



# LOWER MINNESOTA RIVER WATERSHED DISTRICT

## Executive Summary for Action

Lower Minnesota River Watershed District Board of Managers Meeting  
Wednesday, September 21, 2022

### **Agenda Item**

#### **Item 6. A. – LMRWD Bylaws**

### **Prepared By**

Linda Loomis, Administrator

### **Summary**

At the August 21, 2022, meeting of the LMRWD Board of Managers, attorney John Kolb was asked to review the LMRWD bylaws and suggest updates. Attorney Kolb has reviewed the bylaws and has some suggested edits. He also posed some questions that the Board should consider and provide direction to staff.

A redlined version of the bylaws is attached.

### **Attachments**

Redlined bylaws dated 9-15-2022

### **Recommended Action**

Provide direction to staff and give notice of intent to amend bylaws

**BY-LAWS OF  
LOWER MINNESOTA RIVER WATERSHED DISTRICT**

(By-Laws adopted by Lower Minnesota River Watershed District under Minn. Stat. § 103D.315: Subd. 11. "Administration By-Laws: *"The managers shall adopt bylaws for the administration of the business and affairs of the watershed district."*)

**ARTICLE I.**

**NAME**

**Section 1. NAME:** Lower Minnesota River Watershed District.

**Section 2. ABBREVIATIONS:** Throughout these By-Laws whenever it is desirable to abbreviate the name of the Lower Minnesota River Watershed District, the initials "LMRWD" or the word "District" shall be used.

**ARTICLE II.**

**PURPOSE**

Pursuant to Minn. Stat. § 103D.201, the District's General Purpose is as follows:

1. Protect, preserve, and use natural surface and groundwater storage and retention systems.
2. Minimize public capital expenditures needed to correct flooding and water quality problems.
3. Identify and plan for means to effectively protect and improve surface and groundwater quality.
4. Establish more uniform local policies and official controls for surface and groundwater management.
- 4.5. Establish, adopt and enforce standards to promote responsible and sustainable land use and development.
- 5.6. Prevent erosion of soil into surface water systems.
- 6.7. Promote groundwater recharge.
- 7.8. Protect and enhance fish and wildlife habitat and water recreational facilities.
- 8.9. Secure the other benefits associated with the proper management of surface and groundwater.
- 9.10. Cooperate with, aid and assist the state and/or federal government to provide for commercial river transportation.

### ARTICLE III

#### LMRWD OFFICE and WATERSHED DISTRICT'S BOUNDARIES

**Section 1. DISTRICT OFFICE:** LMRWD office is located at 112 East 5th Street, Suite 112, Chaska, MN 55318.

**Section 2. BOUNDARIES of LMRWD:** The LMRWD covers an area of 64 square miles of Carver, Hennepin, Dakota, Scott and Ramsey counties. It also includes the Minnesota River Valley from Fort Snelling at the confluence of the Minnesota and Mississippi rivers, upstream to Carver Minnesota. The width of the District includes the bluffs on both sides of the Minnesota River within this reach of the river. In addition, included in its boundaries are fourteen (14) cities or townships, partially or in their entirety.

### ARTICLE IV

#### BOARD OF MANAGERS

**Section 1. DISTRIBUTION of MANAGERS and APPOINTMENT THEREOF:** Pursuant to Minn. Stat. § 103D.301, Distribution of Manager Positions, Subd. 1: More than one affected county. *"If more than one county is affected by a watershed district, the board must provide that managers are distributed by residence among the counties affected by the watershed district."* Minn. Stat. § 103D.301 Subd. 3: *"...The county board of commissioners of a county affected by the watershed district..."* appoints the manager.

**Section 2. COMPOSITION OF LMRWD BOARD OF MANAGERS:** The LMRWD is composed of five managers appointed by the four counties in the District: Hennepin County, two (2) managers; Dakota County, one (1) manager; Carver County, one (1) manager; and Scott County, one (1) manager. Ramsey County is no longer represented because there is no population from Ramsey County in the District.

**Section 3. TERMS OF OFFICE:** Appointments made by the respective counties' Board of Commissioners to the LMRWD Board of Managers are for three-year terms. Terms of office begin in March of the year they are appointed unless a county delays in the appointment of a manager. Per Minn. Stat. § 103D.315, Subd. 6., a manager's term continues until a successor is appointed and qualified.

**Section 4. BONDING:** Before assuming the duties of ~~the a~~ Board member, each Board member, at District expense, will obtain and file a bond in accordance with Minn. Stat. §103D.315, Subd. 2. The Board, at District expense, will provide for insurance for its members to provide liability protection on such terms and in such amounts as the Board decides.

**Section 5. VACANCIES:** Any manager who is unable to fulfill his/her three-year term of office on LMRWD Board of Managers shall notify his/her respective county Board of Commissioners of the fact he/she will leaving his/her position as manager on the LMRWD so

the county he/she represents can appoint another manager as soon as possible to complete the departing manager's term in office.

**Section 6. COMPENSATION:** Minn. Stat. § 103D.315 Subd. 8: *“The compensation of managers for meetings and for performance of other necessary duties may not exceed the amount specified by law. Managers are entitled to reimbursement for traveling and other necessary expenses incurred in the performance of official duties.”*

Managers shall be compensated the statutory maximum per diem for meetings and the performance of other necessary duties authorized by the Board. Managers are entitled to reimbursement for mileage, travel expenses, and ~~lodging~~lodging in accordance with the LMRWD travel policy. Managers cannot be reimbursed for alcoholic beverages.

**Section 7. SUBMISSION OF MANAGER'S EXPENSES:** A claim form shall be filled out by each Manager and submitted to the LMRWD office to be processed and approved in the same manner as other claims in June and December.

**Section 8. DUTIES OF MANAGERS IN STATUTE:** Minn. Stat. § 103D.315 “Managers” defines additional duties of the District’s Managers.

In addition to statutory duties, Managers shall abide by the following principles:

- (a) The Board of Managers acts as the unified voice of LMRWD and the president serves as the spokesperson for the Board of Managers..
- (b) No individual Manager may provide direction, instructions or authorization to the Administrator or a District consultant unless specifically authorized to do so by the Board of Managers.
- (c) A Manager’s request for information that would require a significant amount of the Administrator’s time must be approved by the Board of Managers.
- (d) A Manager must notify the Administrator when a request for information is made from consultants to the District.
- (e) A Manager may not request or authorize on behalf of the District performance of services by the Administrator or consultant unless authorized by action of the Board of Managers.
- (f) Individual managers cannot bind the District to agreements or expenditures.

**Commented [JK1]:** Should the Board consider a statement regarding the submission of claims after the close of the fiscal year? The statement could read as follows: “Claims for reimbursement of expenses of for per diem payment must be made prior to the close of the fiscal year in which the claim accrues.”

## ARTICLE V OFFICERS

**Section 1. ELECTION OF OFFICERS:** The following officers shall be elected each calendar year on or before the first regularly scheduled meeting in September: President, Vice-President, Secretary and Treasurer and Assistant Treasurer. Terms are for one-year unless re-elected.

**Section 2. OFFICER VACANCIES:** Minn. Stat. § 103D.315 Subd. 3: “*The managers must fill vacancies occurring in the officers’ positions.*”

**Section 3. TEMPORARY APPOINTMENTS OF OFFICERS:** The Board may appoint a Board member as officer *pro tem* if an officer is absent or disabled and action by that officer is required.

**Commented [JK2]:** Should the Board consider a provision of concurrent office appointments. This was necessary in the past when the composition of the Board was less than 4 managers.

### **Section 4. DUTIES OF OFFICERS:**

- (a) **President:** The President shall preside at all meetings of the Board of Managers. The President shall serve under the supervision and direction of the Board and shall see that all orders and resolutions of the Board are carried into effect. The President shall execute all contracts or instruments requiring an officer’s signature, unless otherwise directed by the Board, and shall have the general powers and duties usually vested in the office of President of the Board and shall have such other powers and perform such other duties as the Board may from time to time prescribe.
- (b) **Vice-President:** In the absence of the President at a regularly held LMRWD meeting, the Vice-President shall preside at the meeting. The Vice-President shall exercise and perform the authorities and duties of the President in the event of the latter’s absence, death, disqualification, or incapacity until the LMRWD Board of Managers elects a new President. The Vice-President shall exercise and perform such other authorities and duties as may be prescribed or limited from time to time by the Board of Managers.
- (c) **Secretary:** The Secretary shall cause to be recorded all votes and the minutes of all proceedings of the Board of Managers in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may from time to time be prescribed by the Board or by the President. These duties may be delegated to the Administrator as directed by the Board of Managers.
- (d) **Treasurer:** The Treasurer shall have the care and custody of the funds and securities and shall disburse the funds of the LMRWD as may be ordered from time to time by the Board. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the LMRWD, and shall deposit all monies, securities and other valuable effects of the LMRWD in the name and to the credit of the LMRWD in such depositories as may be designated from time to time by the Board. Except to the extent that some

other person or persons may be specifically authorized by the Board to do so, the Treasurer shall make, execute, and endorse all checks and other commercial paper on behalf of the LMRWD when requested by the Board and shall perform such other duties as may be prescribed by the Board.

- (e) Assistant Treasurer: In the absence of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer. The Assistant Treasurer shall exercise and perform the authorities and duties of the Treasurer in the event of the latter's absence, death, disqualification, or incapacity until the LMRWD Board of Managers elects a new Treasurer. The Assistant Treasurer shall exercise and perform such other authorities and duties as may be prescribed or limited from time to time by the Board of Managers.

**Section 5. AUTHORIZED SIGNATORIES BY MANAGERS:** LMRWD has a fiscal agency agreement with Carver County. Payments made by Carver County on behalf of LMRWD must comply with the processes and internal controls contained in the fiscal agency agreement. All other checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the LMRWD shall be signed by two members of the LMRWD Board of Managers. Checks may be endorsed through electronic signature.

**Commented [JK3]:** We need the detail of the new accounting and payment processing format. I understand we no longer affiliate with Carver County as our fiscal agent.

**Section 6. COMMUNICATIONS:** Unless it is a personnel issue, when communicating with the LMRWD consultants Board members should inform the Administrator about the communication to keep her/ him updated about ongoing issues and business of the LMRWD.

**Section 7. HARRASSMENT AND DISCRIMINATION:** Board members and those with whom they work have the right and responsibility to work in an environment free from harassing or discriminating behavior. It is the responsibility of each Board member to refrain from creating a discriminatory or harassing environment. Each Board member is also responsible for treating others with dignity and respect and to report all incidents of harassment immediately so that they can be quickly and fairly resolved.

**Section 7. REMOVAL FROM OFFICE:** Any officer may be removed at any time, with or without cause, upon the affirmative vote of two-thirds (2/3) of the Board of Managers.

## ARTICLE VI. MEETINGS OF LMRWD BOARD OF MANAGERS

**Section 1. MEETINGS OPEN TO THE PUBLIC:** All meetings of the District, whether regular, special or emergency, shall be noticed and held in accordance with the State's Open Meeting Law, Statutes Chapter 13D.

**Section 2. REGULAR SET-MEETINGS:** The Managers shall hold regular meetings at least once a month according to a schedule adopted by the Board and filed with the District. The regular meeting schedule shall be made available to the public by posting on the District's websit. The Managers shall have regular meetings to conduct the business of the LMRWD on the third Wednesday of each month and if such day shall fall on a holiday, an alternative date shall

**Commented [JK4]:** Do the managers wish to revisit this as part of the bylaws. The open meeting law requirement for regular meetings is as follows: A schedule of the regular meetings of a public body shall be kept on file at its primary offices. If a public body decides to hold a regular meeting at a time or place different from the time or place stated in its schedule of regular meetings, it shall give the same notice of the meeting that is provided in this section for a special meeting.

be set and noticed. The meetings may be cancelled and rescheduled at any time that the Managers deem necessary.

**Section 23. SPECIAL MEETINGS:** Special meetings to conduct the business of the LMRWD may be called by the President independently or upon the request of a member of the Board. Special meetings shall be noticed as required by the Open Meeting Law. ~~held and shall be legally noticed at any other time that the Managers may deem necessary.~~

**Section 34. PUBLIC HEARINGS:** Public hearings shall be conducted as required by law or, in addition, as directed by the Board of Managers.

**Section 45. MEETING CALLED BY MANAGER:** Minn. Stat. § 103D.315 Subd. 10, states: *“A meeting may be called at any time at the request of any manger. When a manager requests a meeting, the secretary of the watershed district must mail a notice of the meeting to each member at least eight (8) days before the meeting.”* The District’s office administrator shall notify the Managers as soon as possible of the time and place of the pending meeting and shall provide other notice as required by law. Statutory notice may be waived with the consent of all Managers.

**Section 56. QUORUM and ADJOURNED MEETING:** At all meetings of the Managers, a majority of the appointed Managers ~~appointed~~ shall constitute a quorum to do business but a smaller number may adjourn from time to time. Unless otherwise required by law, all decisions must be approved by the affirmative vote of a majority of the Managers present at a meeting where there is a quorum.

**Section 67. CHAIR of MEETINGS:** The President shall preside as chairperson at all meetings of the Managers. In the absence of the President, the Vice-President shall preside. In the absence of both, the Secretary shall serve as temporary President. The President and temporary President shall have the same privileges.

**Section 8. MEETINGS HELD BY REMOTE MEANS:** When necessary, the Board may allow remote participation in meetings by interactive video teleconference or comparable technology. When any member of the Board is participating in a meeting by remote means, the requirements of Statutes Section 13D.02 must be met.

**Section 79. MEETING FORMAT:**

- (a) At the hour appointed for a meeting of the Board of Managers of the LMRWD, upon reaching a quorum, the Managers shall be called to order by the President or in his/her absence, by the acting President. The Managers shall proceed to do business following a set agenda.
- (b) The President shall preserve order. The President may make motions, second motions or speak on any question, provided, however, that in order to do any of these things, upon demand of any Manager, the President shall vacate the chair

and designate a temporary President. The President, or acting President, shall be entitled to vote like other Managers.

- (c) Every Manager, prior to his/her speaking, shall address the President and shall not proceed until he/she has been recognized by the ~~Chair~~President.
- (d) If a Manager has a personal interest in a matter that comes before the LMRWD Board of Managers, to the extent that it creates a conflict of interest as a matter of law, the Manager shall not vote on said issue.
- (e) 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.
- (f) The President has the authority to set a time limit that a Manager or a person addressing the Board may speak, except upon vote of the majority of the Board of Managers present.
- (g) All committees shall be appointed by the President unless expressly ordered by the Board. It shall be the duty of committees to act promptly and faithfully in all matters referred to them, to comply with the Open Meeting Law, if applicable, and to make reports at a future set time/date established by the Board.
- (h) Minutes of all meetings of the LMRWD Board of Managers shall be recorded, reviewed by the Board, adopted and kept at the District's office. They shall be signed by the Secretary and shall constitute an official record of the procedure.
- (i) Any Manager may request that the yeas and nays be recorded on any motion voted on by the Board and such request will be granted by the President.

**Section 810. CONFLICTS OF INTEREST:** LMRWD seeks to assure public confidence in the integrity of its proceedings by holding itself to high ethical standards. Ensuring that conflicts of interest do not affect the efforts of LMRWD is an essential element of maintaining high ethical standards. If a Manager has a conflict of interest in a matter, he or she shall state that such an interest exists, which will be noted in the minutes. The Manager must abstain from participating in any discussion, offering any motion, or voting on any matter in which the conflict of interest exists. "Conflict of interest" means a material financial interest of the Board Manager, a family member or a close associate; a relationship that limits the Manager's ability to be objective; or that creates the appearance of impropriety. At the request of the President or by any Board Manager, in a matter in which a Manager has a conflict of interest a roll call vote shall be taken and recorded in the minutes, as well as the abstention of the Manager with the conflict of interest.

**Section 911. APPEAL OF A CHAIR RULING:** A Board Manager may appeal to the Board from a ruling of the President. If the appeal is seconded, the Board Manager may speak once solely on the question involved and the President may explain his or her ruling, but no other Board Manager will participate in the discussion. The appeal will be sustained if it is approved by a majority of the Board Managers present exclusive of the President.



**ARTICLE VII.  
PARLIMENTARY AUTHORITY**

**Section 1. PARLIMENTARY AUTHORITY:** The most current version of Robert’s Rules of Order Newly Revised shall govern the LMRWD’s meetings in all cases to which they are applicable and in which they are not inconsistent with state law, these By-Laws and, or any special rules of order the LMRWD may adopt.

**Section 2. SUSPENSION:** Robert’s Rules of Order may be temporally suspended by consent of the majority of the Board Managers present. [Proceeding in a manner contrary to Robert’s Rules of Order without objection shall be deemed suspension by consent of the Managers.](#)

**ARTICLE VIII.  
ANNUAL REPORT**

**Section 1. ANNUAL REPORT:** Minn. Stat. § 103D.351: “(a) *The managers must prepare a yearly report of the financial conditions of the watershed district, the status of all projects, the business transacted by the watershed district, other matters affecting the interests of the watershed district, and a discussion of the managers plans for the succeeding year.*”

**Section 2. COPIES DISTRIBUTED:** Minn. Stat. § 103D.351: “(b) *Copies of the report must be transmitted to the Board of Water and Soil Resources, the commissioner, and the director within a reasonable time.*”

**ARTICLE IX.  
ANNUAL AUDIT**

**ANNUAL AUDIT:** Minn. Stat. § 103D.355, Subd 1. Requirement: “*The managers must have an annual audit completed of the books and accounts of the watershed district. The annual audit may be made by a public accountant or by the state auditor.*”

**ARTICLE X.  
WATERSHED MANAGEMENT PLAN**

**WATERSHED MANAGEMENT PLAN.** Minn. Stat. § 103D.401, Subd. 1. Contents:

- (a) “*The managers must adopt a watershed management plan for any and all of the purposes for which a watershed district may be established. The watershed management plan must give a narrative description of existing water and water-related problems within the watershed district, possible solutions to the problems, and the general objectives of the watershed district. The watershed management plan must also conform closely with watershed management plan guidelines as adopted and amended from time to time by the Board of Water and Soil Resources.*”

- (b) *“The watershed management plan may include a separate section on proposed projects. If the watershed district is within the metropolitan area, the separate section of proposed projects or petitions for projects to be undertaken according to the watershed management plan is a comprehensive plan of the watershed district for purposes of review by the Metropolitan Council under section 473.165.”*

**ARTICLE XI.  
AMENDMENT TO BY-LAWS**

**Section 1. AMENDMENT TO BY-LAWS.** LMRWD BY-LAWS MAY BE AMENDED, repealed, or adopted by a majority of the LMRWD Board of Managers upon thirty (30) days written notice of the proposed change in its entirety during a meeting of the LMRWD Board of Managers unless said notice is waived by all of the Managers. Notice of such alteration or amendment is to be contained in the notice of such meeting. The alteration/s or amendment/s must pass by a majority vote of the LMRWD Board of Managers.

**Section 2. INTERPRETATION** of the By-Laws and any amendment or additions thereto shall rest with the LMRWD Board of Managers.

**Section 3. TEMPORARY SUSPENSION OF BYLAWS:** These rules may be temporarily suspended by consent of a majority of the Managers present.

**ARTICLE XII.  
REVIEW OF BY-LAWS**

**THESE BY-LAWS** shall be reviewed at least every five years and revised if needed. These bylaws govern internal LMRWD matters and do not create rights in any third parties.

Duly adopted on the \_\_\_\_ day of \_\_\_\_\_, ~~2015~~2022 by the Lower Minnesota River Watershed District Board of Managers and signed by the President and Secretary of the organization.

\_\_\_\_\_  
By: ~~Jesse Hartmann~~Yvonne Shirk

Date

President

\_\_\_\_\_  
By: ~~Lauren Salvato~~Len Kramer

Date

Secretary