

UPPER MISSISSIPPI RIVER BASIN ASSOCIATION

**ARTICLES OF ASSOCIATION
as Amended**

DECEMBER 1981

**Revised May 26, 1982
Revised May 4, 1983
Revised November 20, 1991**

**ARTICLES OF ASSOCIATION OF
UPPER MISSISSIPPI RIVER BASIN ASSOCIATION
As Amended**

Article I

Name and Purpose

§1. We, the undersigned states, do hereby constitute a voluntary nonprofit association under the name of the Upper Mississippi River Basin Association ("Association").

§2. The principal purpose of this Association is to maintain communication and cooperation among the states of Iowa, Illinois, Minnesota, Missouri and Wisconsin and among other states on matters related to water resources planning and management in the Upper Mississippi River Basin and in other areas of the United States.

§3. This Association is organized and operated for scientific and educational purposes. No part of the net earnings of this Association shall inure to the benefit of, or be distributable to private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. Notwithstanding any other provision of these articles, this Association shall not carry on any other activities not permitted to be carried on by (a) an association exempt from income taxation under section 501(c)(3) of the Internal Revenue Code of 1954 as amended or (b) an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 as amended.

Article II

Office and Duration

§1. The principal office of this Association shall be located in the Twin Cities metropolitan area, State of Minnesota.

Article III

General Powers

§1. This Association shall have the power to own, accept, acquire, mortgage, and dispose of real and personal property, and to obtain, invest, and retain funds, in advancing its purposes.

§2. This Association shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out the Association's purposes, and for protecting the lawful rights and interests of its members in connection therewith, including, but not limited to the power to:

- a) Receive and expend funds;
- b) Obtain support staff and services;
- c) Let and receive contracts;
- d) Provide member travel expenses; and
- e) Provide or coordinate technical assistance.

§3. The Association is further empowered and authorized to assume all assets, equipment and other property whether real or personal, belonging to the Upper Mississippi River Basin Commission ("Commission"), an institution created by Executive Order No. 11659 of the President of the United States pursuant to P.L. 89-80, the Water Resources Planning Act of 1965. The Association is further authorized to assume responsibility for dissolving the Commission and concluding its affairs by making arrangements for payment of its outstanding obligations. The Association may, in its sole discretion, assume liability for specific debts, liabilities or obligations of the Commission. The Association may establish a trust fund or escrow account for payment of debts of the Commission assumed by the Association.

Article IV

Membership

§1. Membership in the Association is open to the states of Iowa, Illinois, Minnesota, Missouri and Wisconsin.

§2. In order to become a member, the representatives of an eligible state on the Commission shall execute these Articles of Association.

§3. Members shall be represented on the Association by representatives or alternates appointed by and serving at the pleasure of the Governor of the member state.

Article V

Funding

The Association may apply for and succeed to the assets of the Upper Mississippi River Basin Commission and finance its activities therefrom. The Association may receive, by contract, appropriations, gift or grant, additional funds from whatever source to effect legitimate purposes of the Association. The Association may accept but shall not assess dues until July 1, 1984 (Fiscal Year 1985).

Article VI

Officers

§1. The Association may select such officers as it deems appropriate.

§2. Each officer and each representative or alternate representing a member state shall be indemnified and held harmless by the Association from and against all costs and expenses, including attorney's fees, which may be imposed upon or reasonably incurred by him or her in connection with or arising out of the defense or settlement of any claim, action, suit or proceeding brought against him or her by reason of his or her activities or duties in connection with the Association, whether or not he or she is an officer, representative or alternate at the time of incurring such expenses, and each such officer, representative or alternate shall be indemnified and held harmless of this Association against any judgment that may be recovered against him or her in such action. However, no officer, representative or alternate shall be indemnified by this Association with respect to matters as to which he or she is finally adjudged in any such action, suit or proceeding to have been guilty of willful, wrongful or fraudulent conduct detrimental to the best interest of the Association.

§3. The actions, duties and responsibilities of officers, representatives and alternates of the Association are actions, duties, and responsibilities which are performed or assumed in the course of their service for the member states which they respectively represent and nothing herein shall be construed so as to waive the sovereign immunity of the Association's member states.

Article VII

Bylaws of the Association

The Bylaws of the Association shall regulate the internal affairs of the Association and the conduct of its meetings. The Bylaws shall be adopted by unanimous vote of the members.

Article VIII

Dissolution

§1. The Association may be dissolved at any time by a two thirds majority vote of all its members. The Association shall also be dissolved if at any time it has less than three members.

§2. Upon dissolution, the assets of the Association shall be distributed equitably among its members at the time of dissolution upon such terms as the Association shall determine to effect legitimate purposes of the Association.

Article IX

Duties of Representatives

The representatives of the member states to the Association shall be responsible for the management, conduct and control of the business of the Association, including review and approval of the annual budget and audit.

Article X

Amendments

These Articles may be amended, repealed, or altered in whole or in part by a unanimous vote of members of the Association. The proposed change shall be mailed to the last recorded address of each representative at least ten days before the time at which the Association is to consider the change.

Article XI

Approval of Articles

These Articles shall become binding and effective when they are duly accepted and signed in the manner provided in Article IV.