



By-Laws

Adopted:

February 27th, 2023

BY-LAWS OF SAUK RIVER WATERSHED DISTRICT

(By-Laws adopted by Sauk River Watershed District under Chapter 103D.315: Subd. 11. "Administration By-Laws: the managers shall adopt By-laws for the administration of business and affairs of the watershed district".)

ARTICLE I.

NAME

Section 1. NAME: Sauk River Watershed District

Section 1. ABBREVIATIONS: Throughout these By-Laws, whenever it is desirable to abbreviate the name of the Sauk River Watershed District, the initials "SRWD" shall be used.

ARTICLE II.

PURPOSE

Pursuant to MN Statute 103D.201, Watershed Districts' General **Purpose** is 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, welfare, and the provident use of the natural resources".

ARTICLE III.

SRWD OFFICE and GEOGRAPHIC BOUNDARY

Section 1. DISTRICT OFFICE: SRWD office is located at 642 Lincoln Road, Sauk Centre, MN 56378.

Section 2. BOUNDARY of the SRWD: SRWD is located in portions of Todd, Douglas, Pope, Meeker, and Stearns Counties and contains over 1,000 square miles. The Sauk River watershed extends from the Mississippi River near St. Cloud into the eastern portions of Douglas County to within 3 miles of Alexandria. The watershed, like the Sauk River, extends in the northwest to southeast direction. The overall watershed is about 75 miles in length with some areas being up to 20 to 30 miles in width. The Sauk River meanders for 120 miles.

According to data from the Minnesota Land Management Information Center (LMIC), the Sauk River watershed covers over 667,000 acres or approximately 1,041 square miles across portions of five counties. The portions of counties contained within the watershed include southeastern Douglas County, northeastern Pope County, southwestern Todd County, northern Meeker County, and the center third of Stearns County. A legal description of the District's boundary has been recorded with each county.

ARTICLE IV

BOARD OF MANAGERS

Section 1. COMPOSITION of SRWD BOARD OF MANAGERS: SRWD is composed of nine managers appointed by the Todd, Pope, Meeker, Douglas and Stearns County Boards of Commissioners. Representation is as follows: Todd County (2), Stearns County (4), Pope (1), Meeker (1), and Douglas (1).

Section 2. TERMS OF OFFICE: Appointments made by the Counties Board of Commissioners to the SRWD Board of Managers are for three-year terms. Terms of office begin in July of the year they are appointed, unless the county delays in the appointment of a manager. A manager's term continues until a successor is appointed and qualified.

Section 3. BONDING: Before assuming the duties of the Board, each Board member, at District expense, will obtain and file a bond in accordance with Minnesota Statutes 103D.315, subdivision 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 4. VACANCIES: The provisions of statutes section [351.02](#) shall apply to vacancies on the board of managers. A manager seeking to resign from the Board shall tender a notice of resignation to the appointing Board of County Commissioners and the Board of Managers.

Section 5. COMPENSATION:

Managers Compensation

Managers shall be compensated as provided in statutes section 103D.315, subd. 8 for meetings and for performance of other necessary duties. The Board may adopt, by policy, an hourly reimbursement rate not to exceed the statutory, daily compensation limit. The Board, by policy or otherwise, may limit or authorize actions eligible for compensation.

Managers shall be compensated at a rate of \$20 per hour for meetings and other performance efforts that are necessary duties and have been authorized by the majority of the board. However, the compensation of managers for meetings and for performance of other necessary duties may not exceed limits set forth in MN Statute 103D.315, Subd. 8.

Necessary duties authorized by this policy include:

- Attendance at all regular meetings, special meetings and hearings of the Board of Managers.
- Up to two hours of preparation time for regular meetings, special meetings and hearings of the Board of Managers.
- Up to 12 per diems annually for the purpose of community outreach, inspection, investigation or education. To claim this compensation, the individual manager must prepare and submit a report of the activity at the next regular meeting of the Board.
- Additional activities as approved by the Board.

Time calculations under this policy shall be made on a portal to portal basis.

Board Officers (President, Vice President, Treasurer, and Secretary) may be compensated for additional work as a part of their additional responsibilities as Board Officers.

All managers shall request compensation by submitting a claim sheet detailing the necessary duties performed by the managers. Additional work of Board Officers shall be detailed as such on the claim sheet. Claims must be submitted at least quarterly. Any manager failing to submit claims at least quarterly, or holding claims for submission beyond the first quarter after the close of the fiscal year, forfeits the claim to compensation.

Managers Mileage, Lodging, and Meal Expense Allowances

Managers are entitled to reimbursement for traveling and other necessary expenses incurred in the performance of official duties.

Mileage reimbursement shall be made [at the current rate specified by the Internal Revenue Service](#) as approved by a majority of the Board of Managers.

Lodging reimbursement shall be made based on actual, reasonable costs of lodging.

Meal reimbursement shall be made for the cost of meals consumed in the course of business conducted on behalf of the District.

The Board, by policy, may adopt limits or restrictions on reimbursements. For example, the Board may set maximum reimbursement rates for meals, occupancy requirements for lodging or carpooling requirements. The cost of alcoholic beverages is not a reimbursable expense.

Section 6. DUTIES of MANAGERS: Statutes section 103D.335 sets forth the authority of the Board of Managers. In addition to the specific grants of authority, the Board may exercise authorities established by rule, project order or stipulation agreement, in accordance with the standards established in those instruments. The Board may delegate authority to its administrator by policy.

(a) The Board shall delegate to the administrator authority to make expenditures that are consistent with the approved budget. The Board shall further delegate to the administrator authority to make necessary expenditures that are not a part of the approved budget in amounts not to exceed \$3000.00 per expenditure. Expenditures made by the administrator shall be presented to the Board at its first meeting following the expenditure for ratification.

(b) The Board shall designate the official District depository and official newspapers annually at the first regular meeting in January.

ARTICLE V.

OFFICERS

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

Section 2. OFFICER VACANCIES: In accordance with statutes section 103D.315, subdivision 3, if an officer departs from the board creating a vacancy according to Article IV, section 4 above, the Board shall hold a special election of all officers at its next regular meeting.

Section 3. TEMPORARY APPOINTMENTS OF OFFICERS: The Board shall appoint officers pro-tem to fulfill the role of an officer who is absent or disabled when action by that officer is required.

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 SRWD 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 SRWD Board of Managers elect 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 and of the members in a file 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.

(d) Treasurer: The Treasurer shall have the care and custody of the funds and securities and shall disburse or cause to be disbursed, the funds of SRWD 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 SRWD, and shall deposit or cause to be deposited all monies, securities and other valuable effects of the SRWD in the name and to the credit of the SRWD 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 SRWD when requested by the Board and shall perform such other duties as may be prescribed by the Board.

Section 5. AUTHORIZED SIGNATORIES BY MANAGERS: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Sauk River Watershed District shall be signed by two members of the Board of Managers, or by the Administrator and Office and Finance Manager.

Section 6. REMOVAL FROM OFFICE: Any officer may be removed at any time, with or without cause, upon the affirmative vote of 60% or more of the authorized votes of the Board of Managers.

ARTICLE VI.

MEETINGS OF SRWD BOARD OF MANAGERS

Section 1. REGULAR MEETINGS: The managers shall have regular meetings on the third Tuesday of each month and if such day shall fall on a holiday or Election Day, an alternative date shall be set and notice at least 15 days prior to the changed meeting date.

Section 2. SPECIAL MEETINGS: Special meetings to conduct the business of the SRWD may be held at any time the managers may deem necessary. Special meetings shall be noticed as required by law.

Section 3. OPEN MEETINGS: All meetings of the Board of Managers, including committee meetings, shall be subject to Minnesota's open meeting law, MS 13D.

Section 4. CALL FOR MEETINGS: In accordance with statute section 103D.315, subdivision 10, a meeting may be called at any time at the request of any manager. The District's office administrator, in consultation with the Board President shall establish a date, time and location for 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 5. QUORUM: At all meetings of the managers, a majority of the managers appointed shall constitute a quorum to do business.

Section 6. 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 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. MEETING FORMAT:

(a) At the hour appointed for a meeting of the Board of Managers, upon reaching a quorum, the President shall call the meeting to order. The managers shall proceed to do business following an agenda set by the President and approved by the Board.

(b) The President shall preserve order. The President may make motions, second motions, speak on any question or vote like other managers.

(c) Every manager, prior to speaking, shall address the President and shall not proceed until being recognized by the President.

(d) 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.

(e) The President has the authority to set a time limit for matters before the Board, including limiting the time of speakers to ensure that all seeking to address the Board may speak.

(f) 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 and to make reports at a future set time/date established by the board.

(g) Minutes of all meetings of the Board of Managers shall be prepared, reviewed by the Board, adopted and kept at the District offices. Minutes shall be signed by the Secretary and shall constitute an official record of the proceedings.

(h) Any manager may request a roll call of any vote by the Board and such request shall be granted by the President.

Section 9. CONFLICTS OF INTEREST: The Board finds that matters involving the private interests and relationships of a manager or the personal financial interests of a manager, his or her immediate family members, or associated businesses limit a manager's ability to objectively consider, deliberate or vote on such matters.

A manager must abstain from chairing any meeting, participating in any discussion, offering any motion, or voting on any matter which affects a manager's personal interest or relationship, or a financial interest of a manager, his or her immediate family members, or associated businesses, unless the effect on the manager's interest or relationship is no more than would be on any other member of the manager's profession, occupation or business classification.

The manager's non-participation in the matter will be recorded in the minutes. In any matter scheduled to come before the Board where a manager's interests require the manager to abstain, the manager must prepare a written statement describing the matter requiring action and the nature of the interest involved, and deliver the statement to the president of the board of managers 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 the Board's consideration of the matter.

Section 10: APPEAL OF A CHAIR RULING: A member may appeal to the Board from a ruling of the Chair. If the appeal is seconded, the member may speak once solely on the question involved and the Chair may explain his or 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 members present exclusive of the Chair.

ARTICLE VII

PARLIMENTARY PROCEDURE

Section 1. PARLIMENTARY AUTHORITY: The most current version of Robert's Rules of Order Newly Revised shall govern meetings of the Board of Managers in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and/or any special rules of order of the Board.

Section 2. SUSPENSION: Robert's Rules of Order may be temporarily suspended by consent of the majority of the managers. Proceeding in a manner contrary to Robert's Rules of Order without objection shall be deemed suspension by consent of the Managers.

ARTICLE VIII.

SRWD ADVISORY COMMITTEE

Section 1. APPOINTMENT: In accordance with statutes section 103D.331, the managers shall annually appoint an advisory committee to advise and assist the managers on all matters affecting the interests of the watershed district and make recommendations to the managers on all contemplated projects and improvements in the watershed district.

Section 2. MEMBERSHIP: The advisory committee shall consist of at least five members. If practicable, the advisory committee membership should include a representative from each soil and water conservation district, a representative of each county, a member of a sporting organization, and a member of a farm organization.

Given the SRWD's participation in the One Watershed One Plan program, the Board may designate one or more of the One Watershed One Plan collaboration committees as its advisory committee. Other advisory committees or committee members may be established or appointed at the discretion of the managers. Committee members must be residents of the watershed district, except representatives from soil and water conservation districts and counties, and serve at the pleasure of the managers. In addition, the managers may appoint other interested and technical persons who may or may not reside within the watershed district to serve at the pleasure of the managers.

ARTICLE IX.

ANNUAL REPORT

Section 1. PREPARATION: The managers shall 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.

Sections 2. DISTRIBUTION: Copies of the annual report shall be transmitted to the Board of Water and Soil Resources, the Commissioner of Natural Resources, and the Director of the Division of Waters and Ecological Services upon completion. The managers shall also publish or distribute a summary of the annual report to residents of the District and appropriate public outlets such as libraries, municipal and county offices or Soil and Water Conservation District offices.

ARTICLE X.

ANNUAL AUDIT

The managers shall prepare an annual audit of the books and accounts of the watershed district.

ARTICLE XI.

WATERSHED MANAGEMENT PLAN

The managers shall prepare and adopt a watershed management plan designed to achieve the purposes for which the District was 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." The managers may, in the Board's discretion, adopt the One Watershed One Plan, or components thereof, as its watershed management plan.

ARTICLE XII.

AMENDMENT TO BY-LAWS

Section 1. PROCEDURE: These By-laws may be amended, repealed, or adopted by a majority of the Board of Managers not less than thirty (30) days after presentation of the proposed changes at a meeting of the Board of Managers, unless the presentation period is waived by all of the managers.

Section 2. INTREPRETATION: Interpretation of these By-laws shall rest with the Board of Managers.

Section 3. TEMPORARY SUSPENSION: These By-laws may be temporarily suspended by consent of a majority of the managers.

ARTICLE XIII.

REVIEW OF BY-LAWS

These By-laws shall be reviewed at least every five years and revised if needed. These By-laws govern internal SRWD matters and do not create rights in any third parties.

Duly adopted on the 27th day of February, 2023 by the Sauk River Watershed District Board of Managers and signed by the President and Secretary of the organization.

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2-27-2023

(President)

(Date)

Scott Klat

2-27-2023

(Secretary)

(Date)