

**BYLAWS OF
~~CANNON RIVER WATERSHED PARTNERSHIP~~ CLEAN RIVER PARTNERS, INC.**

**ARTICLE ONE
PURPOSE**

1. The purpose for which the Corporation is organized is as follows:
 - 1.1. To protect and improve the surface and ground water resources and the natural systems of the Cannon River 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 Cannon River Watershed.

**ARTICLE TWO
MEMBERSHIP**

- 2.1. Any person, business or entity may become a member by paying the annual membership dues. Any person may also become a member by volunteering at a Cannon River Watershed Partnership (CRWP) event for at least 3 hours yearly (membership cycle).
- 2.2. The amount of the annual dues shall be determined by the Board of Directors.

**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 Cannon River Watershed of the State of Minnesota designated by the Board of Directors pursuant to the authority of this Section.
- 3.2. Annual Meetings: Members must hold an annual meeting for the election and confirmation of directors as provided in Article Four and for the transaction of any other business. . Annual meetings will normally be held in May of each year.
 - 3.2.1. Notice of the annual meeting, including the agenda, shall be distributed to all members at least twenty (20) days prior to the date of the annual meeting.
- 3.3. Special Membership 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 ten or more members.

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 or electronic 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 distributed by a duly authorized person to each director or member entitled to vote at 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 is 5% of the total membership, or where the meeting is by mail vote, 10% of the total 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.

3.6.1. A person, business or entity must be a member to be entitled to vote.

Each membership is entitled to one vote.

ARTICLE FOUR BOARD OF DIRECTORS

4. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation; provided, however, that such members of the Board of Directors may from time to time be reimbursed for out-of-pocket expenses upon approval of a majority

of the Board of Directors. Each member of the Board of Directors shall be a member of this Corporation.

4.1. The Board of Directors shall be composed of the following:

4.1 Eleven to Seventeen (11-17) individuals who are members of the Corporation with a goal of at least one 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 as designated by the Board of Directors. An act of the majority of members of the Board of Directors present at a meeting in which a quorum is present is the act of the Board of Directors.

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) member of the Board of Directors. 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 members of the Board of Directors present at a special meeting at which a quorum is present is the act of the Board of Directors. For purposes of this section, notice means a written or electronic 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. Distributed not less than three (3) nor more than thirty (30) days before the meeting, excluding the date of the meeting.

4.4 Waiver of Notice: A member of the Board of Directors 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 of Directors shall be maintained.

4.6. Reports: All reports from officers and committees shall be made in writing and shall be

- filed with the Executive Director 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: If the number of individuals on the Board of Directors falls below 11, the Board of Directors shall appoint interim board members to reach the minimum number of 11. The interim board members will serve until such time as an election can be held at the annual meeting.
- 4.10 Resignation, termination, and absences: Resignation from the Board of Directors must be in writing and received by the Executive Director or the Board Chair. A member of the Board of Directors may be removed from the Board of Directors for two or more unexcused absences from meetings of the Board of Directors per year or other reasons by a two-thirds vote of the remaining Board of Directors.
- 4.11 Proxy: Members of the Board of 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 members of the Board of Directors have withdrawn from the meeting so that less than a quorum remains, the remaining members of the Board of Directors still present may continue to transact business until adjournment. A quorum for meeting of the Board of Directors is one more than half of the total members serving on the Board of Directors at that time.
- 4.13 Election of the Board of Directors: The members of the Board of Directors shall be elected at the annual meeting. ~~The Governance/Nominations Committee shall be responsible for publishing a notice~~ Notice of vacancies and instructions on nomination

must be published to all members at least ninety (90) days before the election of any vacant Board of Director positions. ~~should any members wish to self-nominate for said vacancy.~~ At least twenty (20) days before the election, the nominating committee ~~the Corporation~~ shall post in the Notice of the Annual Meeting the names of the persons nominated for members of the Board of Directors.

4.13.1 Terms: All Board of Directors shall serve 3 year terms. No member of the Board of Directors shall be eligible for re-election for more than two (2) consecutive three year terms or up to a maximum of 8 years of consecutive service if the director is filling vacant terms.

ARTICLE FIVE OFFICERS

5.1 The Board of Directors shall elect by ballot from its own number a Chair, a Vice-Chair, a Secretary and a Treasurer after the election of Board of Directors at the Annual Meeting. Said officers shall be the officers of the Corporation and the Board of Directors, and shall hold office for one (1) year or until their successors are elected and qualified. 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 and the Board of Directors;

5.2.2. Make a ~~written~~ report to the membership at the annual meeting of the Corporation;

5.2.3. Shall appoint the Executive Committee and all standing committees of the Board of Directors and of the corporation; and shall designate chairpersons thereof, subject to the approval of the Board of Directors; and

5.2.4. Sign 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 make a report at each meeting of the Board of Directors. The Treasurer shall ~~chair the finance committee~~, assist in the preparation of the budget, review audits, and make financial information available to the members of the Board of Directors and the public.

5.5. Secretary: The Secretary shall:

5.5.1. Keep a record of the minutes of all the business meetings of the Corporation and of the Board of Directors, and shall attest same with his or her signature;

5.5.2. Shall provide the records of the minutes of all meetings to the Executive Director to be kept on file at the Corporation.

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 of Directors and of the Corporation;

6.1.2. An ex-officio non-voting member of the Board of Directors 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.

6.1.5. Attend all meetings of the Board of Directors and shall make reports to the Board of Directors.

6.1.6. Have day-to-day responsibilities for the organization including carrying out the organization's goals and policies.

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 shall designate an Executive Committee and such standing and special committees as is necessary to carry out the business of the Corporation.

7.2. Members of ~~the committees~~ need not be members of the Board of Directors.

7.2.1. A majority of each committee shall be members of the Board of Directors, ~~but may not create a quorum of the Board of Directors~~

7.2.2. All committee members must be members of the Corporation.

7.3 Executive Committee: The Chairperson shall appoint an Executive Committee consisting of the officers of the corporation and up to three (3) other members of the Board of Directors, providing as much geographical distribution as possible.

7.3.1. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

7.4 Standing and Special Committees

7.4.1 Standing and Special Committees created by the Board of Directors as needed by the Board of Directors.

7.4.2 The Chairperson shall name Chairs and membership of committees pursuant to the rules set forth in this chapter.

~~7.4 Governance/Nominations Committee: The Chairperson shall appoint a Governance/Nominations Committee of at least three (3) people to identify and nominate members for election to the Board of Directors and review policies, practices, and procedures of the Corporation.~~

~~7.5 Finance Committee: The Chairperson shall appoint a Finance Committee of at least three (3) people for assisting staff with developing and reviewing fiscal procedures, audits and the annual budget. The Treasurer of the Corporation must serve on the Finance Committee.~~

~~7.6 Personnel Committee: The Chairperson shall appoint a Personnel Committee of at least three (3) members of the Board of Directors. The Personnel Committee will be responsible for conducting an annual review of the Executive Director as well as assisting the Executive Director with hiring of staff and other personnel issues that may arise.~~

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.

As revised at the annual meeting of the Corporation on May 1~~38~~, 202~~10~~

Secretary