



LOWER MINNESOTA RIVER WATERSHED DISTRICT

Executive Summary for Action

Lower Minnesota River Watershed District Board of Managers Meeting

Wednesday, August 21, 2024

Agenda Item

Item 7. A. – LMRWD Bylaws Update

Prepared By

Linda Loomis, Administrator

Summary

At the July 17, 2024, meeting, LMRWD bylaws were presented to the Board of Managers with some suggested changes. The Board asked that some of the suggested changes be revised and presented to the Board at the August 21, 2024, meeting.

Revisions have been made and typos corrected. One revision that was requested was in regard to the “Conflict of Interest”. It was suggested that language be added to include staff and consultants in the Conflict-of-Interest section. This was not done, as it could be argued that bylaws do not cover staff and consultants. There are MN Statutes that deal with conflicts of interest for consultants. Conflicts of Interest for staff and consultants are more properly addressed in employee rules which would be covered in an employee handbook or in contracts between the LMRWD and consultants.

A section regarding Board Committees was added.

To amend the by-laws the Board of Managers must provide thirty (30) days written notice of the proposed changes or waive the notice by unanimous consent of the Managers.

Attachments

- MN Statute 10A.07 – Conflicts of Interest
- LMRWD Bylaws-redlined
- LMRWD bylaws-clean copy

Recommended Action

- Motion to waive notice and adopt LMRWD Bylaws revised August 21, 2024; or
- Motion to provide thirty (30) days written notice

10A.07 CONFLICTS OF INTEREST.

Subdivision 1. **Disclosure of potential conflicts.** (a) A public official or a local official elected to or appointed by a metropolitan governmental unit who in the discharge of official duties would be required to take an action or make a decision that would substantially affect the official's financial interests or those of an associated business, unless the effect on the official is no greater than on other members of the official's business classification, profession, or occupation, must take the following actions:

(1) prepare a written statement describing the matter requiring action or decision and the nature of the potential conflict of interest;

(2) deliver copies of the statement to the official's immediate superior, if any; and

(3) if a member of the legislature or of the governing body of a metropolitan governmental unit, deliver a copy of the statement to the presiding officer of the body of service.

If a potential conflict of interest presents itself and there is insufficient time to comply with clauses (1) to (3), the public or local official must orally inform the superior or the official body of service or committee of the body of the potential conflict.

(b) For purposes of this section, "financial interest" means any ownership or control in an asset that has the potential to produce a monetary return.

Subd. 2. **Required actions.** (a) If the official is not a member of the legislature or of the governing body of a metropolitan governmental unit, the superior must assign the matter, if possible, to another employee who does not have a potential conflict of interest.

(b) If there is no immediate superior, the official must abstain, if possible, by assigning the matter to a subordinate for disposition or requesting the appointing authority to designate another to determine the matter. The official shall not chair a meeting, participate in any vote, or offer any motion or discussion on the matter giving rise to the potential conflict of interest.

(c) If the official is a member of the legislature, the house of service may, at the member's request, excuse the member from taking part in the action or decision in question.

(d) If an official is not permitted or is otherwise unable to abstain from action in connection with the matter, the official must file a statement describing the potential conflict and the action taken. A public official must file the statement with the board and a local official must file the statement with the governing body of the official's political subdivision. The statement must be filed within a week of the action taken.

Subd. 3. **Interest in contract; local officials.** This section does not apply to a local official with respect to a matter governed by sections 471.87 and 471.88.

Subd. 4. **Exception; judges.** Notwithstanding subdivisions 1 and 2, a public official who is a district court judge, an appeals court judge, or a supreme court justice is not required to comply with the provisions of this section.

History: 1974 c 470 s 7; 1975 c 271 s 6; 1978 c 463 s 33; 1986 c 444; 1990 c 608 art 2 s 1; 1999 c 220 s 50; 2013 c 138 art 2 s 2; 2018 c 119 s 11,12

**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."*)

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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~~ LMRWD'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.
5. Establish, adopt and enforce standards to promote responsible and sustainable land use and development.
6. Prevent erosion of soil into surface water systems.
7. Promote groundwater recharge.
8. Protect and enhance fish and wildlife habitat and water recreational facilities.
9. Secure the other benefits associated with the proper management of surface and groundwater.
10. ~~Cooperate with, aid and assist the state and/or federal government to provide for commercial river transportation~~ Assist and facilitate the efforts of state and federal agencies to maintain the Minnesota River 9-foot Navigation Channel.

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~~80 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 the City of 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 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, in accordance with Minnesota Statutes section 103D.315, subdivision 2.

Section 5. VACANCIES: Any manager who is unable to fulfill ~~his/her~~the individual's three-year term of office on LMRWD Board of Managers shall notify ~~his/her~~the respective

county Board of Commissioners of the fact ~~he/she~~the individual will ~~be~~ leaving ~~his/her~~ the position as manager on the LMRWD so the county ~~he/she represents~~ represented 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 in accordance with the LMRWD travel policy. Managers cannot be reimbursed for alcoholic beverages.

Commented [LL1]: Does the Board want to limit the number of extra meetings per month?

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. In order to facilitate proper audit and closure of the fiscal year, all claims for expenses or per diem incurred in a preceding fiscal year, shall be submitted within 60 days of the close of the fiscal year.

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~~ more than 15 minutes 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.

~~(g)~~ The Board of Managers shall have the authority to hire, terminate and set the terms of employment for all staff and contractors necessary for the operation of the LMRWD. The Board shall approve and periodically review employment

policies and procedures to ensure compliance with applicable laws and alignment with the mission and values of the organization.

**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 AND CONCURRENT 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. When the composition of the Board is less than five members, a member may hold concurrent offices or the office of Assistant Treasurer may remain vacant.

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: All 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.

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

Section 3. 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.

Section 4. PUBLIC HEARINGS: Public hearings shall be conducted as required by law or, in addition, as directed by the Board of Managers.

Section 5. 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 6. QUORUM and ADJOURNED MEETING: At all meetings of the Managers, a majority of the appointed Managers 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 7. 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 9. 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 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 10. COMMITTEES OF THE BOARD: The Board of Managers may create such committees as necessary to meet the needs of the organization. There may be "Standing Committees" which are established for multiple years or terms as designated by the President and agreed to by the Board of Managers. There may also be temporary or "ad hoc" committees established by the President to meet the immediate needs or expectations of the Board of Managers.

Section 11.10. CONFLICTS OF INTEREST: ~~LMRWD seeks to assure public confidence in the integrity of its proceedings by holding itself to high ethical standards and operate with the highest ethical standards. To avoid Conflicts of Interest, (or appearance thereof) 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, a manager with a personal financial interest, or any other private interest or relationship, in a matter scheduled to come before the board must inform the board. Such managers, must abstain from chairing any meeting, participating as a Manager (including sitting with the other Managers) or engaging in any discussion, motion, or vote matters that substantially affect their financial interest, that of a family member, an associated business. This abstention is required unless the impact on the Manager's interest is no greater than it would be on any other member of their profession, occupation or business classification.~~

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 is involved. A Manager who abstains may, however, exercise the same rights as other private citizens from the audience and provide information when and to the extent authorized by the President. The manager's nonparticipation in the matter will be recorded in the minutes.

Section 124. 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. These by-laws may be amended, repealed, or adopted by a majority of the LMRWD Board of Managers during any meeting of the LMRWD Board of Managers upon thirty (30) days written notice of the proposed change in its entirety. Notice may be waived by unanimous consent of the Managers. Notice of such alteration or amendment shall be indicated on the agenda 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 ~~19th~~ day of ~~October~~, 202~~24~~ by the Lower Minnesota River Watershed District Board of Managers and signed by the President and Secretary of the organization.

By: ~~Jesse Hartmann~~ Joseph Barisonzi _____ Date
President

By: Lauren Salvato _____ Date
Secretary

**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.

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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.

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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 AND CONCURRENT 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. When the composition of the Board is less than five members, a member may hold concurrent offices or the office of Assistant Treasurer may remain vacant.

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: All 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.

Section 6. COMMUNICATIONS: Unless it is a personnel issue, when communicating with the LMWRD 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 8. 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 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 website. The meetings may be cancelled and rescheduled at any time that the Managers deem necessary.

Section 3. 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.

Section 4. PUBLIC HEARINGS: Public hearings shall be conducted as required by law or, in addition, as directed by the Board of Managers.

Section 5. 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 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 6. QUORUM and ADJOURNED MEETING: At all meetings of the Managers, a majority of the appointed Managers 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 7. 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 9. 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 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 10. COMMITTEES OF THE BOARD: The Board of Managers may create such committees as necessary to meet the needs of the organization. There may be “Standing Committees” which are established for multiple years or terms as designated by the President and agreed to by the Board of Managers. There may also be temporary or “ad hoc” committees established by the President to meet the immediate needs or expectations of the Board of Managers.

Section 11. CONFLICTS OF INTEREST: LMRWD seeks to assure public confidence and operate with the highest ethical standards. To avoid Conflicts of Interest, (or appearance thereof) a manager with a personal financial interest, or any other private interest or relationship, in a matter scheduled to come before the board must inform the board. Such managers, must abstain from chairing any meeting, participating as a Manager (including sitting with the other Managers) or engaging in any discussion, motion, or vote matters that substantially affect their financial interest, that of a family member, an associated business. This abstention is required unless the impact on the Manager’s interest is no greater than it would be on any other member of their profession, occupation or business classification.

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 is involved. A Manager who abstains may, however, exercise the same rights as other private citizens from the audience and provide information when and to the extent authorized by the President. The manager’s nonparticipation in the matter will be recorded in the minutes.

Section 12. 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. These by-laws may be amended, repealed, or adopted by a majority of the LMRWD Board of Managers during any meeting of the LMRWD Board of Managers upon thirty (30) days written notice of the proposed change in its entirety. Notice may be waived by unanimous consent of the Managers. Notice of such alteration or amendment shall be indicated on the agenda 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 21st day of August, 2024 by the Lower Minnesota River Watershed District Board of Managers and signed by the President and Secretary of the organization.

By: Joseph Barisonzi
President

Date

By: Lauren Salvato
Secretary

Date