

**BY-LAWS OF THE
BROWN'S CREEK WATERSHED DISTRICT**

These By-Laws establish rules governing the conduct of business by the Board of Managers (Board) of the Brown's Creek Watershed District (District.)

ARTICLE I: OFFICE

The principal place of business of the District shall be located at 1380 West Frontage Road, Highway 36, Stillwater MN 55082. The District's official records shall be maintained at that location. All regular meetings of the District will be held at that location. The Board may, at its own discretion, change the location of its principal office.

ARTICLE II: BOARD OF MANAGERS

The Board shall be comprised of at least five members who are appointed by the Washington County Board of Commissioners pursuant to Minnesota Statutes Section 103B.227 (1), (2) and Minnesota Statute Chapter 103D.311 as amended. Thereafter, the term of office for a manager will be three years.

A manager's term continues until a successor is appointed and qualified. In the event a member of the Board resigns or is otherwise unable to complete his or her term on the Board, the Board will advise the appointing authority of the vacancy thus created as soon as practicable, and the vacancy will be filled according to the appropriate subdivisions of Minnesota Statutes Section 103B.227.

The Board may elect to compensate its members for attending meetings and performance of other duties necessary to proper management of the District. Such compensation will be in accordance with Minnesota Statutes Chapter 103D.315 Subd. 8.

The Board may petition the Board of Water and Soil Resources (BWSR) to increase its number as provided by Minnesota Statutes Section 103D.305. In such an event, the Board must always be comprised of an odd number of members.

The Board shall not take action that may materially benefit the financial interest of a Manager, a Manager's family member or a Manager's close associate unless that interest first is disclosed for the record. The interested Manager may be present to answer questions, but may not advocate for or vote on the action. If a Manager concludes that his or her interest does not create a conflict but that there may be an appearance of conflict, he or she shall disclose the interest for the record before participating in discussion or voting on an action.

ARTICLE III: OFFICERS

The Board shall, at the District's annual meeting, elect from among its members the following officers: President, Vice President, 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.

In the event an officer cannot complete his or her term of office, the Board shall immediately elect from among its members an individual who will complete the unexpired portion of the term. The individual designated to complete the unexpired term of another officer may not already be serving as an officer of the District.

The President shall:

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

The Vice President shall:

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

The Treasurer shall:

- (a) develop and maintain the District's financial accounts and records;
- (b) be a signatory to the District's accounts and financial records;
- (c) arrange for the annual audit of the District's financial records;
- (d) provide the Board with such records as are necessary to describe the financial condition of the District;
- (e) 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 shall approve.

The Secretary shall:

- (a) maintain records of the District;
- (b) certify levies, records and proceedings of the District;
- (c) 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;
- (d) provide for proper public notice of all meetings;
- (e) be a signatory to the District's accounts.

The District shall maintain a seal in the possession of the Secretary.

ARTICLE IV: MEETINGS

The conduct of all meetings of the Board shall be generally governed by the most recent edition of *Robert's Rules of Parliamentary Law*.

A quorum, in the case of a Board comprised of five members, shall be three. A quorum for any meeting of a Board larger than five members shall be a majority of members in attendance. Any action taken by the Board when only three members are present shall be unanimous; in all other cases it shall be by a majority.

All votes by managers shall be made in person, and no manager may appoint a proxy for any question coming before any meeting for a vote.

All meetings of the Board will comply with statutes and rules requiring open and public meetings.

1. Annual Meeting. The annual meeting of the Brown's Creek Watershed District will be scheduled and held In addition to any other business which may come before this meeting, the Board shall designate for the ensuing year the depository for its funds.
2. Regular Meeting. The Board may hold periodic meetings for the purpose of conducting the general business of the District. The frequency and dates and times of such meetings will be set and published by the Board, and 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 requested by any manager. A request to call a special meeting shall be made in writing or electronic mail (e-mail) to the Secretary of the Board at least three calendar days prior to the date of the meeting. This request must include a statement of the purpose for which the meeting will be called, and must be accompanied by the written concurrences of a majority of managers. Immediately upon receipt of a properly drafted request, the Secretary shall cause all members of the Board to be notified, and public notice of the meeting to be made.
4. An emergency special meeting may be called by any member on twenty-four hours notice because of circumstances that, in the judgment of the public body, require immediate consideration. Whenever practical, a request for such a meeting should be made in writing to the Secretary, who will notify all other Board members by the most expeditious and effective means available.

The minutes of any meeting shall be made available to all board members prior to the next meeting. For the purpose of approving minutes, only those Board members present at the meeting to which the minutes pertain shall be counted in determining the presence of a quorum and action on the motion.

ARTICLE V: 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 shall be able to make motions for consideration, or vote on matters put before the Board.

ARTICLE VI: MISCELLANEOUS

1. The fiscal year of the District shall 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 the District 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 the District.
3. Payment of every invoice, bill or any other form of indebtedness incurred by the District must have approval of the Board. Checks issued by the District for payments for any purpose will bear two authorized signatures for all amounts of fifty dollars (\$50.00) or more, but may bear one authorized signature for any amount less than fifty dollars (\$50.00). These requirements may be superseded only by a resolution or temporary suspension of the by-laws as provided for herein.
4. Contracts for professional services shall be for a period of not more than one year, but may, by a resolution of the Board, be renewed for a second year. At the end of the second year, the Board must solicit proposals or quotations for such services, according to Minnesota Statutes Section 103B.227 Subd. 5. This paragraph is not meant to be applied to any contract for a professional service which is for a specific project, the nature and scope of which requires work to be performed or services rendered over a period of more than two years.
5. The maintenance and disposition of District records shall be in accordance with applicable laws.
6. Portions of these By-Laws may be suspended temporarily by a majority vote of the Board.
7. Addition to, alteration, or repeal of any part of these By-Laws by the Board may be made at any meeting, provided thirty days' written notice of the proposed change has been given to each member of the Board, and, the proposed change is approved by a majority of the Board.
8. These By-Laws are intended to be consistent with applicable provisions of Minnesota Statutes Chapters 103B and 103D. In all cases of omission or error, those statutes will govern.

Adopted by the Board of Managers of Brown's Creek Watershed District this twelfth day of May, Two thousand and three.

Dated: May 12, 2003

Tim Freeman, Secretary