

BYLAWS
OF THE
MINNEHAHA CREEK WATERSHED DISTRICT
CITIZENS ADVISORY COMMITTEE
Revised November 12, 2014

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **the Minnehaha Creek Watershed District Citizens Advisory Committee (CAC)**. The CAC is a citizen-led volunteer advisory group to the Minnehaha Creek Watershed District that serves at the pleasure of the MCWD Board of Managers.

Section 2 — Purpose: In accordance with §103D.331, the CAC is organized exclusively to assist the Minnehaha Creek Watershed District Board of Managers on matters affecting the interests of the Watershed District.

The purpose of this organization is to:

- **Support the mission statement and goals of the Minnehaha Creek Watershed District;**
- **Review and comment on reports, minutes, activities and projects of the Watershed District as necessary;**
- **Consider issues pertinent to the functions and purposes of the Watershed District;**
- **Advise and assist in decision-making;**
- **Raise issues of concern from the public;**
- **Report to the Board of Managers on the general content of CAC meetings and resulting recommendations.**

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to any current resident or property owner of the Minnehaha Creek Watershed District. Membership is granted after completion and receipt of a membership application and appointment by the MCWD Board of Managers. All memberships shall be granted annually upon resolution through appointment by the MCWD Board of Managers. The number of members of the CAC shall be determined by the MCWD Board of Managers annually through the membership appointment process.

Section 2 — Alternates: In addition to members, the MCWD Board of Managers may also appoint alternates to the Citizen Advisory Committee. Upon majority vote, specified alternates shall serve as pro tempore CAC members in the absence of a member at scheduled meetings.

Section 3 — Rights of members: Each member shall be eligible to cast one vote in all decisions if present at a scheduled meeting.

Section 4 — Resignation and termination: Any member may resign or have their membership terminated per Article IV, Section 8.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held monthly, at a time and place designated by the chair. Regular meetings will be held at a public location within the Watershed District.

All meetings of the CAC are open to the public. Anyone wishing to address the Citizens Advisory Committee will be provided time at the beginning of the meeting or when an agenda item arises for which they'd like to make a directly-related comment. Comments will be limited to two minutes, with ten minutes total time allotted to public comment. Both the individual speaking time and the total allotted time may be extended by majority consent of the CAC members present. The CAC chair shall not permit actions or behavior that prevent the orderly conduct of the Committee meeting.

Section 2 — Annual meetings: An annual meeting of the members shall take place in the month of February, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect officers, receive reports on the activities of the CAC, review and adopt by-laws, and determine the direction of the CAC for the coming year.

Section 3 — Special meetings: Special meetings may be called by the chair of the CAC, the MCWD Board of Managers, or a simple majority of the CAC.

Section 4 — Notice of meetings: Notice of each meeting including agenda and draft minutes shall be given to each member and alternate, by e-mail, not less than one week prior to the meeting. A webpage displaying information such as meeting agendas, schedules, times and locations shall be maintained by the Minnehaha Creek Watershed District with information provided by the CAC.

Section 5 — Quorum: The members present at any properly announced meeting shall constitute a quorum provided that there are no fewer than one third (1/3) of active members present. If a full delegation of members is not in attendance, alternates in attendance shall serve as pro tempore members for the meeting at the direction of the chair at the start of the meeting. The seating of alternates for the purposes of voting will occur through a random method determined by the chair. Pro tempore members serve in such capacity for the duration of the meeting.

Section 6 - Meeting Procedure. Members shall request by hand signal to be recognized by the chair and, after recognition, shall not be interrupted except by the chair and only then if the member's statement is either irrelevant or redundant. All members shall be given the opportunity to speak on any agenda item. CAC meetings will be conducted based on Robert's Rules of Order.

Section 7 — Voting: All issues to be voted on shall be decided by a simple majority (more than half) of those members voting negatively or positively on the motion. Abstentions count as part of the quorum. No single member may appoint a proxy for any vote. Pro tempore members will be appointed at meetings per Article III, Section 5. In aggregate, the total number of votes on any issue cannot exceed the total number of appointed members of the CAC. Recusal or to recuse oneself means to remove oneself from participation in a decision so as to avoid a conflict of interest. Members who are recusing themselves are not counted as part of the quorum on the motion.

Section 8 - Liaison to the MCWD Board of Managers - Following actions and recommendations to the MCWD Board of Managers, the CAC chair shall personally or shall delegate the submittal of reports to the MCWD Board of Managers and will attend or designate an attendee to be present at MCWD Board of Managers meetings as necessary.

ARTICLE IV — COMMITTEE STRUCTURE

Section 1 — Committee role, size, and compensation: The MCWD Board of Managers is responsible for overall policy and direction of the Watershed District, and delegates responsibility of day-to-day operations to the staff and administrator. CAC members will coordinate with staff at the direction of the administrator. CAC members and alternates receive no compensation other than reasonable reimbursement of expenses.

Section 2 — Terms: All CAC members and alternates shall serve one-year terms, but are eligible for reappointment annually by the MCWD Board of Managers.

Section 3 — Officer elections: New officers and current officers shall be elected or re-elected by the voting representatives of members at the annual meeting. Officers will be elected by a simple majority of members present at the annual meeting.

Section 4 — Election procedures: Any member can nominate a candidate to the slate of nominees of prospective officers. All members will be eligible to vote for each candidate each year.

Section 5 — Quorum: At the annual meeting a quorum must be attended by at least nine of the CAC members for officer elections to take place and motions to pass. Regular meetings are governed under quorum rules stated in Article III, Section 5.

Section 6 — Officers and Duties: There shall be four officers of the CAC, consisting of a chair, vice-chair, secretary, and treasurer. No member shall hold more than one office at a time. Their duties are as follows:

- *The chair* shall convene regularly scheduled CAC meetings, shall preside or arrange for other officers to preside at each meeting in the following order: vice-chair, secretary, treasurer.
- *The vice-chair* shall discharge the duties of the chair if the chair is absent or disabled.
- *The secretary* shall be responsible for keeping records of CAC actions, including overseeing the taking of minutes at all CAC meetings, and assuring that necessary records are maintained.
- *The treasurer* shall make reports at each CAC meeting as necessary. The treasurer shall review the budget and make financial information available to CAC members, alternates and the public.

Section 7 — Vacancies: When a member vacancy on the CAC exists mid-term, the staff liaison must receive nominations for new members from present members two weeks in advance of a CAC meeting. These nominations shall be sent out to members with the regular meeting announcement, to be voted upon at the next meeting. These vacancies will be filled only to the end of the particular member's term. Vacancies shall be nominated from the list of alternates, whenever possible.

Section 8 — Resignation, termination, and absences: Resignation from the CAC should be in writing and received by the Secretary. CAC members may be terminated from the CAC due to excess absences. Members are expected to attend at least four meetings in a calendar year. A member or alternate may be removed for other reasons by a three-fourths vote of the remaining members or a majority vote of the MCWD Board of Managers.

ARTICLE V – EXPENDITURES

Section 1 – Procedures: All purchases of goods and services by members and alternates to be reimbursed shall have the prior approval of the treasurer. All reimbursements will be summarized and submitted on approved forms. Reimbursement for expenses incurred must be submitted by December 31 of that year.

Section 2 – MCWD Board of Managers Approval: Expenses will be submitted monthly to the administrator for review and submittal to the MCWD Board of Managers. Expenses are reviewed by the Board Treasurer and may be called into question. The CAC treasurer will serve as the point of contact for any inquiries regarding CAC expenses.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the members. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the Minnehaha Creek Watershed District Citizens Advisory Committee by a two-thirds majority vote on November 12, 2014.

CAC Secretary

Date

These bylaws were acknowledged and accepted at a meeting of the Minnehaha Creek Watershed District Board of Managers by majority vote on _____.

MCWD Board of Managers, Secretary

Date