

## Upper Mississippi River Commission Notes

September 4, 2002

J. F. Brennan Co.

La Crosse, WI

**Present:** Bill Howe, John Campe, Bob Mullally, Robin Grawe, Marc Schultz, Kent Pehler, and Vic and Karon Langer of Diamond Bluff, WI.

The meeting was called to order at 10:09 AM by chair Kent Pehler.

**Moved by John, seconded by Bill to approve the agenda. Motion passed.**

**Moved by Bob, seconded by John to approve the minutes of the last meeting. Motion passed.**

**By Laws:** The revised draft by-laws circulated by Bob Mullally prior to the meeting were considered and voted on article by article. The resulting document is appended below. All amendments to the draft were unanimously approved. **Moved by John, seconded by Kent to insert proper Minnesota statutory language concerning an annual meeting in ARTICLE SEVEN, MEETINGS. Motion passed. Moved by Bob, seconded by Marc to approve the by-laws as amended and modified subject to typographical corrections. Motion passed.**

Commissioners thanked Bob for his work in drafting the by-laws.

It was agreed by consensus that the by-laws would be placed on the next meeting's agenda to handle any changes needed resulting from the circulation of the by-laws to our mailing list.

**EMP Funding:** It was agreed that members would draft sample letters to Congressmen urging support for EMP funding to be circulated for signing at CCP meetings and other appropriate venues.

**CCP:** Commissioners all agreed to collectively try to cover as many CCP meetings as possible. Marc noted that the use rules are not yet finalized. **Moved by Marc, seconded by Robin that Marc write a letter on behalf of the MRCC to the director of the U. S. Fish and Wildlife Service officially enquiring about the status of the use rules. Motion passed.**

**New Business:** Kent pointed out that the Corps of Engineers Upper Mississippi River Comprehensive Plan was to go as far north as Anoka, MN, but that there were no public meetings planned for the St. Paul District. He also noted that there seemed to be no efforts to coordinate the Corps study with the Upper Mississippi Refuge Comprehensive Conservation Plan. **Moved by Marc, seconded by Robin that Kent write a letter on behalf of the MRCC to General Riley recommending cooperation with the U.S. Fish and Wildlife Service CCP and enquiring why no meetings were being held in the St. Paul District. Motion Passed.**

**Next meeting:** It was agreed to hold the next meeting on October 16, 2002, at 10:00 AM at the Wieser Professional Building in La Crescent, MN. Agenda items would include planning for next spring's state-of-the-river meetings and possible participation in Issues Forums.

**Moved by Robin, seconded by Bob that Marc Schultz assume the chair. Motion passed.**

**Moved by Robin, seconded by Marc that Bob be directed to apply for 501-c-3 status with the by-laws passed.**

Vic Langer thanked the commissioners for the chance for him and his wife Karon to participate in the discussions. Commissioners thanked Vic and Karon for their participation and involvement with the MRCC.

Respectfully submitted,

Robin Grawe, Secretary

**BYLAWS  
OF  
MISSISSIPPI RIVER CITIZEN COMMISSION, INC**

**ARTICLE ONE**

**NAME AND LOCATION OF THE CORPORATION**

The name of the corporation is **MISSISSIPPI RIVER CITIZEN COMMISSION, INC.**

**ARTICLE TWO**

**PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"); to engage in activities relating to the aforementioned purpose; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of its purpose, the Corporation may sponsor studies and develop recommendations relating to the present and future protection, the balanced use, and development in the public interest, of the lands, river valleys and waters which form the boundary between the states of Minnesota, Wisconsin, Iowa, Illinois and Missouri; and

To assist in coordinating studies and programs with conservation, recreation, and economic implications undertaken by governmental and other entities with respect to such lands, river valleys, waters, and watersheds; and

To assist the states in federal programs which relate to the present and future protection, use and development in the public interest, of such boundary lands, river valleys, waters, or watersheds; and

To engage in contract with the aforementioned governmental agencies to conduct and manage studies, public meetings and forums.

## **ARTICLE THREE**

### **MISSION STATEMENT**

The mission of the Mississippi River Citizen Commission (MRCC) is to promote wise and sustainable policies and practices for the protection, use, and development of the Upper Mississippi River (UMR) consistent with the public interest in the states of Minnesota, Wisconsin, Iowa, Illinois and Missouri.

It is the function of the MRCC to advocate the democratic process on UMR issues through holding public meetings for the purposes of public education, public questioning, and public expression of views; fact-finding and investigation; and mediating between disputing parties.

**Its goals concerning the Upper Mississippi River include the following:**  
**To provide an open and impartial forum for the discussion of issues.**  
**To facilitate public involvement in agency and legislative decision-making.**  
**To encourage and facilitate cooperation between the various entities, public and private.**  
**To involve the general public on interstate issues related to the boundary states.**

To facilitate studies and develop recommendations.

To promote public education.

To encourage bipartisan advocacy for specific projects as well as for general policy.

To provide a channel for corporate contributions to UMR enhancements.

To facilitate river community cooperation.

## **ARTICLE FOUR**

### **POWERS**

The Corporation shall have all the powers conferred upon nonstock corporations organized under Chapter 317A of the Minnesota Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in the fulfillment of its above stated purpose.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE FIVE**

### **BOARD OF COMMISSIONERS**

The affairs of the Corporation shall be managed by a Board of Commissioners.

The Board of Commissioners shall consist of eleven (11) members selected by the Commissioners who will endeavor to select additional Commissioners from various geographic areas from throughout the Upper Mississippi area (Iowa, Illinois, Minnesota, Wisconsin, and Missouri). Applicants for future vacancies on the Board of Commissioners will submit a letter of recommendation from an elected official; governor, US senator, congressman, state senator or state representative to the Commission for consideration for selection to the Commission.

The initial Board of Commissioners shall consist of the four (4) former Minnesota-Wisconsin Boundary Area Commissioners: John Campe, Robin Grawe, William Howe, and Robert Mullally.

Terms of office shall be as follows: Two initially to be selected by the Commissioners for a term of three years. And two for a term of two years; thereafter, Commissioners will be selected for a three-year term.

## **ARTICLE SIX**

### **AFFILIATES**

The Corporation shall not have affiliates with voting rights. The Board of Commissioners may establish a class or classes of nonvoting affiliates upon such conditions and terms as it from time to time deems appropriate.

## **ARTICLE SEVEN**

### **MEETINGS**

Regular meetings shall be held at such time and place as may be established by the Board of Commissioners and set forth in a notice of meeting given as follows:

Notice of any meeting of the Board of Commissioners shall specify the place, date, and hour and agenda of the meeting and shall be given to each Commissioner by written notice delivered in person, by main, email, fax, or other wire or wireless communication at least five (5) days before the day set for the such meeting.

A quorum of the Board of Commissioners shall consist of a majority of the Board of Commissioners

The act of a majority of the Commissioners at a meeting at which a quorum is present shall be the act or decision of the Board of Commissioners.

All meetings will be open to the general public.

## **ARTICLE EIGHT**

### **OFFICERS**

The principal officers of the corporation shall be elected from the Board of Commissioners and shall consist of a Chair, a Chair-Elect, a Secretary, and a Treasurer. The Board of Commissioners at its annual meeting shall elect officers.

The principal duties of the officers shall be as follows:

The Chair shall preside at all meetings of the Commission and generally perform all duties incumbent upon such office.

The Chair-Elect shall perform the duties of the Chair in case of the latter's absence or disability.

The Secretary shall have the custody of the minute books, keep a record of all meetings of the Board of Commissioners, send out any required notices of meetings of the Commission, and perform such other duties devolved upon such office.

The Treasurer shall be responsible for and account for all moneys, securities, and valuable papers of the corporation; shall account for the collection and disbursement of all funds and keep the accounts thereof: make reports from time to time as required by the Board of Commissioners; and perform such other duties as devolved upon such office.

## **ARTICLE NINE**

### **TECHNICAL ADVISORS**

Staff representing state and federal agencies concerning the Upper Mississippi River (the U. S. Army Corps of Engineers, the U.S. Fish and Wildlife Service, the U.S. Department of Agriculture, and the Departments of Natural Resources, the Departments of Agriculture, and the Departments of Transportation of Iowa, Illinois, Minnesota, Missouri, and Wisconsin) working cooperatively with the Commission shall be considered technical advisors.

## **ARTICLE TEN**

### **DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Minnesota Statutes. In the event of dissolution of the Corporation, no liquidation or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Commission shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article Six. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

## **ARTICLE ELEVEN**

### **INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Commissioner and Officer against any and all liabilities, and advance any and all reasonable expenses as incurred by a Commissioner or officer, arising out of or in connection with any proceeding to which such Commissioner or Officer is a party because he is a Commissioner or Officer of the Corporation.

## **ARTICLE TWELVE**

### **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in any respect under the Minnesota Nonstock Corporation Law, provided that the amendment does not affect

Section 501(c)(3) exemption under the Internal Revenue Code, or the corresponding section of any future federal tax code, or change substantially the original purpose of the Corporation.

Such amendment shall be as adopted after receiving the affirmative vote of at least two-thirds majority of all of the board of Commissioners.

## **ARTICLE THIRTEEN**

### **AMENDMENTS TO THE BY-LAWS**

These Bylaws may be amended at any meeting of the Board of Commissioners by an affirmative vote of at least two-thirds (2/3) majority of all the Commissioners then in office.

**IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS**

THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2002.

\_\_\_\_\_  
John Campe

\_\_\_\_\_  
Robert R. Mullally

\_\_\_\_\_  
Robin A. Grawe

\_\_\_\_\_  
William Howe