

OFFICIAL BYLAWS
OF THE
UPPER MISSISSIPPI RIVER BASIN ASSOCIATION

Adopted by resolution of the Association
at its January 12-13, 1982 Annual Meeting

1/13/82

Thomas Kalitowski – Chairman

Amended March 1, 1989
Amended August 30, 1991
Amended May 19, 1999
Amended May 19, 2009
Amended February 15, 2011

BYLAWS OF THE
UPPER MISSISSIPPI RIVER BASIN ASSOCIATION

Authority:

These bylaws are adopted pursuant to the Articles of Associations approved by the States of Illinois, Iowa, Minnesota, Missouri and Wisconsin on December 2, 1981.

Section I: Place of Business

The principal office of the Upper Mississippi River Basin Association, hereinafter referred to as "the Association," shall be located in the Twin Cities, Minnesota. The Association may have such other offices as the Association's Board of Directors, hereinafter referred to as "the Board," may determine.

Section II: Membership

Membership in the Association shall include the states of Iowa, Illinois, Minnesota, Missouri and Wisconsin, as prescribed in the Articles of Association. A member state shall be represented on the Association by a representative appointed by and serving at the pleasure of the Governor of the member state. A Governor and/or his/her duly appointed representative may designate additional alternate representatives.

Section III. Board of Directors

The Association's Board of Directors shall consist of each member state's duly appointed representative and alternate representatives.

Section IV: Meetings

- A) Regular Meetings – The Board shall meet on a quarterly basis. An annual meeting of the Board shall be held in the first quarter of each calendar year, beginning in the year 1982, for the purpose of electing officers and for the transaction of such other business as may come before the meeting.
- B) Special Meetings - Special meetings of the Board may be called for such time and place as the Chair upon his/her own initiative may designate, or at the request of a majority of Board members then seated. Such special meetings may be by telephone conference call.
- C) Meeting Notice -
 - i) Regular Meetings - Twenty-eight days written notice in advance of regular meetings shall be provided to each Board member. This notice shall include a preliminary agenda. Any item may be placed on the agenda of a regular meeting by any Board member, if requested in writing at least fourteen (14) days prior to such meeting.
 - ii) Special Meetings - The earliest possible written notice shall be given for special meetings. The notice shall set out the purpose and the business to be considered at the meeting.

- iii) Public Notice - A reasonable effort shall be made to provide public notice of all regular Board meetings.
- D) Quorum - A quorum for the conduct of business at any regular or special meeting of the Board shall exist when there are no less than three member states represented by at least one seated Board member.
- E) Meetings Open to the Public
- i) Regular meetings of the Board shall be open to the public.
 - ii) The public at meetings shall be given the opportunity to comment on agenda items by registering with the Chair. On any item on the agenda, public comment may take place between discussion and final action by the Board. However, the Chair shall determine if the comments from the floor are in order at that time or rule that they shall be offered at a different place in the agenda. The Chair may limit the time used by a participant in order to keep the meeting on schedule.
 - iii) Public participants wishing to reserve special presentation time should submit a written request to the Chair at least 21 days prior to a regular meeting. The Chair may limit the time used by a participant in order to keep the meeting on schedule. The participant will arrange or provide for any specialized equipment or materials required for his/her presentation.
- F) Minutes of Board Meetings - The Chair shall prepare and shall distribute, as soon as practicable, to Board members the minutes of each Board meeting including those held by telephone conference call. The minutes of any meeting may be approved without being read aloud, if they have been distributed prior to the time of approval.
- G) Parliamentary Rules and Voting Procedures
- i) In the absence of the Chair, the Vice Chair shall be the presiding officer.
 - ii) The usual procedure of Roberts Rules of Order will be followed in perfecting a motion through amendment, substitution, or deletion of matter in order that variations may be considered before the question is called for.
 - iii) Each member state shall have one vote in matters coming before the Board. That vote is generally cast by the Governor's appointed representative, but may be cast by any seated Board member representing that state.
 - iv) In the work of the Board, every reasonable endeavor shall be made to arrive at a consensus of all member states on all issues. Consensus shall be deemed to mean agreement by all Board members voting on an issue. The seated Board member(s) representing a member state may elect not to cast their state's vote on a matter before the Board. In such an instance, the Board member(s) electing not to vote in a decision shall announce that fact for the record. An abstention shall count as a vote in favor of the prevailing action unless the abstention is due to an actual conflict of interest with respect to the transaction/action contemplated.
 - v) When the question is called for, the Chair will first determine whether a consensus has been reached. If there is objection, it must be stated orally or by sign by the

Board member who is casting his/her state's vote on the question. All objections shall be recorded in the minutes. If there is no objection, the Chair shall state that the motion or proposition is adopted by consensus. If the Board fails to reach a consensus, full opportunity shall be afforded the objectors for the presentation and report of individual views; and such views shall be set forth in the minutes.

- vi) The Chair, in consultation with the Vice Chair, may temporarily suspend consideration of any issues when, in his/her judgment, such temporary suspension of consideration will increase the probability of securing consensus on the issue.
- vii) Whenever the Board fails to reach a consensus and the procedure set forth in (v) has been completed, the Chair shall then put the question for determination by a two thirds majority vote with no less than three affirmative votes needed to carry the question. If a two thirds majority votes in favor of the question and there are no less than three affirmative votes, the Chair will state that the motion or proposition is adopted by a two thirds majority vote.
- viii) Any motion or proposition of the Board adopted by majority vote may be put on the agenda of a subsequent Board meeting by any Board member, upon notice, for the purpose only of ascertaining whether a consensus presently exists on such action.

Section V: Officers

- A) Officers - The officers of the Association shall include the Chair, Vice Chair, Treasurer, and Executive Director. The Chair and Vice Chair must be seated Board members and are elected by (and serve at the pleasure of) the Board. The Treasurer can be, but need not be, a seated Board member and is elected by (and serves at the pleasure of) the Board. The Executive Director shall be hired by the Board and cannot be a Board member. Other officers may be named as deemed necessary by the Board.
- B) Election and Term of Office With the exception of the Executive Director, the officers of the Association shall be elected annually by the Board at the annual meeting of the Board. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board. Each elected officer shall hold office until his/her successor shall have been duly elected and shall have qualified.
- C) Special Elections - Special elections of officers can be held at the request of at least three states.
- D) Removal - Any officer elected by the Board may be removed by special election of the Board.
- E) Vacancies - A vacancy in any office because of death, resignation, removal or disqualification or for any other cause may be filled by special election of the Board for the unexpired portion of the term.
- F) Chair - The Chair shall be the principal officer of the Association and shall in general supervise and control all of the business and affairs of the Association. S/he shall preside at all meetings of the Board, and shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.

- G) Vice Chair - In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board.
- H) Treasurer - The Treasurer shall review financial statements prepared by the Executive Director prior to their presentation to the Board; assist in preparing the Association's proposed budget; serve as the second signature when required on UMRBA checks, drafts, and orders for payment; review and approve reimbursements to the Executive Director prior to their payment; and review the Board's biennial audit and annual Form 990. The Treasurer shall perform other such duties as may be assigned by the Chair or by the Board.
- I) Executive Director - The Executive Director shall be the officer primarily charged with executing the business affairs of the Association, with direction from the Association's Chair and Board and in consultation with the Treasurer. S/he may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Association. The Executive Director shall obtain prior authorization from the Board before executing contracts and other obligations in excess of \$10,000.00. S/he may also sign and file other such documents as are necessary in connection with the Association's affairs, including, but not limited to, tax filings, investment and banking documents, benefits administration, and employment matters.

Section VI: Committees

The Board is empowered to establish committees, the members of which need not be Board members. Members of the committees shall be appointed by the Association Chair. Any member state of the Association shall be entitled, upon request by a seated Board member to the Association Chair, to representation on any committee. The Board may terminate any committee.

Section VII: Compensation of Board Members

Board members shall not receive any stated salaries for their service on the Board. Consistent with the Association's written travel reimbursement policy, Board members may receive reimbursement for reasonable expenses incurred in connection with their participation in Association meetings.

Section VIII: Budget of Association Operation

The Chair or his/her designee shall prepare a proposed annual budget for the operation of the Association that will reflect Association costs by fiscal periods coincident with State fiscal periods. The proposed budget shall be presented to the Board members for review and recommendation to the Board for approval.

Section IX: Contracts, Checks, Deposits, Investments, and Gifts and Fund Raising

- A) Contracts - The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officer so authorized by these Bylaws, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. The Board's prior authorization is required before executing any contract or other obligation in excess of \$10,000.00.

- B) Checks, Drafts, etc. - Checks, drafts or orders for the payment of money issued in the name of the Association shall be signed by the Executive Director or other agent designated by the Board for amounts of \$10,000.00 or less. For check or draft amounts greater than \$10,000.00, the signatures of the Executive Director/designated agent and the Treasurer are required. The Association shall secure for any officer or employee of the Association authorized to execute checks, drafts or orders for payment for the Association or to deposit funds of the Association, a bond of at least \$500,000.00 conditioned upon the faithful performance of his or her duties.
- C) Deposits - All funds of the Association shall be deposited promptly to the credit of the Association in such banks, trust companies or other depositories as the Board may select.
- D) Investments - Investments shall be managed in accordance with the Association's written investment policy.
- E) Gifts and Fund Raising - Matters related to gift acceptance and fund raising shall be managed consistent with the Association's written gift acceptance and fund raising policies.

Section X: Independent Audit

The financial accounts and transactions of the Association shall be audited at least biennially by a Certified Public Accountant designated by the Board.

Section XI: Staff

The Association may employ a qualified Executive Director and such other staff as shall be appropriate to carry out the purposes of the Association. Staff members cannot be Board members. The Board shall adopt written personnel policies and staff responsibilities and shall hire the Association's Executive Director.

Section XII: Amendments to Bylaws

These bylaws may be amended at any regular or special meeting of the Board provided proposed amendments to the Bylaws are set out in full in the call of the meeting.