

Bylaws of Itasca Water Legacy Partnership

January 27, 2020

Article 1

PURPOSE

The Itasca Water Legacy Partnership (IWLP), dba Itasca Waters, 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 "Team Up" with other organizations and concerned citizens to maintain abundant, clean water for our continued health, enjoyment and a strong economy.

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 physical address at Central Square Mall, 201 NW 4th St., Suite 121, Grand Rapids, MN 55744 55744 with the mailing address of PO Box 881, Grand Rapids, MN 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

Management: The management of all of the affairs, property and business of IWLP shall be vested in the Board of Directors (Board) consisting of up to thirty persons (Directors). Local governmental jurisdictions may be invited to appoint a voting Director to the IWLP Board. That person shall serve without a specific term at the pleasure of the appointing agency.

Terms: The terms of the Board Directors shall be three years, one third of who will be elected each year at the January Organizational Meeting. Interim appointments may be made by the Board but must be ratified at the Organizational Meeting to ensure that term expirations are balanced. All Board Directors shall serve until their successors are elected and qualified, even though that may extend their term for a short period.

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

Attendance: Directors are expected to attend all Board meetings. In the event of an unavoidable absence, Directors may be excused by notifying the IWLP secretary before the meeting. Directors absent more than three meetings in a calendar year shall be deemed resigned from the Board unless the Board takes specific action by majority vote to reinstate the Director. Emeritus Directors are nonvoting and are excused from attendance requirements. TAB members are

invited to attend all Board meetings exempt from the attendance requirement. The President may contact individual TAB members when specific expertise is needed for a meeting.

Resignation: Directors and members of the TAB may resign by submitting a letter to the Secretary for action at the next regular Board meeting.

Terms of service: Service may begin and end at any Board meeting during the year, but official appointment will be deemed to have started at the next Organizational Board meeting. Board Directors may serve three successive terms where a term may exceed three years if the Director is appointed at a non-Organizational Board meeting. No person will serve longer than three successive terms except after an absence of one year from the Board unless approved otherwise by a majority vote of those Directors in attendance at a regular Board meeting.

Powers: The Board 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.

Regular Meetings: Meetings of the Board 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 meetings will be open to the public and minutes of the proceedings available on request.

Special Meetings: Special meetings may be called at any time by the President or any two Directors, 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 Director at least 48 hours prior to the meeting.

Remote Participation: 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.

Quorum: A quorum at all the meetings of the Board shall consist of 50 percent of the voting Directors of the Board. Less than a quorum may, however, adjourn any meeting, 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 Committee Meeting: When action is required outside a meeting of the full Board or any standing committee, the Secretary or appropriate committee chair will prepare a document describing the item requiring action and distribute it by email sent to all Directors or Committee members, as appropriate. Each Director or member 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 must be unanimous. The vote would not take effect until all Board or Committee members have completed this process. Such votes will be ratified at the next Board or Committee meeting.

Compensation: Directors are volunteers and shall not be paid by the partnership. Ordinary expenses approved by the Treasurer may be reimbursed.

Article 4

OFFICERS

Officers: The officers of IWLP shall be a President, Vice President, Secretary, and. The offices shall be elected to three-year terms and shall hold office until their successors are elected and qualified. Officers will be elected at the Organizational Meeting in January.

President: The President or his or her designee shall preside at all meetings of IWLP. The President 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 the Board, 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.

Vice President: 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 at any regular or special meeting.

Secretary: 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 Directors and TAB members, and shall make such reports and perform other such duties incident to this office.

Treasurer: The Treasurer will have charge of the IWLP financial books and accounts, shall ensure that a budget is prepared each year for Board approval, and perform other such duties incident to this office.

Board Representation: The President, or their designee, shall speak for the partnership when relating to the press, grantors, contractors and the public at large.

Article 5

COMMITTEES

Executive Committee

Composition: An Executive Committee may be established consisting of the four officers and other Directors appointed by the Board. The formal make-up of the Executive Committee shall be determined by Board and approved at the Organizational Board meeting in January.

Powers: Except for the power to amend the articles of incorporation and bylaws, establishment and composition of the Executive Committee, election of officers, and creation of standing committees, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the Board and is subject to the direction and control of the full Board.

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

Quorum: A quorum of the Executive Committee shall consist of a majority of the membership of the Executive Committee.

Standing and Special Committees

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

Special Committees: Special committees may be established by the Board or Executive Committee for short-term tasks. Special committees may be dissolved at any meeting of the Board or Executive Committee that established the special committee.

Subcommittees: Any standing or special committee may establish sub-committees. A sub-committee cannot have more authority than the authority given by the Board to the committee creating the subcommittee.

Committee Membership: The Board may appoint non-Board members to any committee, except for the Executive Committee, which must be comprised of Directors. Subcommittees may also include non-Board members. Such non-Board members are considered directors for the purposes of conduct, conflict of interest and indemnification.

Quorum: A quorum for any committee or sub-committee shall be a majority of that committee's membership.

Article 6

FINANCE AND ADMINISTRATION

Depository: The monies of IWLP shall be deposited in the name of IWLP in an account at Deerwood Bank in Grand Rapids, MN.

Authority to Disperse Funds: 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.

Fiscal Year: The fiscal year shall be the calendar year.

Contracts: All contracts must be approved by the Board and signed by two officers, typically the President and Treasurer, before taking effect.

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

Records: The non-financial books and records of IWLP, including organizational documents, shall be kept by the current Secretary.

Article 7

MEMBERSHIP

The membership shall consist of the voting members of the Board of Directors.

Non-voting Memberships: The Board may create non-voting memberships, membership categories and dues to support the administrative cost of operating IWLP.

Benefits for Non-voting Memberships: Special membership benefits may be created such as receiving newsletters, invitations to annual and special meetings and discounts on goods and admissions.

Article 8

ANNUAL REPORT

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.

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

Article 9

NOTICES

At least five working days before each meeting of the Board, the Secretary shall notify each Director 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 Directors are present at the meeting or consent in writing, electronically or by telephone, is sent to the Secretary.

Article 10

STAFF AND CONSULTANTS

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

Contractors: 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.

Compliance with Statute: 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.

Article 11

INDEMNIFICATION

Indemnification: IWLP shall have the power to indemnify employees, Directors, TAB members and committee members 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.

Insurance: 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 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 Director at least ten (10) days prior to the meeting at which such change is to be considered.

Article 13

CONFLICT OF INTEREST

Any officer, Director 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, Directors, 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*.

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 amended: January 19, 2018 at the Quarterly Board Meeting

Date effective: February 18, 2018

Date amended: April 23, 2018 at the Quarterly Board Meeting

Date effective: May 23, 2018

Date amended: July 20, 2018

Date effective: July 20, 2018

Date amended: January 27, 2020

Date effective: January 27, 2020