

BY-LAWS OF RICE CREEK WATERSHED DISTRICT

(Pursuant to Minnesota Statutes §103D.315, Subdivision 11: “The managers shall adopt bylaws for the administration of the business and affairs of the watershed district.”)

Adopted as revised on January 11, 2023.

ARTICLE I.

NAME

Section 1. NAME: Rice Creek Watershed District.

Section 2. ABBREVIATIONS: Throughout these By-Laws whenever it is desirable to abbreviate the name of the Rice Creek Watershed District, the initials “RCWD” shall be used.

ARTICLE II.

PURPOSE

Section 1. General Purpose: The RCWD Mission Statement is: “Prevent flooding and enhance water quality in harmony with development for the common good.” In pursuit of the Mission Statement, RCWD strives to achieve balance in a variety of roles and responsibilities, including:

- Acting as the drainage authority for all public drainage systems within the boundaries of the District managing surface water transportation and flood control;
- Administering permits for the Permit Review Program which implements principles of the Watershed Management Plan;
- Serving as the Local Government Unit (LGU) responsible for the administration of the Wetland Conservation Act within the watershed, except for State lands and where authority has been expressly granted to another LGU;
- Adhering to the requirements as a regulated Municipal Separate Storm Sewer System permittee to the Minnesota Pollution Control Agency

Section 2. Manual of Policy and Procedures: The Board of RCWD has established a management document identified as Policy and Procedures Manual (PPM) to support the orderly and timely details of regular operation. The PPM may be revised at any time by a quorum vote of the Board.

ARTICLE III

RCWD OFFICE AND WATERSHED DISTRICT'S BOUNDARIES

Section 1. DISTRICT OFFICE: RCWD office is located at 4325 Pheasant Ridge Drive, Suite 611; Blaine, MN 55449-4539.

Section 2. BOUNDARIES of RCWD: RCWD covers an area of 186 square miles. Included in its boundaries are twenty-seven (27) cities or townships, partially or in their entirety.

ARTICLE IV

BOARD OF MANAGERS

Section 1. DISTRIBUTION of MANAGERS and APPOINTMENT THEREOF: Pursuant to MN Statute 103D.301, Distribution of Manager Positions, Subdivision 1: More than one affected county. *“If more than one county is affected by a watershed district, the board 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 RCWD BOARD OF MANAGERS: RCWD is composed of five managers appointed by three of the four counties in the watershed district; Ramsey County, two (2) managers; Anoka County, two (2) managers; and Washington County, one (1) manager. There is no one appointed from the fourth county, Hennepin County due to the fact that only a small fraction of RCWD is in Hennepin County.

Section 3. TERMS OF OFFICE: Appointments made by the respective counties' Board of Commissioners to the RCWD Board of Managers are for three-year terms. Terms of office begin in January of the year they are appointed unless a county delays in the appointment of a manager.

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, subdivision 2. The Board, at District expense, will provide for insurance for its members to provide liability protection on such terms and in such amounts as the Board decides.

Section 5. VACANCIES: Any manager who is unable to fulfill their three-year term of office on RCWD Board of Managers shall notify their respective county commissioner of the fact they will leaving their positions as manager on the RCWD so the county they

represent can appoint another manager as soon as possible to complete the departing manager's term in office.

Section 6. COMPENSATION: The compensation of managers for meetings and for performance of other necessary duties may not exceed the amount specified by MN Statute 103D.315 Subd.8. Managers are entitled to reimbursement for traveling and other necessary expenses incurred in the performance of official duties." The amount of the per diem compensation will be specified in the PPM.

Section 7. SUBMISSION OF MANAGERS EXPENSES: A claim form shall be filled out by each manager and submitted to the RCWD office to be processed and approved in the same manner as other claims. Claims for reimbursement of business related expenses and per diem claims must be submitted by January 15th for expenses incurred for the preceding year. Any claims submitted after January 15th will not be paid.

Section 8. DESIGNATION OF DEPOSITORY AND OFFICIAL NEWSPAPERS: Board shall designate the official District depository and official newspapers annually at the first regular meeting in February.

ARTICLE V.

OFFICERS AND BOARD

Section 1. ELECTION of OFFICERS: The following officers shall be elected each calendar year on or before the first regularly scheduled meeting in February: President, First Vice-President, Second Vice-President, Secretary and Treasurer. Terms are for one-year unless re-elected.

Section 2. OFFICER VACANCIES: MS 103D.315 Subd. 3: "*The managers must fill vacancies occurring in the officers' positions.*"

Section 3. TEMPORARY APPOINTMENTS OF OFFICERS: The Board may appoint a Board member as officer pro tem if an officer is absent or disabled and action by that officer is required.

Section 4. DUTIES OF OFFICERS:

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

- (b) First Vice-President: In the absence of the President at a regularly held RCWD meeting, the First Vice-President shall preside at the meeting. The First Vice-President shall exercise and perform the authorities and duties of the President in the event of the latter's absence, death, disqualification, or incapacity until the RCWD Board of Managers elect a new President. The First Vice-President shall exercise and perform such other authorities and duties as may be prescribed or limited from time to time by the Board of Managers.
- (c) Second Vice-President: In the absence of the President and the First Vice-President, the Second Vice-President shall preside at any regularly held RCWD meeting. The Second Vice-President shall exercise and perform such other authorities and duties as may be prescribed or limited from time to time by the Board of Managers.
- (d) 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, and shall perform such other duties as may from time to time be prescribed by the Board or by the President.
- (e) Treasurer: The Treasurer shall have the care and custody of the funds and securities and shall disburse the funds of RCWD as may be ordered from time to time by the Board. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to RCWD, and shall deposit all monies, securities and other valuable effects of the RCWD in the name and to the credit of the RCWD in such depositories as may be designated from time to time by the Board. Except to the extent that some other person or persons may be specifically authorized by the Board to do so, the Treasurer shall make, execute, and endorse all checks and other commercial paper on behalf of RCWD when requested by the Board and shall perform such other duties as may be prescribed by the Board. Checks may be executed before Board approval but the Treasurer shall oversee procedures to prevent premature disbursement.

Section 5. PRINCIPLES FOR DECISION MAKING

- (a). RCWD has adopted a Watershed Management Plan for the whole watershed district. This plan is to be followed by the RCWD's Board of Managers, its staff and its consultants.
- (b). RCWD shall try to control flooding within its district boundaries.
- (c) RCWD has a mission to improve water quality and to contain the quantity of water that is released downstream so it does not exceed the amount of water that was released before improvements/build-outs occurred.
- (d). RCWD has to be part of the solution to reduce TMDL's within its watershed boundaries.
- (e). RCWD's Board of Managers is appointed by their respective county commissioners but the managers are to study, set policy and vote with the whole district in mind. They are to be aware of the impact of every action they take on all of the stakeholders and on the land within its watershed district.

- (f). RCWD's Board of Managers has to plan and make provisions for future growth and redevelopment.
- (g). RCWD has to adhere to and balance between Ditch Law and WCA (Wetland Conservation Act) and the Clean Water Act.
- (h). RCWD Managers answer to their county commissioners and to the taxpayers from all of the counties in the RCWD. RCWD shall institute BMP's at a reasonable cost to the taxpayers.
- (i). RCWD, in adopting a plan for a project, shall consider all of the long-term impacts of the project and adopt a policy that best restores/repairs/rehabilitates a drainage area that minimizes future repairs and gives RCWD a long-lasting solution that can sustain itself in the future.
- (j). Managers shall perform their duties with objectivity, impartiality, accountability, and transparency.

Section 6. AUTHORIZED SIGNATORIES BY MANAGERS: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of RCWD shall be signed by two members of the RCWD Board of Managers. Checks may be endorsed through electronic signature.

Section 7. REMOVAL FROM OFFICE: Any officer may be removed at any time, with or without cause, upon the affirmative vote of two-thirds (2/3rd's) of the authorized votes of the Board of Managers.

ARTICLE VI.

CODE OF ETHICS

Section 1. Respect and Compliance with the Law: The Board of Managers and District employees shall respect and comply with the laws and rules affecting the District, and act in a manner that promotes public confidence in the integrity of the District as a public agency. A Board Member or District employee shall not interfere with a Board member or employee's execution of authorized District business.

Section 2 Respectful and Courteous Behavior: The Board of Managers and District employees shall be respectful of and courteous to each other and members of the public while carrying out their public duties.

Section 3. Disorderly Conduct: The Board of Managers and District employees shall not engage in disorderly conduct which disturbs or interrupts the Board's proceedings.

Section 4. Intimidation: The Board of Managers and District employees shall not willfully prevent a Board member or employee from attending to the business of the District, or discharging its legal duties.

Section 5. Improper Influence: No Board member or employee shall give or offer a bribe to a Board member or employee, or attempt by menace or other means, to control or influence a member or employee in giving or withholding the member's vote or discharge of job duties.

Section 6. False or Fraudulent Information: No Board member or employee while attending to the business of the District shall publish or distribute written material or make verbal comment that the member knows is false or fraudulent.

Section 7. Malfeasance, Nonfeasance, or Misfeasance: If any member attending to the business of the district willfully, or otherwise violates their oath of office by: engaging in an unlawful act or deed; not executing their responsibilities, or conducts or executes their responsibilities in a manner that is unlawful or against the best interests of the District as described in the District by-laws, rules, mission statement or code of ethics.

Section 8. Investigation and Report

(a) Complaint: A Board member may make complaint concerning improper conduct by a member of the Board or the Administrator orally or in writing; others must submit the complaint in writing. The notice by a Board member or staff is to be delivered at the time the agenda is reviewed for approval. Notice by others may be delivered at open mike.

(b) Evaluation and Investigation: Upon receipt of the complaint, the Board shall conduct an evaluation within 30 days. If the complaint contains allegations of inappropriate conduct under Section 7 of this Article against a member of the Board or the Administrator, the Board shall close one or more meetings for preliminary consideration of the allegations in the complaint, in accordance with the provisions of the Minnesota Open Meeting Law, Minn. Stat 471.705. Upon review of the complaint the Board by resolution may authorize an investigation.

(c) Consideration of Results and Action. The Board shall promptly consider the results of the investigation. If after investigation, the Board finds the complaint substantiated by the evidence, the Board may take further action, including the following:

(1) Caution to the Board or Administrator citing the specific behavior or action and noting a more preferred manner of conduct.

(2) Reprimand the Board or Administrator citing the specific behavior or action and noting a more preferred manner of conduct.

(3) With respect to a Board member, issue a letter or resolution to the nominating authority citing the specific behavior or action.

(4) With respect to a Board member, issue a letter or resolution to the appointing authority citing the specific behavior or action.

(5) With respect to a Board member, issue a letter or resolution to the appointing authority requesting a hearing under Minnesota Rule 8410.0040 for violation of the member's oath of office through malfeasance, nonfeasance, or misfeasance.

ARTICLE VII

MEETINGS OF RCWD BOARD OF MANAGERS

Section 1. REGULAR SET MEETINGS: The managers shall have regular meetings in each month as set forth in the PPM and, if a regularly scheduled meeting is rescheduled, an alternative date for the meeting must be noticed at least one-month prior to the changed meeting date.

Section 2. SPECIAL MEETINGS: Special meetings to conduct the business of the RCWD may be held and shall be legally noticed at any other time that the managers may deem necessary.

Section 3. WORKSHOPS: There shall be at least one workshop per month. A workshop shall normally be scheduled for the Monday preceding the first regularly scheduled meeting. Additional workshops shall be scheduled at the call of the President. No official board action will be taken at a workshop.

Section 4. PUBLIC HEARINGS: Public hearings shall be conducted pursuant to Chapter 429 or any other chapter provision requiring a public hearing.

Section 5. MEETING CALLED BY MANAGER: 103D.315 Subd. 10, states: *"A meeting may be called at any time at the request of any manger. 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 6. QUORUM and ADJOURNED MEETING: At all meetings of the managers, a majority of the managers appointed shall constitute a quorum to do business but a majority of those present may adjourn from time to time.

Section 7. CHAIR of MEETINGS: The President shall preside as chairperson at all meetings of the managers. In the absence of the President, the First Vice-President shall preside as the temporary president. In the absence of both, the Second Vice-President shall serve as temporary President. The President and temporary President shall have the same privileges.

Section 8. MEETING FORMAT:

- (a) At the hour appointed for a meeting of the RCWD, upon reaching a quorum, the managers shall be called to order by the President or in his/her absence, by the temporary President. The managers shall proceed to do business following a set agenda.
- (b) The President shall preserve order. The President 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 President. The President, or acting President, shall be entitled to vote like other members/managers.
- (c) Every manager, prior to his/her speaking, shall address the President and shall not proceed until he/she has been recognized by the Chair.
- (d) If a manager has a personal interest in a matter, as defined in Section 9, that comes before the RCWD Board of Managers, the manager shall not vote on said issue.
- (e) 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.
- (f) The President has the authority to set a time limit that a manager or a person addressing the board may speak.
- (g) All committees shall be appointed by the Chair 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.
- (h) Minutes of all meetings of the RCWD Board of Directors shall be recorded, reviewed by the Board, adopted and kept at the District offices. They shall be signed by the 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 and such request will be granted by the President.

Section 9. COMMITTEES OF THE BOARD: The Board of Managers may create such committees as necessary to meet the needs of the organization. There may be “Standing Committees” which are established for multiple years or terms as designated by the President and agreed to by the Board of Managers. There may also be temporary or “ad hoc” committees established by the President to meet the immediate needs or expectations of the Board of Managers.

Section 10. CONFLICTS OF INTEREST: A manager who has a personal financial interest, or other private interest or relationship, in a matter scheduled to come before the board must inform the board. Managers must abstain from chairing any meeting, participating as a Manager including sitting with the other Managers or 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 is involved. A Manager who abstains may, however, exercise the same rights as other private citizens from the audience and provide information when and to the extent authorized by the President. The manager's nonparticipation in the matter will be recorded in the minutes.

Section 11. APPEAL OF A CHAIR RULING: A member may appeal to the Board 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 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

Section 1. PARLIAMENTARY AUTHORITY: Robert's Rules of Order Newly Revised (Tenth Edition) shall govern RCWD'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 RCWD may adopt.

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

ARTICLE IX.

RCWD ADVISORY COMMITTEE

Section 1. ADVISORY COMMITTEE REQUIRED: Pursuant to 103D.331 Subd. 1. "The managers must annually appoint an advisory committee to advise and assist the managers on all matters affecting the interests of the watershed district and make recommendations to the managers on all contemplated projects and improvements in the watershed district."

Section 2. MEMBERS OF ADVISORY COMMITTEE: 103D.331 Subd. 2 Members:

(a) "The advisory committee consists of at least five members. If practicable, the advisory committee members selected should include a representative from each soil and water conservation district, a representative of each county, a member of a sporting organization, and a member of a farm organization. Other advisory committee members may be appointed at the discretion of the managers. The members must be residents of the watershed district, except representatives from

soil and water conservation districts and counties, and serve at the pleasure of the managers.”

(b) “In addition, the managers may appoint other interested and technical persons who may or may not reside within the watershed district to serve at the pleasure of the managers.”

ARTICLE X.

TECHNICAL ADVISORY COMMITTEE

TECHNICAL ADVISORY COMMITTEE: MS103D.337: “For a district wholly within the metropolitan area, the Board of Managers shall establish a technical advisory committee consisting of representatives of affected statutory and home rule charter cities, counties, and soil and water conservation districts.”

ARTICLE XI.

ANNUAL REPORT

Section 1. ANNUAL REPORT: MS 103D.351: “(a) The managers must prepare a yearly 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.”

Section 2. COPIES DISTRIBUTED: MS 103D.351: “(b) Copies of the report must be transmitted to the Board of Water and Soil Resources, the commissioner, and the director within a reasonable time.”

ARTICLE XII.

ANNUAL AUDIT

ANNUAL AUDIT: MS 103D.355, Subd 1. Requirement: “The managers must have an annual audit completed of the books and accounts of the watershed district. The annual audit may be made by a public accountant or by the state auditor. The annual audit must be made by a certified public accountant or the state auditor at least once every five years, or when cumulative district revenues or expenditures exceed an amount established by the board in consultation with the state auditor.”

ARTICLE XIII.

WATERSHED MANAGEMENT PLAN

WATERSHED MANAGEMENT PLAN. MS 103D.401, Subd. 1. Contents:

- (a) “The managers must adopt a watershed management plan for any and all of the purposes for which a watershed district may be established. The watershed management plan must give a narrative description of existing water and water-related problems within the watershed district, possible solutions to the problems, and the general objectives of the watershed district. The watershed management plan must also conform closely with watershed management plan guidelines as adopted and amended from time to time by the Board of Water and Soil Resources.”
- (b) “The watershed management plan may include a separate section on proposed projects. If the watershed district is within the metropolitan area, the separate section of proposed projects or petitions for projects to be undertaken according to the watershed management plan is a comprehensive plan of the watershed district for purposes of review by the Metropolitan Council under section 473.165.”

ARTICLE XIV.

AMENDMENT TO BY-LAWS

Section 1. RCWD BY-LAWS MAY BE AMENDED, repealed, or adopted by a majority of the RCWD Board of Managers upon thirty (30) days written notice of the proposed change in its entirety during a meeting of the RCWD Board of Managers 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 or amendment/d must pass by a 4/5th's vote of the RCWD Board of Managers.

Section 2. INTERPRETATION of the By-Laws and any amendment or additions thereto shall rest with the RCWD Board of Managers.

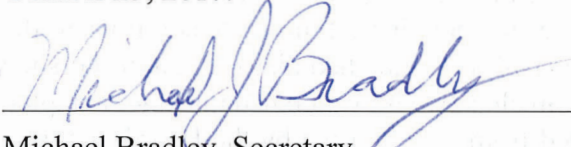
Section 3. TEMPORARY SUSPENSION OF BYLAWS: The managers, by unanimous vote of those present, may temporarily suspend a provision of these bylaws. If one or more managers is absent, this authority may not be exercised to suspend a provision, the purpose of which is to protect the rights or interests of managers not present.

ARTICLE XV.

REVIEW OF BY-LAWS

THESE BY-LAWS shall be reviewed at least every five years and revised if needed. These bylaws govern internal RCWD matters and do not create rights in any third parties.

Adopted as revised by the Board of Managers of the Rice Creek Watershed District, October 25, 2017.



Michael Bradley, Secretary

Date: 11-6-17

HISTORY OF BYLAWS REVISION

August 11, 2004 meeting.

Motion by Manager Haake, seconded by Manager Aiken, to approve the draft to become the official Bylaws of the Rice Creek Watershed District. Motion carried 5-0.

April 11, 2007 meeting.

Motion by Manager Haake, seconded by Manager Oven, to approve the amendment of Article VI, Section 8 of the Rice Creek Watershed District by-laws. Motion carried 4-1 (Manager Waller opposed).

March 11, 2009 meeting.

Motion by Manager Waller, seconded by Manager Ogata, acknowledging that proper notice has been given for the consideration by the managers of a proposed by-law change and move to amend Article IV, Section 8 of the By-laws of the Rice Creek Watershed District. Motion carried 3-0.

October 25, 2017 meeting.

Motion by Manager Bradley, seconded by Manager Waller, to Adopt Resolution 2017-27, "Adopting General Revision of Bylaws." Motion carried 5-0.

January 11, 2023 meeting.

Motion by Manager Wagamon, seconded by Manager Waller, to Adopt Resolution 2023-01, "Revising Accounting, Funds Management and Investment Manual and Amending Bylaws to Permit Checks to be Signed Before Board Approves Disbursement." Motion carried 4-0.