

**“Team Up for Clean Waters”**  
**Itasca Waters**  
**Quarterly Board Meeting**  
**Friday, January 19, 2018 4:00 pm**  
*J135, Itasca County Courthouse*

**Board members present:** Dennis Anderson, Jan Best/Brian Whittemore, Kathy Cone, Bill Grantges, Patty Gould-St. Aubin, Dave Lick, Bill Marshall, Davin Tinquist, John Zimmerman

**Technical Board present:** Dan Steward

**Board absent:** John Downing, Katy Hopkins, Pat Leistikow, Jan Sandberg

**Technical Board absent:** Andy Arens, Eric Raitanen, Moriya Rufer, Dan Swenson,

**Guests:** Megan Christianson, Lynn Moratzkal

A quorum was present.

Dave Lick led a round of introductions.

## **1. Administrative Items**

### **a. Agenda** About 4 minutes 45 seconds on tape

Dave proposed to rearrange the agenda to “get to the meat of the meeting” to pull up items h – l after taking care of minutes and treasurer’s report.

*Motion to approve the agenda as reorganized. (John Zimmerman, Kathy Cone) M/S/U*

### **h. Blandin Grant** About six-minute mark on tape

Dave reviewed the process (submitted December 17), including Itasca County’s generosity in allowing us to work with John Connelly, grant writer. The application is on the website. Have requested \$15,000 in the grant for incentive payments to folks in lake associations to volunteer to have septic systems inspected. Dave described the Deer Lake program. The new money would start with Deer Lake but could be extended to other lake associations. Idea is to make it “contagious.” Davin described interaction with the County on this issue last year. Decision is likely March 15, 2018.

### **i. Shoreland Project**

John Zimmerman gave background on the project that reflects four areas, plus the website and Guide.

Dave noted that Jan Best has managed the entire Guide project. Jan described work to date, with first draft due in a week or so. The content is pretty set, when it gets to the Board in a few weeks the focus will be on typos, grammar and similar. Much of the content is like the Cass County guide. Photos are being added now. Mary Shideler has asked for \$100 payment for photos which seems reasonable. Question about GPLA’s graphic person’s needs for ensuring their logo is in proper format.

Dave described work on the septic portion that started with website work. The U of MN Extension will offer a septic seminar including a service provider. Event will occur at the Wabana Town Hall, June 28 and include a demo on pumping a septic system. Dave has contacted Deer Lake and ICOLA with the goal to make this a picnic atmosphere with food. Not sure how to calculate attendance and building attendance will be a challenge. The purpose is education—inform folks of the benefits of maintaining a healthy septic system. Bill Grantges suggested advance articles in the media, possibly highlighting the unexpected with septic systems. Patty added that social media is important to work with lake associations. Davin suggested a short presentation to the County Board the week before (free TV). Also, the MN Builders Association.

## **j. We are Water Project**

The project is a traveling exhibit going to 8 host communities; we are 7<sup>th</sup> (August 4 – September 19, 2019). The mission is to tell water stories from partners and others, historical materials and scientific information. Key area for the exhibit is the Reif lobby. IWLP will host its own events before and during the main exhibit. Lead partners to date are the MN Humanities Center & MNPCA. Our local partners to date are: Izaak Walton League, KAXE, Lamke Broadcasting, Reif Center, Itasca Circle of Healing, IC Historical Society, MacRostie Art Center, SWCD, RMB Labs, Schwartz Excavating, Bunes Septic Service, Itasca Area Community Education, Visit Grand Rapids, and ICOLA. The exhibit will be open 25 hours a week, could be longer if we can get volunteers to coordinate with other Reif events.

Another new idea is to coordinate with Indigenous Peoples Day in October. Brian noted that they are looking to expand from the current 13 to 20 partners and has toolkits to help Board members promote interest among partners. Bill asked about including an event for the County Fair in August. Patty mentioned the local acting community. Dave added that they are working on including the faith community. Brian said that the core exhibit is fine, but it is what we do locally that will make it special. Jan B noted that Megan had suggested piggy backing on scheduled events. Also, we should check into ICC events—these are generally not tracked through Visit Grand Rapids. Earth Day is another option that already has lots of participants. Question about estimating needs, including funding.

## **k. Ruination Project**

As part of We Are Water, Reif suggested participating with Northern Lights to sponsor a local iteration of this event. This will be the official launch of We are Water in September. Ruination is a combo play/treasure hunt with an environmental focus that takes place 300 years in the future where the environment has dissolved into dust. The challenge is to determine from each station the reasons for this ruin. Megan noted that Get Fit Itasca has a trailer of bikes that they will lend for participants. It is a family friendly event, with small cost to participate. Local actors will be included as will a core of professional actors.

## **l. Website Project**

Revisions should be online at end of March, under direction of Terry Barth, who worked on the last revision. He is working with a graphic designer (Jean Kindem) to implement changes. Soon, there will be a nonpublic version that members can review for potential changes. Brian reviewed the current website status with layout and graphics. The internal pages will use questions to move visitors to information. There will be links to various water related organizations. We have not been billed for much of the work to date although Brian is tracking this. Comments were appreciative that website just went three pages deep and that it was easy to connect across sections.

## **2. Committee/Other Reports** About 55-minute mark on tape

No reports were received or distributed in advance of the meeting.

**Membership:** Patty Gould St. Aubin reported collecting for recent membership drive \$7,483, nine new members, 109 renewing members, income up from last year although fewer members this year. Patty plans to analyze this. Patty described the process—Pat L gets membership application and check (which is deposited) and forward application to Katie who enters it into the software, then Patty sends a letter of confirmation. She would prefer using email for this purpose, but it might take some time to get members to understand the need to provide an email address. Katie has offered to fill in for Patty as needed at meetings. Patty hopes to next work on businesses.

**Education:** Youth Water Summit (May 22) is in process with good response from presenters. Volunteers are always needed. Children's First is coming up (last Saturday in April).

**1. Administrative Items** About 60-minute mark on tape

**g. Bylaw Changes**

Dave reviewed the changes propose by the Executive Committee that are detailed in Attachment #4 and were distributed to the full Board 10 days in advance of the meeting as required by the bylaws.

Article 3:

1. Allow terms of service for a Board member to begin at any Quarterly Board meeting during the year.
2. Add language for electronic participation in a meeting as allowed by Minnesota law.
3. Adjust quorum for Quarterly meetings to 50 percent
4. Add language allowing for unanimous written consent in the absence of a meeting.

Article 5: Allow changes to the makeup of the Executive Committee at any Quarterly Board meeting.

Patty had an additional item for Article 3—reference to a three-year absence before rejoining the Board may be too extreme. It seems that stipulating a one-year absence is more common.

*Motion to approve bylaw changes listed in Attachment #4 plus in Article 3 change three-year absence to one-year absence. (Patty Gould St. Aubin, John Zimmerman) M/S/U*

**f. Appoint Members of Executive Committee**

Current bylaws language state: “An Executive Committee may be established consisting of the five officers plus the Chair of each standing committee. The responsibility of the Executive Committee is to act for the Board of Directors when time for decisions is a critical factor, to establish meeting agendas and speak for the partnership when action is needed. The formal make-up of the Executive Committee shall be determined by Board of Directors and approved at a Quarterly Board each year at the January annual meeting.”

Currently, officers elected to three-year terms in January 2016 are: Dave Lick, President; John Zimmerman, Vice-President; Pat Leistikow, Treasurer; Jan Sandberg, Secretary. Committee chairs: Education (Kathy Cone), Membership (Patty Gould St. Aubin), Public Relations (Brian Whittemore). The Executive Committee would like to add to its composition, if approved as Board members, Tim Scherkenbach and Jan Best.

Dave combined parts of 1.e. with this item and addressed the rest of 1.e separately.

*Motion to appoint Tim Scherkenbach, Megan Christianson, and Jan Best as IWLP board members, effective today, and as members of Executive Committee except for Megan. (Dave Lick, Brian Whittemore)*

*Then added that the motion included the others listed on the agenda (officers (Dave Lick-President; John Zimmerman-Vice-President; Pat Leistikow-Treasurer; Jan Sandberg-Secretary) and committee chairs (Education-Kathy Cone, Membership-Patty Gould St. Aubin, Public Relations-Brian Whittemore). M/S/U*

**e. Approval of new Board members and renewal of terms**

Patty questioned term assignment for herself (her term expires in 2019 with last appointment in 2016) and Jan Sandberg (term expires in 2018 with last appointment in 2015). Patty’s issue is that she, Lick and Downing should have a common term as they started together in 2009/2011.

Discussion about IWLP’s formal start date. Patty stated 2009, Jan Sandberg has indicated in a previous memo that it was closer to 2011 based on the Certificate of Incorporation dated December 23, 2010 (Attachment #5), although there were meetings before incorporation. It is important to resolve this issue as it impacts how long directors may serve and possibly other legal issues.

*Motion to renew the following board members:*

*Three-year terms (expires 2021): Leistikow, Lick, Downing, Sandberg*

*Two-year terms (expires 2020): Zimmerman, Best, Whittemore*

*(John Zimmerman, Bill Marshall) M/S/U*

For the 13 previous Board members, terms are now balanced at 5-4-4 each year:

2019: Cone, Gould St. Aubin, Anderson, Marshall, Hopkins

2020: Zimmerman, Best, Whittemore, Grantges

2021: Leistikow, Lick, Downing, Sandberg

**d. Ratify Past Actions of the Executive Committee** (sent via email)

See Attachment #3 for summary. Ratification is required in Article 5 of the bylaws.

*Motion to approve the past actions of the Executive Committee for November 2017 – January 2018. (Bill Marshall, Kathy Cone) M/S/U*

**2. Committee/Other Reports** (about 112-minute mark on tape)

**AIS:**

Bill Grantges reported that there are now two full-time employees working on AIS with the hiring of Chris Evens. March 14 is the AIS Business Summit at Timberlake Lodge that will include lake service providers, marine dealers, resorts and B&Bs, and others who provide services, countywide. This is a big, task intensive project. Presentation, lunch and then small group discussions about strategies. Bill is looking for co-hosts and sponsors. He is seeking \$500 from IWLP as a co-sponsorship. He is currently working with Deer Lake Association. Dave has also had discussions with Deer Lake.

*Motion for Itasca Waters to be a sponsor for the Itasca County AIS Business Summit to be held March 14, 2018 at Timberlake Lodge and donate \$500 for the event. (Bill Grantges, Dave Lick) M/S/U*

Denny Anderson added that a key issue is how to approach some of the key individuals who are currently not supportive. Dave noted discussions with the County to encourage compliance. Despite assurances from DNR COs, enforcement to date (tickets, fines) is very minimal. One approach is to bring in COs to a County meeting that would include the Sheriff's office, which has been very supportive. Discussion about why some folks are opposed to AIS prevention.

Bill added that the program is evolving into new outreach and program efforts, compared to its beginnings through IWLP several years ago. One idea is to get a handle on how many boats are entering the lakes from unmonitored, private accesses. Lake survey efforts will continue. There will be some more new tools and information on the website.

**Public Relations:**

Jan Best raised the issue of the Constant Contact software program used by the Leech Lake Watershed Organization. Jan would like to contact them to determine the fees. Dave asked if this would also work for ICOLA. Bill added some thoughts about manpower and content needed for the website and possible difficulty also doing a newsletter. Further discussion about getting email addresses for membership and possibly a newsletter. One strategy is to "charge" more for those who want hard copies mailed.

**Other:**

Dave asked Dan Steward about progress on assessing the percentage of watershed protected tied to decline in water quality. Past studies indicated a need for 75 % protection to prevent a decline. Dan described county differences in protection, for example based on public/private ownership. An emphasis on Private Forest Management and conservation easements helps landowners protect the land and therefore the water. Septics can be a challenge because property transfers do not always trigger the need for compliance. Bill raised the issue of clearcutting lots for development. Jan Best asked Dan Seward if

Itasca County has a similar program like Crow Wing County's program of identifying problem shorelines with the thought of disseminating Itasca County's Shoreland Guide to landowners in Itasca County with problem shorelines. Dan mentioned the study was on impervious surfaces in Crow Wing County and Itasca County did not do that study. Dave suggested trend studies may be able to give us that information

**c. Approve Treasurer's Report**

See Attachment #1 (revenue & expenditures by account) and Attachment #2 (2017 transactions). Since Pat Leistikow was not in attendance, Dave suggested that a formal approval of the report was not necessary.

**b. Minutes from Quarterly Board meeting October 16, 2017** (sent via email)

As there was no quorum at the October meeting, the single action taken was ratified at the November Executive Committee meeting. Approval of the minutes today would also ratify the August and September actions of Executive Committee.

Meeting adjourned without approval of the October minutes.

**2018 Meetings**

Quarterly Board meetings are held at 4 pm in J135, Itasca County Courthouse  
Friday January 19, Monday April 16, Friday July 20; Monday October 15

Executive Committee meetings are the second Wednesday at 10 am, typically at Second Harvest board room. Minutes are distributed to all Board members and all members are invited to attend the Executive Committee meetings.

Executive Committee meetings are  
Jan 10, Feb 14, March 14, April 11 (at J135 Courthouse), May 9, June 13, July 11, Aug 10, Sept 12, Oct 10, Nov 14, Dec 12

ATTACHMENT #1

Itasca Water Legacy Partnership										
<b>December Summary</b>	<b>2017</b>									
Fiscal Year ending 12/31/2017										
January 7, 2018										
	IWLP		Youth Education	Shoreland		Blandin	Itasca County AIS	Itasca County AIS	Itasca County AIS	
	Operating	Memorials	Summit	Project	WE ARE WATER	IWLP Operating	Prevention	Communications	CAP Mini Grants	Total
<b>Revenue</b>										
<b>Beginning Balance 01/01/2017</b>	<b>64,729.91</b>	<b>1,696.36</b>	-	-		<b>30,952.52</b>	<b>14,101.67</b>	<b>27,502.49</b>	<b>2,500.00</b>	<b>141,482.95</b>
Memberships and Donations	7,791.64									7,791.64
Misc Grants	2,691.79			1,500.00						4,191.79
AIS Grants										-
AIS Grants returned							(12,099.66)	(12,288.07)	(2,500.00)	(26,887.73)
Memorials		125.00								125.00
Interest and Dividends	33.35					103.70				137.05
Administrative fee	2,202.99									2,202.99
Miscellaneous	50.00									50.00
<b>Subtotal Revenue FY 2017</b>	<b>12,769.77</b>	<b>125.00</b>	<b>-</b>	<b>1,500.00</b>	<b>-</b>	<b>103.70</b>	<b>(12,099.66)</b>	<b>(12,288.07)</b>	<b>(2,500.00)</b>	<b>(12,389.26)</b>
<b>Available Cash Revenue FY 2017</b>	<b>\$ 77,499.68</b>	<b>\$ 1,821.36</b>	<b>\$ -</b>	<b>\$ 1,500.00</b>	<b>\$ -</b>	<b>\$ 31,056.22</b>	<b>\$ 2,002.01</b>	<b>\$ 15,214.42</b>	<b>\$ -</b>	<b>\$ 129,093.69</b>
<b>Expenditures</b>										
Contracted Services	269.67		1,629.33					14,517.78		16,416.78
Salaries and Wages										-
Employer paid benefits							363.37			363.37
Accounting Fees	2,813.30									2,813.30
Dues and Memberships	1,195.00									1,195.00
Equipment										-
Fuel and Oil							39.44			39.44
Grant Administration Fee							1,506.35	696.64		2,202.99
Insurance	2,755.00									2,755.00
Interest and bank fees	58.00									58.00
Mileage and Travel							49.10			49.10
Registration Conferences										-
Postage	298.82		39.20							338.02
Education			(5,300.40)			5,300.40				-
Program Supplies	200.00		2,731.87							2,931.87
Promotion	2,163.00		400.00							2,563.00
Membership Drive	995.24									995.24
Reimbursement Other							43.75			43.75
Rental and Storage			1,000.00							1,000.00
Repair and Maintenance										-
Supplies and printing	718.70				48.90					767.60
Website	1,063.20									1,063.20
<b>Subtotal Expenditures FY 2017</b>	<b>\$ 12,529.93</b>	<b>\$ -</b>	<b>\$ 500.00</b>	<b>\$ -</b>	<b>\$ 48.90</b>	<b>\$ 5,300.40</b>	<b>\$ 2,002.01</b>	<b>\$ 15,214.42</b>	<b>\$ -</b>	<b>\$ 35,595.66</b>
<b>Ending Cash balance 12/31/2017</b>	<b>\$ 64,969.75</b>	<b>\$ 1,821.36</b>	<b>\$ (500.00)</b>	<b>\$ 1,500.00</b>	<b>\$ (48.90)</b>	<b>\$ 25,755.82</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 93,498.03</b>
Checking										21,774.00
Savings										69,192.24
Edward Jones										2,531.79
<b>Total Cash Balance 12-31-2017</b>										<b>\$ 93,498.03</b>



Itasca Water Legacy Partnership													
Detail Fiscal Year 2017													
		January 18, 2018		IWLP	IWLP		WE ARE	Youth	Blandin	Itasca County	Itasca County	Itasca County	
				Operating	Memorial	Shoreland	WATER	Summit	IWLP	AIS Prevention	AIS Communication	AIS CAP	
2098	8/8/2017	Itasca Water Legacy Partnership	5,300.40						5,300.40			5,300.40	
2099	8/8/2017	Itasca Water Legacy Partnership	1,027.00							1,027.00		1,027.00	
2100	9/9/2017	Itasca SWCD	200.00	200.00								200.00	
2101	9/11/2017	GIS of NE MN	1,000.00	1,000.00								1,000.00	
2102	11/2/2017	Card Service Center	26.99	26.99								26.99	
2103	11/2/2017	David Lick -Minuteman Printing	300.24	300.24								300.24	
2104	11/2/2017	State of Minnesota	25.00	25.00								25.00	
2105	11/2/2017	USPS	246.82	246.82								246.82	
2106	11/6/2017	USPS	62.00	62.00								62.00	
2107	11/14/2017	Northern Community Radio	500.00	500.00								500.00	
2108	11/14/2017	GR Area Chamber of Commerce	270.00	270.00								270.00	
2109	11/14/2017	Hannu	1,750.70	1,750.70								1,750.70	
	11/28/2017	Donor Snap	450.00	450.00								450.00	
2110	12/4/2017	Card Service Center	16.99	16.99								16.99	
2111	12/12/2017	Hannu	48.00	48.00								48.00	
2112	12/12/2017	State of Minnesota	50.00	50.00								50.00	
2113	12/20/2017	Itasca County Agricultural Asso	500.00					500.00				500.00	
2114	12/20/2017	Western National	1,579.00	1,579.00								1,579.00	
2115	12/20/2017	Jan Best	48.90				48.90					48.90	
2116	12/31/2017	Pokegam Lake Association	479.87	479.87								479.87	
												-	
	1/15/2017	employee payroll	363.37							363.37		363.37	
<b>Total Expenditures</b>			<b>68,298.66</b>	<b>13,044.80</b>	<b>-</b>	<b>-</b>	<b>48.90</b>	<b>5,800.40</b>	<b>5,300.40</b>	<b>14,101.67</b>	<b>27,502.49</b>	<b>2,500.00</b>	<b>68,298.66</b>
Receipts													
	1/6/2017	Memberships	275.00	275.00								275.00	
	1/10/2006	Memberships	100.00	100.00								100.00	
	1/13/2017	Memberships	150.00	150.00								150.00	
	1/17/2017	Memberships - K Foundation	25.00	25.00								25.00	
	1/20/2017	Memberships	200.00	200.00								200.00	
	1/23/2017	Western National refund	5.00	5.00								5.00	
	1/31/2017	Memberships	25.00	25.00								25.00	
	1/31/2017	Interest	8.80						8.80			8.80	
	2/2/2017	Memberships	450.00	450.00								450.00	
	2/2/2017	Community Foundation	1,000.00	1,000.00								1,000.00	
	2/7/2017	Western National refund	38.00	38.00								38.00	
	2/7/2017	Memberships	50.00	50.00								50.00	
	2/9/2017	Memberships	50.00	50.00								50.00	
	2/10/2017	Bad check	(25.00)	(25.00)								(25.00)	
	2/28/2017	Interest	7.95						7.95			7.95	
	2/16/2017	Memberships	319.00	319.00								319.00	
	2/21/2017	Memberships	25.00	25.00								25.00	
	2/21/2017	Memberships	75.00	75.00								75.00	
	2/24/2017	Memberships	25.00	25.00								25.00	
	3/23/2017	Memberships	199.00	199.00								199.00	
1793	3/29/2017	Itasca Water Legacy Partnership	1,175.99	1,175.99								1,175.99	
	3/31/2017	Interest	8.80						8.80			8.80	
	4/11/2017	Membership	30.00	30.00								30.00	
	4/19/2017	Membership	100.00	100.00								100.00	
	4/25/2017	Membership	100.00	100.00								100.00	
	4/30/2017	Interest	8.52						8.52			8.52	





## ATTACHMENT #3

### Summary of Past Executive Committee Actions--November 2017 – January 2018

Administrative items such as the approval of agenda, consent agenda, minutes and financial reports are not included. Full minutes and attachments are sent to all Board members after each Executive Committee meeting.

#### November 2017

*Motion to pay Chamber of Commerce yearly dues of \$270. (Dave Lick, John Zimmerman) M/S/U*

*Motion to approve the Charitable Organization Annual Report Form (includes the 990) as previously circulated (Attachment #2) dated today. (John Zimmerman, Brian Whittemore) M/S/U*

*Motion to approve up to \$1,500 for membership, renewal and thank you costs. (John Zimmerman, Pat Leistikow) M/S/U*

*Motion to ratify a motion from the October 16 Board meeting that did not have a quorum—(Motion to approve up to \$5,000 to initiate website redevelopment work. (Brian Whittemore, John Zimmerman) M/S/U) (Brian Whittemore, John Zimmerman) M/S/U*

*Motion to appoint Tim Scherkenbach to represent IW as liaison with other county environmental groups. (Dave Lick, John Zimmerman) M/S/U*

*Motion to approve the list of dates presented. (Dave Lick, Brian Whittemore) M/S/U*

Executive Committee: second Wednesday, 10 am

Jan 10, Feb 14, March 14, April 11, May 9, June 13, July 11, Aug 10, Sept 12, Oct 10, Nov 14, Dec 12

Quarterly Board: 4 pm

Jan 19 Friday, April 16 Monday, July 20 Friday, Oct 15 Monday

*Motion recognizing the involvement of Itasca Waters in We Are Waters beginning Sept 5 for six weeks contingent on involvement of the Reif as venue and contract with MN Humanities. (Dave Lick, Pat Leistikow) M/S/U*

#### December 2017

*Motion to transfer \$479.87 to Greater Pokegama Lake Association for funds donated through PayPal. (Dave Lick, John Zimmerman) M/S/U*

*Motion to work with Gilbertson who has taken over from Hannu and authorize signing the transfer form. (Dave Lick, Brian Whittemore) M/S/U*

*Motion to approve submitting the draft application with technical changes from Jan Best and using an up-to-date Board list. (John Zimmerman, Pat Leistikow) M/S/U*

*Motion to approve funding for the Shoreland Guide for \$7500 (Pat Leistikow, Dave Lick) M/S/U*

*Motion to approve the agreement with We Are Water as attached. (Brian Whittemore, John Zimmerman) M/S/U*

#### January 2018

*Motion to approve \$250 for the annual ICTV membership. (Dave Lick, Kathy Cone) M/S/U*

# Bylaws of Itasca Water Legacy Partnership

Revised and passed ~~July 17, 2015~~ January 19, 2018

## Article 1

### PURPOSE

The Itasca Water Legacy Partnership (IWLP) is a community coalition comprised of a broad spectrum of stakeholders including business, industry, government, education, resorts, environmental coalitions, real estate and tourism representatives and citizens at large. The mission of the organization is to explore and enact strategies to maintain and improve water quality in Itasca County, protect watersheds and to highlight the importance of the area's impressively clean water.

The IWLP will work in a collaborative manner on on-the-ground actions that encourage diverse, sustainable use, protection, recovery and enjoyment of Itasca County's world-class water and shore-land resources that are critical to a strong economy.

## Article 2

### OFFICE AND BOUNDARIES

The principal office of IWLP shall be the mailing address of PO Box 881, Grand Rapids, MN 55744 and physical address at 1121 E. Hwy 169, Grand Rapids, Minnesota 55744.

The operating territory for programs and services is Itasca County, Minnesota and its associated watersheds.

## Article 3

### BOARD OF DIRECTORS AND TECHNICAL ADVISORY BOARD

The management of all of the affairs, property and business of IWLP shall be vested in the Board of Directors consisting of up to thirty persons. The City of Grand Rapids and Itasca County will be invited to attend. Other governmental entities may be invited to attend upon request.

The terms of the Board members shall be three years, one third of who will be elected each year. All board members shall serve until their successors are elected and qualified, even though that may extend their term for a short period.

A Technical Advisory Board comprised of non-voting members with particular expertise valuable to the Partnership may be established.

Members of the Board of Directors and the Technical Advisory Board are expected to attend all Quarterly Board meetings. In the event of an unavoidable absence, members may be excused by notifying the IWLP secretary before the meeting. Members absent more than three

meetings in a calendar year shall be deemed resigned from the Board unless the Executive Committee takes specific action by majority vote to reinstate the member. Emeritus members are nonvoting and are excused from attendance requirements.

Board members may resign by submitting a letter to the Secretary for action at the next regular meeting.

Terms of service ~~shall~~ may begin and end ~~with the annual meeting in January of each~~ at any Quarterly meeting during the year. Board members may serve three successive terms of three years. No person will serve longer than three successive terms except after an absence of three years from the Board unless approved otherwise by a majority vote of the Board of Directors.

The Board of Directors may exercise all the powers of a 501c3 non-profit organization acting under the laws of the State of Minnesota, and may do all such lawful acts and actions as are required or permitted to be done pursuant to law, the enabling resolution or pursuant to these bylaws.

Meetings of the Board of Directors shall be held at least quarterly at the principal office in the City of Grand Rapids, State of Minnesota, or at such other places as the Board may establish. All Board of Directors meetings will be open to the public and minutes of the proceedings available on request.

Special meetings may be called at any time by the President or, in the president's absence, by the Vice President or any two Board members, to be held at the principal office of IWLP in the City of Grand Rapids, State of Minnesota or any other place that IWLP may designate. Notice of special meetings shall be given to each Board member at least 48 hours prior to the meeting.

A director may participate in a meeting by means of conference telephone or, if authorized by the board, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

A quorum at all the meetings of the Board of Directors shall consist of ~~a majority of 50 percent of the~~ 50 percent of the voting members of the whole board, ~~but in no case shall a quorum of the Board of Directors be less than one half the current members, plus one.~~ Less than a quorum may, however, adjourn any meetings, which may be held on a subsequent date without further notice, provided a quorum is present at such a meeting.

Written unanimous consent in absence of a Board or Executive Committee meeting: When action is required outside a meeting of the full Board or the Executive Committee, the secretary will prepare a document describing the item requiring action and distribute it by email sent to all directors who are members of the full Board or Executive Committee, as appropriate. Each director must download and print the document, register his or her vote and sign the document. This signed document must be returned to the secretary by regular mail, or scanned or photographed and returned by email. The Secretary will retain all documents as part of the official record. The vote would not take effect until all Board or Executive Committee members have completed this process. Such votes will be ratified at the next Board or Executive Committee meeting.

Board members are volunteers and shall not be paid by the partnership.

## **Article 4**

### **OFFICERS**

The officers of IWLP shall be a President, Vice President, Secretary, Treasurer and Finance Chair. The offices shall be elected to three-year terms and shall hold office until their successors are

elected and qualified. Officers will be elected in December with terms beginning at the Annual Meeting in January.

The President shall preside at all meetings of IWLP and shall be in charge of day-to-day operations, shall sign or counter sign all certificates, contracts, proposals and other instruments of IWLP as authorized by IWLP, shall make reports to the Board, and shall perform all such other duties as are incident to the office or are properly required of the officer by IWLP.

In the absence of the President the Vice President shall exercise the functions of the President. In the event of death, resignation, or incapacity of the President, the Vice President shall become the President for the un-expired portion of the term. Vacancies in any other office from any cause, may be filled by the Board of Directors at any regular or special meeting.

The Secretary shall issue notice for all meetings, except notice for special meetings as provided herein, shall keep minutes of all meetings, shall maintain an accurate list of board members, and shall make such reports and perform other such duties incident to this office.

The Treasurer and/or Finance Chair will have charge of the IWLP books and accounts, shall ensure that a budget is prepared each year for Board approval, and perform other such duties incident to this office. The officers, or their designee, shall speak for the partnership when relating to the press, grantors, contractors and the public at large.

## **Article 5**

### **COMMITTEES**

An Executive Committee may be established consisting of the five officers plus the Chair of each standing committee. The responsibility of the Executive Committee is to act for the Board of Directors when time for decisions is a critical factor, to establish meeting agendas and speak for the partnership when action is needed. The formal make-up of the Executive Committee shall be determined by Board of Directors and approved [at a Quarterly Board](#) ~~each year at the January annual~~ meeting.

The Executive Committee may act for the full Board of Directors by accepting grants, gifts and donations.

The Executive Committee shall report to the full Board of Directors its actions at the next regular Board of Directors' meeting. The Board of Directors may ratify or change Executive Committee actions.

Regular standing committees may be established for on-going functions such as membership development, publicity, project administration, fund raising and other duties that sustain and enhance the mission of IWLP. Committees may be dissolved at any regular meeting if their purpose is no longer needed.

Special committees may be established for short-term tasks. These would include preparation of the annual budget, the annual report, annual meeting, meeting with governmental officials and public service projects.

## **Article 6**

### **FINANCE AND ADMINISTRATION**

The monies of IWLP shall be deposited in the name of IWLP in an account at Deerwood Bank in Grand Rapids, MN. The Treasurer shall have the ability to disperse funds without prior approval from the Board when such funds have already been approved as part of ongoing projects and/or are routine administrative costs. All other dispersals over \$1,000 and not previously approved will require the signature of two officers.

The fiscal year shall be the calendar year.

The nature, number and qualifications of staff or consultants required by IWLP to conduct its business according to these bylaws shall comply with Minnesota Statutes.

The books and records of IWLP shall be kept by the current Secretary.

## **Article 7**

### **MEMBERSHIP**

The Board of Directors may create memberships, membership categories and dues to support the administrative cost of operating IWLP.

Special member benefits may be created such as receiving newsletters, invitations to annual and special meetings and discounts on goods and admissions.

## **Article 8**

### **ANNUAL REPORT AND BUDGET**

IWLP shall prepare an annual report describing its activities and providing an accurate statement of its financial condition, together with additional matters and recommendations it deems advisable for the enhancement of water quality in Itasca County.

The annual report, including the financial data, shall be due March 1 of each year describing the activities of the previous calendar year.

IWLP shall prepare an annual budget projecting anticipated expense and sources of revenue, which will be due by November 1 each year.

## **Article 9**

### **NOTICES**

At least five working days before each meeting of the Board of Directors, the Secretary shall notify each Board member of the time, place and purpose of the meeting by written notice or electronic message. Special meetings may be set without prior written notice when all Board members are present at the meeting or consent in writing, electronically or by telephone, is sent to the Secretary.

## **Article 10**

### **STAFF AND CONSULTANTS**

IWLP may employ an executive director, technical experts and agents, and other employees as it may require, and determine their duties, qualifications and compensation.

IWLP may contract for the services of consultants, agents, public accountants, and other persons needed to perform its duties and fulfill its mission. IWLP may delegate to one or more of its agents or employees powers or duties, as it may deem proper.

## **Article 11**

### **INDEMNIFICATION**

IWLP shall have the power to indemnify officers and employees acting for or on behalf of IWLP in respect to any and all matters or actions for which and to the extent that indemnification is permitted by the laws of the State of Minnesota.

IWLP may purchase insurance in conjunction with the indemnification provision of the previous paragraph.

## **Article 12**

### **AMENDMENT OF BYLAWS**

Alterations, amendments or repeal of the bylaws may be made by a two-thirds vote of the Board of Directors entitled to vote at any meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment or repeal. Notice of an alteration, amendment or repeal of the bylaws shall be given in writing by mail or electronic notice to each Board member at least ten (10) days prior to the meeting at which such change is to be considered.

## **Article 13**

### **CONFLICT OF INTEREST**

Any officer, member or employee of IWLP shall disclose potential conflicts of interest, interest in property or programs in which they have any financial interest, direct or indirect, in any contract for materials or services furnished to or used in connection with any project undertaken by IWLP.

## **Article 14**

### **NONDISCRIMINATION**

The officers, Board, committee members, employees, consultants, contractors, grantees, and all persons served by and for this Board/Organization shall be selected entirely on a nondiscriminatory basis with respect to race, color, religion, sex, national origin, disability and protected veteran status.

## **Article 15**

### **MISCELLANEOUS**

All meetings of IWLP shall be governed by *Roberts Rules of Order, Newly Revised*.

These bylaws will become effective thirty (30) days after their adoption.

Date amended: Approved November 3, 2014 at the Quarterly Board Meeting

Date effective: December 3, 2014

Date amended: Approved July 17, 2015 at the Quarterly Board Meeting

Date effective: August 17, 2015

Date effective: [February 18, 2018](#)



State of Minnesota

**SECRETARY OF STATE**

CERTIFICATE OF INCORPORATION

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

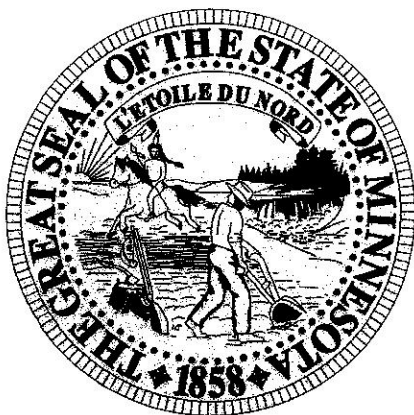
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Itasca Water Legacy Partnership

Corporate Charter Number: 4109253-2

Chapter Formed Under: 317A

This certificate has been issued on: 12/23/2010.



*Mark Ritchie*  
Secretary of State.