

# BYLAWS

## MINNESOTA ASSOCIATION OF WATERSHED DISTRICTS, INC.

### Doing business as Minnesota Watersheds

St. Paul, Minnesota

#### ARTICLE I.

##### Offices and Corporate Seal

- 1.1 Official Name. The official name of the corporation is the Minnesota Association of Watershed Districts, Inc., which conducts business under the registered assumed name of, and is hereinafter referred to as, Minnesota Watersheds.
- 1.2 Purpose. The purpose of Minnesota Watersheds is to provide educational opportunities, access to information resources, interface with other agencies, facilitate tours, meetings, and lobby on behalf of members. Additionally, Minnesota Watersheds will facilitate the exchange of information to help members better comply with governmental regulations and laws while offering an informed interface with the community or communities being served. Minnesota Watersheds will work to secure the capacity of its members to implement their statutory powers and purposes.
- 1.3 Organized. The corporation is organized as a 501(c)(4) organization. Notwithstanding any provision of the Articles of Incorporation or Bylaws which may be interpreted to the contrary, Minnesota Watersheds shall not authorize or undertake any actions which jeopardize its status as a 501(c)(4) organization.
- 1.4 Office. The registered office of the corporation shall be designated by the Board of Directors.
- 1.5 Corporate Seal. The corporation shall have no corporate seal.
- 1.6 Manual of Policy and Procedures. The Board of Directors has established a management document identified as the Manual of Policy and Procedures to support the orderly and timely details of regular operation. It may be revised at any time by a majority vote of the Board of Directors.

#### ARTICLE II.

##### Membership

- 2.1 Membership. Each dues-paying watershed district or watershed management organization duly established and in good standing pursuant to Minnesota Statutes, Chapter 103B or 103D, shall be entitled to membership in this corporation.
- 2.2 Delegates. Alternates. When a watershed district or watershed management organization becomes a member of this corporation, it shall designate from among its board members two delegates to represent it in this corporation. In addition, each member may designate alternate delegates to represent such member in the absence of any originally designated delegate. Thereafter, each member shall annually designate its delegates and alternate delegates so long as it remains a member in good standing of this corporation.

- 2.3 Termination of Membership. Any member that has failed to pay its dues is not in good standing and shall be stricken from the membership roll.
- 2.4 Resignation of Member. Any member may withdraw from this corporation effective immediately by notifying the secretary in writing. Regardless of the date of termination, there shall be no refund of the annual dues paid by the member.

### **ARTICLE III. Meetings of Membership**

- 3.1 Annual Business Meeting. An annual meeting of this corporation shall be held to transact such business as shall properly come before them. Notice of the time and place of such annual meeting shall be mailed, either physically or electronically, by the secretary to all members at least thirty (30) days in advance thereof.
- 3.2 Special Meeting. Special meetings of the members of the corporation shall be called by the president upon request of a majority of directors of the Board of Directors or upon the written request of one-third of the members of the corporation in good standing. This request shall be in writing addressed to the president or the secretary of the corporation. Within thirty days of receipt of said request, the Board of Directors shall, mail (either physically or electronically) notice of said special meeting to all members. This notice shall state the objective of the meeting and the subjects to be considered.
- 3.3 Quorum. A majority of the delegates (two per member) shall constitute a quorum for the transaction of business.
- 3.4 Voting. Any action taken by the members shall be by majority vote of the delegates present unless otherwise specifically provided by these Bylaws. Each member shall be entitled to one (1) vote for each delegate present.

### **ARTICLE IV. Board of Directors**

- 4.1 General Powers. The business activities of the corporation shall be directed and managed by the Board of Directors. The Board of Directors shall be authorized to pay officers and directors of the corporation per diem allowances and expenses as may from time to time be submitted to the Board of Directors, and such other expenses as may from time to time be necessary for the furtherance of the corporation's business, consistent with the rate and provisions of watershed board member per diem allowances and expense reimbursement provided in state law. The Board of Directors is authorized to hire and/or contract for services needed.
- 4.2 Directors to be Elected by Regions. For the purpose of election of the Board of Directors, members are grouped into three regions; three Directors shall be elected from each region, with staggered three-year terms. Members from each region shall elect one director for a three-year term at the annual business meeting of the Association. No watershed district or watershed management organization shall have more than one board member elected to be a Director on the Board of Directors of the Corporation. In the event of a vacancy on the Board of Directors, the Board of Directors may appoint a member for the remaining term from a watershed district or watershed management organization with an existing representative on the Board of Directors if there are no other candidates from the region requesting appointment to the position. In the event a vacancy is filled by the Board of Directors, such appointment shall be submitted to the regional caucus for approval at the next regional caucus meeting. Regional caucuses shall elect a Chairman and

Recording Secretary report the election results to the Convention at a designated time. The member watershed districts and watershed management organizations present at the Regional Caucus meeting shall have full authority to elect a Chairman, Recording Secretary, and representatives to the Board of Directors.

- 4.3 Regions. The Board of Directors may re-align the regions or the members contained therein, it being the intent and purpose that each region contain the approximate same number of members. Any watershed district or watershed management organization in Minnesota not presently a member of this corporation, upon admission to membership, will be assigned to a region by the Board of Directors. Regional membership shall be listed in the Manual of Policy and Procedures.
- 4.4 Number, Qualification, and Term of Office. The number of directors constituting the board shall be nine. Each director elected at the annual meeting shall be elected for a three-year term. Directors shall be on the board of a watershed district or watershed management organization member in good standing of this corporation.
- 4.5 Vacancies. If there be a vacancy among the officers of the corporation or among the directors by reason of death, resignation, termination of membership, or removal as provided by law, the Articles of Incorporation, or these Bylaws, or otherwise or for non-excused absences for three consecutive meetings, such vacancy shall be filled by the Board of Directors until the next Annual Meeting of the Association.
- 4.6 Removal of Directors by Members. At a special meeting of the Board of Directors called solely for that reason, the notice of which meeting shall have been given in writing to members of this board at least thirty days prior thereto and not more than fifty days prior thereto, a super majority of seven members of this board may remove one or more directors from their term of office without cause.
- 4.7 Meetings, Actions. The Board of Directors shall hold the annual meeting of the Board of Directors immediately after the annual meeting of the members of this corporation, and at such annual meeting shall elect the officers as above provided. Regular meetings of the Board of Directors shall be held at a time and place to be fixed by resolution or adopted by the majority of the Board of Directors.

The majority of the Board of Directors shall constitute a quorum. Directors may participate and vote in Board of Directors meetings by telephone or other electronic means approved by the Board in the Manual of Policy and Procedures.

Actions may be taken by a majority vote of those Directors present or participating by telephone or other electronic means approved by the Board in the Manual of Policy and Procedures. The secretary of the board shall give written or electronic notice to each director at least ten (10) days in advance of any regular or special directors' meeting. Special meetings may be called at the discretion of the President of the board or upon demand in writing to the secretary by three (3) directors of the Board of Directors.

- 4.8 Conflicts of Interest. Members of the Board of Directors shall act at all times in the best interests of the corporation. This means setting aside personal self-interest and performing their duties in transacting the affairs of the corporation in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board. No Director shall directly or indirectly receive any profit from his/her position as such, and Directors shall serve without remuneration other than as provided in Section 4.1 of these Bylaws for the payment for reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family

members or close personal or business associates of a director are considered to also be the pecuniary interest of the director.

- 4.9 Indemnification. All directors and officers of the corporation shall be indemnified against any and all claims that may be brought against them as a result of action taken by them on behalf of the corporation as provided for and subject to the requirements of Chapter 317A of Minnesota Statutes as amended.

## **ARTICLE V. Board Officers**

- 5.1 Officers and Duties. There shall be four officers of the board, consisting of a president, vice-president, secretary, and treasurer. All officers shall be directors of the corporation. Their terms and duties are as follows:

- 5.2 President. The president shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The president shall have the following duties:

- Convene and preside over regularly scheduled board meetings.
- Have general powers and duties of supervision and management as directed by the Manual of Policy and Procedures.
- Appoint such committees as he/she shall deem necessary with the advice and consent of the Board of Directors.

- 5.3 Vice-President. The Vice-President shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The Vice-President shall have the following duties:

- Assume and perform the duties of the president in case of his/her absence or incapacity; and shall chair committees on special subjects as designated by the President.
- Have general powers and duties of supervision and management as directed by the Manual of Policy and Procedures.

- 5.4 Secretary. The Secretary shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms.

The Secretary shall be responsible for preparing and keeping all records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

- 5.5 Treasurer. The Treasurer shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms.

The treasurer shall chair the finance committee, maintain account of all funds deposited and disbursed, disburse corporate funds as designated by the Board of Directors, assist in the preparation of the budget, collect membership dues, and make financial information available to board members and the public.

## **ARTICLE VI. Fiscal Year, Dues and Annual Review of Financial Procedures**

- 6.1 Fiscal Year. The fiscal year of the corporation shall end on September 30 each year.
- 6.2 Membership Dues. Dues will be determined annually by the Board of Directors as specified in the Manual of Policy and Procedures.
- 6.3 Annual Dues. Annual dues shall be payable in January of each year. If a member's dues are not paid on or before April 30 of each year, such member's name shall be stricken from the membership roll. Reinstatement shall be upon such terms and conditions as prescribed by the Board of Directors.

The Board of Directors shall have the authority to suspend or defer dues of any newly organized watershed district or watershed management organization that joins this association until such member watershed district or watershed management organization is in actual receipt of its first authorized fund. The Board shall send out the annual dues statement with payment directed to the Minnesota Watersheds accounting firm. The Board of Directors may consider deferring, suspending, or reducing dues to new members or on an individual case basis when an appeal is made by a member because of hardship or funding problems.

- 6.4 Annual Review of Financial Procedures. The Board of Directors of this corporation shall provide for an annual review of financial procedures of all its resources and expenditures. A full report of such review and financial status shall be furnished at each annual meeting of the members. This review will be conducted by an auditing firm selected by the Board of Directors with experience in the field of government and water management. The review results shall be furnished to all members within forty-five days after receipt thereof by the Treasurer.

#### **ARTICLE VII. Employees**

- 7.1 Employees. At the discretion of and under the direction of the Board of Directors, Minnesota Watersheds may choose to hire and administer various employees. Their positions and job expectations shall be individually developed and included in the Manual of Policy and Procedures.

#### **ARTICLE VIII. Resolutions and Petitions**

- 8.1 Resolutions: The Chair of the Minnesota Watersheds Resolutions Committee will send a request for resolutions, along with a form for submission, to the membership at least three months prior to the annual Minnesota Watersheds membership meeting. Resolutions and their justification must be submitted to the Minnesota Watersheds Resolutions Committee in the required format at least two months prior to the annual Minnesota Watersheds membership meeting for committee review and recommendation. The committee will present these resolutions and their recommendations to the Board of Directors and the Minnesota Watersheds membership at least one month prior to the start of the annual Minnesota Watersheds membership meeting. The Board of Directors may make additional recommendations on each proposed resolution through its board meeting process. This same procedure will be used when policy issues are to be considered at any special Minnesota Watersheds membership meeting.
- 8.2 Petitions: Any member or group of members may submit to the Board of Directors at any time a petition requesting action, support for, rejection of, or additional information on any issue of potential importance to the members. Such petitions require signed resolutions from at least 15 members before a special meeting of the membership will be convened.

**ARTICLE IX.**  
**Chapters**

9.1 Chapters. Members may form chapters to further the purposes stated in Article II of the Articles of Incorporation, to carry out policies of the Board of Directors, and to suggest policies for consideration by the Board of Directors.

**ARTICLE X.**  
**Rules of Order**

10.1 Rules. When consistent with its Articles of Incorporation and these Bylaws, the 12<sup>th</sup> edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this corporation. For consistency in operation, a copy shall be available for consultation if requested at every scheduled meeting of the and Membership meetings.

**ARTICLE XI. Amendments**

11.1 Amendments. These Bylaws may be amended by a majority vote of the members of this corporation only as provided below.

11.2 Annual Meeting. At the annual meeting of the members of this corporation, the Bylaws may be amended by the majority of the members present if there is a quorum at said annual meeting and due notice has been given to the membership of the changes 30 days in advance of the meeting.

11.3 Special Meeting. These Bylaws may be amended by the members at a special meeting called for that reason but only by a majority vote of the entire membership of the corporation, and only if there has been thirty days' written notice to all members of such special meeting. Such special meeting may be called upon the request of one-third of the members of this corporation by notice in writing to the secretary or president, which notice shall ask for said special meeting and shall state the proposed Bylaws changes, and upon receipt of such request, the secretary or president must send written, either by mail or electronically, notice of the meeting to the members of this corporation within thirty days of receipt of such request, which shall be not less than thirty days nor more than fifty days of the date of the written notice.