy: Directors shall not appoint a proxy for himself or herself or vote by proxy.
- 4.12 Quorum: A quorum is necessary for the transaction of the business of a meeting. When a quorum is not present, any meeting may be adjourned from time to time for that reason. When a quorum has been present and directors have withdrawn from the meeting so that less than a quorum remains, the directors still present may continue to transact business until adjournment. A quorum for meeting of the Board of Directors is one third (1/3) of the number of authorized Directors.
- 4.13 Election of the Board of Directors: The citizen members of the Board of Directors shall be elected at the annual meeting for three terms. Starting in the elections of 2005, four (4) members shall be elected for a three-year term and five (5) members shall be elected to a two-year term, and (4) members shall be elected to a one-year term. In 2006, four (4) members will be elected to a three-year term. Thereafter, each term shall be for three (3) years.
- 4.14 Nominating Committee: At a regular meeting of the Board of Directors, at least thirty (30) days, preceding the annual meeting of the members, the Chairperson shall appoint a nominating committee of three (3) to nominate members for election to the Board of Directors. At least fifteen (15) days before the election, the nominating committee shall post conspicuously in the Notice of the annual meeting the names of the persons nominated. Any member in good standing shall be eligible for nomination as Director from the floor at the annual meeting. No director shall be eligible for reelection for more than two consecutive terms.
- 4.15 The size of the Executive Committee shall be determined by the Board of Directors, but shall at least consist of the officers of the corporation and three (3) other members of the Board, providing as much geographical distribution as possible.
 - 4.16.1. The executive board shall have full authority to make all of the decisions on behalf of the Board of Directors.
- 4.16 Any meeting may be held by remote communication as provided in Minn. Statute 317A.231.Subd.2.

ARTICLE FIVE OFFICERS

- 5.1 At the first regular meeting of the Board of Directors after the annual election of the Corporation, the Board shall elect by ballot from its own number a Chair, a Vice-Chair, a Secretary and a Treasurer. Said officers shall be the officers of the Corporation and the Board, and shall hold office for one (1) year or until their successors are elected and qualify. They shall have the power to perform the duties defined by Chapter 317A of Minnesota Statutes, subject to these By-Laws and such regulations as may be provided.
- 5.2 Chair: The chair shall:
 - 5.2.1. Preside at all business meetings of the Corporation;

- 5.2.2. Make a written report to the membership at the annual meeting of the Corporation;
- 5.2.3. Shall appoint all standing committees of the Board and of the corporation; and shall designate chairpersons thereof, subject to the approval of the Board of Directors; and
- 5.2.4. Sign all legal papers of the Corporation authorized by the Board of Directors.
- 5.3 Vice-Chair: The Vice-Chair shall, in the absence or disability of the Chair, have the power and perform all duties of the Chair. The Vice-Chair will be assigned appropriate duties by the Chair.
- 5.4 Treasurer: The Treasurer shall receive all monies of the Corporation and shall disburse them under the order of the Board of Directors and, after proper approval, shall keep a full accounting of all monies received and paid out, and report the same to the Board of Directors at their meetings, to the Corporation at the annual meeting, and at other times when required. The Treasurer shall keep all funds of the Corporation and properly deposit them in said depositories as shall be designated by the Board of Directors. The Board of Directors shall annually appoint an audit committee or employ an independent accountant to review the books of the Corporation.
- 5.5 Secretary: The Secretary shall
 - 5.5.1 Keep a record of the minutes of all the meetings of the Corporation and of the Board of Directors, and shall attest same with his or her signature;
 - 5.5.2 Shall notify all officers and directors of all meetings of the Corporation and of the Board of Directors; and
 - 5.5.3 Shall be the custodian of the records of the minutes of all meetings.
- 5.6 Removal: Any officer may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE SIX
EMPLOYED OFFICIALS AND STAFF

- 6.1 The Executive Director shall be employed by the Board of Directors, duties of the Executive Director shall be;
 - 6.1.1 The Executive Officer of the Board and of the Corporation;
 - 6.1.2 An ex-officio non-voting member of the Board and of all committees of the Corporation;
 - 6.1.3 Be responsible for the employment of all other members of the Corporation staff, in accordance with the policies of the Board of Directors, and shall designate their duties and have general supervision of their work;
 - 6.1.4 Sign all orders of the Treasury for the disbursement of funds, subject to the approval of the Board; and
 - 6.1.5 Attend all meetings of the Board of Directors and shall make quarterly reports to the Board of Directors.
- 6.2 All other members of the Corporation staff shall be employed by the Board of Directors upon recommendation of the Executive Director. Their duties shall be designated by the Executive Director subject to the approval of the Board of Directors.

ARTICLE SEVEN
COMMITTEE ORGANIZATION

- 7.1 The Board of Directors, on the recommendation of the Chair, shall designate such standing and special committees as is necessary to carry out the business of the association.
- 7.2 Members of the committee need not be members of the Corporation.
- 7.2.1 A majority of each committee shall be members of the Corporation.

ARTICLE EIGHT

- 8.1 The fiscal year of this Corporation shall be the calendar year and shall begin on the first day of January of each and every year and end on the 31st day of December.

ARTICLE NINE

These By-Laws may be amended at any annual or special meeting of the membership. A notice of this meeting shall be sent to the membership at least thirty (30) days prior to the meeting and include the proposed By-Law changes.

- 9.1 Any amendments to the By-Laws shall be approved by two-thirds (2/3) vote of all the members attending the meeting.

Secretary

Date:

Appendix C: IRS Letter of Determination for the ZWP

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: OCT 17 2008

ZUMBRO WATERSHED PARTNERSHIP INC
C/O PAUL BAESSLER
1485 INDUSTRIAL DR NW RM 102
ROCHESTER, MN 55901-0000

Employer Identification Number:
20-2316366
DLN:
508274008
Contact Person:
TERRY IZUMI ID# 95048
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
February 8, 2005
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

ZUMBRO WATERSHED PARTNERSHIP INC

OCT 1 1998

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC

Letter 947 (DO/CG)

Appendix D: List of Former Board Members

2005 Board of Directors

Chair Judy Ohly
Vice Chair Andy Hart
Secretary Ron Fuller
Treasurer Paul Baessler

County SWCD Representatives

Thomas Gosse Wabasha SWCD
Wallace Heldebrandt Rice SWCD
Andy Hart Olmsted SWCD
John Kvasnicka Dodge SWCD
Mark Gamm Dodge County

County Commissioner Representatives

Judy Ohly Olmsted County
Eugene McNallan Wabasha County
Dan Rechtzigel Goodhue County
Bruce Kubicek Steele County
Jake Gillen Rice County

Citizen- 1-year term (4 members)

Lou Ohly 1 year- Olmsted
Greg Huey 1 year- Olmsted
Brandon Bertsinger 1 year- Olmsted

Citizen- 2-year term (5 members)

Vernetta Pahl 2 year- Goodhue
Harlen Pahl 2 year- Goodhue
Mike Kuhlman 2 year- Wabasha
David Bronte 2 year- Olmsted

Citizen- 3-year term (4 members)

Chris Bowron 3 year- Olmsted
Paul Baessler 3 year- Olmsted
Kyle Ketterling 3 year- Olmsted
Rich Biske

2006 Board of Directors

Chair Judy Ohly
Vice Chair Andy Hart
Secretary Ron Fuller
Treasurer Paul Baessler

County SWCD Representatives

Thomas Gosse Wabasha SWCD
Wallace Heldebrandt Rice SWCD
Andy Hart Olmsted SWCD
Brian Hanson Dodge SWCD
John Kvasnicka Dodge SWCD
Glen Roberson Goodhue SWCD
None Steele SWCD

County Commissioner Representatives

Judy Ohly Olmsted County
Eugene McNallan Wabasha County
Dan Rechtzigel Goodhue County
Bruce Kubicek Steele County
Jake Gillen Rice County
None Dodge County

Citizen- 1-year term (5 members)

Ron Fuller 1 year- Olmsted
Vernetta Pahl 1 year- Goodhue
Mike Kuhlman 1 year- Wabasha
Harlen Pahl 1 year- Goodhue
David Bronte 1 year- Olmsted

Citizen- 2-year term (4 members)

Chris Bowron 2 year- Olmsted
Paul Baessler 2 year- Olmsted
Rich Biske 2 year Located
outside of watershed
Kyle Ketterling 2 year- Olmsted

Citizen- 3-year term (4 members)

Brandon Bertsinger (2nd term) Olmsted
Jane Bailey

2007 Board of Directors

Chair Andy Hart
Vice Chair Terry Klampe
Secretary Ron Fuller
Treasurer Paul Baessler

County SWCD Representatives (6 members):

Thomas Gosse Wabasha SWCD
Wallace Heldebrandt Rice SWCD
Andy Hart Olmsted SWCD
Glen Roberson Goodhue SWCD
Muriel French Dodge SWCD
Vacant Steele SWCD

County Commissioner Representatives (6 members):

Judy Ohly Olmsted County
Eugene McNallan Wabasha County
Dan Rechtzigel Goodhue County
Bruce Kubicek Steele County
Jake Gillen Rice County
Vacant Dodge County

Citizen 1-year term (5 members): Expire March 2008

Ron Fuller Olmsted resident
Vernetta Pahl Goodhue resident
Harlen Pahl Goodhue resident
Terry Klampe Olmsted resident
1 vacant position

Citizen 2-year term (4 members): Expire March 2009

Chris Bowron Olmsted resident
Paul Baessler Olmsted resident
Kyle Ketterling Olmsted resident
1 vacant position

Citizen 3-year term (4 members): Expire March 2010

Brandon Bertsinger Olmsted resident
Jane Bailey Goodhue resident
Al Atkins Olmsted resident
Dan Schaub Wabasha resident

2008 Board of Directors

Chair Terry Klampe
Vice Chair Kyle Ketterling
Secretary Ron Fuller
Treasurer Paul Baessler

County SWCD Representatives (6 members):

Thomas Gosse Wabasha SWCD
Wallace Heldebrandt Rice SWCD
Andy Hart Olmsted SWCD
Glen Roberson Goodhue SWCD
Muriel French Dodge SWCD
Vacant Steele SWCD

County Commissioner Representatives (6 members):

Judy Ohly Olmsted County
Eugene McNallan Wabasha County
Dan Rechtzigel Goodhue County
Bruce Kubicek Steele County
Jake Gillen Rice County
Vacant Dodge County

Citizen 1-year term (5 members): Expire March 2009

Jane Bailey Goodhue resident
Brandon Bertsinger Olmsted resident
Terry Klampe Olmsted resident
Dick Schulz Olmsted resident

Citizen 2-year term (4 members): Expire March 2010

Ron Fuller Olmsted resident
Vernetta Pahl Goodhue resident
Harlen Pahl Goodhue resident
Al Atkins Olmsted resident
Dan Schaub Wabasha resident

Citizen 3-year term (4 members):

Chris Bowron	Olmsted resident
Paul Baessler	Olmsted resident
Kyle Ketterling	Olmsted resident
Katie Dudley	Olmsted resident

Expire March 2011

Appendix E: Goals Statements for the ZWP

Short-term Goals

1. Promote Public Awareness

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Promote volunteers for the Minnesota Pollution Control Agency's Citizen Stream Monitoring Program to monitor aquatic habitats of the Zumbro River and its tributaries.	MPCA	250 hrs/yr for monitoring 80 hrs/yr to promote participation	Continuous
2. Work with DNR staff to co-host a warm water fisheries workshop.	DNR, SE MN Water Resources Board, Small Mouth Bass Alliance	40 hrs	2005
3. Host a celebration/recognition program for watershed volunteers and the public.	Counties, SWCDs, Lake Zumbro Association	100 hrs	Annually
4. Set up and maintain a web page with links to the information on the current farm and other conservation programs for farmers, homeowners, builders, land developers, and conservationists.	NRCS, SWCDs, MPCA, DNR, Counties, conservation organizations	100 hrs to set up and 200 hrs/yr to maintain	Begin in 2005
5. Provide displays and information about the watershed and available farm programs at agricultural events and fairs.	NRCS, SWCDs, MPCA, DNR, BWSR, RC&D, UofM, conservation organizations, agricultural organizations	40 hrs/yr	Begin in 2005
6. Promote and educate property owners and the general public about sustainable resource management.	OEA, MPCA, SWCDs, DNR, UofM, cities, and counties	40 hrs/yr	Continuous
7. Host a contest to design the logo for the Zumbro Watershed Partnership.	None	20 hours	2005

8. Promote awareness and advocate for responsible stormwater management during land development.	MPCA, cities, counties	30 hrs/yr	Annually during the construction season
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2. To be a valuable partner for all efforts in the entire Zumbro Watershed.

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Hire a watershed coordinator to foster cooperation among the citizenship and all levels of government.	NRCS, SWCDs, MPCA, DNR, BWSR, USFWS, ACE, RC&D, UofM, SEMNWRB, counties, cities, conservation organizations, agricultural organizations	60 hrs	Begin in 2005

3. Become well informed of all efforts in process to monitor, promote protection, and improve the Zumbro Watershed.

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Summarize available information about natural resources, water quality, and land use in the watershed.	NRCS, SWCDs, MPCA, DNR, BWSR, USFWS, ACE, RC&D, UofM, SEMNWRB, counties, cities, conservation organizations, agricultural organizations	120 hrs	2005
2. Review the Total Maximum Daily Load recommendations for reducing fecal coliform bacterial pollution in the Zumbro River.	MPCA	10 hrs	2005
3. Yearly visits with Cannon River Watershed to review goals of both Watersheds.	Cannon River Watershed	4 hrs	2005

4. Identify technical and financial assistance programs to help landowners solve land management problems.

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Promote enrollment in the Conservation Security Program.	NRCS, SWCDs, BWSR, RC&D, UofM, agricultural organizations	200 hrs	2005-2006

2. Seek funding to leverage Conservation Security Program funding.	NRCS, SWCDs, BWSR, RC&D, UofM, agricultural organizations	40 hrs	2005-2006
3. Support the implementation of the Conservation Reserve Enhancement Program.	NRCS, SWCDs, DNR, BWSR, RC&D, counties, conservation and agricultural organizations	30 hrs	Begin in 2005

5. Promote Watershed Partnership Participation

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Build a constituency for the watershed partnership through member recruitment.	SWCDs, counties, cities, conservation and agricultural organizations	80 hrs	Begin in 2005
2. Establish and secure a sound funding base for operation of the partnership.	RC&D, McKnight Foundation, cities, counties, conservation and agricultural organizations	100 hrs	Begin in 2005
3. Prepare and print educational information about the watershed partnership.	SWCDs, conservation and agricultural organizations	10 hrs	2005
4. Find and purchase non-profit software to manage accounting.	RC&D	5 hrs	2005

Long-term Goals

1.Promote opportunities for good land stewardships

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Advocate for the use of sustainable farming and forestry practices that enhance water quality and improves aquatic wildlife habitat.	NRCS, SWCDs, BALLM, SE MN Ag Alliance, DNR	NA	
2. Advocate for the protection of productive farm and forestland.	NRCS, SWCDs, DNR	NA	
3. Implement demonstration conservation projects with willing landowners.	NRCS, SWCDs, DNR	200 hrs/yr	

4. Enhance and protect systems of urban/suburban open space.	City & County Planning Departments, conservation organizations (i.e. Izaak Walton League, Minnesota Land Trust, etc.)	200 hrs/yr	
5. Organize a degraded stream segment of stream bank restoration project (protect and enhance native biodiversity).	NRCS, SWCDs, DNR, schools, conservation organizations (i.e. Small Mouth Bass Alliance, Trout Unlimited, Pheasants Forever, etc)	400 hrs/yr	
6. Identify opportunities for flood damage reduction.	City & County Planning Departments, DNR, SWCDs land owners	120 hrs/yr	

2. Become well informed of all efforts in process to monitor, promote protection, and improve the Zumbro Watershed

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Review the recommendations in the Basin Alliance for the Lower Mississippi Scoping Document.	BALMM	10 hrs	2006
2. Arrange for presentations on the Impaired Water designation of the Zumbro River.	MPCA, EPA	10 hrs	2006

3. To be a valuable partner for all efforts in the entire Zumbro Watershed.

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Survey recreational water use in the watershed (e.g. fishing, boating, canoeing, etc).	DNR, UofM	100 hrs	2006
2. Support the implementation of the South Zumbro Watershed Capital Improvement Project.	Olmsted County, City of Rochester, Townships, DNR, BWSR, MPCA, conservation and agricultural organizations	40 hrs	Begin in 2006

3. Review each County's "Water Management Plan".	Counties, BWSR	20 hrs	2006
4. Encourage counties to be involved in Natural Resource Based Planning.	Counties, DNR	40 hrs	2006
5. Participate in regional water planning and management decisions.	SEMNRWB, BALMM	60 hrs	Begin in 2006
6. Identify high priority sub-watersheds for use as pilot project areas.	NRCS, SWCDs, MPCA, DNR, BWSR, USFWS, RC&D, UofM, SEMNRWB, counties, cities, conservation and agricultural organizations	40 hrs	Begin in 2006

4. Promote Public Awareness

Goal	Potential Partners	Estimated Volunteer Hours	Period
1. Work with County Solid Waste Officers to co-host a river clean-up day.	MPCA, conservation organizations, Boy Scouts	20 hrs/yr to promote participation 400 hrs/yr for clean-up	Each spring
2. Co-host three septic system owner education programs in the watershed.	SE MN Water Resources Board, UofM, MPCA	60 hrs	2006
3. Host a series of educational programs about natural resources and challenges in the watershed.	NRCS, SWCDs, MPCA, DNR, BWSR, USFWS, ACE, RC&D, UofM, counties, cities, conservation organizations, agricultural organizations	120 hrs/yr	
4. Promote awareness of groundwater pollution in the karst terrain of SE MN.	MPCA, UofM, SEMNRWB, cities, counties,	40 hrs/yr	

Appendix F: Standard Board Meeting Procedure

A. Elements of a Successful Meeting

The key to a productive meeting lies in developing and following format. This will allow you to conduct business quickly, efficiently, and constructively. This format should contain:

1. Pre-meeting socialization: builds team spirit. Most boards are composed of people with diverse backgrounds who may never see each other outside the board room. They need time to warm up and get used to working as a team.
2. Board meeting orientation: Call meeting to order on time. Take attendance. Recognize visitors.
3. Reports: Approve the agenda, minutes, and treasurer's report. These should be sent to each member in advance to provide adequate time to respond and to streamline your meeting. Hear committee and administrators' reports. This may involve designated board members and staff.
4. Business decision making: Unfinished business such as tabled motions, actions interrupted by adjournment, and intentionally carried over items should be addressed. Consider new business. Deal with items needing a motion and a vote. Some issues, such as administrator's evaluation and long-range planning, don't belong except as reports or for specific recommendation for board action.
5. Ending formalities: Make informational announcements on which no action is required. Adjourn the meeting. A motion, second, and majority vote are required.
6. Post-meeting feedback and socialization: Evaluate your meeting. A few times a year review your procedure and be open to change. Socialize. Relationships may be strained due to difference of opinions on issues addressed. Put on the coffee and rebuild.

Added tips: To add to a successful meeting consider:

- The early part of a meeting tends to be more lively and creative than the end of it, so if an item needs mental energy, bright ideas, and clear heads, it may be better to put it high on the list. If an item is of great interest and concern, it may be a good idea to hold it back and get some other items taken care of first. Then the star item can be introduced to carry the meeting over the attention lag that sets in after the first fifteen to twenty minutes.
- Some items unite the meeting while others divide the members. Whether the chair starts or finishes with an agenda item which splits the board, the point is to be aware of the choice. It may make a difference in the whole atmosphere of the meeting. As a rule, it is a good idea to find an item of agreement with which to end the meeting.
- A common fault is to dwell too long on trivial items or run off on tangents. This can be remedied by putting on the agenda the time at which discussion of the important, long-term issues will begin and by sticking to it.
- Include a finishing time as well as a beginning time on the agenda.

B. Parliamentary Procedure

Although parliamentary procedure may seem confusing at first, it is important that board members learn and use it. When they do, you will find that your meetings are briefer and more productive.

Order of Business

1. The meeting is called to order by the chair.
2. The minutes of the preceding meeting are:

- may be approved as presented; or
 - may be approved with additions or corrections.
3. Monthly statement of treasurer is:
 - approved as presented; or
 - approved with additions or corrections.
 4. Reports of standing committees are called for by the chair.
 5. Reports of special committees are called for by the chair.
 6. Unfinished business is next in order, at the call of the chair.
 7. New business is called for by the chair.
 8. If the meeting is an annual or special meeting, the program—such as awards, a speech, etc.—follows. The program is considered part of the meeting. The chair presides throughout.

Principle Motions

General Statement: When a motion has been made, seconded, and stated by the chair, the assembly is not at liberty to consider any other business until this motion has been disposed of. The mover cannot withdraw the motion after it has been stated by the chair. In general, all important motions should be seconded without addressing the chair.

Terminology

To amend: This motion is “to change, and/or omit words” in the original main motion. To amend an amendment is a motion to change, add, or omit words in the amendment; it is debatable and must be decided by a majority vote. Method: The first vote is on changing words of the amendment; the second vote (if first vote adopts change) on first amendment as changed; the third vote is on adopting main motion as changed.

To commit: When a motion becomes involved through amendments or when it is wise to investigate a question more carefully, it may be moved to commit the motion to a committee for further consideration. Debatable and amendable.

To lay on the table: The object of this motion is to postpone the subject under discussion in such a way that it could be taken up at some time in the near future when a motion “to take from the table” would be in order. These motions are not debatable or amendable; majority vote.

To postpone: A motion to postpone the question before the assembly to some future time is in order, except when a speaker has the floor; debatable, majority vote.

To adjourn: This motion is always in order except:

- When a speaker has the floor.
- When a vote is being taken.
- After it has just been voted down.
- When the assembly is in the midst of some business which cannot be abruptly stopped.

When the motion is made to adjourn to a definite place and time, it is debatable.

To reconsider: The motion to reconsider can be made on a motion that was carried or lost in order. The motion to reconsider a motion that was carried or lost in order, if made on the same day or the next calendar day, must be made by one who voted with the prevailing side. The motion is debatable and must be decided by a majority vote. It requires two votes: first on whether it should be reconsidered; second on original motion after reconsideration. No questions can be twice reconsidered.

Steps to make a general motion:

- Address chair
- Be recognized
- State motion
- Second motion
- Statement repeated to group by chair
- Discussion
- Vote
- Announcement of results

The previous question: This motion is to close debate on the pending question. This motion may be made when debate becomes long and drawn out. It is not debatable. The form is “Mr. (Madam) Chair, I move the previous question.” The chair then asks “Shall debate be closed and the question now be put?”

If this is adopted by a two-thirds vote, the question before the assembly is immediately voted upon.

Point of order: This motion is always in order, but can be used only to present an objection to a ruling of the chair or some method of parliamentary procedure. (For example, if the chair makes a procedural mistake and allows someone not voting on the prevailing side to move to reconsider a motion.) This form is “Mr. (Madam) Chair, I rise to a point of order.” The chair: “Please state your point of order.”

After the member has stated his objection, the chair answers:

- your point of order is sustained; or
- your point of order is denied.

If any member is not satisfied, he may appeal from the decision of the chair. The chair then addresses the assembly, “Shall the decision of the chair be sustained?”; this is debatable and the presiding officer may discuss it without leaving the chair. Voted on like any other motion. Majority of the vote sustains the decision of chair. Requires a majority of “no” votes to reverse decision of the chair.

Main motion: To bring business before the board.

Vote immediately: To stop discussion and to get a vote.

Parliamentary inquire: To let a member ask a question.

Division: A request for the chairperson to use a more accurate method of voting, generally a show of hands. “Mr. or Madam Chair, I call for a division on that last vote.”

Refer to committee: To allow for study and investigation by a smaller group. “I move to refer the main motion to a committee of those appointed by the chair.”

Quorum: The minimum number of members who must be present in order to transact legal business.

Precedence: Refers to the rank of motions. When a motion has been made, any motion of higher order may be proposed but no motion of lower order may be proposed. (There are a few exceptions.) Motions are discussed and voted upon in inverse order to their proposal. (The last motion made will be acted on first.)

Study of Parliamentary Procedure

1. Robert, Henry M., Robert’s Rules of Order
10th Edition. See www.robertsrules.com for ordering information.
2. Aver, J. Jeffrey, Essentials of Parliamentary Procedure
2nd Edition, Appleton-Century-Crafts, Inc., New York
3. Sikkink, Donald, Understanding Parliamentary Procedure
Peaceful Acres Press
17614 - 33rd Avenue
Clearwater, MN 55320
4. FFA or 4-H manuals

C. Good Minutes

Minutes are the official record of board action. They need to be accurate, concise, and complete. Minutes contain official history and permanent record of the proposals, reports, and decisions of the members. They are of vital importance to an organization, providing an invaluable reference, and, if the situation arises, the courts give them great weight regarding their use as evidence. Auditors depend on them for proof of authorization for expenditures.

The importance of minutes should not be taken lightly or dealt with in a lackadaisical manner. Careful review before the meeting to address errors and raise concerns can be accomplished by providing each board member with a copy three to four days prior to the scheduled meeting date. This provides an adequate amount of review time and contributes to a smoother, more efficient meeting. The secretary, working under the direction of the chair, is responsible for the minutes. They should be prepared as soon after a meeting as possible to ensure their accuracy. An employee may prepare them under the direction of the secretary, but only the board secretary may sign them.

Formats may vary, but should contain the following general information:

- all actions; not discussion.
- date.
- time.
- location.
- type of meeting.
- presiding officer and board members in attendance.
- that a quorum was present.
- a record of motions, including:
 - whether it passed or failed.
 - name of individual making motion.
 - name of second.
 - way motion was disposed of.
 - exact wording.
- time of adjournment, which should close the minutes.

Special Reports and Committees

Each report:

- should be recorded with the name of member presenting it.
- should include action taken on the report.
- should include reference to file where the report may be found.

NOTE: You may want to summarize reports.

Minutes kept by committees are often more detailed than the minutes of the meetings of the organization because committee minutes frequently serve as the basis for the committee's report. Minutes of committee hearings frequently list those who speak for or against proposals and summarize the facts presented by each speaker.

D. Officer Duties

Regular monthly meetings are a must if the Partnership is to be successful. Officers, as representatives of the Board, are obligated to conduct the business of the district in an orderly and business-like manner. Successful board meetings depend upon the direction given by the chair and upon the willingness of board members to carry out their assignments as appointed.

Chair

Specific responsibilities of the chair are to:

- preside at all meetings.
- call special meetings when necessary.
- meet with district office staff members, and other Officers involved at least one week prior to the scheduled meeting to address agenda items. This can be done by a short office visit and perhaps a few telephone calls. A formal meeting may not be necessary.

- refer regularly to the long-range goals of the Partnership and the annual plan of work and management plan when preparing the agenda, trying to ensure that all planned activities are addressed.
- make sure a copy of the agenda, minutes of the previous meeting, and a financial statement (at a minimum) are sent to each board member three to four days prior to the meeting.
- see that agendas and pertinent material are sent to all individuals who should attend the meeting and take part in the discussion.
- keep in contact with other Directors on the progress of various programs delegated. Insist on regular attendance of supervisors.
- call meeting to order promptly and at the specified time. Follow proper rules of order for a business meeting. A well-planned meeting should take no longer than 1½ to 2 hours.
- recognize visitors and other individuals present at the board meeting.
- assume the role of facilitator. This will encourage all supervisors to participate in discussion of existing issues.
- complete an item of business in the order listed before taking up the next item. Stick to the agenda.
- utilize special committees to involve individuals other than board members and require committee reports at board meetings.
- avoid the “rubber stamp approach.” Encourage board members to question staff or individual presenters regarding clarification of a specific point, thus allowing them to draw conclusions to adequately make their own decisions.
- adjourn meeting promptly after all business has been completed.

Vice Chair

The vice-chair position becomes most important in the absence of the chair. The vice-chair should note the activities of the chair and how they are carried out, in case it is ever necessary for the vice-chair to chair a meeting.

Specific duties of the vice-chair are to:

- assume the duties of the chair in the absence of the chair.
- assist in organizing and implementing the Partnership’s program.
- oversee the work of committees and coordinate their reports as delegated by the chair.
- be familiar enough with the total program of the ZWP to be able to work closely with the chair and fill in when necessary.

Secretary

The primary responsibility of the district board secretary is to arrange for the recording of official proceedings of the board and to see that the entire board approves the minutes as the legal record of the ZWP. These minutes should then be signed, becoming the permanent record of what is done and why. Copies should be inserted in the corporate book for review on demand.

Specific duties of the secretary are to:

- make a complete record of all proceedings.
- indicate date and place of meeting, refer to whether it is a regularly scheduled meeting or a special meeting, official presiding, names of all those present including visitors, organizations represented, and names of supervisors absent.
- record each motion in full.
- complete action on each item of business so that a record can be made of what was addressed and completed.
- initiate correspondence on behalf of the board as the need arises.
- inform the chair of any business that should come before the board.
- sign the official copy of the board minutes after approval by the board at the next meeting and see that the chair does likewise.

Treasurer

The treasurer is responsible for the financial matters of the Partnership, including the financial records.

Specific duties of the treasurer are to:

- oversee the completeness and accuracy of receipts and expenditures.
- be prepared to answer questions from other board members regarding monthly and/or quarterly financial statements, as well as year-end figures.
- oversee payment of bills approved by the board and issuance of receipts for incoming funds.
- assure that all bills authorized for payment by the Board are recorded in the minutes of the meeting.
- work with the committees and staff to develop a fiscal year budget.

Appendix G: Overview of Past Business Meeting Minutes

2007

Major motions of 2007 business meetings:

- ✓ ZWP approves cost for booth space at the AgriNews Farm Show on March 21-22nd
- ✓ Logo baseball caps, polo shirts and t-shirts were authorized for outreach events
- ✓ ZWP joins the Minnesota Environmental Partnership
- ✓ A letter of resolution to support the Lake Zumbro dredging project is signed
- ✓ Three Citizen Directors elected at the March Annual meeting
- ✓ A temporary employee will be hired to assist with outreach programs for the CPI grant
- ✓ ZWP continues to be Rochester Area Chamber of Commerce members
- ✓ Fundraising raffle will feature a custom canoe with ZWP logo, fishing rod package and gift certificate
- ✓ An agreement with Dodge SWCD was approved for 5-year bio-filter nitrate testing
- ✓ An agreement with Olmsted SWCD was approved for the completion of demonstration projects in the Bear Creek sub-watershed
- ✓ Ronnenberg is offered a continuing contract for grant administration

Guest speakers of 2007:

- January – Paul Jackson, St. Olaf College, Pharmaceuticals and Personal Care Products (PPCPs) in Surface Waters
- February – no speaker
- March – Annual meeting: Jennifer Ronnenberg, 2006 Year in Review
- April – no speaker
- May – no speaker
- June – no speaker
- July – Beau Kennedy, Goodhue SWCD & Jim Hruska, Dodge SWCD, final reports of CPI grant projects
- August – Skip Langer, Olmsted SWCD & Byron Ever, Wabasha SWCD, final reports of CPI grant projects
- September – Bill Plantan, Fishing and Canoeing Recreation in the Watershed
- October – Terry Lee, Olmsted County, Using Beaver in Stream Restorations
- November – Dick Schultz, Organic Lawn Fertilizer
- December – Norm Erickson, Energy Conservation

2008

Major motions of 2008 business meetings:

- ✓ ZWP in conjunction with Olmsted SWCD approves cost for booth space at the Rochester Area Home Builder's Show on February 8th-10th; and also for the AgriNews Farm Show on March 19-20th
- ✓ Five new Citizen Directors elected at the March Annual Meeting

- ✓ ZWP supports Camp Victory Canoe Race with a donation and booth space at the event
- ✓ ZWP will participate with Goonies Comedy Club and The Mustangs for a concert benefit on July 3rd
- ✓ Family Fun night (hosted by Child Care Resource and Referral) sponsorship and booth space was approved for April 29th in Rochester
- ✓ Fiscal Year 2008 Fundraising Plan and McKnight grant budgets approved
- ✓ Executive Committee is given authority to make decisions on behalf of the Board for the Cascade Meadows Science Center partnership
- ✓ Guest speakers are to be offered an honoraria
- ✓ ZWP will have a booth at the 21st Annual Country Breakfast on the Farm event
- ✓ ZWP window logos will be made for outreach gifts
- ✓ ZWP joins Earth Community Coalition as a partner

Guest speakers of 2008:

- January – Wayne King, City of Pine Island, Stream Monitoring Equipment for Pine Island
- February – no speaker
- March – Annual meeting: Judy Ohly, Olmsted Commisssor, Jack Remick, Cascade Meadow Science Center and Senator David Senjem
- April – Mike Pappas, Turtle Studies in the Watershed
- May – Beau Kennedy, Goodhue SWCD, program/project updates
- June – Jaime Edwards, DNR, Snakes and Bluffland Environments
- July – Norm Senjem, MPCA, Hypoxia Zone in the Gulf of Mexico
- August – Ray Romon, LZIA, siltation study on Lake Zumbro
- September – Barb Huberty, City of Rochester Stormwater Regulations
- October - Melissa DeVetter, Dodge County, Shoreland regulation compliance
- November – no speaker
- December – Justin Watkins, MPCA, TMDL progress update