

MEMORANDUM
Comfort Lake-Forest Lake Watershed District

To: Board of Managers

Date: June 1, 2017

From: Mike Kinney

Subject: Governance Manual

Background/Discussion

At the May 25th Regular Board Meeting Managers expressed the desire to have legal counsel provide a refresher on the governance manual particularly the areas relating to manager authority within the Bylaws. Chuck Holtman, District Attorney, will be present at the June 8th board meeting to comment on, and answer questions, related to this and other areas of the governance manual as the Board sees fit.

Hard copies of the governance manual can be provided upon request. A digital copy of the manual can be found online: <http://clflwd.org/documents/CLFLWDgovman8-15.pdf>

Attached: CLFLWD Bylaws

BYLAWS
COMFORT LAKE – FOREST LAKE WATERSHED DISTRICT

Adopted as amended August 27, 2015

These bylaws establish rules governing the conduct of business by the Board of Managers of the Comfort Lake – Forest Lake Watershed District (CLFLWD.)

ARTICLE I: BOARD OF MANAGERS

The board consists of five members, three of whom are appointed by the Washington County Board of Commissioners and two of whom are appointed by the Chisago County Board of Commissioners. Managers are appointed, in accordance with state law, for three-year terms.

1. *Term, vacancy.* A manager's term continues until a successor is appointed and qualified. In the event a member of the board resigns or otherwise declares an inability to complete his or her term on the board, the board will advise appropriate county board of commissioners of the vacancy created as soon as practicable to allow the vacancy to be filled as soon as possible.

2. *Compensation.* The board may elect to compensate its members for attending meetings and performance of other duties necessary to proper management of the CLFLWD. Such compensation will be in accordance with Minnesota Statutes section 103D.315. Compensation will be provided:
 - a. Only when attendance at and participation in a particular activity or event is directed by or authorized in advance by the Board or the CLFLWD administrator; and
 - b. Only as to that part of the compensation specified by section 103D.315 that is not provided by another entity.

3. *Conflict of interest.* Comfort Lake – Forest Lake Watershed District seeks to assure public confidence in the integrity of its proceedings because such confidence is essential for effective governance. The citizens affected by Board of Managers proceedings deserve and expect high ethical standards in the Board, and the Board of Managers seeks to make its high standards known to citizens of CLFLWD. Ensuring that conflicts of interest do not affect Board of Managers proceedings is an essential element of maintaining high ethical standards. Therefore, the Board of Managers adopts the following conflict of interest policy consistent with the Ethics in Government Act, Minnesota Statutes section 10A.07:
 - a. *Disclosure of conflicts:* Where the official duties of a manager, including chairing any meeting, participating in any vote, or offering any motion or discussion on any matter, may substantially affect the manager's personal or financial interests or those of an associated business, other than where the effect on the manager is no more than on any other member of the manager's profession, occupation or business classification, the manager must take the following actions:
 - i. Prepare a written statement describing the matter requiring action and the nature of the conflict of interest; and

- ii. Deliver a copy of the statement to the president of the Board of Managers for filing with the Board of Managers prior to taking the action.

If a conflict arises, and a manager has insufficient time to provide a written statement, the manager must orally inform the board.

- b. *Abstention*: A manager must abstain from chairing any meeting, participating in any vote, offering any motion or participating in any discussion on a matter that substantially affects the manager's personal or financial interests or those of an associated business, unless the effect on the manager is no more than on any other member of the manager's profession, occupation or business classification.
4. *Bonding*. Before a manager assumes his or her duties, CLFLWD will obtain and file a bond for the manager, at CLFLWD expense, in accordance with Minnesota Statutes section 103D.315, subdivision 2.
 5. *Insurance*. The board, at CLFLWD expense, will provide insurance for the managers for liability protection on such terms and in such amounts as the board determines.
 6. *Managers' authority*.
 - a. The president is authorized to speak on behalf of CLFLWD. No other manager may speak on behalf of CLFLWD unless authorized to do so by the Board of Managers.
 - b. No individual manager may provide direction, instructions or authorization to the administrator or a CLFLWD consultant unless specifically authorized to do so by the Board of Managers or pursuant to the authority that manager possesses as an officer under these bylaws.
 - c. A manager's request for information that would require more than 30 minutes of the administrator's time must be approved by the board of managers.
 - d. A manager's request for information from consultants to CLFLWD, other than auditors or legal counsels, must be directed through the administrator.
 - e. A manager may not request or authorize on behalf of the CLFLWD performance of services by the administrator, a consultant, the auditor or legal counsel unless authorized by action of the Board of Managers, which authorization will extend only to the extent and scope specifically authorized by the Board of Managers, or by direction of the CLFLWD administrator under the administrator's authority as delegated by the Board of Managers.
 - f. Individual managers cannot bind the CLFLWD to agreements or expenditures, except as may be authorized by the Board of Managers.

ARTICLE II: OFFICERS

At the annual meeting of the CLFLWD Board of Managers, it will elect from among its members the following officers: president, vice president, treasurer, assistant treasurer and secretary. An officer will serve until replaced by the election of a successor. No board member may hold more than one office at a time, except that the Board of Managers may name an officer to serve in another office pro tem as necessary for the board to take an essential action absent the manager holding that office.

In the event an officer cannot complete his or her term of office, the board will immediately elect from among its members an individual who will complete the unexpired portion of the term.

The president will:

- (a) serve as chairperson for all meetings;
- (b) sign and deliver in the name of CLFLWD any contracts, deeds, correspondence or other instruments pertaining to the business of CLFLWD, as authorized by the board;
- (c) be a signatory to CLFLWD accounts.

The vice president will:

- (a) discharge the president's duties in the event of the absence or disability of the president;
- (b) be a signatory to CLFLWD accounts.

The treasurer will:

- (a) be a signatory to CLFLWD accounts and financial records.

The assistant treasurer will:

- (a) be a signatory to CLFLWD accounts and financial records.

The secretary will:

- (a) certify levies, records and proceedings of CLFLWD;
- (b) be a signatory to CLFLWD accounts.

The following officers' duties will be performed by the administrator under the direction of the Board of Managers:

- (a) develop and maintain CLFLWD financial accounts and records;
- (b) arrange for the annual audit of CLFLWD financial records;
- (c) provide the board with such records as are necessary to describe the financial condition of CLFLWD;
- (d) deposit all monies, drafts and checks in the name of and to the credit of CLFLWD at such banks and depositories as the board may approve.
- (e) maintain records of CLFLWD;
- (f) ensure that minutes of all CLFLWD meetings are recorded and made available in a timely manner to the managers and the public, and maintain a file of all approved minutes;
- (g) provide for proper public notice of all meetings.

CLFLWD will maintain a seal in the possession of the administrator.

ARTICLE III: MEETINGS

The conduct of all meetings of the board will be governed by the most recent edition of *Robert's Rules of Order Newly Revised*. *Robert's Rules* may be temporarily suspended by consent of a majority of the managers. Absent timely objection, a failure to conform to *Robert's Rules* will not invalidate an action of the board.

For all meetings of the board, a majority of the members appointed will constitute a quorum to

do business, but a minority may adjourn a meeting. All meetings of the board will be open to the public, except that a meeting or portion of a meeting may be closed in accordance with the Open Meeting Law.

1. *Annual Meeting.* The regular meeting of the board in January each year will be the annual business meeting. In addition to any other business that may come before this meeting, the board will designate the depository or depositories for CLFLWD funds and financial assurance instruments submitted to CLFLWD, adopt a schedule of regular meetings for the year, and select officers. The schedule of regular meetings will be filed in the records of CLFLWD.
2. *Regular Meetings.* The board may hold periodic meetings for the purpose of conducting the general business of CLFLWD. The schedule of regular meetings may be changed at any time by action of the board.
3. *Special Meetings.* A special meeting may be held at any time. Special meetings may be called by any manager or the administrator. A manager's call for a special meeting must be made in writing or electronic mail (email) to the secretary of the board and the CLFLWD administrator at least five calendar days prior to the date of the meeting. This request must include a statement of the purpose(s) for which the meeting will be called. Immediately upon receipt of a properly drafted request, the administrator will cause all members of the board to be notified and, on determining the availability of a quorum, make public notice of the meeting.
4. *Emergency Meetings.* An emergency meeting may be called by any manager or the administrator on 24 hours' notice because of circumstances that, in the judgment of the manager calling the meeting or administrator, require immediate consideration. Whenever practical, a request for such a meeting should be made in writing to the secretary and CLFLWD administrator, who will notify all board members by the most expeditious and effective means available.

Conduct of meetings. At the time appointed for a meeting, the members will be called to order by the president as chair, or in his or her absence, the interim chair. Upon appearance of a quorum, the board will proceed to do business in accordance with the agenda as approved by the board.

1. The chair will preserve order and decide questions of order, subject to an appeal by any member. The chair may make motions, second motions, or speak on any questions.
2. Every member before speaking will address the chair and will not proceed until recognized by the chair. A member called to order will immediately suspend his or her remarks until the point of order is decided by the chair.
3. Any person may address the board after being recognized by the chair. The chair may limit the time allowed for a manager or other person addressing the board to speak.
4. Any person may request that a matter be heard by the board. The board will consider such request and determine whether and, if approved, when to take up the matter or to defer the matter pending receipt of additional information thereon and to direct the administrator to obtain such information.

Minutes. The administrator will make minutes of any meeting available to all board members prior to the next meeting absent special circumstances.

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Voting. When the chair puts a question to the board, every manager present will vote, unless for special reasons the board excuses him or her. Only managers present within the meaning of the Open Meeting Law may vote, and no manager may appoint a proxy for any question coming before any meeting for a vote. Voting on resolutions will be by roll call. On request of a member, the chair will have the yeas and nays of any vote on a motion recorded.

ARTICLE IV: COMMITTEES

The board may appoint committees and subcommittees for the purpose of assisting the board in the performance of its duties. Except for a board member appointed to a committee, no other member of a committee may make motions for consideration or vote on matters put before the board.

1. *Citizens Advisory Committee.* In accordance with Minnesota Statutes section 103D.331, there is established a citizens advisory committee to the Board of Managers. The committee will be known as the Citizens Advisory Committee (CAC). The CAC will advise the Board of Managers on water-related community concerns and issues, and assist with the development and implementation of the education and outreach activities of CLFLWD. The CAC will meet according to a schedule set annually by the members of the CAC, and at such other times as may be determined by a majority of the members. All meetings of the CAC are open to the public.
2. *Technical Advisory Committee.* In accordance with Minnesota Statutes section 103D.337, there is established a technical advisory committee (TAC) to the Board of Managers. The TAC consists of representatives of affected statutory and home rule charter cities, the counties, and soil and water conservation districts, as well as other governmental entities with jurisdiction in the Comfort Lake – Forest Lake watershed as the Board of Managers may determine. The TAC is convened as necessary and appropriate to advise the Board of Managers on regulatory and other technical matters.

ARTICLE V: MISCELLANEOUS

1. The CLFLWD fiscal year will run from January 1 through December 31 of each year.
2. The board, by resolution, may authorize the administrator to purchase goods and services or otherwise bind CLFLWD by contract up to an amount or amounts specified in the resolution. Except as provided in the resolution, board approval is required to contractually bind CLFLWD.

Adopted as amended by the Board of Managers of the Comfort Lake – Forest Lake Watershed District the 27 day of August 2015.

Date:

8/27/15

Wayne S. Moø
Wayne S. Moø, Secretary

5. Payment administration. All purchases made by credit card or charge account must be itemized, assigned to a CLFLWD budget account, and described in detail, as other current items payable. Credit card and charge account purchases must be documented by itemized original receipts, showing the item or service purchased, the individual who made the purchase, the vendor, date and amount, along with CLFLWD account to which each purchase is proposed to be charged. Attendees at a non-public meeting for which a charge to the CLFLWD credit card or a charge account is made must be listed. Copies of the statement and receipts will be presented monthly to the Board president and treasurer for their review and may be viewed by other Board members and the CLFLWD auditor at any time. A copy of credit card and charge account charges will be publicly posted monthly as part of the CLFLWD Board packet. The request for payment of credit card and charge account invoices will be accompanied by a coded Payment Voucher, signed by the administrator, stating that the payment demand is just and correct, and that no part of it has been paid.