

**MEETING DATE:** December 20, 2018

**TITLE:** Approval Citizen Advisory Committee By-laws

**RESOLUTION NUMBER:** 18-131

**PREPARED BY:** Darren Lochner

**E-MAIL:** dlochner@minnehahacreek.org

**TELEPHONE:** 952-641-4524

**REVIEWED BY:**  Administrator  Counsel  Program Mgr. (Name): Telly Mamayek  
 Board Committee  Engineer  Other

**WORKSHOP ACTION:**

<input type="checkbox"/> Advance to Board mtg. Consent Agenda.	<input type="checkbox"/> Advance to Board meeting for discussion prior to action.
<input type="checkbox"/> Refer to a future workshop (date):_____	<input type="checkbox"/> Refer to taskforce or committee (date):_____
<input type="checkbox"/> Return to staff for additional work.	<input type="checkbox"/> No further action requested.
<input checked="" type="checkbox"/> Other (specify): <b>Final action requested on December 20,2018</b>	

**PURPOSE or ACTION REQUESTED:**

Approve Citizen Advisory Committee (CAC) By-laws updated October 2018

**PROJECT/PROGRAM LOCATION:**

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. The by-laws serve as a guide to the function and operations of the CAC.

**PROJECT TIMELINE:**

The CAC by-laws were last updated in December 2014 and approved by the CAC and Board. The CAC reviewed and updated the by-laws in 2018 with the updates being approved at the October 10, 2018 CAC meeting. The by-law updates require approval by the committee and the Board.

**PROJECT/PROGRAM COST:**

Fund name and number: N/A  
Current Budget: \$0  
Expenditures to date: \$0  
Requested amount of funding: \$0  
Is a budget amendment requested? No  
Is additional staff requested? No

**PAST BOARD ACTION:**

December 2014 – MCWD Board of Managers approved the updates to the CAC by-laws

## **SUMMARY:**

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. The CAC is organized 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.

The by-laws of the CAC serve as a guide to the function and operations of the committee. The CAC by-laws were last updated in December 2014 and approved by the CAC and Board. The CAC reviewed and updated the by-laws in 2018 with the updates being approved at the October 10, 2018 CAC meeting. The updated CAC by-laws attached to the RBA.

The updates to the by-laws focused on Article IV – Committee Structure, Section 6 – Officers and Duties. The committee removed the titles of secretary and treasurer and replaced with the title executive officers. Currently there are four members that serve on the executive officer team – chair, vice-chair and two executive officers. The executive officer team assist serve as the leadership team for the CAC and liaisons with staff and Board of Managers. Other updates were made with a goal of making the by-laws easier to read and understand.

**RESOLUTION**

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**RESOLUTION NUMBER: 18-131**

**TITLE: Approval Citizen Advisory Committee By-laws**

WHEREAS, 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; and

WHEREAS, The CAC is organized to assist the Minnehaha Creek Watershed District Board of Managers on matters affecting the interests of the Watershed District; and

WHEREAS, The by-laws of the CAC serve as a guide to the function and operations of the committee; and

WHEREAS, pending approval by the MCWD Board of Managers, the Citizen Advisory Committee will operate under the by-laws approved December 2018.

**NOW, THEREFORE, BE IT RESOLVED** that the Minnehaha Creek Watershed District Board of Managers approves the updates to the Citizen Advisory Committee By-laws.

Resolution Number 18-131 was moved by Manager \_\_\_\_\_, seconded by Manager \_\_\_\_\_.  
Motion to adopt the resolution \_\_\_ ayes, \_\_\_ nays, \_\_\_ abstentions. Date: \_\_\_\_\_.

\_\_\_\_\_  
Secretary Date: \_\_\_\_\_

**BYLAWS  
OF THE  
MINNEHAHA CREEK WATERSHED DISTRICT  
CITIZENS ADVISORY COMMITTEE**

**October 2018**

**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:* **The members must be residents of the watershed district, except representatives from soil and water conservation districts and counties, and serve at the pleasure of the managers. In addition, the managers may appoint other interested and technical persons who may or may not reside within the watershed district to serve. (Minnesota Statute: Section 103D.331).** 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 — Rights of members:* Each member shall be eligible to cast one vote in all decisions if present at a scheduled meeting.

*Section 3 — 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 generally held monthly or as determined by the chair, and 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 meeting: An annual meeting of the members shall take place once each calendar year, 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 and record of meetings: Notice of each meeting including proposed agenda and draft minutes of the last meeting shall be provided to each member, by e-mail, generally two business days 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. The MCWD staff liaison shall keep records of CAC actions, including the taking of minutes at all CAC meetings, and assuring that all necessary records are maintained.

Section 5 — Quorum: The members present at any properly announced regular or special meeting shall constitute a quorum provided that there are no fewer than one-third (1/3) of active members present. The members present at a properly announced annual meeting shall constitute a quorum for the election of officers provided that there are not fewer than a simple majority (more than half) of active members present.

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. 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 motions 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. Members who are recusing themselves are not counted as part of the quorum on the motion. No single member may appoint a proxy for any vote. Recusal or to recuse oneself means to remove oneself from participation in a decision so as to avoid a conflict of interest.

Section 8 - CAC communication with the MCWD Board of Managers - Generally, at least one member of the MCWD Board of Managers will attend each CAC meeting and provide a summary of CAC discussions and/or recommendations to the MCWD Board of Managers, as necessary. All CAC members are encouraged to attend and actively participate in meetings of the MCWD Board of Managers and all subordinate committees.

#### 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 receive no compensation other than reasonable reimbursement of expenses with approval of the MCWD Board of Managers.

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

*Section 3 — Officer elections:* New officers and current officers shall be elected or re-elected 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 for election of officers:* Annual, regular and special meetings are governed under quorum rules stated in Article III, Section 5. Specifically, a quorum of a majority (more than half) of active CAC members must be present at the annual meeting for the election of officers.

*Section 6 — Officers and Duties:* There shall be four officers of the CAC, consisting of a chair, vice-chair, and two executive officers. 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, then an executive officer.
- *The vice-chair* shall discharge the duties of the chair if the chair is absent or disabled.
- *The executive officers* shall be responsible for general support of the CAC at the request of the chair and/or vice-chair.

*Section 7 — Vacancies:* Mid-term vacancies on the CAC will only be filled upon recommendation of the CAC chair to the MCWD Board of Managers. The MCWD Board of Managers, in its sole discretion, may then solicit applications or nominations to fill a mid-term vacancy and may choose to approve a replacement to serve on the CAC only until expiration of the current term.

*Section 8 — Resignation, termination, and absences:* Resignation from the CAC should be in writing and received by the chair. CAC members may be terminated from the CAC by the chair due to excessive absences as determined by the chair. Members are expected to attend at least four meetings in a calendar year. A member may be removed for any other reason by a two-thirds majority vote of the remaining members of the CAC or a majority vote of the MCWD Board of Managers.

## ARTICLE V – EXPENDITURES

*Section 1 – Procedures:* All purchases of goods and services by members to be reimbursed shall have the prior approval of the MCWD Board of Managers. 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 MCWD staff liaison will serve as the point of contact for any inquiries regarding CAC expenses.

## ARTICLE VI — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended by a two-thirds majority vote at any properly convened CAC meeting. Proposed amendments must be submitted to and approved by the MCWD Board of Managers and included 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 October 10, 2018.

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CAC Chair

Date

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

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MCWD Board of Managers, Secretary

Date