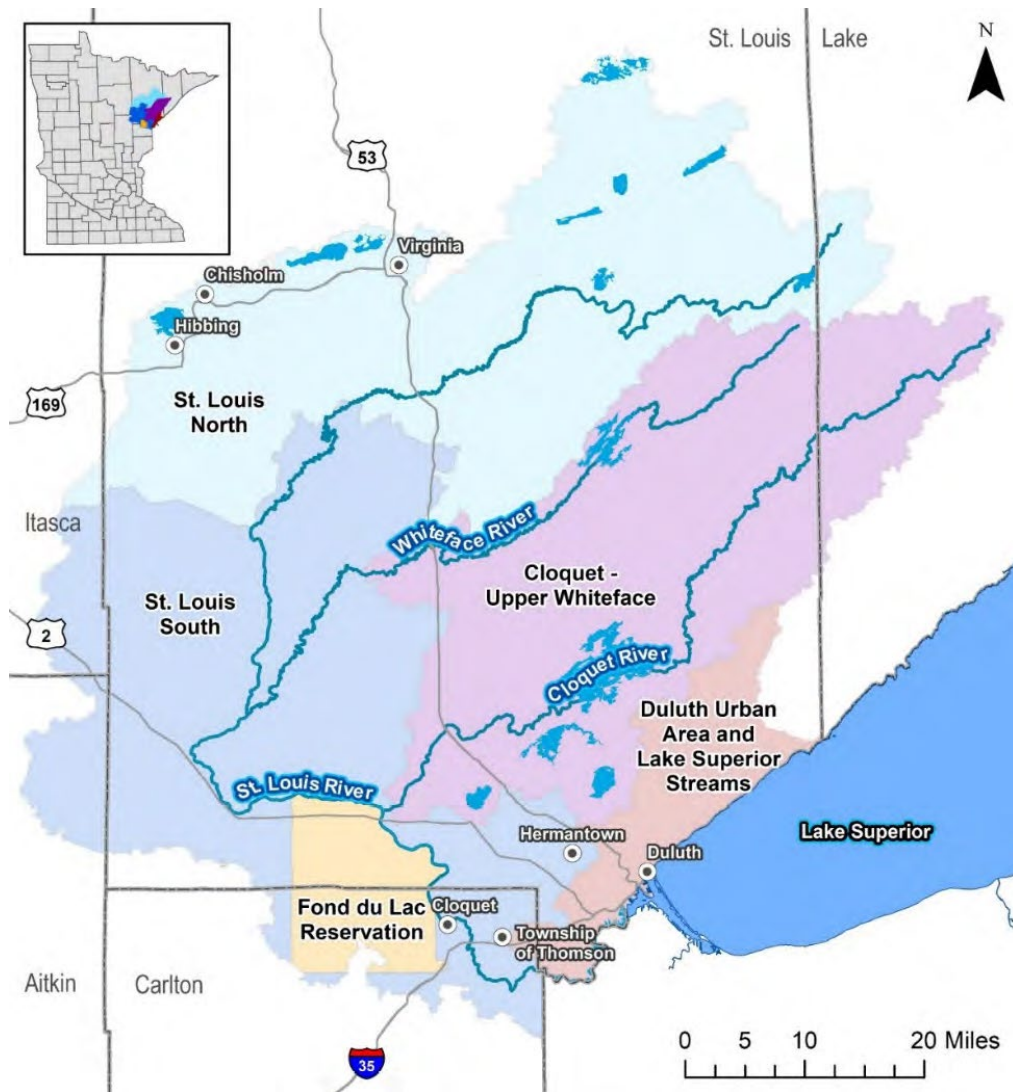


Bylaws
of the
Policy Committee
St. Louis River Comprehensive Watershed Management Plan



Approved April 27, 2023

These Bylaws establish rules governing the conduct of business by the Policy Committee of the St. Louis River Comprehensive Watershed Management Plan (Plan).

Ground Rules

1. We will stop the conversation if someone is off topic and using too much time. No one should be offended if this occurs.
2. Start and end on time.
3. Be an active listener, ask for clarification.
4. Be Respectful and promote open communication.
5. No side bar conversations – save for break time or before or after the meeting.
6. Stay Engaged.
7. We will operate on a consensus basis – seek general agreements all can live with.

Group Norms

1. Members will complete pre-work, read materials, and be prepared to meet.
2. Will identify clear deadlines for when tasks are assigned to members and strive to meet them (both in developing materials and responding/providing feedback).
3. If necessary, we will hold conference calls between in-person meetings to report on progress.
4. Each member of the committee will report back to their respective Board or Tribal Council and keep them informed of the progress and bring back questions and recommendations by that Board or Tribal Council.
5. Note-taker will capture highlights of the discussion and decisions made, but not detailed minutes.

ARTICLE I: PURPOSE

1. The purpose of the Policy Committee is to collectively implement the St. Louis River Comprehensive Management Plan per the provisions of the Plan.
2. The Policy committee operates under a Memorandum of Agreement dated April 27, 2023. The Member units of government are: St. Louis County, Carlton County, Lake County, South St. Louis Soil and Water Conservation District, Lake Soil and Water Conservation District, North St. Louis Soil and Water Conservation District, Carlton County Soil and Water Conservation District and the Fond du Lac Band of Lake Superior Chippewa.

ARTICLE II: MEMBERSHIP PROVISIONS

1. The membership of the Policy Committee shall be comprised of at least eight members and eight alternates as designated by the governing Board or Tribal Council of each member government.
2. Members of the Policy Committee shall serve until the expiration of the Memorandum of Agreement to run concurrently with each Policy Committee member's term on his/her respective Board or Tribal Council.

3. In the event that a member of the Policy Committee resigns or is otherwise unable to complete his or her term, the member shall notify his or her appointing authority of the vacancy as soon as practicable. The member government shall appoint a replacement member as soon as possible.
4. A Policy Committee member shall not take any action that may materially benefit the financial interest of that member, a member's family member, or a member's close associate, unless and until that member first discloses that interest for the record. The member who discloses an interest may be present to answer questions related to that interest but shall not advocate for nor vote on the action. If a Policy Committee member concludes that his or her interest does not create a conflict, but that there may be an appearance of a conflict, he or she shall disclose the interest for the record before participating in discussion or voting on an action.

ARTICLE III: OFFICERS

1. The Officers of the Policy Committee shall consist of a Chairperson and Vice Chairperson, elected by members of the Policy Committee at their first meeting. Appointed staff from the South St. Louis Soil and Water Conservation District shall provide secretarial services.
 - a. The Chairperson shall:
 - i. Serve as Chairperson for all meetings.
 - ii. Sign and deliver in the name of the Partnership any correspondence pertaining to the business of the Partnership.
 - b. The Vice Chairperson shall:
 - i. Discharge the Chairperson's duties in the event of the absence or disability of the Chairperson.
2. An Officer will serve until replaced by the election of a successor. No Policy Committee member may hold more than one office at a time.
3. In the event that an officer cannot complete his or her term of office, the Policy Committee shall immediately elect from among its members an individual to fill the vacant position. The individual to be elected may not already be serving as an officer of the Policy Committee.
4. The Policy Committee will request the respective member government participant to replace their representative member if that representative member misses two consecutive meetings without notice to the Chairperson.

ARTICLE IV: MEETINGS

1. All meetings of the Policy Committee will comply with statutes and rules requiring open and public meetings.
2. The conduct of all meetings of the Policy Committee shall be generally governed by the most recent edition of Robert's Rules of Parliamentary Law.
3. A quorum of the Policy Committee shall consist of a simple majority of the members.
4. All votes by Policy Committee members shall be made in person, and no member may appoint a proxy for any question coming before any meeting for a vote.

5. Notice of Policy Committee meetings and a proposed agenda shall be emailed to all Policy Committee members seven days prior to the scheduled meeting date of the Policy Committee.
6. The minutes of any meeting shall be made available to all Policy Committee members prior to the next meeting.
7. Meetings are intended to be held quarterly or as needed. The Chair or two members can call a meeting.

ARTICLE V: VOTING

1. A motion or resolution shall be approved by a favorable vote of a simple majority of the members present, provided enough members are present to make a quorum.
2. A supermajority vote of 75 percent of those members present shall be required for final plan approval for submittal to review.

ARTICLE VI: COMPENSATION

1. Policy Committee members may be compensated by the member government they represent for meetings and expenses incurred, according to the policies of the member government.
2. Policy Committee members may not be compensated for meeting time and expenses using funds granted by the state for the purpose of implementing the Plan.

ARTICLE VII: SUBCOMMITTEES OF THE POLICY COMMITTEE AND OTHER COMMITTEES

1. The Policy Committee may appoint subcommittees for the purpose of assisting the Policy Committee in the performance of its duties. Except for a Policy Committee member appointed to a subcommittee, no other member of a subcommittee shall be able to make motions for consideration to the Policy Committee or vote on matters put before the Policy Committee.
2. Advisory Committee: The Policy Committee could appoint an Advisory Committee and act to approve all Advisory Committee members. The Advisory Committee will routinely advise the Policy Committee on the implementation the St. Louis River Comprehensive Management Plan per the provisions of the Plan, and on issues of policy and administration related to the plan.
 - a. A member of the Policy Committee or an alternate will be assigned by the Chairperson to meet with the Advisory Committee as an ex-officio member.
 - b. Each partnership member government shall designate a representative to the Advisory Committee.
 - c. The Advisory Committee shall also include representatives from Minnesota's principal water management or plan review state agencies (Board of Water and Soil Resources, Department of Agriculture, Department of Health, Department of Natural Resources, and Pollution Control Agency). Each agency will designate a lead

contact person from its agency to participate as Advisory Committee members. Additional agencies or other persons may participate as Advisory Committee members depending on the desire of the Policy Committee or the needs of the Advisory Committee.

3. The Advisory Committee will be appointed by the Policy Committee annually and will have a minimum of five members.

ARTICLE VIII: MEETING LOCATION

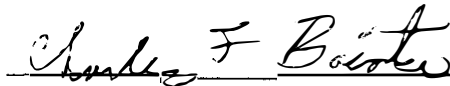
1. All regular meetings of the Policy Committee will be held at a location within the area of the St. Louis River Comprehensive Management Plan.

ARTICLE IX: MISCELLANEOUS

1. Portions of these bylaws may be suspended temporarily by a two-thirds vote of the Policy Committee.
2. Addition to, alteration, or repeal of any part of these bylaws by the Policy Committee may be made at any meeting by a majority of the full membership, provided that thirty (30) days advance written notice of the proposed change has been given to each member of the Policy Committee.
3. The Policy Committee's official records and the requirements of the BWSR grant agreement shall be maintained by the fiscal agent, the South St. Louis Soil and Water Conservation District. The maintenance and disposition of these records shall be in accordance with applicable laws.
4. These bylaws are intended to be consistent with applicable provisions of Minnesota Statutes Chapters 103B, 103C, 103D and Section 471.59. In all cases of omission or error, Minnesota Statutes Chapters 103B, 103C, 103D and Section 471.59 will govern.

ARTICLE X: CERTIFICATION

1. These Bylaws were adopted by a vote of five ayes and zero nays by the members of the Policy Committee on April 27, 2023.

 Andrew F. Boster NSL SWCD 4/27/23

(Policy Committee Chair signature and organization)