

February 22, 2017 – Version 5.2
NORTH DAKOTA MISSOURI RIVER ADVISORY COUNCIL
BY-LAWS

ARTICLE I - ORGANIZATION

SECTION 1.1 – NAME

This stakeholder organization formed and incorporated under the laws of the State of North Dakota is the North Dakota Missouri River Advisory Council (NDMRAC).

SECTION 1.2 – PLACE

NDMRAC's principal office will be in Bismarck, North Dakota, with other locations designated by the organization.

ARTICLE II - PURPOSE

SECTION 2.1 – VISION

NDMRAC will preserve and protect the rights of North Dakota and its people to the Missouri River and its Tributaries for the benefit of current and future generations.

SECTION 2.2 – MISSION

NDMRAC will work collaboratively with North Dakota stakeholders to provide unified representation, advocate for the responsible use of resources, and improve awareness and education relating to the Missouri River and its Tributaries.

SECTION 2.3 – GOALS

NDMRAC will:

1. Provide a forum for communication and education among government entities, Tribal Governments, and North Dakota stakeholders with an interest in the Missouri River and its Tributaries.
2. Protect the people of North Dakota's rights to use, enjoy, and benefit from the Missouri River and its Tributaries and oppose policies and actions that negatively impact those rights.
3. Support efforts that provide the people of North Dakota with clean, adequate, and reliable water sources for all uses.
4. Support improved access and recreational opportunities within the Missouri River and its Tributaries.

5. Work collaboratively to minimize negative environmental impacts to the Missouri River and its Tributaries.
6. Maintain, protect, and improve water quality efforts in the Missouri River and its Tributaries.
7. Maintain and protect North Dakota's fish and wildlife resources in and along the Missouri River and its Tributaries.
8. Support efforts that reduce flood risks to people and infrastructure.
9. Support, expand, and improve irrigation on the Missouri River and its Tributaries.
10. Support protection of riparian landowner rights on the Missouri River and its Tributaries.
11. Support appropriate bank stabilization and sediment reduction efforts on the Missouri River and its Tributaries.

ARTICLE III – DEFINITIONS

Advisory Agency – Any agency of a federal, state, or local government that is a duly authorized governmental body or political subdivision.

Annual Meeting – A regularly scheduled yearly meeting of NDMRAC's full membership to discuss critical issues and accomplishments from the past year, hold annual elections, approve budget, and set a strategic plan for the following year.

Committees – The organization has thirteen designated Committees representing individual special interest groups. Ad Hoc Committees are created and assigned tasks as noted within these by-laws.

Consensus - When unanimity cannot be reached, consensus is defined as when 80% of the voting members attending the meeting agree.

Ex Officio Member – An Advisory Agency representative that has been designated as a non-voting member of a Committee.

Executive Board – The thirteen-member elected governing body of the organization, with the authority outlined within these by-laws.

Executive Committee – The officers of the Executive Board, as noted in Section 5.7, with the authority outlined within these by-laws.

Fiscal Year –July 1st to June 30th.

Member – A stakeholder or representative of an interest group that has a definable interest in the Missouri River or its Tributaries, agrees to support the vision and mission of the organization, and has been approved by the NDMRAC as a member.

Member Representative – An individual assigned by a Member organization, a select group or selected as an at-large member to represent them at NDMRAC meetings, and who shall be eligible for election to the Executive Board.

Alternate Member Representative - An individual assigned by a member organization or a select group to represent them at membership meetings in the event the Member Representative is unavailable to attend. The Alternate Member Representative may participate in discussions at any meeting, however is not eligible to vote if the Member Representative is present, and is not eligible for election to the Executive Board. The State Engineer who appoints the at-large member, shall also appoint their alternate.

Missouri River and its Tributaries – The Missouri River and all watersheds in North Dakota that contribute runoff to the Missouri River, and all lands within the State of North Dakota that may benefit from the use of waters in and from the river.

Position Statement – A written description of an objective or positioning strategy. It states how NDMRAC defines and justifies its stance on a specific issue and how this stance supports NDMRAC’s goals. It may also outline how the message shall be communicated to the intended audience. Position statements require consensus approval.

Stakeholders – All Members, organizations, individuals, or people who have an interest in Missouri River issues.

Quorum – A defined number of Members that are required for the organizational elements to take formal action and to conduct business.

Executive Board – An Executive Board quorum will be seven of the elected members. If a quorum is not present at any meeting, the Chairman may preside over open discussions with those in attendance, but no formal actions may be taken and minutes must be taken to document the discussion.

Membership - A membership meeting requires at least fifteen members present to have a quorum. If a quorum is not present at any membership meeting, any Member Representative in attendance may challenge the quorum and adjourn the meeting until a quorum is present.

Resolution – A formal statement by NDMRAC that has been approved by consensus.

ARTICLE IV – COMPOSITION

SECTION 4.1 - STRUCTURE

The NDMRAC structure consists of its membership and an elected governing body. Committees may be established in accordance with these by-laws.

SECTION 4.2- MEMBERS

NDMRAC members may include one Member Representative and an Alternate Member Representative from each of the following:

1. Organizations

- a. Friends of Lake Sakakawea
- b. Garrison Diversion Conservancy District
- c. Independent Water Providers
- d. Lake Agassiz Water Authority
- e. Lignite Energy Council
- f. Missouri River Joint Water Board
- g. North Dakota Ag Coalition
- h. North Dakota Association of Counties
- i. North Dakota Association of Rural Electric Cooperatives
- j. North Dakota Irrigation Association
- k. North Dakota League of Cities
- l. North Dakota Petroleum Council
- m. North Dakota Recreation and Parks Association
- n. North Dakota Rural Water Systems Association
- o. North Dakota Water Resource Districts Association
- p. North Dakota Water Users Association
- q. Northwest Area Water Supply
- r. Southwest Water Authority
- s. Voices for Lake Oahe
- t. Western Area Water Supply Project

2. Cities:

- a. Bismarck
- b. Fort Yates
- c. Garrison
- d. Mandan
- e. New Town
- f. Pick City
- g. Riverdale
- h. Washburn
- i. Williston

3. Counties:

- a. Burleigh
- b. Dunn
- c. Emmons
- d. Mercer
- e. McKenzie
- f. McLean
- g. Morton
- h. Mountrail
- i. Oliver
- j. Sioux
- k. Williams

4. Tribal Nations:

- a. Standing Rock
- b. Three Affiliated

5. Other:

- a. At Large Member Appointed by State Engineer

Other organizations, communities, counties, groups, or tribes may apply for membership. Applications will be reviewed and considered on their individual merits as stakeholders with shared goals and objectives as NDMRAC. The Executive Board has the authority to invite stakeholders to apply for membership.

SECTION 4.3 – APPOINTMENTS AND ALTERNATES

Each NDMRAC Member must appoint one voting Member Representative and an Alternate Member Representative and notify the Secretary of its representatives. The Alternate Member Representative may vote in the absence of the Member Representative. If neither is available for a meeting, the Member will not be allowed to vote without a formal notification to the Secretary prior to the meeting of a temporary Member Representative.

SECTION 4.4 – VACANCIES

If a Member Representative or Alternate Member Representative position becomes vacant, a replacement will be named through consultation with the constituency previously represented.

SECTION 4.5 - MEMBERSHIP CHANGES

Member entities or organizations may be added or removed from NDMRAC by a majority vote of all the filled Member Representative positions. Potential new Members shall complete a formal application, to be provided by the Secretary, for the Executive Committee's consideration for a recommendation to the Membership.

SECTION 4.6 - ADVISORY AGENCIES

NDMRAC may invite Advisory Agencies to participate in meetings or on Committees. Meetings are open to the public, and Advisory Agencies may be invited to provide specific information on issues of NDMRAC interest. Advisory Agencies will not have any voting authority within the organization, unless they are appointed to a Committee and specifically granted voting rights for that Committee's actions.

SECTION 4.7 – RESIGNATIONS

A Member Representative may resign at any time by giving written notice from their member entity to the Secretary. Such resignation will take effect immediately upon receipt of such notice unless the resignation specifies a later time. The acceptance of such resignation is not necessary to make it effective. Unless otherwise notified by the member entity, the Alternate Member Representative will be considered as replacing the Member Representative.

SECTION 4.8 - ANNUAL MEETING

The annual meeting date will be set by the Executive Board. The Executive Board or the Executive Committee may call additional meetings of the membership as deemed necessary.

ARTICLE V – EXECUTIVE BOARD

SECTION 5.1 - ROLE AND COMPOSITION

The Executive Board is responsible for overall management and direction of NDMRAC. The Executive Board must be inclusive and represent diverse interests in the Missouri River and its Tributaries. Executive Board membership must consist of one Member Representative from each of the following special interest areas:

1. City
2. County/Township
3. Environmental
4. Fish and Wildlife
5. Flood Control
6. Hydropower
7. Irrigation
8. Recreation
9. Riparian Landowners
10. Thermo Electric
11. Tribal Nations
12. Water Quality
13. Water Supply

SECTION 5.2 – ELECTIONS

Elections for expiring Executive Board membership positions will be held annually. Members will nominate individuals for consideration for Executive Board positions based on the special interest the position represents. Nominations and subsequent ballots will be distributed by the Secretary to all Members for voting either in writing or electronically, with a specific date and time set for the submittal and recording of the vote.

The Executive Board will annually elect its officers, consisting of a Chairman, Vice-Chairman, Treasurer, and Secretary. Each Executive Committee position will have a two-year term, but a Member Representative may be elected for subsequent terms.

SECTION 5.3 - TERM OF SERVICE

The Executive Board will be elected by the Member Representatives for three year terms to be initially staggered so approximately one-third of the Executive Board members will be up for election each year. The Executive Board member can serve up to three consecutive elected terms on the Executive Board, not to exceed a maximum of nine years.

SECTION 5.4 – RESIGNATIONS

An Executive Board member may resign at any time by giving written notice to the Secretary. Such resignation will take effect immediately upon receipt of such notice unless the resignation specifies a later date. The acceptance of such resignation is not necessary to make it effective.

SECTION 5.5 – VACANCIES

NDMRAC Member Representatives may nominate other Member Representatives to fill vacant Executive Board positions. The nominee receiving a simple majority of the Member Representative votes will be appointed to the Executive Board vacancy.

SECTION 5.6 - OFFICERS AND DUTIES

NDMRAC officers will consist of a Chairman, Vice-Chairman, Secretary, and Treasurer, and must be nominated and elected annually by the Executive Board from Executive Board members at the last meeting before the start of the fiscal year. Each elected officer will hold office until that officer's successor has been duly elected and qualified unless their term on the Executive Board expires first.

Any officer may be removed by a majority vote of the Executive Board after a thirty-day notice to all NDMRAC Member Representatives of such intended action. A vacancy in any office may be filled by a vote of the Executive Board for the unexpired portion of the term. The officers have such power and shall perform such duties as specified in the resolutions of the Executive Board.

Chairman - The Chairman will preside over all meetings of the membership and the officers. The Chairman may call special meetings of the Executive Board and may appoint such Committees as necessary to promote the purpose of NDMRAC. The Chairman will outline the duties, responsibilities, and assignments for each Committee at the direction of the Executive Board. The Chairman will use Robert's Rules of Order to conduct membership meetings.

Vice-Chairman - The Vice-Chairman will be an ex-officio member of Committees as assigned by the Chairman. In the Chairman's absence, the Vice-Chairman will assume the duties of that office.

Secretary - The Secretary will attend all meetings of the Membership and Executive Board, and must record all minutes and votes in a corporate record book maintained for this purpose. The Secretary will file the Annual Report with the North Dakota Secretary of State. The Secretary will keep an up to date membership list, oversee the membership application process, and provide the membership with notices of regular and special meetings and scheduled events. The Secretary is responsible for maintaining NDMRAC's communications, education, and outreach programming.

The Secretary must maintain custody of NDMRAC's records, membership lists, and all correspondence. The Secretary has the authority to make payments on NDMRAC's debts upon approval of the Executive Committee or the Executive Board. The Secretary will assist in a periodic review of the financial records kept by the Treasurer. In the Secretary's absence during a meeting, the Chairman must appoint another Member to record the minutes.

The Secretary may also hold the position of Treasurer if approved by the Membership. The Secretary may enlist the assistance of other Executive Board members to complete designated duties.

Treasurer - The Treasurer will have custody of all money, debts, and obligations belonging to NDMRAC. The Treasurer will make all NDMRAC debt payments upon approval of the Executive Committee or the Executive Board. The Treasurer receives all money and deposit it in NDMRAC's financial account. The Treasurer, with the assistance of the Executive Committee, must prepare and submit an annual budget to the Executive Board for consideration and approval by the Membership.

The Treasurer must give a report on NDMRAC's financial status at all regular meetings. All contracts, checks, drafts, or other orders of payment must be signed in NDMRAC's name by the Treasurer or Secretary. No obligations, debts, or other liabilities may be incurred by the Treasurer without the specific approval of the Executive Board or the membership. In the absence of the Treasurer, the Secretary will assume the duties of that office.

The Treasurer must maintain all NDMRAC funds in an account at a federally insured financial institution selected by the Officers.

SECTION 5.6 - MEMBERSHIP FEES

The Executive Board will make recommendations regarding fee schedules for membership fees. The fee schedule will be reviewed annually and adopted by the membership.

SECTION 5.7 – COMMITTEES

Each Executive Board member will chair a Committee for that Member's special interest area. The Chair of each Committee will annually provide the Executive Committee with a list of three to seven suggested Committee members, who do not need to be NDMRAC members.

The final assignments for each Committee will be approved by the Chairman or Executive Board, who may advise the Chair to provide additional names. Standing Committee membership names will not be published until reviewed by the Executive Board.

The Executive Board will provide any Committee assignments through the Chairman. A designated Committee will be considered inactive unless they have received a specific assignment from the Executive Board. The Committee Chairs may bring issues to the Executive Board for consideration of assignments. The Chairs may create goals and objectives associated with Committee assignments.

The Executive Board may create ad-hoc Committees and assign them specific issues and a specified completion timeline to review and provide recommendations to the Members. The Chair of these Committees will be assigned by the Executive Board, and the number of members is not restricted.

SECTION 5.8 – STAFF

The Executive Board may hire and oversee administrative staff and contract employees or companies to fulfill NDMRAC's mission and vision. This may include an Executive Director position, whose duties and responsibilities will be defined by the Executive Board.

ARTICLE VI – AUTHORIZATION

SECTION 6.1 – AUTHORITY

The Executive Board may appoint or employ any agent to enter any contract, execute and deliver any instrument, provide any service, or implement any program in the name of and on behalf of NDMRAC.

SECTION 6.2 – BANKING

All checks, drafts, or orders for the payment of money, notes, and other debts issued in the NDMRAC's name must be signed by such officers or agents determined by the Executive Board. In the absence of a contrary determination by the Executive Board, these instruments must be signed by both the Treasurer and Chairman.

SECTION 6.3 – DEPOSITS

All NDMRAC funds must be deposited to NDMRAC's credit in such banks, trust companies, and other depositories as the Executive Board may select.

SECTION 6.4 - ACCEPTANCE OF GIFTS

The Executive Board may accept, on NDMRAC's behalf, any contribution, gift, bequest, or devise for any purpose of the organization. Executive Board members may not accept any personal gifts, as it relates to their service on the Executive Board.

ARTICLE VII – MEETING DETAILS & PROCEDURES

SECTION 7.1 - MEETING LOCATION

Meetings will be held in the Missouri River Basin in North Dakota unless the Executive Board directs otherwise. All NDMRAC meetings, including Committee meetings, are open to the public, pursuant to NDCC 44-04-20.

SECTION 7.2 - SPECIAL OR EMERGENCY MEETINGS

Special or emergency meetings may be called by the Chairman or by written request of three Member Representatives. The agenda for such meetings must be limited to the requested topics only. Member notification of emergency meetings must be by telephone or e-mail and require action within 24 hours. Actions may be conducted by telephone conference, other electronic means, or by formally convening at a specified location.

SECTION 7.3 – MEETING NOTICES

Notices for Membership meetings will include the time, place, and purpose(s) and will be sent by mail or electronic means at least seven days before the meeting date. The meeting agenda topics and any supporting information will be available before the meeting.

Notice of an Executive Board meeting will be effective at the time the meeting date and time are set. Any Executive Board member may individually waive, in writing, any notice of a meeting required by these by-laws. Executive Board member attendance at a meeting constitutes a waiver of notice, if the Executive Board member objects to the transaction of business, because the meeting was not convened in accordance with the by-laws.

Executive Board and Membership meeting notices must be provided to all Members and active Committee's. Public notices for meetings will be provided pursuant to NDCC 44-04-20.

SECTION 7.4 – ATTENDANCE

Member Representatives are encouraged to actively participate in meetings. The Chairman will inform the Executive Board of any Member Representative missing three consecutive meetings. A Member Representative may be removed from the NDMRAC without just cause for habitual absences by the Executive Board.

SECTION 7.5 - PARTICIPATION BY TELEPHONE OR SIMILAR MEANS

Member Representatives may participate in any meeting by conference telephone or similar electronic means. Participation in such a manner will constitute meeting attendance. Attendance of a membership meeting via teleconference or similar electronic means will be coordinated with the Secretary.

SECTION 7.6 - DECISION-MAKING PROCEDURES

The membership, Executive Board, and its Committees will work towards consensus approvals in all decisions on Resolutions or Position Statements. Normal business actions will require a simple majority approval for action.

SECTION 7.7 - COMPENSATION

The Executive Board Members may be compensated for mileage, meals, travel and lodging associated with membership or Committee meetings, as determined by adopted policy of the Executive Board and approved by the membership.

ARTICLE VIII - RECORDS

SECTION 8.1 - BOOKS AND RECORDS

NDMRAC must keep correct and complete books, account records, and meeting minutes. These records must be kept at the NDMRAC's principal office or at a location designated by the Executive Board. Books and records are open to examination under NDCC 44-04-18.

SECTION 8.2 - MEMBER INFORMATION

Member names and contact information are available to the public upon request.

ARTICLE IX – EDUCATION AND OUTREACH

SECTION 9.1 - COMMUNICATION

NDMRAC will communicate with and educate its members on the issues and concerns associated with its Mission and Vision, as further outlined in its goals. This shall be completed through the gathering and dissemination of reliable fact based information through print, audio, and electronic media. The Executive Board will create a suitable means to convey information and messages to the membership and the general public. The Chairman or appointee will carry or deliver messages or position statements to the intended parties or organizations. The views and positions expressed by the NDMRAC do not necessarily represent those of individual Members.

SECTION 9.2 – STRATEGIC INITIATIVES

The Executive Board will annually select special or critical interest topics as strategic initiatives to assist NDMRAC in focusing on priority issues. The Executive Board will research and collect information and resources on these topics to share with the membership.

ARTICLE X - PERSONAL LIABILITY

All people or corporations extending credit to, contracting with, or having any claim against NDMRAC or its Officers must look only to NDMRAC’s funds and property for payment of any claim, debt, damage, judgment, decree, or any other money that may otherwise become due or payable to them from the Corporation or the Officers so that neither the NDMRAC members or the Officers will be personally liable. Officer immunity is outlined in NDCC 32-03-44.

ARTICLE XI – BY-LAW AMMENDMENTS AND ANNUAL REVIEW

These by-laws may be amended or repealed by a majority vote of the Membership. By-law amendments may only be presented after review and approval by the Executive Board for Membership consideration. The Executive Committee must annually review these by-laws and determine the need for revision.

ARTICLE XII – DISSOLUTION


Dissolution requires a two- thirds vote of the total membership and will use the method outlined in NDCC 10-33.

These by-laws were duly adopted by the membership on the Twenty-Seventh Day of July, 2017.



Chairman

7/27/2017
Date



Vice-Chairman

7/27/17
Date



Secretary

7/27/17
Date