

BYLAWS

Article 1 – Name and Purpose

Section 1: The name of the organization shall be

International Water Institute
Flood Research and Watershed Education for the Red River Basin
(herein known as the Institute).

Section 2: The Institute’s mission statement and objectives:

In service to residents of the Red River Basin, provide a forum for research, public education, training, and information dissemination relating to flood damage reduction and water resource protection and enhancement in the Red River Basin.

- Utilize technical and professional expertise to address critical water management, environment, and natural resource issues in the Red River Basin.
- Promote enhanced networking of higher education faculty and staff within the basin, in collaboration with federal, state and local agency personnel, environmental groups and other citizens of the Red River Basin.
- Compliment the initiatives and goals of numerous organizations now functioning in the basin.
- Provide opportunities for students to receive education, perform research, and gain experience on subjects related to watershed issues, flood and drought damage reduction, and natural resources.
- Prepare students for future employment while providing valuable basic and applied research, and educational outreach/collaboration.
- Provide public education on technical issues through informational meetings, workshops, symposia, conferences, newsletters, and the Internet.
- Provide continuing education and professional development strategies for collaboration, educational opportunities, hydrology, flood damage reduction, environmental science, and natural resources.

Section 3: The Institute shall establish two Centers to carry out the stated objectives of the Institute.

- 1) The Flood Damage Reduction and Water Resources Studies Center (Research center) - to provide a forum for collaborative research and communication relative to flood damage reduction and natural resource protection via basin universities, private industry, government agencies and non-government organizations.

Objectives

- Utilize technical and professional expertise to help resolve critical water management, environment and natural resource issues in the Red River Basin.
- Facilitate enhanced networking of research professionals from higher education institutions, federal, state, and local agency personnel; environmental groups; and other citizens of the Red River Basin to cooperate in solving the critical water management and natural resource issues in the basin.
- Provide opportunities for students to receive education, perform research, and gain experience on subjects important to the region.
- Prepare students for future employment while providing valuable basic and applied research.

- 2) The Center for Watershed Education (CWE) - to build basin-wide leadership for sustainable living in the Red River of the North Basin.

Objectives

- Become a facilitator and coordinator among all major parties involved in Red River Basin education.
- Develop locally established, well-researched, sustained watershed education programs for schools and their communities, both through formal K-12 education, as well as complementary non-formal education channels.
- Design and implement a communications network among participants in the education program to further advance educational outcomes in light of the basin as a shared system.
- Develop a within-basin process for supporting continuing education and professional development of basin educators, natural resource managers and policy makers related to watershed education and local - basin-wide, flood mitigation.

Article 2 –Membership

Section 1: A **Board of Directors** of between 6 (six) and 12 (twelve) members shall be recruited, from organizations, agencies, and persons in Manitoba, Minnesota and North Dakota. At least one member shall represent the Tri-College university system. Members shall have diverse areas of expertise that contribute to an understanding of how to integrate all aspects of study and interest in the Red River Basin. A Board member may delegate participation at meetings of the Board to an alternate. The Board member must attend at least the annual meeting.

Section 2: Board members will serve a three-year term and may be re-elected. The terms must overlap.

Section 4: Vacancies. Nominations for new Directors may be received from present Board members and member organizations by the Secretary or Institute CEO prior to the Annual Board meeting. These nominations shall be sent out to Board members with the regular annual Board meeting announcement, to be voted upon at the next Board meeting.

Section 5: Resignation and termination. Resignation from the Board must be in writing. A Board member may be removed for other reasons by a three-fourths vote of the remaining members.

Section 6: Interim appointments to fill vacancies may be made at the discretion of the Executive Committee. Interim appointment will be included with the new member nominations and approved by the full board at the annual meeting.

Article 3 – Board of Directors

Section 1: The Board of Directors shall be responsible for setting general policy of the Institute as related to the Institute's and it's Centers' mission and objectives including helping to obtain program funding and identifying research and public education needs.

Section 2: The Board of Directors shall convene at least one annual meeting per year. The dates, times, and places of meetings shall be determined by the Institute Director and the Chairperson after consultation with the other members of the Executive Committee.

Section 3: The Board of Directors meeting shall be open, and announced to the membership at least 10 days in advance.

Section 4: Special Meetings. Special meetings of the Board of Directors shall be called upon the request of the Institute Director, the Chairman, or one-third of the Board Members. Notices of special meetings shall be sent out by the Institute Director or Secretary to each Board member 10 working days in advance.

Section 5: Quorum. A quorum attended by at least forty percent of the Board members or their designated alternate before business can be transacted or motions made or passed

Section 6: The Board may create committees as needed. The Board Chair shall appoint all committee chairs. Committee chairs must be members of the Board.

Section 7: Absentees. A Board Director will be contacted by the Chairperson to determine whether or not they wish to continue serving if they or their alternate have been absent for 2 consecutive meetings. The member may be replaced if there is no response to the Chairperson's inquiry.

Section 8: Election of officers (Chairman, Vice Chairman, and Secretary/Treasurer) will take place at the annual meeting.

Article 4 Executive Committee

Section 3: A 3-member **Executive Committee** that shall include a Chairperson and Secretary/Treasurer and one other Board member will be chosen by secret ballot of the full board at the annual meeting. Executive committee members are appointed for three year terms.

Section 1: The Executive Committee shall be responsible for delegation of the day-to-day operations of the Institute to the Institute Director.

Section 2: The Executive Committee will meet periodically as deemed necessary by the Institute CEO or Chairman

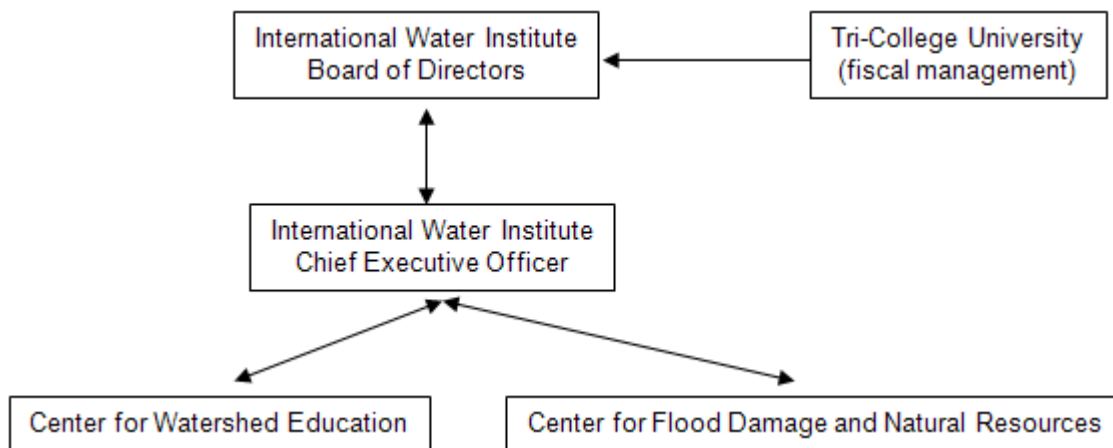
Section 3: Executive Committee meeting notices, draft agendas, and previous meeting minutes will be sent to the entire Board of Directors at least 5 working days prior to the meeting. Additional items may be added to the draft agenda at the request of board members.

Section 4: A quorum of all Executive Committee members must be present before business can be transacted or motions made or passed.

Section 5: The Executive Committee shall review the performance of the Executive CEO annually.

Article 5 - Structure

Section 1: The Institute structure (figure) includes fiscal management provided through Tri-College University (North Dakota State University, Concordia College and Minnesota State University Moorhead).



Article 6 –Staff

Section 1: Institute Chief Executive Officer. The Institute Chief Executive Officer (CEO) is hired by the Board of Directors. The Institute CEO has day-to-day responsibility for the Institute, including developing and implementing efforts that address the Institute’s goals, mission, and Board policy. The Institute CEO will attend all Board meetings (including Tri-College University Board meetings as requested by the Provost), report on the progress of the Institute, answer questions of Board members, and carry out the duties described in the job description (Appendix). The Board of Directors can designate other duties as necessary.

Section 2: The Institute CEO is responsible for developing annual work plans, hiring, supervising, and evaluating other staff. The Executive Committee shall operate as a grievance committee.

Section 3: Benefits (retirement, vacation, sick leave, etc.) shall be granted in accordance with North Dakota State University Personnel (<http://www.ndsu.nodak.edu/search/policy.shtml>) and Tri-College University policies.

Article 7 – Conflicts of Interest

Section 1: The highest ethical standards shall apply individuals serving on Boards and Committees of the International Water Institute and its Centers. Potential for conflicting interest should be discussed among The Board of Directors. Affected members should remove themselves from the decision making process as necessary and appropriate.

Article 8 - Amendments

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the elected Secretary to be sent out with regular Board announcements.

Article 9 - Dissolution

Section 1: Dissolution of the International Water Institute and its Centers can occur only after approval of the Tri-college University Board of Directors. In case of dissolution, all assets, liabilities, books, records, lists, equipment, and financial records shall be assigned to the Tri-College University or another organization as determined by the Tri-College Board.

Article 10 – Fiscal

Section 1: The fiscal year of the Institute shall run from 1 July through 30 June. At the close of each fiscal year (in accordance with Tri-College University policy), the books and accounts of the Institute and its Centers shall be carefully examined by either a qualified auditor or a committee named by the Tri-College University Board who shall make a written report thereon to be submitted to the Board of Directors Board and the Tri-College University Board for review.

Section 2: The Institute shall take up to 40 percent of grants awards and transfers for administrative overhead.

Section 3: The Institute Chief Executive Officer shall develop the Institute Budget annually. The Executive Committee will review proposed budgets and make recommendations to the Board of Directors for approval at their annual meeting.

Revised June, 2009