

BY-LAWS OF THE ROSEAU RIVER WATERSHED DISTRICT

(By- Laws adopted by Roseau 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: Roseau River Watershed District

Section 2. Abbreviations: Throughout these By-Laws whenever it is desirable to abbreviate the name of the Roseau River Watershed District, the initials “RRWD” 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 and welfare and provident use of the natural resources.”*

ARTICLE III

RRWD OFFICE AND WATERSHED DISTRICT’S BOUNDARIES

Section 1. District Office: RRWD office is located at 108 3rd Ave SW, Roseau MN 56751.

Section 2. Boundaries of RRWD: The Roseau River Basin encompasses an area of about 2,057 square miles. This drainage system is located in Northwestern Minnesota and South Central Manitoba, Canada, and is part of the Red River Basin and the Hudson Bay drainage system. The outlet of the Roseau River is into the Red River of the North, approximately 9 miles north of the International Border. Of the lands drained by the Roseau River watershed, 52% are in the United States and 48% in the Province of Manitoba Canada.

The United States portion of the RRWD is approximately 1,047 square miles or 670,080 acres. Approximately, 589,670 acres (88%) of the watershed’s land is located in Roseau County with

the remaining 80,410 acres located in the counties of Kittson, Lake of the Woods, Beltrami and Marshall. The overall length of the basin is about 110 miles and the maximum width is 30 miles.

The RRWD is bordered on the east by the Warroad River Watershed, on the southeast by the Rapid River Watershed, on the south by the Red Lake River Watershed, and on the southwest and west by the Two Rivers Watershed. The International Border defines the northern boundary of the District.

ARTICLE IV

BOARD OF MANAGERS

SECTION 1. Distribution of Managers and Appointment Thereof: Pursuant to MN Statute 103D.301, Distribution of Managers Position, Subdivision 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.”

103D.301 Subd. 3: *“...the county board of commissioners of a county affected by the watershed district...”* appoints the manager.

SECTION 2. Composition of RRWD Board of Managers: RRWD is composed of five managers appointed by two of the five counties in the watershed district; Roseau County, four (4) managers; Kittson County, one (1) manager. There is no one appointed from Beltrami, Lake of the Woods or Marshall Counties.

SECTION 3. Terms of office: Appointments made by the respective counties; Board of Commissioners to the RRWD Board of Managers are for three-year terms. Terms of office begin in November of the year they are appointed unless a county delays in the appointment of a manager.

SECTION 4. 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 member 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 their three-year term of office on the RRWD Board of Managers shall notify their respective county commissioner of the fact they will be leaving their position as manager on the RRWD so the county they represent can appoint another manager as soon as possible to complete the departing manager’s term in office.

SECTION 6. Compensation: MN Statute 103D.315 Subd. 8: *“The compensation of Managers for meetings and for performance of other necessary duties may not exceed \$75 a day.*

Managers are entitled to reimbursement for traveling and other necessary expenses incurred in the performance of official duties.” Any and all expenditures beyond regular and special meeting attendance require prior approval either by the full board or the office.

SECTION 7. Submission of Managers Expenses: A claim form shall be filled out by each manager and submitted to the RRWD office to be processed and approved in the same manner as other claims.

SECTION 8. Duties of Managers in Statute: Chapter 103D.315 “Managers” defines additional duties of the watershed district’s managers.

- (a) Board shall delegate to the administrator authority to make expenditures with board knowledge that are consistent with the approved budget and expenditures that are not a part of the approved budget under \$300.
- (b) 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 calendar year on or before the first regularly scheduled meeting in January: Chairman, Vice-chair, Secretary and Treasurer. Terms are for one-year unless re-elected.

SECTION 2. Officer Vacancies: MS 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 the officer is required.

SECTION 4. Duties of Officers:

- (a) Chairman: The Chair shall preside at all meetings of the Board of Managers. The Chair shall serve under the supervision and direction of the Board and shall see that all order and resolutions of the Board are carried into effect. The Chairman shall execute all contracts or instruments requiring an officer’s signature, unless otherwise directed by the Boar, 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-Chair: In the absence of the Chairman at a regularly held RRWD meeting, the vice-Chair shall preside at the meeting. The Vice-Chair shall exercise and perform the authorities and duties of the Chairman in the event of the latter’s absence, death, disqualification, or incapacity until the RRWD Board of Managers elect a new

- Chairman. The vice-chair 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 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 Chairman.
- (d) Treasurer: The Treasurer shall have the care and custody of the funds and securities and shall disburse the funds of the RRWD 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 RRWD, and shall deposit all monies, securities and other valuable effects of the RRWD in the name and to the credit of the RRWD 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 RRWD 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 RRWD shall be signed by the board Chair, Treasurer and /or Administrator. Checks may be endorsed through electronic signature.

SECTION 6. Removal from Office: Any officer may be removed at any time, with or without cause, upon the affirmative vote of two-thirds (2/3rd's) of the authorized votes of the Board of Managers.

ARTICLE VI

MEETINGS OF THE RRWD BOARD OF MANAGERS

Any and all meetings of the RRWD board of managers are subject to rules set forth in Minnesota Open Meeting Law (revised 2012).

SECTION 1. Regular Set Meetings: The managers shall have regular meetings on the first Wednesday of each month and if such day shall fall on a holiday, an alternative date shall be set and noticed one week prior to the changed meeting date.

SECTION 2. Special Meetings: Special meetings to conduct the business of the RRWD may be scheduled by consent of a quorum, shall be legally noticed and held at any other time that the managers may deem necessary.

SECTION 3. Public Hearings: Public hearings shall be conducted pursuant to Chapter 429 or any other charter provision requiring a public hearing.

SECTION 4. Meeting Called by Manager: 103D.315 Subd. 10, states: “*A meeting may be called at any time at the request of any manager. When a manager requests a meeting, the secretary of the watershed district must mail a notice of the meeting to each member at least (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.

SECTION 5. Emergency Meetings: In the event that an emergency meeting is required, all effort will be made to notify the news media and public as outlined in Minnesota’s Open Meeting Law.

SECTION 6. Quorum and Adjourned Meeting: At all meetings of the managers, a majority of the managers appointed shall constitute a quorum to do business but a small number may adjourn from time to time.

SECTION 7. Chair of Meetings: The Chairman shall preside as chairperson at all meetings of the managers. In the absence of the Chairman, the Vice-Chair shall preside. In the absence of both, the Secretary shall serve as temporary Chairman. The Chairman and temporary Chairman shall have the same privileges.

SECTION 8. Meeting Format:

- (a) At the hour appointed for a meeting of the RRWD, upon reaching a quorum, the managers shall be called to order by the Chairperson or in his/her absence, by the acting Chairperson. The managers shall proceed to do business following a set agenda.
- (b) The Chairperson shall preserve order. The Chairperson may make motion, second motions or speak on any question, provided, however, that in order to do any of these things, upon demand of a majority of managers, shall vacate the chair and designate a temporary Chairperson. The Chairperson or acting Chairperson shall be entitled to vote like other members/ managers.
- (c) Every manager, prior to his/her speaking, shall address the Chairperson and shall not proceed until he/she has been recognized by the Chair.
- (d) If a manager has a personal interest in a matter that comes before the RRWD Board of Manager, 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 Chair or by a vote of the majority of the managers present.

- (f) The Chair has the authority to set a time limit that a manager or a person addressing the board may speak.
- (g) All committees shall be appointed by the Chair 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.
- (h) Minutes of all meetings of the RRWD Board of Manager shall be recorded, reviewed by the Board, adopted and kept at the District offices. They shall be signed by the Secretary and shall constitute an official record of the procedure.
- (i) Any member 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 Chairperson

SECTION 9. Conflicts of Interest: When a question is put by the Chair, every member present shall vote, unless for special reasons the Board member elects to abstain. If a member has a personal interest in the matter, he or she shall state that such an interest exists and shall neither deliberate nor vote on the matter. “Personal interest” means a material financial interest of the member, a family member or a close associate. The member’s action will be noted in the minutes. The “yeas” and “nays” shall be called on the request of the Chair or by any member, in which case the names of the members voting will be recorded in the minutes.

ARTICLE VII

PARLIMENTARY AUTHORITY

SECTION 1. Parliamentary Authority: Robert’s Rules of Order Newly Revised (Eleventh Edition) shall govern RRWD’s meetings 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 RRWD may adopt.

SECTION 2. Suspension: Robert’s Rules of Order may temporally be suspended by consent of the majority of the managers.

ARTICLE VIII

RRWD ADVISORY COMMITTEE

SECTION 1. Advisory committee required: Pursuant to 103D.331 Subd. 1. *“The managers must 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. Members of Advisory Committee: 103D.331 Subd. 2 Members:

- (a) *“The advisory committee consists of at least five members. If practicable, the advisory committee members selected 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. Other advisory committee members may be appointed at the discretion of the managers. The 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.”*
- (b) *“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 manager.”*
- (c) State statutes direct citizen advisory committees to elect a chair and a recorder and to establish a meeting schedule.
- (d) According to the Watershed district Act, Section 103D.331 of Minnesota State Statutes, citizen advisory committees are required to :
 - Consider issues pertinent to the functions and purposes of the watershed district;
 - Review and comment on reports, minutes, activities, and proposed projects of the managers;
 - Report to the managers the general content of advisory committee meetings and resulting recommendations.

In addition to these required roles, citizen advisory committees have also assisted board of managers with:

- Identification of water resource issues;
- Establishing program goals;
- Communications between the watershed district and community;
- Carrying out watershed information and education activities;
- Collecting of information and data;
- Generating new ideas and approaches;
- Carrying out delegated board of manager responsibilities.

ARTICLE IX

ANNUAL REPORT

SECTION 1. Annual Report: MS103D.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: MS 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 X

ANNUAL AUDIT

Annual Audit: MS 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. The annual audit must be made by a certified public accountant or the state auditor at least once every five years, or when cumulative district revenues or expenditures exceed an amount established by the board in consultation with the state auditor.”*

ARTICLE XI

WATERSHED MANAGEMENT PLAN

Watershed Management Plan. MS 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.*

ARTICLE XII

AMENDMENT TO BY-LAWS

SECTION 1. RRWD By-Laws may be amended, repealed, or adopted by a majority of the RRWD Board of Managers upon thirty (30) days written notice of the proposed change in its entirety during a meeting of the RRWD 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/d must pass by a majority vote of the RRWD Board of Managers.

SECTION 2. Interpretation of the By-Laws and any amendment or additions thereto shall rest with the RRWD Board of Managers.

SECTION 3. Temporary suspension of By-Laws: These rules 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 (5) years and revised if needed. These by-laws govern internal RRWD matters and do not create rights in any third parties.

_____, 2014

Motion was made by Manager _____, seconded by Manager _____, to approve the draft to become the official By-Laws of the Roseau River Watershed District. Motion carried _____.