

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. Each Center shall have an **Advisory Committee** to provide guidance in fulfilling the Institute/Center missions.

Advisory Committee membership shall be open to individuals interested in fulfilling and supporting the stated mission of the Institute and its Centers.

- 1) The Flood Damage Reduction and Water Resources Studies Center (FDR & NR Studies) - 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 (WE Center) - to facilitate the development of watershed education throughout the watershed of the Red River Basin.

Objectives

- Become a facilitator and coordinator amongst 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:** The **Management Board** of between 15 and 20 members shall be recruited, in a balanced manner, from organizations, agencies, and persons in Manitoba, Minnesota and North Dakota. 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.
- Section 2:** Membership shall be granted by a majority vote of the Board.
- Section 3:** Board members will serve a seven year term and may be re-elected. Replacement board members are to be selected by secret ballot.
- Section 4:** An **Executive Committee** (2 Co-Chairpersons, a Secretary, and 2 other persons) of the Board, representing all jurisdictions, will be chosen by secret ballot of the full board at the annual meeting. The Co-Chairs shall be chosen to represent the U.S and Canada. Executive committee members are elected for three year terms and can serve a maximum of two terms. (Initial election of committee will establish staggered terms, 3-year, 2-year and 1-year terms chosen by drawing lots).
- Section 5:** Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary or Institute Director 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 6:** Resignation and termination. Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining members.
- Section 7:** 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 – Management Board

- Section 1:** The Management Board shall be responsible for setting general policy of the Institute as related to the Institute's (and its Centers') mission and objectives, help obtain program funding and identify research and public education needs.
- Section 2:** The Management Board shall meet 2 times per year. The dates, times, and places of meetings shall be determined by the Institute Director and the Co-Chairpersons after consultation with members of the Executive Committee.
- Section 3:** Management Board meetings shall be open, and announced to the membership at least 10 days in advance.
- Section 4:** Special Meetings. Special meetings of the Management Board shall be called upon the request of the Institute Director, Co-Chairs or one-third of the Board Members. Notices of special meetings shall be sent out by the 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 before business can be transacted or motions made or passed
- Section 6:** The Board may create committees as needed. The Board Co-Chairs shall appoint all committee chairs according to instructions from the Board. Committee chairs must be members of the Board.
- Section 7:** Absentees. A Board member will be contacted to determine whether or not they wish to continue serving if they have been absent for 2 consecutive Annual Meetings and did not notify the Institute Director.

Article 4 Executive Committee

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 Director or Co-Chairs

Section 3: Executive Committee meeting agendas and meeting minutes will be sent to the entire Management Board membership.

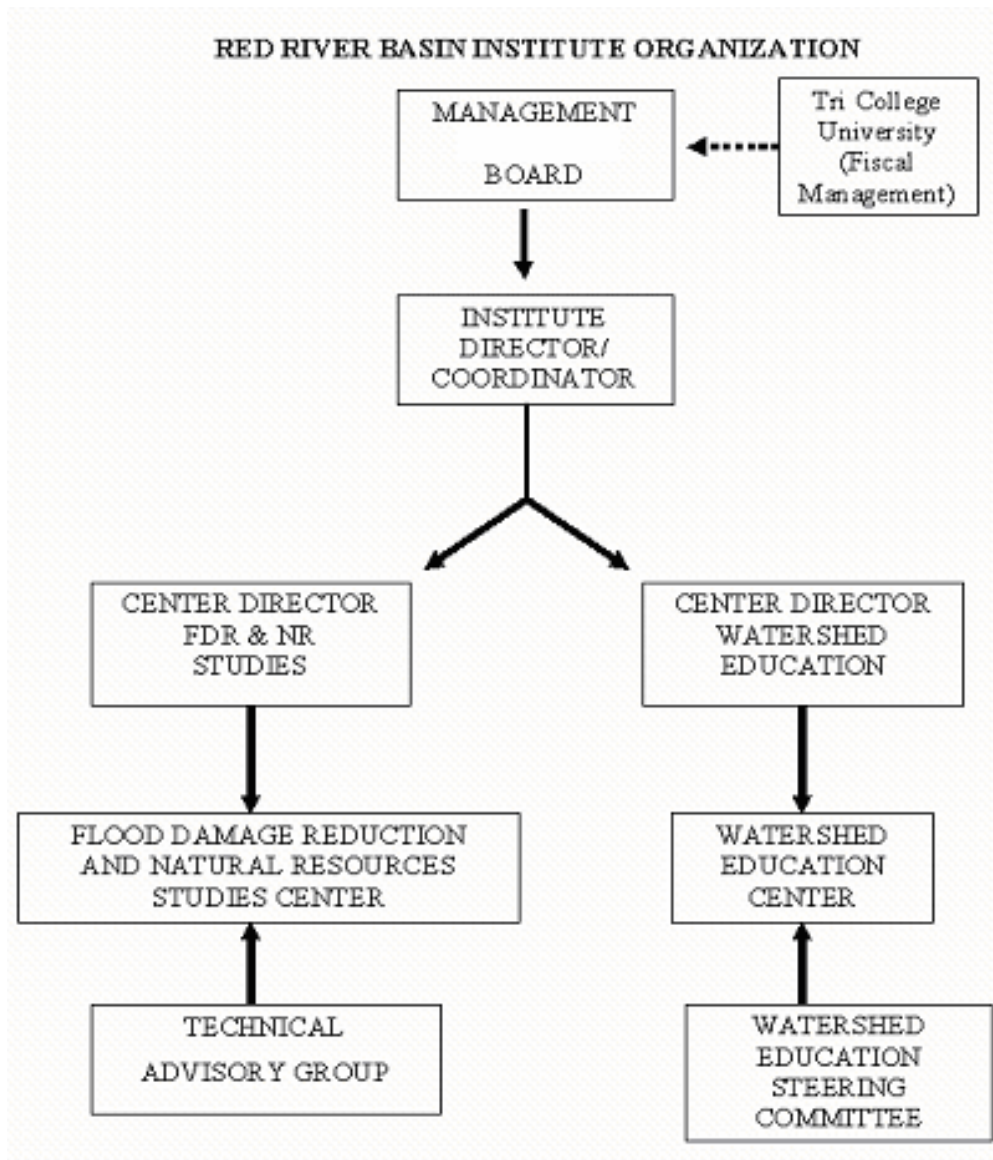
Section 5: Quorum. A quorum of at least 3 Executive Committee members must be present before business can be transacted or motions made or passed.

Section 6: The Executive Committee shall review the performance of the Executive Director.

Section 7: Except for the power to amend the Bylaws, the Executive Committee shall have all of the powers and duties of the Management Board in the intervals between meetings of the Management Board.

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 – Director and Staff

Section 1: Institute Director. The Institute Director is hired by the Management Board. The Institute Director 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 Director will attend all Board meetings, 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 can designate other duties as necessary.

Section 2: The Institute Director 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 Policies (<http://www.ndsu.nodak.edu/search/policy.shtml>).

Article 7 – Conflicts of Inte¹rest

Section 1: The highest ethical standards shall apply individuals serving on Boards and Committees of the Red River Basin Institute and its Centers. Potential for conflicting interest should be discussed among Management Board members and 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 Management Board. Proposed amendments must be submitted to the 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 consultation the Tri-college University Board of Directors. In case of dissolution, all assets, books, records, lists, equipment, and financial records shall be assigned to another appropriate organization.

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), or at such time as the Management Board shall determine, 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 Management Board who shall make a written report thereon to be submitted to the Management Board for review.

Section 2: The Institute shall take up to 40 percent of grants awards and transfers for administrative overhead (as of January 1, 2004, the Institute’s federally negotiated rate was 34.34%)

Section 3: The Institute Director shall develop the Institute Budget annually. The Co-Chairs and the Executive Committee will review proposed budgets and make recommendations to the Management Board for approval at their annual meeting.

¹ Revised/Adopted January 11, 2005