

**MINNESOTA ASSOCIATION OF WATERSHED
DISTRICTS, INC.**
St. Paul, Minnesota

BYLAWS As last amended December 3, 2009

ARTICLE I.

Offices and Corporate Seal

- 1.1) Office. The registered office of the corporation shall be at the address of the president and the corporation shall have offices at such other places as the Board of Directors shall from time to time determine or the business of the corporation shall require.
- 1.2) Corporate Seal. The corporation shall have no corporate seal.

ARTICLE II.

Membership

- 2.1) Regular Membership. Each watershed district duly established and in good standing pursuant to Minnesota Statutes, Chapter 103D, shall be entitled to regular membership in this corporation.
- 2.2) Delegates. Alternates. When a watershed district becomes a regular member of this corporation, it shall designate from among its managers two delegates and may designate alternate delegates to represent their watershed district on this corporation, and thereafter shall annually designate its delegates and alternate delegates so long as it remains a regular member in good standing of this corporation.
- 2.3) Termination of Membership. Any regular member which has failed to pay its dues as hereinafter provided shall be stricken from the regular membership roll.
- 2.4) Resignation of Regular Member. Any regular member may withdraw from this corporation upon payment of all dues to date, and by notifying the secretary in writing.
- 2.5) Associate 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 from time to time 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.
- 2.6) Members or Memberships. Subject to the corporation's Articles of Incorporation and paragraph 2.5 herein, the terms "member" and "membership," or the plural of either, appearing in these Bylaws shall mean both regular and associate members and memberships, unless a contrary meaning is clearly indicated.

ARTICLE III.
Meetings of Membership

3.1) Annual Meeting. An annual meeting of this corporation shall be held, commencing in 1971 to vote for the election of the Board of Directors and to transact such other business as shall properly come before them. Notice of the time and place of such annual meeting shall be mailed 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 regular paid-up members of the corporation, which request shall be in writing addressed to the president of the corporation or the secretary of the corporation. Upon receipt of said written request, or upon request of a majority of the directors of the board of directors, and within thirty days thereafter, notice of such special meeting shall be mailed to all members. Notice of all special meetings shall be mailed to all members of this corporation at least ten (10) days in advance of such meetings. Such notice shall state the object of the meeting and the subjects to be considered.

3.3) Quorum. A majority of the delegates entitled to attend any meeting shall constitute a quorum for the transaction of business.

3.4) Voting. Any action taken by the regular members shall be by majority vote of the delegates present unless otherwise specifically provided by these Bylaws. Each regular member shall be entitled to one (1) vote for each delegate present.

3.5) Proxy. Each member entitled to vote at any meeting of the members of this corporation may authorize another person or persons to act for him by a proxy signed by such member. Any such proxy shall be delivered to the secretary of such meeting prior to the time that the meeting is officially called to order. No proxy shall be valid after the expiration of one year from the date thereof. Every proxy shall be revocable at the pleasure of the member executing it. Every proxy to be valid must be on the form, a sample of which is attached to these Bylaws, and every such proxy must be attested to by the local secretary of the Watershed District from which the member executing the proxy is from.

ARTICLE IV.
Directors

4.1) General Powers. The business activities of the corporation shall be directed and managed by the Board of Directors. The board shall have the power to act for the membership in the interval between the members' meetings; provided that the membership of the corporation may rescind or modify any such board action at the next membership meeting. The Board of Directors shall be authorized to pay to 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.

4.2) Number, Qualification and Term of Office. Subject to the corporation's Articles of Incorporation, the number of directors constituting the board for the ensuing years shall be nine in number. At the annual convention in 1973, three directors shall be elected for one-year terms, three directors for two-year terms, and three directors for three-year terms, thereafter, each director elected at the annual convention shall be elected for a three-year term. Directors shall be members of this corporation. Each of the directors of the corporation shall hold office until his successor shall have been elected and appointed or qualified, or until he shall resign, cease to be a member of this corporation, die, or shall have been removed from office as provided by law, the corporation's

Articles of Incorporation or these Bylaws.

4.3) Board Officers. The president, vice president, secretary, and treasurer shall act as the board chairman, board vice chairman, board secretary, and board treasurer respectively.

4.4) 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 for. Regular meetings of the Board of Directors shall be held from time to time at such places as may from time to time 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. Resolutions may be adopted by a majority vote of those directors present. The secretary of the board shall give written 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 chairman of the board or upon demand in writing to the secretary by three (3) directors of the Board of Directors.

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, or for absences for three consecutive meetings for reasons not acceptable to the Board of Directors, the corporation's Articles of Incorporation, or these Bylaws, or otherwise, 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 called solely for that reason, the notice of which meeting shall have been given in writing to members of this corporation at least thirty days prior thereto and not more than fifty days prior thereto, a majority of the members of this corporation may remove one or more directors from their term of office without cause.

4.7 Directors to be Elected by Regions. For the purpose of election of the Board of Directors, the State of Minnesota is divided into three regions; three Directors shall be elected from each region. Members from each region shall elect one director for a three-year term at the Annual Convention of the Association. No District shall have more than one Manager elected to be a Director. Regional caucuses shall elect a Chairman and Recording Secretary from its delegates for the purpose of its election procedure and report the election results to the Convention at a designated time.

4.8) Regions. At the annual meeting, the delegates may re-align the regions or the watershed districts contained therein, it being the intent and purpose that each region contain the approximate same number of watershed districts. Any watershed district in Minnesota not presently a member of this corporation, upon admission to membership, will be assigned to a region by the Board of Directors. Commencing at the annual meeting of this corporation in 1973, the three regions shall contain the following watershed districts:

Region I

Joe River	Sand Hill River
The Two Rivers	Wild Rice
Roseau River	Buffalo-Red River
Warroad	Cormorant Lakes
Middle River-Tamarac -Snake River	Pelican River
Red Lake	Bois De Sioux

Region II

Upper Minnesota River	High Island
-----------------------	-------------

Lac Qui Parle-Yellow Bank
Yellow Medicine River
Heron Lake
Okabena-Ocheda
Clearwater River
Kanaranzi-Little Rock
Sauk River
South Two River

Buffalo Creek
Turtle Creek
Crooked Creek
Stockton-Rollingstone-
Minnesota City
North Fork Crow River
Shell Rock River
Middle Fork Crow River

Region III

Thirty Lakes
Coon Creek
Minnehaha Creek
Nine Mile Creek
Riley-Purgatory-Bluff Creek
Lower Minnesota River
Carnelian-Marine
Brown's Creek

Prior Lake-Spring Lake
Valley Branch
Ramsey-Washington Metro
Rice Creek
Belle Creek
Bear Valley
South Washington

4.9 Chapters. Any five or more watershed districts in a Region may organize into a chapter of MAWD.

ARTICLE V.

Officers

5.1) Officers. The officers of the corporation shall consist of a president, vice president, secretary and treasurer and such other officers as may from time to time be chosen by the Board of Directors. No person shall hold more than a single corporate office, and all officers shall be directors of the corporation.

5.2) President. The president shall:

- (a) Act as the chief administrator and principal officer of the corporation.
- (b) Exercise supervision over all of the activities of the corporation.
- (c) Represent and speak for the corporation to other organizations, associations, and the public.
- (d) Preside at all meetings of the members and of the Board of Directors.
- (e) Appoint such committees as he shall deem necessary with the advice and consent of the Board of Directors.
- (f) Execute letters or other documents necessary to carry out the purposes of the organization.
- (g) Serve as chairman of the Board of Directors.
- (h) Prepare and submit to the Board of Directors the corporation's annual budget.
- (i) Have general power and duties of supervision and management usually vested in the office of president.
- (j) Serve a term of office of one year and may, upon re-election, succeed himself/herself for two additional successive terms.
- (k) At the annual meeting, the president shall give an annual report to the members of the

activities of the corporation and of the Board of Directors for the preceding year.

5.3) Vice President. The vice president shall:

- (a) Assume and perform the duties of the president in case of his absence or incapacity.
- (b) Have general power and duties of supervision and management usually vested in the office of vice president.
- (c) Serve a term of office of one year and may, upon re-election, succeed himself/herself for two additional successive terms.

5.4) Secretary. The secretary shall:

- (a) Take careful and authentic notes of the proceedings of the meetings of the members and of the board of directors as a basis for preparing the corporate minutes.
- (b) Prepare and certify the correctness of minutes and enter them in the official corporate minute book.
- (c) Publish and distribute to all members and directors any minutes and agendas so prepared prior to the next meeting of members or directors, and thereafter distribute copies to the watershed districts.
- (d) Preserve all records, reports and official documents of the corporation.
- (e) Prepare and send required notices of meetings and proposals for consideration.
- (f) Carry on all official correspondence in the name of Minnesota Association of Watershed Districts, Inc.
- (g) Serve a term of office of one year and may, upon re-election, succeed himself/herself for two additional successive term.
- (h) At the annual meeting of the corporation, the secretary shall give a report of all major policy decisions during the preceding year, and shall read the minutes of the previous annual meeting.

5.5) Treasurer. The treasurer shall:

- (a) Keep accurate account of all money in the corporation received or disbursed, and it shall be his/her further duty to notify member associations of unpaid dues and to collect the same.
- (b) Deposit all moneys, drafts and checks in the name of and to the credit of the corporation at such banks and depositories as the majority of the Board of Directors shall designate from time to time.
- (c) Have the power to endorse to the order of the designated bank only and deposit all notes, checks, and drafts in the designated bank only received by the corporation.
- (d) Disburse corporate funds by check bearing his/her signature and the signature of either the president or the secretary or the vice president of the corporation.
- (e) Serve a term of office of one year and may, upon re-election, succeed himself/herself for two additional successive terms
- (f) At the annual meeting of the corporation, the treasurer shall give a report to the members, which report shall include all receipts and disbursements of the corporation during the preceding year.

ARTICLE VI.

Fiscal Year, Dues and Audit

6.1) Fiscal Year. The fiscal year of the corporation shall end on October 31 in each year.

6.2) Dues, Regular Members. Commencing January 1, 2010, dues structure shall be revised as follows: A District's dues shall be based upon the total market value of real estate multiplied by .00048 to

determine the maximum levy - not to exceed \$250,000. (2 mil equivalent). Then multiply the maximum District levy amount by up to .005 to determine MAWD dues - not to exceed \$4,000.

6.3) Dues, Associate Members. An associate member's dues are payable upon his or her acceptance of the Board of Directors' invitation to become an associate member.

6.4) Payment of Dues. Dues shall be payable annually in advance during the month of January of each year. If a member's dues are not paid on or before April 30 of each year, such member's name may 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 that joins this association until such member watershed district is in actual receipt of its first authorized fund.

Also, the Board of Directors may consider deferring, suspending, or reducing dues on an individual case basis when an appeal is made by a Watershed District because of hardship or funding problems.

6.5) Annual Audit. The Board of Directors of this corporation shall provide for an annual audit of all its resources and expenditures. A full report of such audit and financial status shall be furnished at each annual meeting of the members. This audit to be conducted by an auditing committee which committee shall be elected by the members at the annual meeting, which committee may be comprised of members of the association, members of the Board of directors, or an auditing firm. The audit shall be furnished to all member districts within forty-five days after receipt thereof by the treasurer.

ARTICLE VII. Policy Positions

7.1) Policy Position. Any policy position, including a position on any proposed state or federal legislation, taken by the corporation, shall be previously approved by a majority vote of the Board of Directors, subject to the right of the members to alter, modify, or rescind any action thus taken by the Board of Directors.

7.2) Consideration by Membership. Upon demand by one-third of the Directors to submit a policy matter to the members of the corporation for consideration, the board chairman shall call a special meeting of the members for the purpose of presenting such adopted policy position of this corporation. A majority vote by the members shall be required to adopt any policy position.

ARTICLE VIII. Chapters

8.1) Chapters. Member Districts 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. The chapters shall report on their activities at the Annual Meeting of the Association.

ARTICLE IX Rules of Order

9.1) Rules. When consistent with its Articles of Incorporation and these Bylaws, Robert's Rules of Order shall govern the proceedings of this corporation.

ARTICLE X.
Amendments

10.1) Amendments. These Bylaws may be amended by the members of this corporation only.

10.2) 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.

10.3) 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 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.

Bylaws as amended at the 1977 annual meeting.

Bylaws as amended at the 1981 annual meeting.

Bylaws as amended at the 1983 annual meeting.

Bylaws as amended at the 1985 annual meeting.

Bylaws as amended at the 1988 annual meeting.

Bylaws as amended at the 1989 annual meeting.

Bylaws as amended at the 1991 annual meeting.

Bylaws as amended at the 1996 annual meeting

Bylaws as amended at the 2003 annual meeting

Bylaws as amended at the 2006 annual meeting

Bylaws as amended at the 2008 annual meeting

ADDENDUM I

Housekeeping Changes to MAWD Bylaws
December 2, 1989

- Article IV. Para. 4.8 Region III
Change “Riley-Purgatory Creek” to “Riley-Purgatory-Bluff Creek”
- Article Y. Para. 5.2 (j), 5.3 (c), 5.4 (g), 5.5 (e)
Change “himself” to “himself/herself”
- Para. 5.5 (a), (d)
Change “his” to “his/her”

Approved Changes Per Action at
December 3, 1988 Annual Meeting

- Article VI. Para. 6.2

Commencing January 1, 1989, dues structure shall be revised as follows: A District’s dues shall be based upon the total market value of real estate and personal property multiplied by .0002418 to determine the maximum levy - not to exceed \$125,000. (1 mil equivalent). Then multiply the maximum District levy amount by .0133 to determine MAWD dues - not to exceed \$1,650.

Approved Changes Per Action at
December 3, 1991 Annual Meeting

Add the following to Article VI, paragraph 6.4:

Also, the Board of Directors may consider deferring, suspending, or reducing dues on an individual case basis when an appeal is made by a Watershed District because of hardship or funding problems.

Approved Change Per Action at
December 7, 1996 Annual Meeting

- Article VI. Para 6.2

Commencing January 1, 1997, dues structure shall be revised as follows: A District’s dues shall be based upon the total market value of real estate and personal property multiplied by .0002418 to determine the maximum levy - not to exceed \$125,000. (1 mil equivalent). Then multiply the maximum District levy amount by .016 to determine MAWD dues - not to exceed \$2,000.

Approved Change Per Action at
December 6, 1997 Annual Meeting

Article IV Directors

4.8) Regions. At the annual meeting, the delegates may re-align the regions or the watershed districts contained therein, it being the intent and purpose that each region contain the approximate same number of watershed districts. Any watershed district in Minnesota not presently a member of this corporation, upon admission to membership, will be assigned to a region by the Board of Directors. Commencing at the annual meeting of this corporation in 1973, the three regions shall contain the following watershed districts:

Region I

Joe River	Sand Hill River
The Two Rivers	Wild Rice
Roseau River	Buffalo-Red River
Warroad	Cormorant Lakes
Middle River-Snake River	Pelican River
Red Lake	<u>Bois De Sioux</u>

Region II

Upper Minnesota River	High Island
Lac Qui Parle-Yellow Bank	Buffalo Creek
Yellow Medicine River	
Middle Des Moines	
Turtle Creek	
<u>Heron Lake</u>	Crooked Creek
Okabena-Ocheda	Stockton-Rollingstone-
Clearwater River	Minnesota City
Kanaranzi-Little Rock	Cooks Valley
North Fork Crow River	Sauk River
<u>South Two River</u>	

Region III

Thirty Lakes	Prior Lake-Spring Lake
Coon Creek	Valley Branch
Minnehaha Creek	Ramsey-Washington Metro
Nine Mile Creek	Rice Creek
Riley-Purgatory-Bluff Creek	Belle Creek
Lower Minnesota River	Bear Valley
Carnelian-Marine	<u>South Washington</u>
<u>Brown's Creek</u>	

Approved Change Per Action at
December 6, 2003 Annual Meeting

4.8) Regions. At the annual meeting, the delegates may re-align the regions or the watershed districts contained therein, it being the intent and purpose that each region contain the approximate same number of watershed districts. Any watershed district in Minnesota not presently a member of this corporation, upon admission to membership, will be assigned to a region by the Board of Directors. Commencing at the annual meeting of this corporation in 1973, the three regions shall contain the following watershed districts:

Region I

Joe River	Sand Hill River
The Two Rivers	Wild Rice
Roseau River	Buffalo-Red River
Warroad	Cormorant Lakes
Middle River-Snake River	Pelican River
<u>Tamarac Rivers</u>	Bois De Sioux
Red Lake	

Region II

Upper Minnesota River	High Island
Lac Qui Parle-Yellow Bank	Buffalo Creek
Yellow Medicine River	Turtle Creek
Heron Lake	Crooked Creek
Okabena-Ocheda	Stockton-Rollingstone-
Clearwater River	Minnesota City
Kanaranzi-Little Rock	Cooks Valley
North Fork Crow River	Sauk River
South Two River	<u>Shell Rock</u>

Region III

Thirty Lakes	Prior Lake-Spring Lake
Coon Creek	Valley Branch
Minnehaha Creek	Ramsey-Washington Metro
Nine Mile Creek	Rice Creek
Riley-Purgatory-Bluff Creek	Belle Creek
Lower Minnesota River	Bear Valley
Carnelian-Marine	South Washington
Brown's Creek	<u>Capital Region</u>
<u>Comfort Lake-Forest Lake</u>	

Approved Change Per Action at
December 2, 2006 Annual Meeting

4.8) Regions. At the annual meeting, the delegates may re-align the regions or the watershed districts contained therein, it being the intent and purpose that each region contain the approximate same number of watershed districts. Any watershed district in Minnesota not presently a member of this corporation, upon admission to membership, will be assigned to a region by the Board of Directors. Commencing at the annual meeting of this corporation in 1973, the three regions shall contain the following watershed districts:

Region I

Joe River	Sand Hill River
The Two Rivers	Wild Rice
Roseau River	Buffalo-Red River
Warroad	Cormorant Lakes
<u>Middle River-Tamarac -Snake River</u>	Pelican River
Red Lake	Bois De Sioux

Region II

Upper Minnesota River	High Island
Lac Qui Parle-Yellow Bank	Buffalo Creek
Yellow Medicine River	Turtle Creek
Heron Lake	Crooked Creek
Okabena-Ocheda	Stockton-Rollingstone-
Clearwater River	Minnesota City
Kanaranzi-Little Rock	Cooks Valley
North Fork Crow River	Sauk River
South Two River	<u>Shell Rock River</u>
<u>Middle Fork Crow River</u>	

Region III

Thirty Lakes	Prior Lake-Spring Lake
Coon Creek	Valley Branch
Minnehaha Creek	Ramsey-Washington Metro
Nine Mile Creek	Rice Creek
Riley-Purgatory-Bluff Creek	Belle Creek
Lower Minnesota River	Bear Valley
Carnelian-Marine	South Washington
Brown's Creek	

4.9 Chapters. Any five or more watershed districts in a Region may organize into a chapter of MAWD.

Approved Change Per Action at
December 6, 2008 Annual Meeting

ARTICLE VI.
Fiscal Year, Dues and Audit

- 6.1) Fiscal Year. The fiscal year of the corporation shall end on October 31 in each year.
6. Dues, Regular Members. Commencing January 1, ~~1997~~2010, dues structure shall be revised as follows: A District's dues shall be based upon the total market value of real estate ~~and personal property~~ multiplied by ~~.0002418~~ .00048 to determine the maximum levy - not to exceed ~~\$125,000~~ \$250,000. (~~± 2 mil equivalent~~) Then multiply the maximum District levy amount by ~~.016~~ up to .005 to determine MAWD dues - not to exceed ~~\$2,000~~ \$4,000.

~~In addition to the annual dues, the Board of directors may levy a special assessment for legislative purposes only, based upon the annual levy for administrative funds for each of said watershed districts, as follows:~~

	\$	0	¢	\$	5,000.00	Special	¢	\$	25.00
			¢			Assessment	¢		
Above	\$	5,000.00	¢	\$	10,000.0	Special	¢	\$	50.00
			¢		0	Assessment	¢		
Above	\$	10,000.0	¢	\$	20,000.0	Special	¢	\$	75.00
		0	¢		0	Assessment	¢		
Above	\$	20,000.0	¢			Special	¢	\$	100.0
		0	¢			Assessment	¢		0

Approved Change Per Action at
December 3, 2009 Annual Meeting

ARTICLE VI.

Fiscal Year, Dues and Audit

- 6.1) Fiscal Year. The fiscal year of the corporation shall end on October 31 in each year.
- 6.2) Dues, Regular Members. Commencing January 1, 2010, dues structure shall be revised as follows: A District's dues shall be based upon the total market value of real estate multiplied by .00048 to determine the maximum levy ~~—not to exceed \$250,000. (2 mil equivalent).~~ Then multiply the maximum District levy amount by up to .005 to determine MAWD dues - not to exceed \$4,000.