



**NORTH FORK
CROW RIVER**
WATERSHED DISTRICT

2015

By-Laws of the NFCRWD Board of Managers

I have received a copy of the North Fork Crow River Watershed District ByLaws. I agree to read and understand the ByLaws as adopted by the Board of Managers.

Signature

Date

Print Name

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I. BY-LAWS OF NORTH FORK CROW RIVER WATERSHED DISTRICT

ARTICLE I: NAME

The name of this organization shall be the North Fork Crow River Watershed District (NFCRWD) Board of Managers.

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 the provident use of the natural resources.”

ARTICLE III: NFCRWD OFFICE AND WATERSHED DISTRICT BOUNDARIES

SECTION 1. DISTRICT OFFICE: ^{1 2 3 4}

NFCRWD office is located at 1030 Front Street, Brooten MN 56316. The District maintains a PO Box for all postal mail.

SECTION 2. BOUNDARIES OF NFCRWD

NFCRWD covers an area of approximately 348 square miles. Included in its boundaries are municipalities of Paynesville, Brooten, Regal, Elrosa, the communities of Manannah, Padua, Georgeville, Hawick and Grove Lake, and nineteen townships, partially or in their entirety.

ARTICLE III: FINANCIALS

SECTION 1: FISCAL YEAR

The fiscal year of this organization shall be January 1 to December 31 inclusive.

SECTION 2: FINANCIAL INSTITUTIONS

The District’s checking and savings accounts shall be held at Bonanza Valley State Bank, located in Brooten MN.

ARTICLE IV : AUTHORIZED SIGNATORIES BY MANAGERS ^{5 6 7 8}

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the NFCRWD shall have two signatures; (1) Two Managers signatures or (2) A Manager signature and the Administrator signature.

ARTICLE V: BOARD OF MANAGERS

SECTION 1. DISTRIBUTION OF MANAGERS AND APPOINTMENT THEREOF

¹ Revised through motion (October 10th, 1989)
² Revised through motion (August 13th, 1991)
³ Resolution 2010-01 (January 11th, 2010)
⁴ Revised through Resolution 2015-01 (January 12th, 2015)
⁵ Resolution 2011-02 (January 3rd, 2011)
⁶ Revised through motion (December 9th, 1997)
⁷ Resolution 2011-07 (February 14th, 2011)
⁸ Resolution 2014-06 (November 17th, 2014)

Pursuant to MN Statute [103D.301](#), Distribution of Manager Position, Subdivision 1: More than one affected county.

“If more than one county is affected by a watershed district, the Board of Managers 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 NFCRWD BOARD OF MANAGERS

NFCRWD is composed of five managers appointed by all four counties in the District; Stearns County, two (2) managers; Pope County, one (1) manager; Kandiyohi County, one (1) manager; Meeker County, one (1) manager.

SECTION 3: TERMS OF OFFICE

Appointments made by the respective counties’ board of commissioners to the NFCRWD Board of Managers are for three-year terms. Terms of office begin as positions are filled.

SECTION 4: BONDING

Before assuming the duties of the Board of Managers, each Board of Managers member, at District expense, will obtain and file a bond in accordance with MN Statutes [103D.315](#), Subdivision 2. The Board of Managers, at District expense, will provide for insurance for its members to provide liability protection on such terms and in such amounts as the Board of Managers decides.

SECTION 5: VACANCIES

Any manager who is unable to fulfill their three-year term of office on NFCRWD Board of Managers shall notify their respective county commissioner of the fact they will be leaving their positions as manager on the NFCRWD so the county they represent can appoint another manager as soon as possible to complete the departing manager’s term in office.

SECTION 6: ADDITIONAL DUTIES OF MANAGERS IN STATUTE ([103D.315](#))

Chapter 103D.315 “Managers” defines additional duties of the watershed district’s managers.

- a. Board of Managers shall delegate to the Administrator authority to make expenditures that are consistent with the approved budget and expenditures that are not a part of the approved budget under \$500.
- b. Board of Managers shall designate the official District depository and official newspapers at its designated annual meeting.

ARTICLE VI: OFFICERS

SECTION 1: ELECTION OF OFFICERS

The Officers of this organization shall be Chairperson, Vice-Chairperson, Secretary and Treasurer.

Election of officers shall be held at the first regular meeting in June or the 2nd Monday in June. The tenure of office for each officer shall be one year.

SECTION 2: ELECTION PROCEDURE

At the elections meeting of this organization, the Past-Chairperson or designee shall open the meeting and on completion of old business, may turn the meeting over to the recording secretary until the office of Chairperson has been filled. The recording secretary shall turn the meeting over to the Chairperson.

SECTION 3: DUTIES OF OFFICERS

a. Chairperson:

Chairperson shall preside at all regular and special meetings of this organization. The Chairperson shall serve under the supervision and direction of the Board of Managers and shall see that all orders and resolutions of the Board of Managers are carried into effect. The Chairperson shall execute all contracts or instruments requiring an officer's signature, unless otherwise directed by the Board of Managers, and shall have the general powers and duties usually vested in the office of Chairperson of the Board of Managers and shall have such other powers and perform such other duties as the Board of Managers may from time to time prescribe.

The Chairperson shall appoint the standing and special committees of this organization and cooperate with Chairperson thereof to effect regular functioning and reporting of such committees. The Chairperson shall see that regular elections are duly called, noticed and held.

b. Vice-Chairperson:

If the Chairperson is unable to perform the duties of the office for any reason, the Vice-Chairperson shall occupy the position and perform the duties with the same authority as the Chairperson.

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 of Managers, and shall perform such other duties as may from time to time be prescribed by the Board of Managers or by the Chairperson.

d. Treasurer:

The Treasurer shall have the care and custody of the funds and securities. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the NFCRWD. Except to the extent that some other person or persons may be specifically authorized by the Board of Managers to do so, the Treasurer shall deposit all monies, securities and other valuable effects of the NFCRWD in the name and to the credit of the of the NFCRWD in such depositories as may be designated from time to time by the Board of Managers. Except to the extent that some other person or persons may be specifically authorized by the Board of Managers to do so, the Treasurer shall make, execute, and endorse all checks and other commercial paper on behalf of the NFCRWD when requested by the Board of Managers and shall perform such other duties as may be prescribed by the Board of Managers.

SECTION 5: REMOVAL FROM OFFICE

Any officer may be removed from their duty as an officer at any time, upon the affirmative vote of two-thirds (2/3) of the authorized votes of the Board of Managers. Managers may only be removed from the Board of Managers only as provided for by Minnesota law.

ARTICLE VII: MEETINGS OF THE BOARD OF MANAGERS

SECTION 1: REGULAR SET MEETINGS^{9 10 11 12}

The regular meetings of this organization shall be the second Monday of each month. If the day shall fall on a holiday, an alternative date shall be set and noticed at least one month prior to the changed meeting date.

Meetings will be held at the District offices at the following times: December - March, 1:00 pm., April – November, 7:00 pm.

SECTION 2: SPECIAL MEETINGS AND MEETINGS CALLED BY MANAGER:

Special meetings to conduct the business of the NFCRWD may be held and shall be legally noticed at any other time that the managers may deem necessary.

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 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.*

SECTION 3: QUORUM AND ADJOURNED MEETING:

The presence in person of three members of the managers shall be necessary for a quorum at any meeting of this organization. A smaller number of managers present may adjourn from time to time.

SECTION 4: CHAIR OF MEETING

The Chairperson shall preside as chairperson at all meetings of the managers. In the absence of the Chairperson, the Vice-Chairperson shall preside.

SECTION 5: MEETING FORMAT

- a. At the hour appointed for a meeting, 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 motions, second motions or speak on any question, provided, however, that in order to do any of these things, upon demand of any manager, 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 NFCRWD Board of Managers, the manager shall not vote on said issue.

⁹ Revised and adopted through motion (June 11th, 1991)

¹⁰ Revised and adopted through motion (December 9th, 1997)

¹¹ Revised and adopted through Resolution 2007-01 (February 13th, 2007)

¹² Revised and Adopted through Resolution 2008-01 (January 8th, 2008)

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- e. No person other than a manager shall address the Board of Managers except with the consent of the Chairperson or by a vote of the majority of the managers present.
 - f. The Chairperson has the authority to set a time limit that a manager or a person addressing the Board of Managers may speak.
 - g. All committees shall be appointed by the Chair unless expressly ordered by the Board of Managers. 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 of Managers.
 - h. Minutes of all meetings of the NFCRWD Board of Managers shall be recorded, reviewed by the Board of Managers, adopted and kept at the District offices. They shall be signed by the Secretary or acting 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 of Managers and such request will be granted by the Chairperson.

SECTION 6: APPEAL OF A CHAIR RULING

A member may appeal to the Board of Managers 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 of Managers 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 VIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised (Tenth Edition) shall govern NFCRWD'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 NFCRWD may adopt.

Robert's rules of Order may be temporarily suspended by consent of majority of the managers.

ARTICLE IX: PER DIEM / MILEAGE COMPENSATION¹³

The compensation of managers will be pursuant to (MN Statute [103D.315](#)). Mileage shall be set according to the IRS guidelines for travel to and from meetings and other necessary travel. Necessary work performed by Managers shall be paid at a rate set annually and approved by resolution.

ARTICLE X: INDIVIDUAL EXPENSES

Expenses for in individual project or event shall be decided in per diem policy reviewed annually. Managers shall submit a claim form to be processed and approved in the manner as other claims.

ARTICLE XI: PUBLIC CONDUCT

No manager or group of managers of this organization shall present a decision, opinion or viewpoint of the Board of Managers unless at a meeting of the Board of Managers or directed by the Board of Managers.

¹³ Adopted by resolution 2008-01 (January 8th, 2008)

ARTICLE XV: CODE OF CONDUCT

SECTION 1: CONFLICTS OF INTEREST

A manager who has a personal financial interest, or other private interest or relationship that limits the manager's ability objectively to consider, deliberate or vote, in a matter scheduled to come before the Board of Managers must prepare a written statement describing the matter requiring action and the nature of the potential conflict, and deliver the statement to the Chairperson of the Board of Managers prior to the Board of Managers' 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 of Managers.

Managers must abstain from chairing any meeting, participating in any discussion, offering any motion, or voting on any matter that substantially affects the financial interest of the manager, a family member, an associated business, unless the effect on the manager's interest is no more than would be on any other member of the manager's 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 limits the manager's ability objectively to consider, deliberate or vote. The manager's nonparticipation in the matter will be recorded in the minutes.

ARTICLE XVI: NFCRWD CITIZEN ADVISORY COMMITTEE

The NFCRWD Board of Managers shall appoint a Citizen advisory committee pursuant to MN Stat. [103D.331](#).

ARTICLE XVII: NFCRWD TECHNICAL ADVISORY COMMITTEE

The NFCRWD Board of Managers is not required to appoint a technical advisory committee under [MS103D.337](#), but may choose to do so.

ARTICLE XVIII: ANNUAL REPORT

The Board of Managers will prepare an annual report pursuant to [MS103D.351](#).

ARTICLE XIX : ANNUAL AUDIT

The Board of Managers will complete an annual audit pursuant to [MS103D.355](#).

ARTICLE XX: WATERSHED MANAGEMENT PLAN

The Board of Managers will adopt a watershed management plan pursuant to [MS103D.401](#).

ARTICLE XXI: BY-LAW AMENDMENTS

SECTION 1: BY-LAWS MAY BE AMENDED

After written notice ten days prior to, or all managers are present, these rules may be altered, amended or repealed at any regular or special meeting of this organization at which a quorum is present, by the vote of a majority of the managers present in person and voting.

SECTION 2: INTERPRETATION

Interpretation of the By-Laws and any amendment or additions thereto shall rest with the NFCRWD 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 XXII: REVIEW OF BY-LAWS

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

