

100-By-laws of the Clearwater River Watershed District

[These bylaws are adopted by the Clearwater River Watershed District under Minnesota Statutes 103D.315, Subd. 11]

Article I: Name

The name of this organization is the Clearwater River Watershed District, abbreviated by the initials CRWD throughout these bylaws.

Article II: Purpose and Mission

1. General purposes

Pursuant to MN Statute 103D.201, Watershed Districts' general purposes are as follows:

"To conserve the natural resources of the state by land use planning, flood control, and other conservation projects by using sound scientific principles for the protection of the public health and welfare and the provident use of the natural resources."

2. Mission statement

The mission of the CRWD is to promote, preserve and protect water resources within the boundaries of the District in order to maintain property values and quality of life.

Article III: Principal Place of Business and CRWD Boundaries

1. District office

The principal place of business of the CRWD is located at 75 Elm Street East, Annandale, MN 55302.

2. Boundaries of the CRWD

CRWD covers an area of 159 square miles. Included in its boundaries are four (4) municipalities and sixteen (16) townships, partially or in their entirety.

Article IV: Board of Managers

1. Composition of CRWD Board of Managers

Pursuant to MN Statutes 103D.301, Subd. 1, The CRWD Board of Managers (board) is composed of five managers appointed by the Meeker, Stearns, and Wright County Boards of Commissioners. Representation: Meeker County - 1, Stearns County - 2, and Wright County - 2.

2. Terms of office

Appointments by the respective county boards to the CRWD Board of Managers are for three-year terms. A manager's term continues until a successor is appointed and qualified.

3. Oath of office

Each manager must take and sign the oath defined in the Minnesota Constitution, article V, section 6 before they are seated on the CRWD board.

4. Bonding

The CRWD board, at CRWD expense, will maintain a position bond for all managers. This fulfills the requirements of MN Statutes 103D.315, Subd. 2. The board, at CRWD expense, will provide for insurance for all managers to provide liability protection on such terms and in such amounts as the board decides.

5. Vacancies and resignations

Any manager who is unable to fulfill their three-year term shall notify their respective county board of commissioners, as well as the CRWD Board of Managers of resignation so the county they represent can appoint another manager as soon as possible to complete the departing manager's term of office. Until such time as the respective county makes a new appointment, the vacated seat on the CRWD board is to remain open.

6. Compensation

Per MN Statutes 103D.315, Subd. 8, the board hereby sets the following compensation schedule for all managers:

- Per diem- \$75.00
- Mileage reimbursement- Internal Revenue Service business mileage rate
- Travel reimbursement- Actual, reasonable cost for lodging and meals,
- Other reimbursement- Actual, reasonable cost (ex. conferences, supplies, CRWD purchases)

This compensation schedule only applies to performance of official duties, such as meetings, training events, site visits, etc.

7. Submission of managers expenses

All claims for compensation and/or reimbursement by managers will be submitted using the claim form approved by the board on a monthly basis to the CRWD place of business before the board's regular meeting to be processed and approved in the same manner as other claims.

8. Duties of managers

The authority of the board is established and forth in MN Statutes 103D.335. The board may exercise its authority through motion, resolution, rule, order or agreement, as adopted or approved by the managers acting as a body in accord with standards established in these bylaws. Specific duties are listed below:

- The board may delegate authority to its administrator by motion or resolution.
- The board will maintain a policy of standards and procedures for the handling of payments of money, notes or other indebtedness issued in the name of the CRWD. All such payments shall be signed by two board members, one of which must be the Treasurer.
- All managers are expected to attend all meetings, sessions and workshops of the board, in order to ensure CRWD business is conducted in an efficient and representative manner.
 - If a manager knows in advance they will not be able to attend a meeting or session, they are to notify the administrator as soon as possible. The manager will be listed as an excused absence on the District minutes for said meetings, sessions or workshops.

- If a manager has four or more unexcused absences in a calendar year, the Board shall undertake action to contact the appointing county board of commissioners to inform them of their appointment's absences.
- The board shall designate the official CRWD depository(ies) and official newspaper(s) annually at its business meeting, convened as part of the Board's first regular meeting in January each year.

9. Committees

The board may appoint standing or ad hoc committees as deemed necessary. A list of all active committees and their responsibilities will be maintained by the board. It shall be the duty of committees to act promptly and faithfully in all matters referred to them and to make reports at a future set time/date established by the board. At a minimum, the board shall appoint an advisory committee per MN Statutes 103D.331.

Article V: Officers

1. Election of officers

The following are the officers that will be elected annually on or before the first regular scheduled meeting in January: President, Vice-president, Secretary, and Treasurer. Terms are for one year unless re-elected.

2. Officer vacancies

If an officer leaves the board, creating a vacancy as defined under article VI, the board will hold a special election of all officers at its next regular meeting.

3. Temporary appointments of officers

The board will appoint officers pro-tempore to fulfill the role of an officer who is absent or disabled when action by that officer is required.

4. Duties of officers

A. President

The President will preside over all meetings of the board, serves under the supervision and direction of the board and will see all orders and resolutions of the board are made effectual. Generally, the President will execute all contracts or instruments requiring an officer's signature, unless directed differently by the board. The president has full voting privileges at all times, may vote on any issue (unless there is a conflict of interest), and does not need to confine voting to breaking ties. The President will sign board minutes approved by Board motion. Other powers and duties may be assigned to the President by Board action.

B. Vice-president

The Vice-President will discharge the duties of the President in the absence, disability, disqualification, or death of the President until the President returns to duty or the board elects a new President. Other powers and duties may be assigned to the Vice-President by board action.

C. Secretary

The Secretary will oversee the preparation, recording, distribution, and maintenance of the minutes of all meetings of the board, and will suspend oral readings of minutes at regular meetings. The Secretary will oversee the preparation and proper notice of all meetings of the board, and ensure CRWD staff is following CRWD policy regarding CRWD recordkeeping. The Secretary will sign board minutes adopted by Board resolution. Other powers and duties may be assigned to the Secretary by Board action.

D. Treasurer

The Treasurer will review the CRWD's financial accounts and records, review monthly financial updates, review all tax forms, arrange for an annual audit of the CRWD's financial records, and ensure CRWD staff is following CRWD policy regarding CRWD finances. Generally, the Treasurer should be one of the signers on all orders for the payment of money, notes or other indebtedness issued in the name of the CRWD. Other powers and duties may be assigned to the Treasurer by board action.

5. Removal from office

Any officer may be removed from office at any time, with or without cause, upon the votes of the majority of the board. This action does not result in removal from the board – only from one of the offices listed above.

Article VI: Meetings of the CRWD Board of Managers

1. Regular set meetings

The board shall have regular meetings the 3rd Wednesday of each month, beginning at 6:00pm. If such day falls on a holiday, an alternative date will be set and noticed at least eight days prior to the changed meeting date. This notice includes both the CRWD's official newspaper(s) as well as notice to the board.

2. Special meetings

Special meetings to conduct the business of the CRWD may be held and shall be legally noticed at any other time that the board may deem necessary. The administrator, in consulting with the President, will establish a date, time, location and purpose for the meeting, and will notify all managers as soon as possible and in accordance with applicable law of said meeting.

3. Meeting called by manager

Pursuant to MN Statutes 103D.315 Subd. 10, any manager may call a meeting of the board. Meetings called in such a manner are considered to be special meetings as noted above.

4. Quorum and adjourned meeting

At all meetings of the board, a majority of managers seated to the CRWD board (i.e. not including an open seat due to a vacancy) shall establish a quorum to conduct business, but less than a quorum of managers may adjourn from time to time. If no quorum is present, the managers present may discuss matters pertaining to the meeting agenda, but they cannot conduct any business.

5. Chair of meeting

The President shall preside as chairperson at all meetings of the board. In the absence of the President, the Vice-President will preside. In the absence of both, the Secretary will preside.

6. Parliamentary procedures

So far as may be practical, Robert's Rules of Order will govern proceedings at all meetings to which they are applicable and in which they are not inconsistent with these by-laws and/or any special rules of order adopted by the board. Robert's rules of order may be temporarily suspended by consent of the majority of the board.

7. Appeal of a chair ruling

A manager may appeal to the board from a ruling of the Chair. If the appeal is seconded, the manager may speak once solely on the question involved and the Chair may explain his/her ruling, but no other Board member will participate in the discussion. The appeal will be sustained if it is approved by a majority of the board present exclusive of the Chair.

8. Open meetings

All meetings of the Board of Managers, and standing committees, are subject to Minnesota Open Meeting Law.

9. Meeting order of business

Below is the order of business for the board's meetings. At any time, the board may resolve to deviate from this order.

- A. Call to order

At the hour appointed for a meeting of the board, upon reaching a quorum, the President shall call the managers to order.

B. Adopt agenda

Any additions to the agenda are to be made at this time, including emergency request.

C. Presentations

Members of the meeting audience who wish to speak to the board on a matter not covered by an existing agenda item are to be given the opportunity to speak to the board at this time. Minimum time given is to be two minutes.

D. Consent agenda

The consent agenda will consist of actions the administrator determines may be taken without discussion of the managers. Any manager may remove an item from the consent agenda for discussion.

E. Financial report

F. Old business

G. New business

H. Other business

I. Managers' Reports

J. Adjournment

10. **Conflicts of interest**

The board seeks to operate in accordance with high ethical standards and wishes to establish clear guidelines for the ethical conduct of CRWD business. Ensuring that conflicts of interest do not affect CRWD proceedings is an essential element of maintaining high ethical standards. Therefore, to supplement and specify its commitment to compliance with the Ethics in Government Act, Minnesota Statutes section 10A.07, the board has adopted the following conflict of interest policies:

A. Disclosure of conflicts.

A manager who has a personal financial interest or other private interest or relationship that limits the manager's ability objectively to consider, deliberate or vote, in a matter scheduled to come before the board must prepare a written statement describing the matter requiring action and the nature of the potential conflict. The manager affected will deliver the statement to the President of the board prior to the board's consideration of or taking action on the matter. If a potential conflict arises and a manager does not have sufficient time to prepare a written statement, the manager must orally inform the board prior to discussion of the matter.

B. Abstention

A manager must abstain from chairing any meeting, participating in any vote, offering any motion, or participating in any discussion on any matter that may substantially affect the manager's financial or personal interests or those of an associated business or family member, unless the effect on the manager is no more than on any other member of the manager's business classification, profession or occupation. Managers must also abstain from chairing any meeting, participating in any discussion, offering any motion, or voting on any matter in which a private interest or relationship of the manager limits the manager's ability objectively to consider, deliberate or vote. The manager's non-participation in the matter will be recorded in the minutes.

C. Put the question

In cases where it is doubtful a manager has a conflict of interest as noted above, the Chair may direct, or any manager may call for, a vote on a statement by the board on whether the manager has a conflict of interest.

11. Other matters pertaining to board meetings

A. Meeting order

The President shall preserve order at the board meeting. Each manager, prior to his/her speaking, shall address the President and shall not proceed until he/she has been recognized by the Chair. No person other than a manager shall address the board except with the consent of the President or by a vote of the majority of the managers present at a board meeting. The President has the authority to set a time limit that a manager or a person addressing the board may speak.

B. Votes

Affirmative votes, negative votes and abstentions of all managers shall be entered in the minutes. Every manager shall so vote unless the board, by majority vote, shall excuse a manager from voting. The chair of a meeting has full voting privileges at all times, may vote and/or speak on any question or issue (unless there is a conflict of interest) and does not need to confine voting to breaking ties. Any manager may request that affirmative votes, negative votes and abstentions of the managers be recorded on any motion and such requests will be granted by the President.

C. Minutes

Minutes of all board meeting shall be recorded, reviewed by the board, approved and kept at the CRWD place of business. They shall be signed by the President and the Secretary. Minutes shall clearly record all motions and resolutions voted upon by the board, and shall constitute the official record of proceedings at each board meeting. Copies of the minutes of each meeting shall be sent promptly by the Secretary to each manager.

Article VII: Amendment to By-laws

1. Amendment

These by-laws may be amended, repealed or adopted by a majority of the CRWD Board of Managers upon fourteen (14) days written notice of the proposed change in its entirety during a meeting of the board unless said notice is waived by all of the managers.

2. Interpretation

Interpretation of these by-laws and any amendment or additions thereto shall rest with the CRWD Board of Managers.

3. Temporary suspension of by-laws

These by-laws may be temporarily suspended by consent of a majority of the Board of Managers

Article VIII: Review of By-laws

These bylaws will be reviewed at least every five years and revised if needed. These bylaws govern internal CRWD matters and do not create rights in any third parties.

Adopted as amended by the Board of Managers of the Clearwater River Watershed District the ____ day of _____ 2017.

Date: _____

Paul DeGree, Secretary