

**BOARD OF WATER AND SOIL RESOURCES
BYLAWS
October 24, 2018**

ARTICLE I. Introduction

1. Purpose
The Board of Water and Soil Resources (BWSR) desires to conduct its business and perform all of its responsibilities and duties in an orderly, efficient, transparent, fair and lawful manner. These Bylaws are established for that purpose.
2. Application of Bylaws
Unless otherwise specifically indicated, these Bylaws shall apply to the transaction of all BWSR business and the conduct of all BWSR meetings and hearings.
3. Compliance with Applicable Law
It is the specific intent of the BWSR to perform all of its responsibilities and conduct all of its hearings and meetings in accordance with all applicable federal law and state statutes and regulations. The provisions of all such applicable law shall have control over anything to the contrary in these Bylaws.

ARTICLE II. Membership, Officers, Duties and Committees

1. Membership
The Board of Water and Soil Resources shall be composed of 20 voting members appointed by the Governor according to MN Statutes §103B.101.

Individual members shall not act to represent the Board on any given subject unless specific Board action/position has been determined/ruled and the individual action thus represents the Board as a whole.

MN Statutes §15.0575, subd. 4, provides that “[t]he chair of the board shall inform the appointing authority [i.e., the Governor] of a member missing three consecutive meetings. After the second consecutive missed meeting and before the next meeting, the chair of the board shall notify the member in writing that the member may be removed for missing the next meeting.”
2. Officers Designated
The officers of the BWSR shall be the Chair and the Vice-Chair. The Chair is appointed by the Governor from the members of the Board. The Vice-Chair shall be elected to a two-year term by the members of the Board. The Vice-Chair shall be elected by majority vote at the first regularly scheduled meeting of every EVEN calendar year.

The Board shall employ an Executive Director, who is a salaried officer. The Executive Director is responsible for the administrative and general operations of the BWSR. All additional staff shall report to the Executive Director.

3. Duties of Officers

a) Chair

The Chair shall have the following responsibilities:

- 1) Supervise the affairs of the Board and communicate such affairs to all board members.
- 2) Preside at all Board meetings.
- 3) Preside at Dispute Resolution Committee proceedings, or appoint a presiding member.
- 4) May vote on all issues with the exception of the Dispute Resolution Committee unless as provided by MN Statutes § 103B.101 Subd. 10.
- 5) May schedule special meetings.
- 6) Approves board meeting agendas.
- 7) Establishes committee structure and appoints committee members

b) Vice-Chair

The Vice-Chair shall have the following responsibilities:

- 1) Perform those duties delegated by the Chair.
- 2) Act as Chair in the event of the Chair's illness, disability, absence from a meeting or not being readily able to function as Chair.

c) Executive Director

The Executive Director shall be responsible to the Board and communicate/report regularly to the Chair. The Executive Director or designee shall attend all Board meetings but shall not vote. The Executive Director shall have the following responsibilities:

- 1) To see that all resolutions, rules, regulations and orders of the Board are carried out.
- 2) To present to the Board program plans, studies and reports prepared for Board purposes and action and recommend to the Board for adoption those measures deemed necessary and prudent to carry out the programs and duties of the Board or for the efficient administration of the affairs of the Board. The Executive Director shall have the authority to execute or officially sign on behalf of the Board on all actions approved/ruled by the Board.
- 3) To communicate and interact with the Governor's office, state and federal agencies, local governments, special districts, joint powers authorities, the legislature, and to participate in relevant meetings as well as provide such meeting knowledge to the Board.
- 4) To keep the Board fully advised as to its financial condition and to prepare and submit an annual Board budget through the

processes established by the Governor's office.

- 5) To represent and implement the Board's orders, resolutions, and policies.
- 6) To record and maintain a record and minutes of the meetings and process and maintain all information relating to Board business.
- 7) To develop the proposed agenda for Board meetings, provide for meeting notices and handle all other administrative affairs.
- 8) To sign documents as designated by the Board.
- 9) To participate in an annual Personnel Review as directed by the Chair.

4. Vacancies of Officers

- a) Chair: In the absence of the Chair, the Vice-Chair shall preside.
- b) Vice-Chair: If a vacancy occurs in the office of Vice-Chair, the regular members shall elect an individual to fill the remaining term time.
- c) Chair, Vice-Chair: If at a Board meeting, neither the Chair nor Vice-Chair are present but a quorum exists, the members shall elect from within the membership an acting Chair to run the meeting.

5. Committees

- a) The Board chair may establish committees. The Board Chair shall appoint committee members and shall be an ex-officio member of all committees to which the Board Chair is not appointed.
- b) Unless otherwise prescribed by statute or rule, committees shall consist of three or more members of the Board for the purpose of gathering information, presiding over public hearings, making findings and bringing recommendations to the Board.
- c) Certain duties may be delegated to committees by a majority vote of the board members.
- d) When a member of the Dispute Resolution Committee or another committee has a conflict of interest or is otherwise unable to fully participate in consideration of a matter, the Board Chair may appoint a substitute to serve in place of that member with respect to that matter.
- e) The Board Chair shall appoint committee chairpersons.
- f) The Executive Director shall assign staff to facilitate and support the work of committees.
- g) The membership of all committees shall be posted on the BWSR website or made available in alternate formats upon request.

ARTICLE III. Meetings and Hearings

1. Notice
Notices of all meetings and hearings of the BWSR shall be made in a manner in accordance with MN Statutes Chapter 13D (Open Meeting Law). Notice shall be posted at the BWSR main office, posted on the BWSR website and reasonable effort shall be made to inform BWSR clientele by mail, electronic mail, delivery, telephone or other means of communication. Board meetings will be scheduled according to the current Board policy.

2. Open Meetings and Records
All meetings of the Board shall be open to the public as provided by law. The votes of the members shall be recorded by voice vote or by roll call if so called. The minutes shall be available to the public during all normal business hours at the BWSR central office. Minutes of Board meetings shall be preserved for at least ten years. Minutes of recent Board meetings shall be posted on the BWSR website once approved by the Board.

3. Closed Meetings
The Chair may call a closed meeting or close a meeting if the closure is authorized by statute or permitted by the attorney-client privilege. Specific applicable statutes in the Open Meeting Laws in Minnesota Statutes Chapter 13D include:
 - a) Preliminary consideration of allegations or charges against an individual subject to its authority, per Section 13D.05, subd. 2 or
 - b) Evaluating the performance of the Executive Director, per requirement in Section 13D.05, Subdivision 3, or
 - c) Exercising quasi-judicial functions involving disciplinary proceedings per Section 13D.01, Subdivision 2.

In all cases where a meeting is closed, the Board shall abide by the requirements for closed meetings in Chapter 13D.

4. Hearing Records
 - a) When a public hearing on a matter has been held, whether by delegated committee that is to decide or recommend to the Board or by the Board, and the hearing record has been closed, the hearing record will not be reopened to receive additional written or oral submissions except by majority vote of the body considering the matter.
 - b) All information submitted to BWSR for hearing purposes becomes the property of the BWSR.
 - c) The BWSR shall maintain all records gathered during public hearings. The Executive Director shall not be required to maintain the records for more than three years after the close of a hearing.

5. Quorum
A majority of the Board or the majority of the committee is a quorum.
6. Voting
Each member shall have one (1) vote in the transaction of business of the Board. Agency members may designate an alternate to attend and vote on their behalf by notifying the Chair in writing or via e-mail prior to the meeting. In order to vote, the member or designated alternate must be in attendance for the meeting. A vote will be recorded by voice vote unless a roll call vote is requested. A roll call vote may be requested by any member and a roll call vote will be used for teleconference meetings, per Minnesota Statute 13D.015, Subd. 2(4).
7. Meeting Arrangements
The Board shall normally meet the fourth Wednesday of the month so designated by action of the Board no earlier than 8:00 AM until agenda business is complete. The Chair may call for recess for appropriate breaks or for purposes of furthering the agenda orders of business.

The chair of the Board shall select a meeting location that is convenient and suitable for the members, staff and general public.
8. General Order of Business
The general order of business of BWSR Board meetings includes:
 - a) Approval of agenda
 - b) Approval of minutes of previous meeting
 - c) Public Access Forum
 - d) Chair's, Executive Director's and Committee Reports
 - e) Committee Recommendations
 - f) Old Business
 - g) New Business
 - h) Board issues and information
 - i) Agency Reports
 - j) Advisory Member Reports
 - k) Upcoming Meetings
 - l) Adjournment

A consent agenda may be developed at the discretion of the Chair. Items on a consent agenda may be removed for individual consideration upon the request of any board member and placed on a logical place on the regular agenda as determined by the chair.

9. **Parliamentary Procedure**
Robert's Rules of Order, Revised, shall govern the conduct of the meeting except when state statute, policies and these bylaws state otherwise.
The Chair shall make all parliamentary rulings. The Executive Director or meeting designee shall serve as the parliamentarian advisor to BWSR.
10. **Agenda Application**
All matters for preliminary agenda consideration with pertinent information included shall be submitted to the Executive Director prior to the Board meeting. Placement of items on the agenda will be at the discretion of the Chair and the Executive Director. The proposed agenda must have the approval of the Chair.
11. **Conflicts of Interest**
Each board member is obligated to determine whether he/she has a perceived, potential, or actual conflict of interest with respect to any matter before the BWSR and to comply with all requirements of law regarding any potential conflict. Board members who disclose an actual conflict of interest will not be allowed to participate in and vote on the agenda item for which they declared an actual conflict.

ARTICLE IV. Adoption and Amendments

1. **Adoption**
These Bylaws shall become effective immediately after approved by a majority vote of the Board.
2. **Amendments**
These Bylaws may be amended by a two-thirds vote of the board members. All proposed amendments shall be presented in writing. The Board shall review the proposed changes at least one meeting prior to adoption.


Gerald Van Amburg, Board Chair

October 24, 2018
Date