



Land and Water Shall be Preserved

Minnesota Association of Watershed Districts

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Minnesota Association of Watershed Districts

2016 ANNUAL MEETING & TRADE SHOW

December 1-3, 2016

Arrowwood Conference Center
Alexandria, MN

Watershed District Member Material

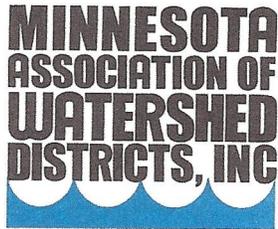
This packet of information is being sent to each watershed district office. ***Please distribute appropriate copies to your managers.*** If you have any questions, please contact Ray Bohn at 651-452-8506. Electronic versions of this notice will also be sent out to all watershed district offices.

This packet includes:

- * Legal notice of the Annual Meeting
- * Preliminary Meeting Agenda with Board Succession Plan Recommendations and proposed bylaw change
- * Certificate of Membership; Voting Delegates
- * Proxy for Annual Meeting
- * Minutes of the 2015 Annual Meeting

Please complete all necessary forms and return them to the Minnesota Association of Watershed Districts, 540 Diffley Road, St. Paul, MN 55123 by November 18, 2016.

Thank you!



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October 30, 2016

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Minnesota Association of Watershed Districts, Inc.

Notice of Annual Meeting of Members December 1-3, 2016

NOTICE IS HEREBY GIVEN that the 2016 Annual Meeting of the Minnesota Association of Watershed Districts, Inc., will be held at the Arrowwood Conference Center, Alexandria, MN, beginning at 9:00 a.m. on Friday, December 2, 2016 for the following purposes:

1. To receive and accept the reports of the President, Secretary, and Treasurer regarding the business of the Association of the past year;
2. To receive the report of the auditors;
3. To elect three directors, one from each of three regions;
4. To consider and act upon proposed resolutions;
5. To take action upon any other business that may properly come before the meeting including the Board of Director's Succession Plan and a proposed bylaw change.

The business meeting of the Association will begin at 9:00 a. m., Friday, December 2, 2016. A preliminary agenda for the meeting is enclosed.

Only members duly designated as delegates are entitled to vote at the meeting.

Sincerely,

Barb Haake
Secretary

Minnesota Association of Watershed Districts, Inc.

2016 Certificate of Membership & Delegate Appointment Form

_____ Watershed District hereby certifies that it is a watershed district duly established and in good standing pursuant to Minnesota Statutes 103D, and that it is a regular member of the Minnesota Association of Watershed Districts, Inc. for the year 2016.

_____ Watershed District hereby further certifies that the names of its two official delegates to the Association are _____ and _____, and the name of the alternate delegate is _____, all of whom are managers in good standing of the _____ Watershed District.

Dated: _____

Watershed District

by: _____

Minnesota Association of Watershed Districts, Inc.

Proxy for Annual Meeting of Members

KNOW ALL MEN BY THESE PRESENCE, that the undersigned delegate of the Minnesota Association of Watershed Districts, Inc. from the _____ Watershed District, hereby appoints _____ as the true and lawful attorney of said delegate, with full power of substitution and revocation to him for and in the name of the undersigned to vote on all issues which the undersigned would be entitled to vote if personally present at the annual meeting of the members of said corporation, called to be held December 1-3, 2016, and at any adjournment or adjournments thereof, with all the powers the undersigned would possess if personally present, for the election of directors, for approval of the corporation's budget for the ensuing year, for the amendment of the by-laws of the corporation, and for the transaction of such other business as may come before said meeting.

The undersigned hereby revokes any proxy or proxies heretofore given.

Delegate

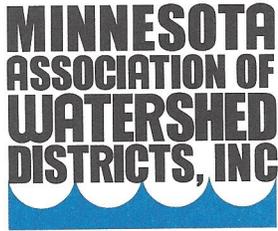
Watershed District

I hereby certify that _____ was duly designated a delegate from the _____ Watershed District for the purposes of the annual meeting to be held on December 1-3, 2016, and that the person named herein as the attorney for said delegate is a member of the _____ Watershed District.

Secretary

Watershed District

Dated this _____ day of _____, 2016



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MAWD Board of Directors Succession Plan October 19, 2019

The MAWD BOD Personnel Succession Plan was developed by MAWD in response to:

- The stated goal of Ray and Peg Bohn of Media & Government Affairs, who are part-time contract agents, is to retire. Ray Bohn, by Jan 1, 2018 from all administrative functions, and Jan 1, 2019 from lobbying; Peg Bohn by Jan 1, 2017 from all but basic administrative tasks until the administrative transition is complete.
- The data collected through the training survey conducted by Cliff Aichinger and the survey conducted by the MAWD Strategic Planning Committee indicate an absolute need for full time activities to deliver the desired services. Both were done at the request of the MAWD Board.

In summary, this plan would:

- A. Transition MGA's present duties into an Executive Director and associated positions over the next year including, a potential Program Manager and Lobbyist as of Jan. 1, 2018.
 - The Executive Director would be a full time position effective Jan. 1, 2018.
 - The Program Manager would be a part-time contract position effective Jan. 1, 2017.
 - The Lobbyist would remain a contracted position in 2017-18.
 - Administrative services under contract beginning Jan. 1, 2018
- B. 2017 Transition Schedule:

Contract for Program Manager services effective Jan. 1, 2017 to manage MAWD events/activities in 2017:

- Legislative Breakfast, March 2017
- Summer Tour, June 2017
- Annual Meeting & Trade Show, Dec. 2017
- Pre-Conference Workshops, Dec. 2017
- Web Page & Social Media updates
- Any other training events or seminars sponsored solely by MAWD

Contract with Media & Gov't Affairs for 2017 lobbying services and other non-program administrative services (answer phones, keep data base up to date, taking minutes at BOD meetings & minutes, attend various MAWD meetings, respond to public inquiries, assist & supervise Program Manager, act as MAWD spoke person, etc.)

- C. 2018 Transition Schedule

- Hire a full time Executive Director by Jan. 1, 2018
- Retain or hire a part-time or contract with a Program Manager, Jan 1, 2018
- Retain a contract lobbyist Jan 1, 2018
- Contract for basic administrative services
- Establish a MAWD office either co-located with a Metro-based watershed district (St Paul based) or an office suite.

This plan would be funded as follows:

- Any 2017 budget increase or spending will come from MAWD reserve funds.
- 2018 Budget would be developed by the MAWD Board of Directors for presentation for approval at the 2017 Annual Meeting.
- 2019 Budgets and beyond would be developed by the MAWD Budget Committee Board of Directors and the new Executive Director.
- Establish MAWD Associate and/or Affiliate memberships. These memberships would be non-voting and would be open to water management stakeholders and watershed district service providers (engineering firms, construction companies, etc.). The MAWD Budget Committee will recommend associate and affiliate member dues and the BOD will approve the dues for these members.
- Apply for training grants. The MAWD surveys and analyses on our training needs identified important areas for increased training for managers and staff as a significant need. Retaining help to begin applying for training grants will be an important element in helping to defray the cost of implementation of our increased training program.
- Membership dues are the primary source of funding along with associate membership dues and training grants (see attached spreadsheet). Cumulative 2018 MAWD dues will increase to the range of \$202,000 - \$247,000 (2017 dues totaled \$118,600). MAWD BOD will determine maximum dues required in addition to other revenues to implement 2018 transition and beyond plan. Because of the need to move forward on the transition plan from early in the 2017 budget year, proposed increases will be presented to members for approval at a special membership meeting at the 2017 Summer Tour.
- Any dues increases would start in the 2018 fiscal year budget.

Once the plan is accepted by the membership, the MAWD BOD will forward to the MAWD Bylaws Committee to update the MAWD Bylaws at the 2017 Annual Meeting to reflect these changes. Additionally a manual would be compiled of all existing policies and procedures. This will be reviewed and approved by the MAWD BOD once complete.

The complete proposal along with draft documents can be found on the MAWD website under MAWD Strategic Planning Committee and MAWD Board of Directors Succession Plan at <http://www.mnwatershed.org/>

MAWD Proposed By-Law Change

MAWD Annual Meeting, Dec. 1-3, 2016

Article 2.5

2.5) Associate and/or Affiliate Membership. The Board of Directors may from time to time extend to any natural person an invitation to become an Associate Member of this corporation upon payment of dues as determined by the Board of Directors. An associate member shall not be entitled to vote or serve on the Board of Directors, but shall otherwise be afforded all the rights and privileges granted to regular members, their delegates and alternate delegates by law and by the Articles of Incorporation and Bylaws of this corporation.

The Board of Directors may also from time to time extend to any organization with a significant involvement in Water Resource Management an invitation to become an Affiliate Member of this corporation upon payment of dues as determined by the Board of Directors. An affiliate member shall not be entitled to vote or serve on the Board of Directors, but shall otherwise be afforded all the rights and privileges granted to regular members, their delegates and alternate delegates by law and by the Articles of Incorporation and Bylaws of this corporation.

* Proposed additional by-law language underlined

Minutes
Minnesota Association of Watershed Districts
2015 Annual Meeting
December 3rd-5th 2015

The **2015 MAWD Business meeting** convened at 9:20 a.m on Friday, December 4, 2016. The meeting was presided over by Lee Cole, President.

The agenda was reviewed and approved.

Lee Cole gave the President's Report. Coe welcomed everyone to the 44th Annual Meeting. Cole thanked and introduced the 2015 Board of Directors. Cole also thanked Ray and Peg Bohn for all their hard work.

Linda Vavra, MAWD Secretary, gave the Secretary's Report. Barbara Haake, Rice Creek Watershed District, moved to adopt the minutes Duane Willenbring, Sauk River Watershed District, seconded the motion. The motion passed on a voice vote.

Craig Leiser, MAWD Treasurer, presented the 2016 Treasurer's Report. Brian Johnson, South Washington Watershed District moved to approve the 2016 Treasurer's Report. Barbara Haake, Rice Creek Watershed District seconded the motion. The motion passed on a voice vote.

Craig Leiser, MAWD Treasurer, reviewed the proposed 2016 budget and tabled until the December 5th meeting.

Jerome Deal, Transition Committee, reviewed the future process of developing a plan to help with the transition of replacing Media & Government Affairs (Ray Bohn & Peg Bohn) for the administration of MAWD.

President Lee Cole recessed the regular meeting until 10:30 am.

President Lee Cole reconvened the regular meeting at 10:37 a.m.

Resolution Committee Report: President Lee Cole turned the podium over to the Resolutions Committee to preside over the resolution portion of the business meeting. Larry Kuseske, in his capacity as Resolutions Committee Chair, introduced Resolution # 1.

Resolution# 1: Encourage DNR to Permit Storing Water on DNR Land: Wild Rice Watershed District was presented by the chair of the Resolution Committee, Larry Kuseske. Mary Texer, Capital Region Watershed District made a motion to adopt Resolution #1 as amended, Kurt Johannsson, Wild Rice Watershed District, seconded the motion. The motion passed on a voice vote.

Resolution # 2 to seek funding re: Road Raises for Cities with Levees; Wild Rice Watershed District was presented by the chair of the Resolution Committee, Larry Kuseske. Brian Johnson, South Washington Watershed District made a motion to adopt Resolution #2. Linda Vavra, Bois De Sioux Watershed District, seconded the motion. The motion passed on a voice vote.

Resolution #3: The Wild Rice Watershed District Board of Managers to increase the Manager's Per Diem; Wild Rice Watershed District was presented by the chair of the Resolution Committee, Larry Kuseske. After discussion, Brian Johnson, South Washington made a motion to table Resolution 3 until the Dec 5th business meeting. Jerry Johnson, Browns Creek Watershed District, seconded the motion. The motion passed on a voice vote.

Resolution # 4: Watershed District input on MN DNR Buffer Protection Map, Clearwater River Watershed District was presented by the chair of the Resolution Committee, Larry Kuseske. After discussion, Barb Haake, Rice Creek Watershed District made a motion to adopt Resolution 4. Kathy Jonsrud Clearwater River Watershed District, seconded the motion. The motion passed on a voice vote.

Resolution # 5: Improvements in Process with Permitting Authorities for Water Quality Improvement Projects; Clearwater River Watershed District was presented by the chair of the Resolution Committee, Larry Kuseske. After discussion, Larry Kraemer, Buffalo Creek Watershed District made a motion to table Resolution 5 until the Dec 5th business meeting. Mary Texer, Capital Region Watershed District, seconded the motion. The motion passed on a voice vote.

Resolution # 6: Establishment of Minnesota River Basin Commission; Lower Minnesota River Watershed District was presented by the chair of the Resolution Committee, Larry Kuseske. After discussion, Larry Kuseske, Sauk River Watershed District made a motion to table Resolution 6 until the Dec. 5th business meeting. Craig Leiser, Brown's Creek Watershed District, seconded the motion. The motion passed on a voice vote.

Resolution # 7: Was withdrawn by the proposer.

Board Resolution #1: Review Commitment to Clean Water Council Process for Recommendations to Governor & Legislature on spending Priorities of the Clean Water Fund; After discussion Board Resolution #1 was tabled until the Dec. 5th business meeting.

Board Resolution # 2: Protect the Integrity of the Clean Water Council Appointments Board; After discussion Resolution #2 was tabled to be addressed again at the December 5th business meeting. .

Board Resolution # 3: Proposed Changes to the 2015 Buffer Law; After discussion, Board Resolution #3 was tabled to be discussed and acted on at the December 5th business meeting.

The regular meeting was recessed until Saturday, December 5th.

Saturday, December 5, 2015

The business meeting reconvened at 10:15 a.m. on Saturday, December, 5th. At that time, President Lee Cole welcomed everyone.

President Cole introduced Doug Thomas, BWSR Assistant Director. Thomas introduced the BWSR Board of Managers and Citizen Members that are available for Districts to address any concerns they may have. 8.7 million dollars have been allocated for Clean Water & Drainage Projects. The Clean Water Council Policy Sub-Committee will meet December 16 to give recommendation for funding. The Drainage Work Group is working on comparable ditch projects within several Districts. The BWSR offers several services (Human Resources and Fiscal Training) to MAWD and District's Staff for their Technical Innovative Training.

Larry Kuseske reconvened the Resolution portion of the meeting.

Resolution #3: The Wild Rice Watershed District Board of Managers to increase the Manager's Per Diem; Wild Rice Watershed District was moved from the table by the Chair of the Resolution Committee, Larry Kuseske. After discussion, Brian Johnson, South Washington made a motion to adopt Resolution 3. Curt Hennes; Prior Lake Spring Lake Watershed District, seconded the motion. The motion passed on a voice vote and a division was called for. The motion passed 24-16.

Resolution # 5: Improvements in Process with Permitting Authorities for Water Quality Improvement Projects; Clearwater River Watershed District was moved from the table by the Chair of the Resolution Committee, Larry Kuseske. Kathy Jonsrud, Clearwater River Watershed District made a motion to adopt Resolution 5. Sherry White, Minnehaha Creek Watershed District, seconded the motion. A Delegate vote was taken by a show of hands. The motion passed 29-7.

Resolution # 6: Establishment of Minnesota River Basin Commission; Lower Minnesota River Watershed District was moved from the table by the Chair of the Resolution Committee, Larry Kuseske. After discussion, Mary Texer, Capital Region Watershed District made a motion to adopt Resolution 6 as amended. Jill Crafton, Riley Purgatory Bluff Creek Watershed District, seconded the motion. The motion passed on a voice vote.

Board Resolution #1: Review Commitment to Clean Water Council Process for Recommendations to Governor & Legislature on spending Priorities of the Clean Water Fund; was presented by Ray Bohn. Jackie Anderson, Comfort Lake Watershed District made a motion to remove from the table and adopt Board Resolution #1, Barb Haake, Rice Creek Watershed District, seconded the motion. The motion passed on a voice vote, with one opposed.

Board Resolution # 2: Protect the Integrity of the Clean Water Council Appointments Board Barb Haake, Rice Creek Watershed District made a motion to remove from the table and adopt Resolution #2. Kathy Jonsrud, Clearwater River Watershed District seconded the motion. After discussion, the motion passed on a voice vote.

Board Resolution # 3: Proposed Changes to the 2015 Buffer Law Resolution #3. Mary Texer, Capital Region Watershed District made a motion to remove from the table and adopt Board Resolution # 3. Brian Johnson, South Washington Watershed District seconded the motion. The motion passed with all in favor with one opposed.

Ray Bohn gave the MAWD Administrative Report. Bohn mentioned how disappointed he was with how the final Buffer Law was put together and passed without any communication or input with him or any watershed districts. Bohn will continue to work with legislators on the Buffers Law next session. The Round Table Committee is working hard on the One Watershed/One Plan. Bohn gave a big thank you to Peg Bohn, and to the Annual Committee, Awards Committee, Resolution Committee, and the MAWD board of Directors for all their help.

Lee Cole thanked Bohn for all his hard work.

2016 Budget: Craig Leiser reviewed the 2016 proposed budget. Craig Leiser, Brown's Watershed District, moved to adopt the 2016 budget with the \$9,000 dues increase. Barb Haake, Rice Creek Washington Watershed District, seconded the motion. The motion passed on a voice vote.

Kevin Bigalke, Nine Mile Creek Watershed District gave the Administrator's Report. There were thirty Administrators at their meeting. Bigalke thanked MAWD for the great working relation with the Administrator's.

Region Reports:

Region 3 Report was given by Mary Texer, Capital Region Watershed District. Craig Leiser re-elected to the MAWD board, they discussed proposed term limits and a resolution on how to improve the resolution process.

Region 2 Report was given by Ruth Schaeffer, Middle Fork Watershed District. They had a lengthy discussion on the Lower Minnesota Resolution, Larry Kuseske was re-elected to the MAWD Board.

Region I Report was given by Bruce Albright, Buffalo Red Secretary, They re-elected Lee Cole to the MAWD Board. Region I has twelve Watershed Districts, Ten work majority on Ag Drainage where two only work on Lake Projects. Another busy year dealing with flood control in the red river basins. They had considerable discussion on the new buffer law. They're working on updating their rules.

Attendance Report:

640 people attended the MAWD Annual Meeting and Trade Show.

Audit Report: Treasurer Craig Leiser reviewed the Audit Report. Craig Leiser, Browns' Watershed District moved to approve the Audit Report. Perry Forster, Riley Purgatory Bluff Creek Watershed District, seconded the motion. The motion passed on a voice vote.

2016 Annual Meeting Location: Curt Hennes, Prior Lake Watershed District moved to consider resolution 15-302-303. Brian Johnson, South Washington seconded the motion. Brain Johnson, South Washington moved to amend resolution 15-302-303. Perry Forster, Riley Purgatory Bluff Creek Watershed District seconded the motion. Perry Forster, Riley Purgatory Bluff Creek Watershed District moved to allow the board to make that decision. LeRoy Ose, Red Lake Watershed District seconded the motion. The motion passed on a voice vote.

Congratulated and Introduction of the new 2016 MAWD Board.

Adjourn: Brian Johnson, South Washington Watershed District, moved to adjourn the meeting. Craig Leiser Brown's Watershed District seconded the motion. The motion passed on a voice vote.

Respectfully Submitted,

Linda Vavra
Secretary