

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

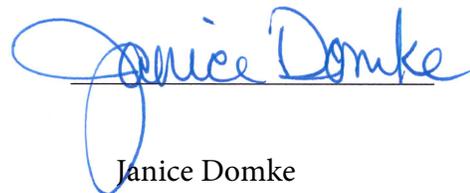
8.1 The fiscal year of this Corporation shall be the calendar year and shall begin on the first day of January of each and every year and end on the 31<sup>st</sup> day of December.

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

  
Janice Domke

Date:  
6 July 2016