

**BYLAWS
OF THE
BUFFALO-RED RIVER WATERSHED DISTRICT**

These bylaws establish rules governing the conduct and procedure of business of Buffalo-Red River Watershed District. (M.S.A. Chapter 103D.315, Subd. 11)

ARTICLE I: OFFICE

- Section 1. **Principal Office.** The regular place of business, principal office, and official mailing address for Buffalo Red River Watershed District is: 1303 4th Ave NE, Barnesville, MN 56514.

ARTICLE II: DEFINITION OF TERMS

- Section 1. For the purposes of these bylaws, terms defined in this section shall have the meanings given them.
- Section 2. Throughout these bylaws whenever it is desirable to abbreviate the name of Buffalo-Red River Watershed District, the initials “BRRWD” shall be used.
- Section 3. ‘District’ means, the operational body created by the formation of BRRWD. BRRWD shall be a public agency of its Board.
- Section 4. ‘Board’ means the District Board of Managers.
- Section 5. ‘Officers’ means those persons designated to perform the duties as noted in Article IV (Officers) of these bylaws.
- Section 6. ‘Official Business’ will include attending Annual, Regular, Special or Emergency meetings called for the purpose of conducting District business which has been properly posted.

Official Business also includes the assignment of a manager to special duties or meetings which the Board has pre-approved for reimbursement or retroactively approved by authorizing payment of meeting expenses.

Official Business will include attendance at meetings of Minnesota Association of Watershed Districts (MAWD) and other educational opportunities which relate to or are required for watershed business.

ARTICLE III: DISTRICT BOARD OF MANAGERS

- Section 1. **Composition and Appointment.** BRRWD Board is composed of seven managers appointed by the county board of commissioners of the four counties affected by the watershed district (M.S.A. 103D.311). Representation is as follows: Clay County (3 managers), Wilkin County (2 managers), Becker County (1 manager), Otter Tail County (1 manager).
- Section 2. **Terms of Office.** Appointments of managers made by the affected counties Board of Commissioners are for three-year terms. A manager's term of office begins in August of the year appointed. A manager's term continues until a successor is appointed and qualified (M.S.A. 103D.315, Subd. 6).
- Section 3. **Oath.** Each manager must take and sign the oath defined in the Minnesota Constitution, article 5, section 6.
- 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, Subd. 2. The Board, at District expense, will provide for insurance for its members to provide liability protection on such terms and insuch amounts as the Board decides.
- Section 5. **Position Intent.** Protects and enhances the resources of the watershed by providing guidance for overall planning, direction, coordination, and operation in accordance with the mission of the watershed district.
- Receives and considers public input and makes appropriate decisions utilizing scientific principles, cost benefits, and protection of natural resources, public health, safety, and welfare. Exercises the authorities bestowed to a watershed district through Minnesota Statutes 103B, 103D and 103E. Fosters working relationships with partners and stakeholders to implement watershed district comprehensive plan goals and objectives.
- Serve the watershed district as a whole rather than any special interest group or constituency. Represents a sector, location, or interest which is needed on the board but will not act only on behalf of that interest. Places purposes of the watershed district ahead of his or her own needs and behaviors.
- Section 6. **Vacancies.** Any manager who is unable to fulfill their three-year term of office on the Board shall notify their respective county commissioner of the fact they will be leaving their position as manager so the county they represent can appoint another manager as soon as possible to complete the departing manager's term.
- Section 7. **Compensation.** MN Statute 103D.315, Subd. 8: The compensation of managers for meetings and for performance of other necessary duties may not exceed \$125 a day. Managers are entitled to reimbursement for traveling and other necessary expenses incurred in the performance of official duties.

Section 8. **Submission of Manager Expenses.** All claims for expense reimbursements shall be submitted to the District quarterly on a form approved by the Board. Reimbursement claims shall be reviewed and approved by the Board.

Section 9. **Duties of Managers.** Chapter 103D.335 sets forth the authority of the Board. 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.

ARTICLE IV: OFFICERS

Section 1. **Election of Officers.** The following officers shall be elected each year on or before the first regularly scheduled meeting in January: President, Vice-President, Secretary, and Treasurer. Terms are for one-year unless re-elected.

Section 2. **Officer Vacancies.** If an officer departs from the Board, creating a vacancy, the Board shall immediately elect from among its members another manager who will perform the duties of that officer for the unexpired portion of the term.

Section 3. **Presiding Officers.** The President shall preside at all meetings of the Board. In the absence of the President, the Vice-President shall preside. In the absence of both, the Secretary shall serve as temporary President. The presiding officer shall have the same privileges as the other managers of the Board.

Section 4. **Duties of Officers.**

- The President shall:

Serve as chairperson for all meetings;

Sign and deliver in the name of the District any contracts, deed, correspondence, or other instruments pertaining to the business of the District;

Be a signatory to the District's accounts; oversee development of meeting agendas; have full voting privileges at all times, may vote on any issue, and need not confine his/her voting to break ties in voting by the managers.

- The Vice-President shall:

Discharge the President's duties in the event of the absence or disability of the President;

Exercise and perform such other authorities and duties as may be prescribed or limited from time to time by the Board.

- The Secretary shall:

Oversee the preparation and distribution of the minutes of all meetings of the District, with all minutes mailed in advance of meeting;

Maintain a file (electronic, otherwise) of all approved minutes, which shall constitute an official record of all meetings held by the District; oversee the preparation and proper notice of all meetings call by the managers.

- The Treasurer shall:

Review the District's financial accounts and records;

Be signatory to District's accounts and financial records;

Arrange for annual audit of the District's financial records;

Provide the Board with monthly reports of records as are necessary to describe the financial condition of the District and shall perform such other duties as may be prescribed by the Board.

ARTICLE V: MEETINGS OF THE BRRWD BOARD OF MANAGERS

Section 1. **Open Meetings.** All meetings of the Board of Managers, including committee meetings, shall be subject to the rules set forth in Minnesota Open Meeting Law.

Section 2. **Regular Meetings.** Regular meetings will take place at the principal office designated above, on the second Monday of each month. If such Monday falls on a holiday where the office is closed, the regular meeting shall be held the following Tuesday.

The office will be closed for the following holidays:

New Year's Day
Martin Luther King Jr. Day
President's Day
Memorial Day
Independence Day
Labor Day
Veterans' Day
Thanksgiving
Day After Thanksgiving
Christmas Eve
Christmas Day

The Board may conduct the District's meetings at other meeting places within the Watershed District by posting notice at the regular meeting place at least seventy-two (72) hours before the time of said meeting.

- Section 3. **Special Meetings.** Special meetings to conduct the business of BRRWD may be held at any time the managers may deem necessary. Special meetings shall be noticed as required by law.
- Section 4. **Annual Meeting.** The annual meeting of the Board shall be held at the principal office on the second Monday during the month of January of each year. The date of the annual meeting may be changed by a resolution passed and adopted by a majority of the managers. At this meeting the managers shall:
- Elect from among its members its officers. Election shall be by majority vote.
 - Appoint or reappoint for the coming year a bank or depository for funds of the District.
 - Designate the official newspaper of the District.
 - Appoint the District's engineering and legal consultants, and any other such professional assistance the District may require.
- Section 5. **Contracting for Professional/Technical Services.** BRRWD shall, at least every two years (each even year, i.e. 2020, 2022), solicit interest proposals for legal, professional, or technical consultant services before retaining the services of an attorney or consultant or extending an annual services agreement.
- Section 6. **Emergency Meetings.** Emergency meetings can be called on twenty-four (24) notice whenever the life, safety, or significant property of any resident within the District shall be threatened by flooding or the failure of any control structure within the jurisdiction of the District. All effort will be made to notify the news media and public in accordance with Minnesota Open Meeting Law.
- Section 7. **Meeting Called by Manager.** Any Manager may request a meeting pursuant to M.S.A. 103D.315, Subd. 10.
- Section 8. **Public Hearings.** Public hearings shall be noticed and conducted as required by law or any other charter provision requiring a public hearing.
- Section 9. **Quorum.** A majority of the managers appointed shall constitute a quorum to do business at all meetings of the Board, except as otherwise provided by law.
- Section 10. **Meeting Format.**
- At the appointed time for the meeting, 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.
 - The President shall preserve order. The President may make motions, second motions, speak on any question or vote like other managers.
 - 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.

- The President has the authority to set a time limit that a manager or a person addressing the Board may speak.
- 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.
- Any manager may request a roll call of any vote by the Board and such request shall be granted by the President.
- Minutes of all meetings of the BRRWD Board shall be recorded, reviewed by the Board, adopted, and kept on file. Minutes shall be signed by the Secretary and shall constitute an official record of the proceedings.

Section 11. **Conflict of Interest.** 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 or 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 inform the Board via a written statement, or orally, prior to the Board's consideration of the matter.

ARTICLE VI: PARLIMENTARY AUTHORITY

Section 1. **Parliamentary Authority:** The current Robert's Rules of Order shall govern meetings of BRRWD Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and/or any special rules of order of the Board.

Section 2. **Suspension of Rules.** Robert's Rules of Order may be temporarily suspended by consent of the majority of the managers.

ARTICLE VII: BRRWD CITIZEN ADVISORY COMMITTEE

Section 1. A Citizen Advisory Committee shall be appointed as stated in M.S.A.Chapter 103D.331.

Section 2. At least five members of the Advisory Committee should be Watershed residents without any direct connection to a unit of government.

ARTICLE VIII: ANNUAL REPORT

Section 1. **Preparation and Distribution of Annual Report:** The managers shall approve an annual 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.

Copies of the annual report shall be sent to the Board of Soil and Water Resources, Minnesota Commissioner of Natural Resources, Director of the Division of Waters and Ecological Services, affected counties and Soil and Water Conservation Districts. A summary of the annual report shall also be made available to the residents of the District via appropriate public outlets.

ARTICLE IX: ANNUAL AUDIT

Section 1. **Annual Audit.** The managers shall have an annual audit of the District's books and accounts prepared. The annual audit may be made by a private certified public accountant or by the state auditor. M.S.A. 103D.355

ARTICLE X: WATERSHED MANAGEMENT PLAN

Section 1. **Watershed Management Plan.** The District will adopt a water management plan consistent with M.S.A. 103D.401 and amend the same as necessary.

ARTICLE XI: RESPECTFUL WORKPLACE POLICY

Section 1. **Objective:** The District seeks to build and maintain a workplace that is respectful and professional toward all employees, volunteers, contractors, and other persons visiting the workplace and public service environment. The District is committed to providing a positive environment in which all staff, members of the public, and others doing business with the District, are treated with professionalism and respect.

It is BRRWD's policy to prohibit intentional and unintentional harassment of or against job applicants, contractors, interns, volunteers, or employees by another employee, supervisor, vendor, customer, or any third party on the basis of actual or perceived race, color, creed, religion, national origin, ancestry, citizenship status, age, sex or gender (including pregnancy, childbirth and pregnancy-related conditions), gender identity or expression (including transgender status), sexual orientation, marital status, familial status, military service and veteran status, physical or mental disability, genetic information, public assistance, local human rights commission activity, or any other characteristic protected by applicable federal, state or local ordinances. Such conduct will not be tolerated by BRRWD.

ARTICLE XI: AMENDMENT TO BYLAWS

Section 1. **Bylaws Amendment.** BRRWD Bylaws may be amended, repealed, or adopted by a majority of the BRRWD Board of Managers upon thirty (30) days written notice of the

proposed change in its entirety during a meeting of the BRRWD Board 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 must pass by a majority vote of the BRRWD Board.

Section 2. **Interpretation.** Interpretation of the Bylaws and any amendment or additions thereto shall rest with the BRRWD Board of Managers.

Section 3. **Suspension of Bylaws.** These rules may be temporarily suspended by consent of a majority of the managers.

ARTICLE XII: REVIEW OF BYLAWS

These Bylaws shall be reviewed at least every five (5) years and revised if needed. These Bylaws govern internal BRRWD matters and do not create rights in any third parties.

Adopted by the Board of Managers of Buffalo-Red River Watershed District, on the 14th day of March, 2022.

/s/ Peter V. Fjestad
Peter V. Fjestad, President

/s/ Catherine L. Affield
Catherine L. Affield, Vice President

/s/ John E. Hanson
John E. Hanson, Secretary

/s/ Paul G. Krabbenhoft
Paul G. Krabbenhoft, Treasurer

/s/ Gerald L. Van Amburg
Gerald L. Van Amburg, Manager

/s/ Troy E. Larson
Troy E. Larson, Manager

/s/ Mark L. Hanson
Mark L. Hanson, Manager