

BY-LAWS
of the
CARNELIAN-MARINE-ST. CROIX WATERSHED DISTRICT
Washington County, Minnesota

These by-laws establish rules governing conduct and procedures of the managers of the Carnelian-Marine Watershed District and the administration of its business. MS 103D.315, sub. 11

Section 1. Place of Meeting: The principal place of business for the Carnelian-Marine St. Croix Watershed District (CMSCWD) shall be located at the CMSCWD office at 21150 Ozark Ave., PO Box 188, Scandia, MN 55073. Regular scheduled meetings are on the first Monday of the month at the New Scandia Community Center at 6:30 PM, with the provision that the managers may adjourn to other meeting places when necessary.

Section 2. Regular Meetings: The CMSCWD shall hold regular meetings on the second and fourth Wednesday of each month at 6:30 PM. Meetings may be dispensed with or rescheduled by majority vote of the managers.

2A. Posting: Notice of meetings other than the regular monthly meetings shall be posted in a conspicuous place at the District's regular place of business at least 24 hours in advance of the meeting, or in the St. Croix Valley Press newspaper.

2B. Call of the Meetings: Special meetings may be called by any manager. Any manager may cause the secretary/treasurer to issue a call for a meeting, provided that the secretary/treasurer shall cause written notice of said meeting to be mailed to each manager at least four (4) days before the meeting. The four-day written notice may be waived by any manager either before or after the meeting to which notice was given. Special meeting may be called by any manager at any regular meeting and four (4) day notice requirement may be waived if said waiver is consented to by a majority of the managers present.

2C. Conduct at Meeting: The meeting shall be presided over by the President. In the absence of the President, managers shall chair the meeting on a rotating basis starting and continuing alphabetically. The meetings of managers shall be open meetings, and the President may call upon other persons to speak on any question before the managers. Any one manager may require the President to call upon other persons to speak on any question before the managers. The meetings of the managers shall be informal but questions of the parliamentary procedure shall be resolved by application of Robert's Rules of Parliamentary Law, Newly Revised Edition. At a regular meeting anything can be considered that may properly be brought before the managers.

2D. Minutes: The format for the minutes shall take the form of one (1) paragraph for each subject matter and should show:

a. All main motions and the wording in which each motion was adopted or otherwise disposed of (with the facts as to how the motion may have

been debated or amended before disposition being mentioned parenthetically).

Minutes shall be mailed at least one (1) week prior to the next regular meeting, and shall normally be read and approved at the beginning of the next regular meeting after the call to order.

Special meeting minutes unless written as a separate set of minutes shall be included in the minutes of the next regular meeting.

Corrections, if any, and approval of the minutes shall be done by majority consent.

By majority vote, the reading of the minutes can be dispensed with, provided the minutes were written and made available to the managers for their review. Approval of the minutes by majority vote shall take place prior to any subsequent meeting minutes being read or approved.

Section 3. Advisory Committee: The managers shall appoint an advisory committee pursuant to MS 103D.331. In addition, the committee shall be comprised of advisors that live in the District and either represent the Townships or Municipalities or by trade or lifestyle provide expertise in the Watershed area. If deemed appropriate by the Board of Managers, appointment to the advisory committee may be made at any regular meeting throughout the year.

Section 4. Manager's Duties: Payment:

4A. Secretary/Treasurer's Procedures:

At each regular monthly meeting the Secretary/Treasurer shall give an oral report on the financial status of the District.

1. All invoices and request for payment shall be sent to the Treasurer/Accountant. No payment of invoices submitted to the Secretary/Treasurer / Accountant shall take place without a majority vote of the managers approving the expenditure.

2. Claim forms for payment will be either in the form of an invoice or a manager Reimbursement for Expenses / Per Diem form. Invoices must show date, type of work and amount. Managers must submit a receipt for reimbursable expenses.

3. Each original invoice or request for payment shall be available at the Board meeting for review by the managers. The Secretary/Treasurer / Accountant will prepare a list of the bills to be paid by type and class to be incorporated into the Minutes of the regular monthly meeting.

4. The Secretary/Treasurer / Accountant shall keep current and up-to-date the following:

A. Reserve and Surety Accounts

Money received by the Watershed shall be kept in an interest bearing account until the monies are returned, transferred or spent.

B. Checking Account

Secretary/Treasurer / Accountant shall maintain only the minimum amount in the checking account to cover current expenses. The balance should be in an interest bearing, insured account. Secretary/Treasurer shall file the monthly bank statement with cancelled checks together for each month of the calendar year. Annual file shall also contain the check book stubs, paid invoices and claims, and Treasurer's reports.

C. Secretary/Treasurer / Accountant will maintain ledgers and journals as prescribed by current generally accepted accounting practices.

4B. Secretary/Treasurer Duties

The Secretary/Treasurer shall be responsible for the preparation of the minutes, retention of files and to sign contracts that require a second signature.

4C. President Duties

The president will chair the meetings, sign all contracts, delegate responsibilities to managers, direct administration, give direction to vendors, contracted services at any time. Managers shall chair the meeting on a rotating basis starting and continuing alphabetically in the absence of the president.

Section 5. Stipend Paid to Managers: The stipend to be paid to managers is \$75.00 per regular meeting and \$10.00 per hour for all other meetings and work performed in the duty as a manager of the watershed. Mileage will be reimbursed at a rate consistent with the current IRS Business mileage rate.

Section 6. Fiscal Year: The fiscal year of the Carnelian-Marine St. Croix Watershed District shall be the same as the calendar year.

Section 7. Annual Report: An annual report and newsletter shall be prepared by a committee of at least two managers and be approved for submission pursuant to MS 103D.351, upon a majority vote of the managers.

Section 8. Annual Audit: The managers shall cause an annual audit of the books and accounts of the District pursuant to MS 103D.355.

Section 9. Annual Meeting: The annual meeting of the CMSCWD will be held at the regular meeting in August of each year. At the annual meeting the managers will elect officers of the District to the term ending June 30 or each year following. Only the newly appointed managers and the managers whose terms have not expired in that year are eligible for office and voting. The managers will proceed to elect among themselves the following officers: President and Secretary/Treasurer. In addition to the election of officers, the managers shall appoint or re-appoint for the ensuing year a bank or depository for funds of the District, a consulting engineer, legal counsel, an advisory committee, and such other professional assistance as the District may require. In all respects Sections 1 and 2 of the by-laws shall apply to annual meetings as well.

Section 10. Special Meetings: A special meeting of the managers is a meeting called for the purpose of conducting certain specified business and the managers may only consider such matters. In all other respects, Sections 1 and 2 of the by-laws shall apply to special meetings as well.

Section 11. Public Meetings: Public hearings or meetings of the CMSCWD are governed by 103D.315 of the Minnesota Statutes, these by-laws, and Robert's Rules of Order, Newly Revised. The President may refuse to recognize any person who has already spoken twice on any single question until other persons have been heard.

Section 12. Permit Fees: Pursuant to MS 103D.345, the District will charge a fee for each permit application and may require a bond to cover costs related to field inspection, engineering, legal or other expenses incurred. See permit schedule adopted 6-4-01.

Section 13. Voting: The President has full voting privileges at all times and may vote on any issue and need not confine his voting to break ties in voting by the managers.

Section 14. Quorum: A quorum shall consist of any four managers present. No meeting shall be opened without a quorum.

Section 15. Parliamentaries and Rules of Procedure: The President may appoint a parliamentarian who may be one of the managers or the attorney for the District. The function of the parliamentarian is to advise the President at his request. Matters not provided for herein are governed by Robert's Rules of Order, Newly Revised and applicable laws.

Section 16. Adoption and Revision: These By-laws may be adopted by affirmative vote of four of the managers. Thereafter, to suspend these By-laws or revise them shall require an affirmative equivalent of four votes provided that the amendment has been submitted in writing at a previous regular meeting.

Section 17. District Liability Insurance:

A. The Watershed District shall maintain a public officials liability insurance policy to protect the managers from potential lawsuits brought about by the performance of their duties as managers for the district. The district shall pay in the full the initial policy premium as well as any deductible amounts provided for by the policies.

B. Additional Insurance: The Watershed District shall maintain a workers compensation policy pursuant to the Minnesota statutory requirements for elected and appointed officials. The district shall pay in full the initial policy premiums as well as deductible amounts, if any.

Motion to amend by-laws by Manager Kronmiller

Second by Manager Polasik

For 6 Against 0

Revised: November 12, 2012