

Land and Water Shall be Preserved

Minnesota Association of Watershed Districts

540 Diffley Road
St. Paul, MN 55123

Phone: 651-452-8506
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www.mnwatershed.org
E-mail: raybohnmg@aol.com

Received

MAY 16 2017

By: _____

Minnesota Association of Watershed Districts

SPECIAL MEETING NOTICE

7:00 p.m., June 21, 2017

Country Inn & Suites, 927 Lake Shore Drive NE, Bemidji, MN 56601

Watershed District Member Material

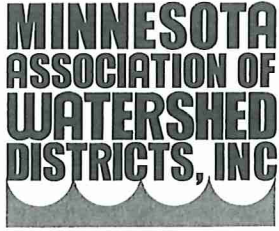
This packet of information is being sent to each watershed district office. ***Please distribute appropriate copies to your managers.*** If you have any questions, please contact Ray Bohn at 651-452-8506. Electronic versions of this notice will also be sent out to all watershed district offices.

This packet includes:

- * Legal notice of the Special Meeting & preliminary meeting agenda items
- * Delegates/Alternates voting list
- * Delegate/alternate appointment form
- * Proxy for Special Meeting voting
- * Proposed MAWD Bylaws and Manual for Policies and Procedures
- * 2018 Proposed Budget with Explanation memo

Please complete all necessary forms and return them to the Minnesota Association of Watershed Districts, 540 Diffley Road, St. Paul, MN 55123 by June 16, 2017.

Thank you!



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Minnesota Association of Watershed Districts, Inc.

Notice of Special Meeting of Members

June 21, 2017

IN ACCORDANCE WITH THE BYLAWS NOTICE IS HEREBY GIVEN that a Special Meeting of the Minnesota Association of Watershed Districts, Inc., will be held at the Country Inn & Suites, 927 Lake Shore Drive NE, Bemidji, MN 56601 beginning at 7:00 p.m. on Wednesday, June 21, 2017 for the following purposes:

1. To continue with the staff transition process occurring as a result of the pending retirement of Ray & Peg Bohn, Media & Gov't Affairs, with proposed changes in future operational elements of the Minnesota Association of Watershed Districts.
2. To receive the reports of the Transition and Bylaws Committees.
3. To act on the proposed bylaws and Manual of Policy and Procedures as recommended by the Board of Directors.
4. To review the proposed 2018 MAWD Budget as recommended by the Board of Directors for preliminary approval.
5. To take action upon any other business that may properly come before the meeting.

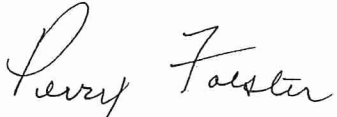
The business meeting of the Association will begin at 7:00 p.m., June 21, 2017 at the Country Inn & Suites in Bemidji in conjunction with the MAWD Summer Tour. An agenda for the special meeting is attached.

Only members duly designated as delegates or upgraded alternates are entitled to vote at the meeting. Attached is the list of delegates that were appointed for the 2016 Annual Meeting. Their appointment is still valid for this meeting. Please review this list to ensure your district has properly appointed delegates for this important meeting. If not, please complete the attached delegate/alternate form designating any open delegate and/or alternate positions. We are also enclosing a "proxy" form that allows your delegates if they cannot attend this meeting to sign their voting authority over to another person. These two forms, if needed, must be returned to our office not later than Friday, June 19, 2017 to allow for proper processing.

If you have any questions please feel free to contact Ray Bohn at raybohnmg@gmail.com or call at 612-5564-0840.

May 10, 2017

Sincerely,

A handwritten signature in cursive script that reads "Perry Forster". The signature is written in black ink and is positioned above the typed name.

Perry Forster

Secretary

18681 Lake Drive East
Chanhassen, MN 55317

WD Delegates & Alternates 2016-2017	Delegate #1	Delegate #2	Alternate	2016-17	Proxy
Bois de Sioux Watershed District	Allen Wold	Scott Gillespie	Jason Beyer	2016	
Brown's Creek Watershed District	Sharon Schwarze	Anne Maule Miller	Craig Leiser	2016	
Buffalo Creek Watershed District	Larry Kramer	Corey Henke	Don Belter	2016	
Buffalo-Red River Watershed District	John E Hanson	Peter Fjestad	Mark Anderson	2016	
Capitol Region Watershed District	Mary Texer	Joseph Collins	Mike Thiennes	2016	
Carnelian-Marine-St. Croix Watershed District				2016	
Cedar River Watershed District					
Clearwater River Watershed District	Kathy Jonsrud	Chris Uecker	Paul DeGree	2016	
Comfort Lake - Forest Lake Watershed District	Jackie Anderson	John Spence	Stephen Schmaltz	2016	
Coon Creek Watershed District					
Cormorant Lakes Watershed District	Barbs Hansen	Jeff Moritz	Ellis Peterson	2016	
Crooked Creek Watershed District					
Heron Lake Watershed District	Jim Buschena	Wayne Rasche	Harvey Kruger	2016	
High Island Watershed District	Vern Schlueter	Orville Polzin		2016	
Joe River Watershed District					
Kanaranzi- Little Rock Watershed District				2016	
Lac Qui Parle-Yellow Bank Watershed District	David Craigmile	Joe Ferguson	John Cornell	2016	
Lower Minnesota River Watershed District	David Rabby			2016	
Middle Fork Crow River Watershed District	Robert Hodapp	Bruce Wing	Ruth Schaefer	2016	
Middle-Snake-Tamarac Rivers Watershed District	David Bakke	John W. Nelson	Ben Kleinwachter	2016	
Minnehaha Creek Watershed District	Sherry Davis-White	Pam Blixt		2016	
Nine Mile Creek Watershed District	Maressia Twele			2016	
North Fork Crow River Watershed District	Jim Barchenger	Bob Brauchler	John Hanson	2016	
Okabena- Ocheda Watershed District				2016	
Pelican River Watershed District	Dennis Kral	Orrin Okeson	Ginny Imholte	2016	
Prior Lake-Spring Lake Watershed District	Marianne Breitbart	Fred Corrigan		2016	
Ramsey- Washington Metro Watershed District	Marij Ebensteiner	Pamela Skinner		2016	
Red Lake Watershed District	Lee Coe	Gene Tiedemann	LeRoy Ose	2016	
Rice Creek Watershed District	Barbara Haake	John Waller	Michael Bradley	2016	
Riley Purgatory Bluff Creek Watershed District	LeRoy A. Carriere	Jill Crafton	Richard Chadwick	2016	
Roseau River Watershed District	Roger Hanson	Carter Diesen		2016	
Sand Hill River Watershed District	Duane Willenbring	Phillip Swenson		2016	
Sauk River Watershed District		Lee Bautch	Gary Barber	2016	

Shell Rock River Watershed District				
South Washington Watershed District	Jack Lavold	Don Pereira		2016
Turtle Creek Watershed District				
Two Rivers Watershed District	Roger Anderson	Allen Brazier	Darrel Johnson	2016
Upper Minnesota River Watershed District	Gary Haugen	Gene Meyer	Wanda Holker	2016 Robert Toelle Proxy voter for both
Valley Branch Watershed District	David Bucheck	Jill Lucas	Anthony Haider	2016
Warroad River Watershed District	Keith Landin	Joe Olafson		2016
Wild Rice Watershed District	Mike Christensen	Curt Johannsen	Greg Holmvik	2016
Yellow Medicine River Watershed District	James Kraus	Tim Dritz	John Boulton	2016

Minnesota Association of Watershed Districts, Inc.

2016-17 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 2016-17.

_____ 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: _____
Secretary

Minnesota Association of Watershed Districts, Inc.

Proxy for Annual Meeting of Members

KNOW ALL PERSONS BY THESE PRESENCE, that the undersigned delegate of the Minnesota Association of Watershed Districts, Inc. from the _____ Watershed District, hereby appoints _____ as the representative 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 special meeting of the members of said corporation, called to be held June 21, 2017, and at any proxydjournment or adjournments thereof, with all the powers the undersigned would possess if personally present including 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 2016 annual meeting and/or special meeting to be held on June 21, 2017 and that the person named herein as the proxy for said delegate is a manager member of the _____ Watershed District.

Secretary

Watershed District

Dated this _____ day of _____, 2017

Proposed 2018 Budget w/explanations

Introduction: With the retirement of Peg Bohn, the proposed retirement of Ray Bohn we will need to develop an entirely new Administrative and Lobbying program for MAWD and its' members. The attached 2018 Budget (Proposed) is an effort to project potential revenue and expenses for that year. The amounts that have changed from the 2017 budget are shown in color and following is an explanation of what was considered in developing the new numbers,

1. We are proposing in the Bylaws/MOPP to change our fiscal year from Oct. 31 to Sept. 30 to allow more time to prepare, present and consider the coming year's budget. Thus actual expenses forecast for 2017 will only include 11 months and the projected loss (shown in blue) will be less an unknown amount.
2. Under the revenue section we are basing the amount on:
 - a. Approval of the proposed new dues structure
 - b. An incremental improvement in all income generating revenue lines
 - c. A modest added income from new class of membership
3. Under the expenditures lines the first seven categories are related to finding and hiring a new full time Administrator, including associated benefits. Also, we will need to rent space and acquire office equipment. And finally, we will need to pay Ray for his lobbying services until the end of the 2018 legislative session. There are also planned expenses in developing a coherent educational program and increasing timely communications to both WD Managers and Administrators.
4. The remaining changes are all relatively minor and show recognition that certain expenses will increase modestly.
5. The end result is a projected loss of just over \$8,000, which is very likely to be covered in great part by lesser expenses from 2017, which as mentioned earlier will only include 11 months operating expenses.

For this budget to "work" we must pass the changes to the Bylaws, the addition of the Manual of Policy and Procedures, find and hire the successor to Ray Bohn by the end of 2017 and settle on a new location from which MAWD will do business. Our Succession Committee is working on job descriptions, investigating office space and its' cost, complete the definition of and identify those selected "new" members and their associated dues and continue our ongoing Program Development and Delivery in both Annual Meetings and related communications. We project the hiring of the new Administrator before the end of the 2017 year.

MAWD Finance Committee

Minnesota Association of Watershed Districts
Statement of Revenue and Expenditures Compared to Budget
October 1, 2017 to September 30, 2018
VX Proposed 2018 Budget

	Proposed 2018 10/1/2017	Proposed Year end 10/31/2017 Budget	Actual 11/1/2015 to 10/31/2016	Actual 11/1/2014 to 10/31/2015	Actual 11/1/2013 to 10/31/2014
REVENUE					
Dues	225,000	118,000	121,412	103,834	103,982
Interest	75	100	241	39	79
Annual Meeting	47,500	45,000	49,390	51,861	56,080
Summer Tour	17,500	15,000	14,390	15,530	20,177
Drainage Seminar	7,500	7,500	9,010	5,015	2,550
Trade Show Fees	13,000	12,000	11,495	16,285	14,635
Legislative Breakfast	9,000	7,500	7,450	10,083	7,400
ADA Training	600	600	600	535	-
Managers Training/Basic Water Mgmt Fees	4,000	4,000	4,250	2,250	1,870
Communication/Public Education		3,000	3,000		2,240
Staff Development		-			-
Other		500	-	2,815	-
Associate Membership Income	2,500	5,000		32,315	3,225
TOTAL REVENUE	326,675	218,200	221,239	240,562	212,238
EXPENDITURES					
General Administration/Executive Director	90,000	65,000	81,345	74,566	78,345
Communications & Conferences	15,000	"			
Lobbying, Contracted service	35,000	"			
Education Program Operating Expenses	7,500	45,000	10,000	-	-
Office space rental, location not confirmed	12,000	n/a			
Benefits for salaried employees	30,000	n/a			
Office equipment & telecommunications	5,000				
AIS Symposium Co-hosting	2,500	2,500	1,000	-	-
Round Table Participation	500	500	316	-	3,000
Lobbyist, Administrative Expenses	2,500	2,500	1,754	4,282	2,864
Supplies & Equipment	1,000	1,000	3,124	42	-
Dues	750	750	-	185	350
Telephone	500	500	220	439	449
Committee Meeting/Work Per Diem/Expense	30,000	30,000	25,297	18,594	17,720
Directors Meeting Expenses	1,500	1,500	1,471	1,600	1,068
Payroll Taxes	2,000	2,000	787	1,377	895
Legal Fees, Startup documentation	2,000	1,000	-	-	1,800
Accounting and Audit Fees	4,250	4,100	3,550	4,100	3,250
Watershed District Handbook	750	1,200	-	-	-
Liability Insurance	1,700	1,569	1,551	1,552	1,539
Leadership & Development	2,500	2,500	7,250	-	-
WD Messaging/PR	2,500	2,500	-	-	5,000
Website/Social Media/Internet Expense	750	650	650	1,815	1,002
Credit Card & Bank Charges	3,000	3,000	2,791	3,434	2,685
ADA Seminar Expenses	500	400	-	367	406
Trade Show Expenses	11,000	9,000	9,569	4,932	8,260
Annual Meeting Expenses	38,000	37,500	37,079	37,161	40,199
Summer Tour Expenses	15,000	15,000	14,402	18,367	18,303
Legislative Breakfast Expenses	7,500	7,250	7,177	7,233	1,957
Communication/Public Education	2,500	2,500	-	-	3,612
Aquatic Invasive Species Conference	250	250	153	33,606	2,687
Drainage Seminar Expenses	3,000	3,000	2,993	1,258	1,998
Managers Training Expenses	2,500	2,250	2,288	559	817
Memorials	250	300	-	-	50
Salary Survey, 3 Year update	1,500	-	-	7,110	-
TOTAL EXPENDITURES	335,200	245,219	214,766	222,579	198,256
REVENUES OVER EXPENDITURES	(8,525)	(27,019)	6,473	17,983	13,982
BEGINNING NET ASSETS			119,415	101,432	87,520
Change in net assets			6,473	17,983	13,982
ENDING NET ASSETS			\$ 125,888	\$ 119,415	\$ 101,502
ASSETS, CASH AND EQUIVALENTS			140,033	122,093	116,873
Deposits received, 2017 annual meeting			(11,385)	(2,005)	(13,071)
Liabilities, accounts payable, taxes payable			(4,008)	(2,500)	(2,500)
Deferred costs paid, liability insurance 2017			919		
Deferred costs paid, annual meeting			329	1,827	200
ENDING NET ASSETS			125,888	119,415	101,502

Minnesota Association of Watershed Districts (MAWD)

Manual of Policy and Procedures (MOPP)

April 28, 2017

This document is authorized under Section 1.6 of the Bylaws to provide the necessary details for the day-to-day operations in a manner which may be changed, revised or reduced as needed by a majority vote of the Board of Directors.

Section I.

Corporate Office and Authority

1.1 Offices: The registered office of the Corporation shall be designated annually by the Board of Directors. If such site is located in a private home there must be reasonable provision for access to any stored materials. The Office shall be established by a contract, lease or a "Memorandum of Understanding." As of this date _____, the office shall be located at _____.

1.2 Authority for Contracts: Unless specifically delegated to the Executive Director by written action of the Board of Directors, only the President can sign a legally binding contract or agreement for the corporation. Any such agreement must be supported by either a Memorandum of Understanding or an action of the Board of Directors noting agreement ~~and~~ along with the delegation of authority, if any.

Section II

Membership

2.1 Delegates and Alternates: Prior to a Regular or Special Meeting of the membership, the Executive Director shall send to every member in good standing a written request asking for the identity of two voting members and any designated alternate members, who may vote in the absence of a voting member. Any nametags provided for attendees, shall indicate the voting status of the managers in an easily visible manner.

2.2 Membership Dues and Eligibility: Each member will receive an annual dues statement. The statement will include the amount of dues determined in MOPP Section 6.3 & 4. Payment is due by April 30 of the year identified on the dues statement or other arrangements agreed to by the Board. If dues are not paid by the due date, the Treasurer shall send out a written notice to the member informing the member of the loss of their good standing. If the dues are not paid within 30 days of this notice, the member's good standing is terminated and the member is ineligible to serve on the board or vote at any meeting of the membership or board of directors.

- 2.3 Termination of Membership: At any time, a member may submit a written document to the Executive Director or the President of the Board of Directors indicating their intention to terminate membership. Watershed membership is terminated as of the receipt of said document and shall be presented to a subsequent Board meeting noting the termination and any delegation of authority in the minutes of that meeting. Regardless of the date of termination, there shall be no refund of the annual dues paid by the member.
- 2.4 Qualification of Member Representatives: Each Manager representative of a Watershed District (WD) member is appointed by their Board of County Commissioners, or in the case of initial formation by the Board of Water and Soil Resources (BWSR). If there is a question regarding the eligibility or status of a member representative to vote or enter into meeting discussions, such member representative may be considered as "Suspended" until his or her status can be properly verified in writing.

Section III

Meetings of Membership

- 3.1 Meetings: At the direction of the Board of Directors, meeting times, locations, content or any other functional details may be delegated to the Executive Director for execution. Unless specifically delegated to the Executive Director by written action of the Board of Directors, the President is the only authorized signee on any contract required for these arrangements
- 3.2 Voting Members: The Executive Director shall provide appropriate nametags or other clearly visible form of identification to attendees and voting delegates or alternates such that an accurate count of votes for or against an item may be properly tabulated. The President may delegate authority to the Secretary or other Board of Directors members to assist in the identification of proper voting authority and the subsequent counting of votes. The President may also request that voting delegates sit in an assigned area of the meeting facility to expedite the process.

Section IV

Board of Directors, Membership Criteria

- 4.1 Regional Assignments: Pursuant to the Bylaws, there shall be three Regions of MAWD. In as much as possible those regions should be geographically integral with reasonable proximity. The current Regional membership is as follows:

Region I

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

Region II

Upper Minnesota River	Buffalo Creek
Lac Qui Parle-Yellow Bank	Turtle Creek
Yellow Medicine River	Crooked Creek
Heron Lake	Stockton-Rolling Stone-
Okabena-Ocheda	Minnesota City
Clearwater River	North Fork Crow River
Kanaranzi-Little Rock	Shell Rock River
Sauk River	Middle Fork Crow River
South Two River	

Region III

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

Affiliate Member Organizations

Shall be assigned to the most proximate of the above three regions

4.2 Chapters: Although recognized in the Bylaws there is currently only one Chapter formed and that is Metro MAWD, which represents members in Region III, who are generally in an area considered as the Metro.

Section V

Officers & Committee Responsibilities

5.1 President: The President shall:

- (a) Act as the chief executive 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 s/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 chair of the Board of Directors.
- (h) With the active contribution of the Finance Committee, prepare and submit the corporation's annual budget to the Board of Directors
- (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.

5.2 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.

5.3 Secretary: The Secretary shall:

- (a) Take careful and accurate 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 terms.
- (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 present for acceptance, the minutes of the previous annual meeting.

5.4 Treasurer: The Treasurer shall:

- (a) Be responsible for the keeping of accurate account of all monies the corporation has received or disbursed. It shall be his/her further duty to notify members and affiliate members of unpaid dues and to collect the same. The treasurer may enlist the assistance of the Executive Director to aid in the performance of these duties.
- (b) Deposit all moneys, drafts, checks and CD's 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 account of the corporation.
- (d) Disburse corporate funds by check bearing his/her signature. Should the Treasurer be unavailable, then the signature of any officer of the board of Directors shall be accepted.
- (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.

- (g) In conjunction with the Finance Committee, the Treasurer shall prepare and present an annual budget for the organization first to the Board of Directors who shall send it onto members at the Annual meeting or an alternate meeting.
- (h) The Treasurer shall coordinate with the accountant and Finance Committee to select an auditing firm qualified to review all financial activities of the organization and present the results of said audit to the members at the Annual Meeting.
- (i) The treasurer, in conjunction with the Finance Committee shall select a qualified person or firm to provide routine accounting services to the organization.

5.5 Committees of the Board of Directors: The Board of Directors 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 Directors. Currently the Standing Committees identified in this MOPP are the Finance Committee, Personnel Committee, and the Resolutions Committee. There may also be temporary or "ad hoc" committees established to meet the immediate needs or expectations of the Board of Directors. Potential Standing Committees of MAWD are:

- (a) Bylaws Committee
- (b) Transition Committee
- (c) Strategic Plan Committee
- (d) Annual Meeting Committee
- (e) Summer Tour Committee
- (f) Education Committee
- (g) Finance Committee

Section VI

Fiscal Year and Member Dues

- 6.1 Fiscal Year: The fiscal year for the corporation will be October 1 through September 30th of each year.
- 6.2 Budget: The Finance Committee shall prepare a budget to fund the subsequent year's activities. Such budget must be first submitted to the Board of Directors for approval, then presented to the members at the Annual Meeting as set forth in the Bylaws.
- 6.3 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, within or identified with the District, multiplied by .00048 to determine the maximum levy. Then multiply the maximum District levy amount by up to .005 to determine MAWD dues - not to exceed \$7,500.00
- 6.4 Fees, Associate Members: Associate members shall pay a flat fee of \$500.00 for their participation in any and all MAWD events and activities in their first year. Subsequent annual fees shall use the same formula as the Watershed Districts – not to exceed \$1500.00.

6.5 Dues/Fees: The dues and fees of the organization shall be prepared by the Treasurer and Finance Committee based upon the projected financial needs of the coming year. They must first be reviewed by the Board of Directors and then presented to the members for awareness and approval at the Annual Meeting or Special Meeting called for this purpose. The dues of the organization shall be applied to all members and affiliate members as determined by the Board of Directors. The fee portion of the dues may be based on a differential structure which will be calculated on a yearly basis to meet the requirements of the budget for that year.

Section VII

Employees

- 7.1 Employees, Titles & Compensation: The Board of Directors shall be responsible for hiring employee(s) as needed. The Board of Directors shall determine the title of the position and the compensation, both direct and supplemental or as benefits, for any employee. At a minimum, all compensation should be reviewed annually by the Personnel Committee in conjunction with the Treasurer and Board of Directors.
- 7.2 Contracts: All employees or contractors under the direction of the Board of Directors shall have a written job description and an annually executed contract or letter of agreement setting forth the terms and conditions of their employment or provision of services.
- 7.3 Personnel Committee: The Board of Directors may delegate employee management responsibilities to the Personnel Committee, with the exception of the compensation review as provided in Section 7.1. There shall be a written record of the Board action to delegate employee management responsibility to the Personnel Committee, which shall be renewed annually by the Board of Directors.
- 7.4 Performance Review: Every employee shall have an annual performance review prepared and presented by the Personnel Committee.
- 7.5 Contractor Review: All contractors shall have their contracts or service agreements reviewed by the Board of Directors prior to execution and annually for any renewal or extension.

Section VIII

Resolutions and Petitions

- 8.1 Resolutions: The Chair of the MAWD Resolutions/Policy Committee will send a request for resolutions, along with a form for submission, to the membership at least three months prior to the annual MAWD membership meeting. Resolutions and their justification must be submitted to the MAWD Resolutions/Policy Committee in the required format at least two months prior to the annual MAWD membership meeting for committee review and recommendation. The committee will present these resolutions and their recommendations

to the MAWD Board of Directors and the MAWD membership at least one month prior to the start of the annual MAWD membership meeting. The MAWD Board may make additional recommendations on each proposed resolution through its board meeting process. This same procedure will be used when policy issues are to be considered at any special MAWD membership meeting.

8.2 Petitions: Any member or group of members may submit to the Board of Directors at any time a petition requesting action, support for, rejection of, or additional information on any issue of potential importance to the members. Such petitions require that at least 15 member watershed districts submit the petition before a Special meeting of the membership will be convened.

Section IX

Chapters

9.1 Establishment: The authority for the formation of Chapters is found in Paragraph 4.2 of the Bylaws.

Section X

Robert's Rules of Order

10.1 Robert's Rules of Order: All Board meetings, Annual Meetings and Special Meetings shall be governed by Robert's Rules of Order a copy of which will be available at all meetings.

Section XI

Amendments and Revisions

11.1 Amendments and Revisions: The Manual of Policy and Procedures (MOPP) has been established by the Board of Directors. The MOPP may be amended at any time by vote of the Board of Directors.

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

ARTICLE I.

Offices and Corporate Seal

1.1) Official Name. The official name of the corporation is the Minnesota Association of Watershed Districts, Inc., hereinafter referred to as MAWD.

1.2) Purpose. The purpose of MAWD is to provide educational opportunities, access to information resources, interface with other agencies, facilitate tours, meetings, and other educational opportunities and lobby on behalf of watershed districts. Additionally, MAWD will facilitate the exchange of information to help Watershed District Managers and Watershed staff better comply with governmental regulations and laws while offering an informed interface with the community or communities being served.

1.3) Organized. The corporation is organized as a 501(c)4 organization. Notwithstanding any provision of the Articles of Incorporation or Bylaws which may be interpreted to the contrary, MAWD shall not authorize or undertake any actions which jeopardize its status as a 501(c) (4) organization.

1.4) Office. The registered office of the corporation shall be designated by the Board of Directors.

1.5) Corporate Seal. The corporation shall have no corporate seal.

1.6) Manual of Policy and Procedures. The Board of Directors has established a management document identified as Manual of Policy and Procedures (MOPP) to support the orderly and timely details of regular operation. It may be revised at any time by a majority vote of the Board of Directors.

ARTICLE II.

Membership

2.1) Regular Membership. Each dues paying watershed district duly established and in good standing pursuant to Minnesota Statutes, Chapter 103D, shall be entitled to a 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 to represent it in this corporation. In addition, each regular member may designate alternate delegates to represent such member in the absence of any originally designated delegate. Thereafter, each regular member shall annually designate its delegates and alternate delegates so long as it remains a member in good standing of this corporation.

2.3) Termination of Membership. Any member that has failed to pay its dues as provided in the Policy and Procedure Manual is not in good standing and shall be stricken from the membership roll.

2.4) Resignation of Member. Any member may withdraw from this corporation by notifying the secretary in writing 45 days prior to the end of the fiscal year.

2.5) Associate Membership. The Board of Directors may from time to time extend associate

membership to 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

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 members 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 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, either physically or electronically, 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 members of the corporation in good standing. This request, shall be in writing addressed to the president or the secretary of the corporation. Within thirty days of receipt of said request, the Board of Directors shall, mail (either physically or electronically) notice of said special meeting to all members. This notice shall state the objective of the meeting and the subjects to be considered.

3.3) Quorum. A majority of the delegates (two per regular member) 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 member shall be entitled to one (1) vote for each delegate present.

ARTICLE IV. Board of Directors

4.1) General Powers. The business activities of the corporation shall be directed and managed by the Board of Directors (hereinafter referred to as the board). The Board of Directors shall be authorized to pay 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, consistent with the rate and provisions of watershed manager per diem allowances and expense reimbursement provided in state law. The Board of Directors is authorized to hire and/or contract for services needed.

4.2) 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, with staggered three-year terms. Members from each region shall elect one director for a three-year term at the Annual Meeting of the Association. No Watershed District shall have more than one Manager elected to be a Director on the Board of Directors of the Corporation. 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.

4.3) 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. Regional membership shall be listed in the Policy and Procedure Manual.

4.4) Number, Qualification and Term of Office The number of directors constituting the board shall be nine. Each director elected at the annual meeting shall be elected for a three-year term. Directors shall be on the board of a watershed member in good standing of this corporation.

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

4.7) 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 at a time and place to 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. Directors may participate and vote in Board of Directors meetings by telephone or other electronic means approved by the Board in the MOPP.

Actions may be taken by a majority vote of those directors present or participating by telephone or other electronic means approved by the Board in the MOPP. The secretary of the board shall give written or electronic 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 President of the board or upon demand in writing to the secretary by three (3) directors of the Board of Directors.

4.8) Conflicts of Interest. Members of the Board of Directors shall act at all times in the best interests of the corporation. This means setting aside personal self-interest and performing their duties in transacting the affairs of the corporation in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. No Director shall directly or indirectly receive any profit from his/her position as such, and Directors shall serve without remuneration other than as provided in Section 4.1 of these Bylaws for the payment for reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a Director are considered to also be the pecuniary interest of the Director.

4.9) Indemnification. All directors and officers of the corporation shall be indemnified against any and

all claims that may brought against them as a result of action taken by them on behalf of the corporation as provided for and subject to the requirements of Chapter 317A of Minnesota Statutes as amended.

ARTICLE V.
Board Officers

5.1) Officers and Duties. There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. All officers shall be directors of the corporation. Their terms and duties are as follows:

5.2) President. The president shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The president shall have the following duties:

- Convene and preside over regularly scheduled board meetings.
- Have general powers and duties of supervision and management usually vested in the office of president.
- Appoint such committees as he/she shall deem necessary with the advice and consent of the Board of Directors.

5.3) Vice-President. The Vice-President shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The Vice-President shall have the following duties:

- Assume and perform the duties of the president in case of his/her absence or incapacity; and shall chair committees on special subjects as designated by the President.
- Have general powers and duties of supervision and management usually vested in the office of Vice-President.

5.4) Secretary. The Secretary shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The Secretary shall be responsible for preparing and keeping all records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

5.5) Treasurer. The Treasurer shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The treasurer shall chair the finance committee, maintain account of all funds deposited and disbursed, disburse corporate funds as designated by the Board of directors, assist in the preparation of the budget, collect membership dues, and make financial information available to board members and the public.

ARTICLE VI.

Fiscal Year, Dues and Audit

- 6.1) Fiscal Year. The fiscal year of the corporation shall end on September 30 each year.
- 6.2) Membership Dues. Dues will be determined annually by the Board of Directors as specified in the Policies and Procedures Manual.
- 6.3) Annual Dues. Annual dues shall be payable 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 shall 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. The Board shall send out the Annual dues statement with payment directed to the Authorized District Accounting firm. 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.

- 6.4) 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 will be conducted by an auditing firm selected by the Board of Directors with experience in the field of government and water management. The audit results shall be furnished to all member districts within forty-five days after receipt thereof by the Treasurer.

ARTICLE VII.

Employees

- 7.1) Employees. At the discretion of and under the direction of the Board of Directors, MAWD may choose to hire and administer various employees. Their positions and job expectations shall be individually developed and included in the Policies and Procedures Manual.

ARTICLE VIII.

Resolutions and Petitions

- 8.1) Resolutions: The Chair of the MAWD Resolutions/Policy Committee will send a request for resolutions, along with a form for submission, to the membership at least 3 months prior to the annual MAWD membership meeting. Resolutions and their justification must be submitted to the MAWD Resolutions/Policy Committee in the required format at least 2 months prior to the annual MAWD membership meeting for committee review and recommendation. The committee will present these resolutions and their recommendations to the MAWD Board of Directors and the MAWD membership at least 1 month prior to the start of the annual MAWD membership meeting. The MAWD Board may make additional recommendations on each proposed resolution through its board meeting process. This same procedure will be used when policy issues are to be considered at any special MAWD membership meeting.

8.2) Petitions: Any member or group of members may submit to the Board of Directors at any time a petition requesting action, support for, rejection of, or additional information on any issue of potential importance to the members. Such petitions require that at least 15 member watershed districts submit the petition before a Special meeting of the membership will be convened.

ARTICLE IX.

Chapters

9.1) 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 X

Rules of Order

10.1) Rules. When consistent with its Articles of Incorporation and these Bylaws, Robert's Rules of Order shall govern the proceedings of this corporation. For consistency in operation, a copy of Robert's Rules of Order shall be available for consultation if requested at every scheduled meeting of the Board of Directors and Membership meetings.

ARTICLE XI

Amendments

11.1) Amendments. These Bylaws may be amended by a majority vote of the regular members of this corporation only as provided below.

11.2) Annual Meeting. At the annual meeting of the regular members of this corporation, the Bylaws may be amended by the majority of the regular 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.

11.3) Special Meeting. These Bylaws may be amended by the regular members at a special meeting called for that reason but only by a majority vote of the entire regular membership of the corporation, and only if there has been thirty days' written notice to all regular members of such special meeting. Such special meeting may be called upon the request of one-third of the regular 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.