

**By-Laws of the  
Minnesota Association of Watershed Administrators  
Ratified: November 29, 2017**

This Instrument constitutes the By-Laws of the Minnesota Association of Watershed Administrators.

**ARTICLE ONE (I)  
NAME AND AFFILIATION**

**Section 1. Name:** The name of this association will be the Minnesota Association of Watershed Administrators (hereinafter referred to as "MAWA") and it will be affiliated with the Minnesota Association of Watershed Districts (MAWD).

**ARTICLE TWO (II)  
MISSION and VISION**

**Section 1. Mission:** The mission of MAWA is to provide an opportunity for watershed administrators to collaborate on issues that will enhance the abilities of watershed-based local governments to manage, restore, and protect Minnesota's water resources.

**Section 2. Vision:** The vision of MAWA is to become a well-networked group of leaders and trusted advisors who can successfully leverage their united voice to ensure needed resources are made available to them to successfully complete the missions of their respective organizations.

**ARTICLE THREE (III)  
PURPOSE AND OBJECTIVES**

**Section 1. Purpose:** The primary purpose of MAWA is to strengthen the local watershed districts and water management organizations ("organizations") of the state of Minnesota by:

1. Providing a means of communication between administrators to exchange information and ideas which will encourage unification and coordination of their organizations' programs.
2. Helping to establish and support a continuing education program for all administrators.
3. Advising MAWD on current needs, emerging issues, and solutions.
4. Informing administrators of current events, legislative, and regulatory activities and job opportunities.
5. Providing input into the activities of MAWD and the Board of Water and Soil Resources (BWSR) to increase the contribution and effectiveness of the organizations and their programs.
6. Providing collaborative expertise to the BWSR, Minnesota Department of Natural Resources, and other state and local government agencies.

**ARTICLE FOUR (IV)  
MEMBERSHIP**

**Section 1. Membership Eligibility:** All Administrators of Minnesota Watershed Districts, Water Management Organizations, and other watershed-based entities will be eligible for membership and will be members of this Association, subject to approval by MAWA's Executive Committee. Membership will be held from the year beginning January 1 and ending December 31.

1. No person will be denied membership because of race, sex, creed, color, religion, national origin, disability, or sexual orientation.

2. Application for membership will be made via the MAWD website or through other correspondence with the Executive Committee or designee and will be reviewed and approved by the Executive Committee or designee as needed.

## **ARTICLE FIVE (V) VOTING**

1. Only active members will have the right to vote and there will be only one vote per member.
2. Members may vote by being present at a meeting.
3. This section does not apply to the Executive Committee Meetings.

## **ARTICLE SIX (VI) EXECUTIVE COMMITTEE AND ELECTED OFFICERS**

**Section 1. Executive Committee:** When feasible, the MAWA will be managed by an Executive Committee consisting of up to seven (7) directors comprised of members representing MAWD's geographical regions one (I), two (II), and three (III). Annual elections will be conducted at the MAWD annual meeting and elected directors shall assume their role at the conclusion of the annual meeting. The Executive Committee will be comprised of the President, Vice President, the immediate-past President, Secretary, and three (3) At-Large Officers representing regions one (1), two (2), and three (3).

**Section 2. Election of Officers:** Elections will be for the offices of Secretary and At-Large Officers.

1. The ascension of the President, Vice-President, and Secretary levels will be as follows:
  - a. The immediate-past President will continue to serve as a member of the Executive Committee for a period of two (2) years.
  - b. The Vice-President will assume the role of President.
  - c. The Secretary will assume the role of Vice-President.
2. The elected officers of MAWA must have active membership.
3. The term of office for the elected officers will be for two (2) years from the date of the election or until a new election is held. The At-Large Officers will be elected for a minimum term of two (2) years, and the term may be extended upon approval by the Association membership, however the term of office will not exceed an additional two-year consecutive term.
4. Nominations for officers will be made from the floor, by active members, at the annual MAWA Committee meeting.
5. If a vacancy occurs in the Office of President during the term of office, the Vice-President will assume the role of President immediately.
6. If a vacancy occurs in the Office of Vice President, immediate past President, Secretary, or At-Large Officer during the term of office, nominees for said offices may be made and election may occur; however, the term of office for Vice-President or immediate past President will not exceed what has been outlined under 6.1.3.
7. A vacancy for purposes of this Article is when:
  - a. An elected officer notifies the Executive Committee that he/she is unable to complete the term of office.
  - b. An elected officer dies.
  - c. An elected officer, by majority vote from the Executive Committee, is determined to be incapable of completing the term of office because of medical reasons, gross negligence or inefficiencies, suspension, termination or separation from his/her place of employment, conviction of a serious misdemeanor or any felony, or for other just cause.

## **Section 2. Duties of Elected Officers/Appointees:**

1. President
  - a. The President will preside at all meetings of the Association. With the approval of the Executive Committee, the President may call a special meeting and will notify the membership of the date, time, place, and purpose of the meeting.
  - b. The President will be the chairperson of the Executive Committee, and may appoint members to committees as needed.
  - c. The President will recommend the creation of a position as needed, upon approval of a quorum of the Committee.
2. Vice-President
  - a. In cases of death, resignation, removal, suspension, inability to serve, or absence of the President, the Vice President will serve as President.
  - b. The Vice-President will perform all duties as directed by the President.
3. Immediate-past President
  - a. The Immediate-past-President will perform all duties as directed by the President.
4. Secretary
  - a. The Secretary will keep a full, true, and complete record of the proceedings at all meetings of the Association.
  - b. The Secretary will be responsible for schedules and distributing agendas, minutes, and other materials appropriate for each meeting, as well as updating and retaining membership mailing and email lists.
  - c. The Secretary will perform all duties as directed by the President.
5. At-Large Officers
  - a. The At-Large Officers will perform all duties as directed by the President.

## **ARTICLE SEVEN (VII) FINANCES**

**Section 1. Fiscal Year:** The Fiscal year begins January 1 and ends on December 31.

**Section 2. Annual Budget:** The Executive Committee will work with the MAWD Committee of Directors to prepare an annual plan and budget for MAWA meetings, trainings, and other programming that will be submitted to the MAWD Committee for review and adoption prior to MAWD's annual meeting.

## **ARTICLE EIGHT (VIII) ORDER OF BUSINESS**

**Section 1. Order of Business:** The MAWA and the Executive Committee meetings will be governed by these By-Laws and Robert's Rules of Order.

## **ARTICLE NINE (IX) MEETINGS**

**Section 1. Meetings:** An MAWA Annual meeting will be held, in conjunction with the Minnesota Association of Watershed Districts Annual Meeting. Other general meetings are scheduled throughout the calendar year.

**Section 2. Quorum:** A quorum for transacting business of MAWA will consist of a simple majority of the voting member agencies present at the meeting.

**Section 3. Executive Committee Meeting:** Executive Committee meetings will be held at the discretion of the officers. A majority of the Executive Committee will constitute a quorum for the transaction of business.

**Section 4. Special Meetings:** Special meetings of MAWA or of the Executive Committee may be called at the option of the President, provided that all affected members are notified of the meeting and of the topic to be considered. The subject matter of any Special Meeting and any action that may be taken at a special meeting will be limited to that previously announced in the meeting notice.

## **ARTICLE TEN (X) COMMITTEES**

**Section 1. Committee Establishment:** Standing and Ad hoc committees may be established and appointed by the Executive Committee or by the membership at a MAWA general meeting as deemed necessary.

1. Standing committees are committees established to be used on a continual basis and will be appointed for a two-year term and members of those committees may be reappointed to serve another two-year term.
2. Special Ad hoc committees are temporary committees established to address a specific issue and will serve only until the assigned project is completed.
3. Standing and Ad hoc committees will report to the Executive Committee and provide written or verbal updates at MAWA general meetings.
4. Committees will be made up of representatives from each MAWD geographical region.

## **ARTICLE ELEVEN (XI) AMENDMENTS**

**Section 1. Procedure:** Amendments to these By-Laws may be made at a MAWA general meeting by a simple majority of active members in attendance at a general meeting.

1. Proposed amendments or additions to the By-Laws will be sent to all association members thirty (30) days prior to a MAWA general meeting.
2. Unless otherwise provided by resolution of MAWA, such amendments and/or changes will become effective immediately following approval.

## **ARTICLE TWELVE (XII) DISSOLUTION**

**Section 1. Dissolution:** Upon dissolution of MAWA, the Secretary will transfer any possessions of the MAWA to the Secretary of MAWD.

## **ARTICLE THIRTEEN (XIII) ADOPTION OF BYLAWS**

**Section 1. By-laws Adoption:** The foregoing By-Laws of the MAWA were officially adopted at a meeting of the association held November 29, 2017.