Bylaws of
Pelican River Watershed District

(Amended April 19, 2001, June 17, 2021, December 20, 2023)

These Bylaws establish rules governing the conduct of business by the Board of Managers (Board) of the Pelican River Watershed District (District) under Chapter 103D.315: Subd.11.

ARTICLE I.
NAME

Section 1. NAME: Pelican River Watershed District (District).

ARTICLE II.
PURPOSE & MISSION

The District's purpose and authorities are outlined in MS 103D and its mission is: *"To enhance the quality of water in the lakes within its' jurisdiction. It is understood that to accomplish this, the District must ensure that wise decisions are made concerning the management of streams, wetlands, lakes, groundwater, and related land resources which affect these lakes."*

ARTICLE III.
DISTRICT OFFICE AND WATERSHED DISTRICT'S BOUNDARIES

Section 1. DISTRICT OFFICE: The principal place of business of the District is in the Wells Fargo Bank Building, 211 Holmes St. West, Suite 201, Detroit Lakes, MN 56501.

Section 2. BOUNDARIES OF DISTRICT: The District covers an area of 120 squares miles, with 95% in Becker County and 5% in Ottertail County.

ARTICLE IV
BOARD OF MANAGERS

Section 1. COMPOSITION OF DISTRICT BOARD OF MANAGERS:
The District is composed of seven managers appointed by Becker County Board of Commissioners. Because only a fraction of Ottertail County is within District boundaries, there is no one appointed from that county.

Section 2. TERMS OF OFFICE: Appointments are made by the Becker County Board of Commissioners to the District Board of Managers for three-year terms. To ensure continuity, managers terms are specified and staggered, so that no more than three (3) managers' terms will expire in any given year.

A Manager's term of office begins May 27th of the year they are appointed. If the County delays the appointment of a Manager, the Manager's term continues until a successor is appointed and qualified.

Section 3. VACANCY/RESIGNATION: Any manager who is unable to fulfill their three-year term of office on the Board of Managers will notify Becker County and the District that they will be leaving their position. Until such time as Becker County makes a new appointment, the vacated seat on the Board remains open.

Section 4. OATH: Each manager must take the oath defined in Minnesota Constitution Art. V, Section 6, and such oath must be signed and notarized and filed with the District and the State of Minnesota (BWSR).

Section 5. ATTENDENCE: Managers are expected to attend meetings of the Board of Managers. A manager's failure to attend three consecutive meetings or five meetings in a calendar year will result in review of the circumstances by the Board of Managers and may be reported, at the Board's discretion, to the Becker County Commission.

Section 6. BONDING: Before assuming the duties of the Board, each Board member, at District expense, will obtain and file a bond in accordance with MS 103D.315, Subd. 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 7. COMPENSATION: The Board hereby sets the following compensation schedule for all managers:

- Per diem rate or other compensation will not exceed compensation limits allowed by the State of Minnesota.
- Hourly rate for participation in meetings or events of less than 2 hours: Annually set by the Board, not to exceed the per diem rate.
- Mileage reimbursement: Internal Revenue Service business mileage rate.
- Travel reimbursement: Actual, reasonable cost for lodging and meals
- Other reimbursement: As authorized and approved by the Board.

This compensation schedule only applies to performance of official duties, such as meetings, training, events, site visits, etc.

Section 7. SUBMISSION OF MANAGER EXPENSES: Manager claims for compensation and/or reimbursable expenses will be paid on a quarterly basis. Claims must be submitted to the District office before the Board's regular meeting for approval. All approved claims will be paid by direct bank deposit.

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

Section 9. MANAGER'S AUTHORITY:

a. Individual managers will not act to represent the Board on any given subject unless specific Board action/position has been determined/ruled and the individual action thus represents the Board as a whole.
b. An individual manager cannot provide direction, instructions or authorization to the administrator or a District consultant unless specifically authorized to do so by the Board of Managers.
c. An individual manager's request for information is directed through Board of Managers or through the administrator including consultants, auditors, engineers or legal counsel.
d. A manager may not request or authorize on behalf of the District performance of services by the administrator, a consultant, the auditor, engineer 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.
e. Individual managers cannot bind the District to agreements or expenditures.

ARTICLE V.
OFFICERS

Section 1. ELECTION OF OFFICERS: The following officers will be elected each calendar year at the first regularly scheduled meeting in January: President, Vice-President, Secretary and Treasurer. Terms are for one-year unless re-elected.

Section 2. DUTIES OF OFFICERS:

a. **President:** The President will serve as chair for all meetings of the Board of Managers; sign and deliver in the name of the District any contracts, deeds, correspondence, or other instruments pertaining to the business of the District, as authorized by the board; and be a signatory on the District's accounts.
b. **Vice-President:** The Vice-President will discharge the President's duties in the event of the absence or disability of the President; and be a signatory to the District's accounts.
c. **Secretary:** The Secretary will record all votes and the minutes of all proceedings of the Board of Managers; records and proceedings of the District; and be a signatory to the District's accounts.
d. **Treasurer:** The Treasurer will review the District's financial accounts, deposits, records, monthly expenditures, tax forms, and bank account reconciliations; ensure staff is following financial procedures; and be signatory to the District accounts.

Section 3. AUTHORIZED SIGNATORIES: Officers and the Administrator are signatories for District accounts. Checks or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of District will be signed by two authorized signatories; electronic payments (EFT) will be approved by one authorized signatory.

Section 4. OFFICER VACANCIES:
In the event an officer cannot complete his or her term of office, the Board will immediately elect from among its managers an individual who will complete the unexpired portion of the term.
Section 5. REMOVAL FROM OFFICE: Any officer may be removed at any time, with or without cause, upon the affirmative vote of four (4) members of the authorized votes of the Board of Managers.

Section 6. DUTIES ASSIGNED TO THE DISTRICT ADMINISTRATOR: The following duties will be performed by the District Administrator under the direction of the Board of Managers:

a. Develop and maintain the District's records and financial accounts.
b. Arrange for the annual financial audit.
c. Provide the Board with records as necessary to describe the financial condition of the District.
d. Deposit all monies, drafts and checks in the name of and to the credit of the District at such banks and depositories as the Board may approve.
e. Ensure that minutes of all Board meetings are recorded and made available in a timely manner to the Board, and maintain a file of all approved minutes including corrections and changes.
f. Provide for proper public notice of all meetings.

ARTICLE VI.
MEETINGS OF DISTRICT BOARD OF MANAGERS

Section 1. MEETINGS: All meetings of the District Board of Managers requiring open and public meetings will comply with MN State Statutes and Rules.

Section 2. REGULAR SET MEETINGS: Managers will hold regular meetings according to the schedule adopted by the Board and filed with the District. The regular meeting schedule will be made available to the public by posting on the District's website (adopted 12/20/23). Managers may attend meetings virtually as outlined in *"Policy for Meetings Conducted Via Interactive Technology Purpose (MN Statute 13D.02) or by Telephone or other Electronic Means (MN Statue 13D.021)" adopted 11/15/208 and amended 6/17/2021.*

Section 3. SPECIAL MEETINGS: Special meetings to conduct the business of the District may be held and will be legally noticed. The Administrator, in consulting with the President, will establish a date, time, location, and purpose for the meeting. The meeting will be noticed as soon as possible and in accordance with applicable laws of said meeting.

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

Section 5. QUORUM and ADJOURNED MEETING: At all meetings of the Board of Managers, a simple majority of managers present will constitute a quorum to conduct business. If no quorum is present, managers may discuss matters pertaining to the meeting agenda, but no business may be conducted.

Section 6. CHAIR of MEETINGS: The President will preside as chairperson at all meetings of the managers. In the absence of the President, the Vice-President will preside. In the event both the President and Vice-President are absent, but a quorum exists, the members will elect from within the membership an acting Chair to run the meeting.

Section 7. MEETING FORMAT:

a. At the hour appointed for a meeting of the District, upon reaching a quorum, the meeting will be called to order by the President, or in his/her absence by the acting President, for approval of the consent agenda. Prior to consent agenda approval, any changes or additions to the agenda may be made including an emergency request. The consent agenda will consist of actions the Administrator determines may be taken without discussion of the Board. Any manager may remove an item from the consent agenda for discussion. Members of the meeting audience who wish to speak to the Board on a matter not covered by an existing agenda item, will be given the opportunity to speak during the public forum agenda item.
b. Every manager, prior to his/her speaking, will address the President and will not proceed until he/she has been recognized by the Chair.
c. If a manager has a conflict of interest in a matter that comes before the Board, the manager will follow procedures in Section 8: Conflict of Interest.
d. No person other than a manager will address the Board except with the consent of the President or by a majority vote of the managers present.
e. The President has the authority to set a time limit that a manager or a person addressing the Board may speak.
f. The Board may create committees as needed. Limited term committees may be appointed by the President at any time. Longer term or standing committees shall be created with the affirmation of majority vote of the Board. It will be the duty of committees to act promptly and faithfully in all matters referred to them and to make reports to the Board.
g. Minutes of all official meetings of the Board of Managers will be recorded, reviewed and approved by the Board, and kept at the District office. They will be signed by the Secretary and will constitute an official record of the procedure.
h. Any manager may request a roll call vote on any motion voted on by the Board and such request will be granted by the President.

Section 8. CONFLICT OF INTEREST: The Pelican River Watershed District seeks to assure public confidence in the integrity of its proceedings because such confidence is essential for effective governance. 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 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 present Board of Managers for filing with the Board of Managers prior to taking 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 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.

ARTICLE VII.
PARLIMENTARY AUTHORITY

Section 1. PARLIMENTARY AUTHORITY: The most recent revised and annotated edition of Robert's Rules of Order will generally govern the District's meetings.

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

ARTICLE VIII.
ADVISORY COMMITTEES

Section 1. ADVISORY COMMITTEES: The Board will appoint committees and subcommittees for the purpose of assisting the Board in the performance of its duties.

Section 2. CITIZENS ADVISORY COMMITTEE: The Citizens Advisory Committee (CAC) may consist of 5 -12 members and represent a broad range of interests. A CAC meeting will be scheduled annually or at such times as may be necessary. The CAC will advise the managers on matters affecting the interests of the District and will make recommendations to the managers on contemplated projects and improvements in the District.

Section 3. TECHNICAL ADVISORY COMMITTEE: The Technical Advisory Committee (TAC) may consist of representatives of Becker County, Becker Soil and Water Conservation District, the City of Detroit Lakes, the Minnesota Department of Natural Resources, the Minnesota Pollution Control Agency, and the Minnesota Board of Soil and Water Resources. Other advisory committee members may be appointed at the discretion of the managers. The TAC is convened as necessary to advise the Board of Managers on regulatory, contemplated projects and improvements, and other technical matters.

ARTICLE XII.
DRAINAGE AUTHORITY

Section 1. DRAINAGE AUTHORITY: The Board of Managers is the Drainage Authority for Becker County Drainage Systems 11-12, 13 and 14. The Drainage Authority exercises responsibilities that are described in various sections of the Drainage Code (Section 103E); these duties include, but are not limited to, construction and maintaining drainage systems, undertaking an annual inspection, ordering repairs, receiving petitions, and prevent unauthorized use or damage to the drainage systems under its jurisdiction.

ARTICLE XIII.
AMENDMENT TO BYLAWS

Section 1. DISTRICT BYLAWS MAY BE AMENDED, repealed, or adopted by a majority of at least five (5) managers of the Board. Notice of such proposed alteration(s) or amendment(s) will be contained in the meeting agenda notice.

Section 2. INTERPRETATION of the Bylaws and any amendment or additions thereto will rest with the Board of Managers.

Section 3. TEMPORARY SUSPENSION OF BYLAWS: These rules may be suspended temporarily by consent of a majority of at least five (5) managers of the Board.

ARTICLE XIV.
REVIEW OF BYLAWS

These Bylaws will be reviewed at least every five years and revised if needed. These Bylaws govern internal District matters and do not create rights in any third parties.

Adopted by the Board of Managers of the Pelican River Watershed District the 17th day of June, 2021.

Date: 1-9-24 Signed: Chris Jasken

Chris Jasken, Secretary