

BYLAWS OF THE SUNRISE RIVER WATERSHED MANAGEMENT ORGANIZATION BOARD

These bylaws establish rules governing the conduct of business by the Sunrise River Watershed Management Organization Board in accordance with the Sunrise River Watershed Management Organization Joint Powers Agreement (“JPA”), the Watershed Management Plan, and applicable laws.

Section 1. Name. The name of entity is the “Sunrise River Watershed Management Organization” (“WMO”). The name of this Board, which is charged with the governance of the WMO, is the “Sunrise River Watershed Management Organization Board” (“Board”). The local units of government that are parties to the JPA that formed the WMO are the City of Columbus, City of East Bethel, City of Ham Lake, and Linwood Township (individually a “Party” and collectively the “Parties”).

Section 2. Purpose and Authority. The purposes and authority of the Board are set out in the JPA. A primary purpose of the Board is to prepare, implement, and manage the Sunrise River Watershed Management Organization Watershed Management Plan (“Plan”).

Section 3. Board Membership. The Board is comprised of a total of eight voting board members (individually a “Board Member” and collectively the “Board Members”). Each Party appoints two Board Members to the Board, one of which shall be the mayor or councilmember of the city or an elected or appointed official of the town board. Each Party may also appoint one alternate (“Alternate Member”) in addition to its regular Board Members who only votes in the absence or disability of one of the Board Members as provided in the JPA. Board Members and the Alternate Member serve at the pleasure of the appointing Party, have indefinite terms, and serve until they resign, are removed, or are otherwise replaced by the appointing Party. An Alternate Member may only serve on the Board in the absence or disability of one of the appointing Party’s regular Board Members. If an Alternate Member is called upon to temporarily serve as a Board Member, the Alternate Member is subject to, and shall comply with, the provisions of the JPA and these Bylaws applicable to a Board Member. In the event a Board Member resigns or is otherwise unable to complete his or her term, the Board Member shall provide written notice to the WMO and their appointing Party of their resignation and the date on which it is effective. The WMO shall notify the Board of Water and Soil Resources of the vacancy within 30 days and the Party shall appoint someone to fill the vacancy as soon as is practicable, but must make the appointment within 90 days after the vacancy occurs as required by Minn. Stat. § 103B.227, subd. 1. A Party may remove its appointed Board Member for cause as provided in Minn. Stat. § 103B.227, subd. 3 and Minn. R., part 8410.0040.

Section 4. Voting. Each Board Member has one vote on the Board and must be present to vote. An Alternate Member may only vote in the absence or disability of the appointing Party’s regular Board Member. At all other times the Alternative Member is treated in the same manner as a member of the public.

Section 5. Board Officers. Each year at the annual meeting the Board shall select from among its Board Members a Chair, Vice-Chair, Secretary, and a Treasurer. The duties of the officers

are set out in the JPA. Officers serve a term of one year and until their successors have been duly appointed by the Board. An officer may be removed at any time, with or without cause, upon a two-thirds vote of the full Board, with the interested Board Member abstaining. If a vacancy occurs in an officer position, the Board shall appoint a Board Member to serve in the position for the remainder of the term.

Section 6. Administrator. The Board may contract with a person or entity to serve as the administrator for the WMO (“Administrator”). The contract shall set out the administrative duties the Administrator are to perform for the WMO. The assigned duties may include, but are not necessarily limited to, the following: serving as the day-to-day primary public contact for the WMO; preparing meeting agendas and packets; making recommendations to the Board; ordering Board-approved services or supplies; preparing and providing public notices; reporting and providing updates to the Board; serving as public spokesperson for the WMO; representing the WMO on water management issues, plan amendments, boundary adjustments, joint powers agreement changes or others; overseeing and consulting with contractors; coordinating projects; overseeing other day-to-day operations; and providing such other services as may be directed by the Board. The Administrator shall have the authority to execute contracts or other agreements on behalf of the WMO once they have been approved by the Board.

Section 7. Meeting Format. Board meetings shall be conducted in accordance with this section.

- (a) The Administrator, in coordination with the Chair, shall prepare and distribute the agenda. The agenda, including any changes, will be adopted at the start of the meeting.
- (b) At the hour appointed for a meeting of the Board, upon reaching a quorum, the Members shall be called to order by the Chair or, in Chair’s absence, by the Vice Chair. The Members shall proceed to do business as set out in the approved agenda.
- (c) The Chair shall preserve order. The Chair may make motions, second motions, or speak on any question. The Chair, or acting Chair, shall be entitled to vote in the same manner as any other Board Member.
- (d) If a Board Member has a direct personal interest in a matter, as hereinafter defined, that comes before the Board, the Board Member shall not vote on said issue.
- (e) No person other than a Board Member shall address the Board except during a designated public comments period, during the public comment portion of a hearing, with the consent of the Chair, or by a vote of the majority of the Board Members present.
- (f) The Chair has the authority to set a time limit that a Board Member or a person addressing the Board may speak.
- (g) All committees shall be appointed by the Chair unless expressly ordered by the Board. It shall be the duty of committees to act promptly and faithfully in all matters

referred to them and to make reports at a future set time/date established by the Board.

- (h) Minutes of all Board meetings shall be kept, reviewed, and approved by the Board, posted on the WMO website for at least 6 years, and otherwise kept and made public in accordance with applicable laws. The Secretary or Chair shall sign the approved minutes, which shall constitute an official record of the proceeding.
- (i) Any Board Member may request a roll call vote on any motion voted on by the Board and such request will be granted by the Chair.

Section 8. Board Business. The Board shall conduct the business of the WMO in accordance with the terms of the JPA and all applicable laws. Board meetings shall be called and held as provided in the JPA. A majority of the Board Members shall constitute a quorum. Less than a quorum may adjourn a scheduled meeting. A simple majority of the quorum is required for the Board to act unless a higher number of votes is required by the JPA, these Bylaws, or by law. The Board shall conduct its meetings generally in accordance with the most current version of Robert's Rules of Order, but is not strictly bound by the requirements of such rules. The Board shall comply with the requirements of the Minnesota Open Meeting Law (Minn. Stat., chap 13D) and Minnesota Government Data Practices Act (Minn. Stat., chap 13).

Section 9. Board Member Meeting Attendance. Board Members are expected to regularly attend Board meetings. If a Board Member misses three consecutive meetings within any 12-month period, the Chair or Administrator shall issue a reminder letter or email to the Board Member reminding the person of the expectation to attend all meetings. A copy of the letter shall be sent to the appointing Party. Missing one-half or more of a meeting shall constitute an absence for the purpose of determining consecutive absences. Each subsequent absence may, at the Chair's discretion, result in similar notice. Chronic tardiness shall be addressed in the same manner.

Section 10. Meeting Location and Notices. The regular meeting location of the Board is the East Bethel City Hall, 2241 221st Avenue NE, East Bethel, MN 55011. The Board selects the official newspaper for publishing notices at its annual meeting. The selected newspaper shall remain the designated newspaper until the Board selects a different newspaper. The Board selects the primary posting place for notices at the annual meeting. Posting notice on the door of the meeting room shall constitute sufficient notice of a meeting. The Board will also post a copy of its regular meeting schedule and of any other required notices on the WMO's website.

Section 11. Financial Matters.

- (a) The fiscal year for the WMO shall be the calendar year.
- (b) WMO funds may only be expended for authorized purposes in furtherance of its purposes and exercise of its duties under the JPA and state law.

- (c) Checks require two signatures. Checks shall be signed by the Chair and Treasurer. The Board may appoint another Board Member to sign checks on behalf of the Chair or Treasurer when either is not available to sign.
- (d) The Board shall select the accounting firm to conduct an audit of the WMO's accounts and records.
- (e) The Board shall designate its official depository at the annual meeting. The designation shall remain until expressly changed by the Board.
- (f) City of East Bethel has agreed to have its Finance Director provide the WMO the following services:
 - (1) Maintain an independent ledger of debits and credits;
 - (2) Receive, review, and reconcile SRWMO bank statements; and
 - (3) Review invoices and prepare checks.
- (g) The Treasurer will:
 - (1) Review and verify the accuracy of the ledger prepared by the City of East Bethel's Finance Director.
 - (2) Provide a report of credits, debits, and balances at each SRWMO Board meeting.
- (h) The Board will:
 - (1) Approve any payments;
 - (2) Review Treasurer's reports; and
 - (3) Authorize check signers

Section 12. Compensation. The WMO will not compensate or reimburse Board Members for their expenses related to their service on the Board. A Party may elect to compensate its Board Members for serving on the Board.

Section 13. Board Member Code of Conduct. The Board Members shall comply with this section to protect the WMO and the Parties, and to help ensure Board Members conduct themselves in a way that upholds their fiduciary duty to the WMO and promotes the proper fulfillment of the WMO's duties and functions.

- (a) Code of Conduct. Board Members shall comply with each of the following:
 - (1) Inform the Chair and Administrator of upcoming meeting absences.

- (2) Prepare in advance of Board meetings and be familiar with issues on the agenda.
 - (3) Participate fully in Board meetings and other public forums while demonstrating respect, kindness, consideration, professionalism, honesty, and courtesy to others.
 - (4) Be respectful of other people's time, remain focused, and act efficiently during public meetings.
 - (5) Represent Board policy and positions in any public forum, including social media, clearly identifying any statement that represents a personal position. The Chair and Administrator are the official spokespersons for the WMO and requests for public statements about WMO positions shall be referred to these individuals.
 - (6) Respect and comply with the laws and rules affecting the WMO, and act in a manner that promotes public confidence in the integrity of the WMO as a public agency. A Board Member shall not interfere with another Board Member's or Administrator's execution of authorized WMO business.
 - (7) Be respectful of and courteous to each other and members of the public while carrying out their public duties.
 - (8) Do not engage in disorderly conduct that disturbs or interrupts the Board's proceedings.
 - (9) Do not willfully prevent or unduly interfere with another Board Member, the Administrator, consultants, or contractors attending to the business of the WMO or in carrying out their duties.
 - (10) Do not publish or distribute written materials or make verbal comments regarding the WMO's business that the Board Member knows are false or fraudulent.
 - (11) Do not otherwise violate their fiduciary duty to the Board or the WMO.
- (b) Complaint. A Board Member may submit a written complaint to the Chair alleging another Board Member has violated the code of conduct. The complaint must identify the specific conduct and the provision in the code of conduct the Board Member is alleged to have violated. The Chair may consult with the Administrator and the WMO's attorney as part of determining whether the complaint is sufficiently well founded to be brought to the Board. The Chair may have the Administrator and attorney gather information related to the complaint prior to determining whether to forward it to the Board. If the Chair decides to forward the complaint to the Board,

the matter shall be placed on the next regular agenda. The Chair shall notify the complainant if the Chair decides not to forward the complaint to the Board. The complainant may then choose to bring the complaint directly to the Board by moving to amend the agenda to include the presentation of the complaint. The complaint shall only be added to the agenda upon a majority vote of the Board Members in attendance. During discussion on the motion the Chair shall inform the Board that the Chair had reviewed the complaint and determined to not bring it forward to the Board. If the motion is approved, the complaint shall be added to the agenda. If the motion fails, neither the Chair nor the Board shall consider the complaint or similar complaint for at least six months.

- (c) Board Action. If, after discussion, the Board determines the Board Member did violate the code of conduct, the Board may take action including, but not limited to, any of the following: (1) caution the Board Member citing the specific behavior or action and noting a more preferred manner of conduct; (2) issue an admonition by letter or resolution to the Board Member citing the specific behavior or action, a copy of which shall be forwarded to the appointing Party; or (3) adopt a resolution censuring the Board Member, which may include removal of the Board Member from their position on any WMO committee or work group. A copy of the resolution censuring the Board Member shall be forwarded to the appointing Party. The Board may not act to remove a Board Member or Alternative Board Member from the Board.

Section 14. Conflicts of Interest. A Board Member shall not take any action that may materially benefit the financial or pecuniary interest of that Board Member, a family member, or a close associate. A Board Member must disclose that interest for the record and may be present to answer questions related to that interest, but shall not advocate for nor vote on the action. If the apparent conflict is not financial, the Board Member shall disclose the interest for the record and shall not participate in the Board's discussion or vote unless the Board finds there is not a conflict and votes to authorize the Board Member to fully participate in the discussion and vote. A Board Member not allowed to participate due to a conflict may participate as a member of the public and speak to the matter in the same manner as any other member of the public.

Section 15. Committees. The Board may establish committees as provided in the JPA. The Board shall act by resolution to formally establish a committee or subcommittee, to establish its purpose, and to appoint its members. Committees established by the Board shall conduct their business in accordance with the Minnesota Open Meeting Law.


Section 16. Informal Working Groups. The Board may ask Board Members to volunteer to serve on an informal working group to undertake one or more tasks and to report back to the Board. A working group shall not be delegated any authority to act on behalf of the Board. Such working groups are not subject to the Minnesota Open Meeting Law, provided it does not contain a quorum or more of the Board.

Section 17. Rules and Regulations. The Board may prescribe and promulgate such rules and regulations as it deems necessary or expedient to carry out its powers and duties and the purpose of the JPA.

Section 18. Amendments. These bylaws are adopted and may be amended by majority vote of the Board. Any proposed amendments to these bylaws must be circulated to each of the Board Members at least 30 days before the date of the meeting at which the Board is scheduled to act on the proposed amendments.

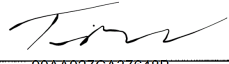
Section 19. Interpretation. These bylaws are intended to be consistent with the JPA and the applicable provisions in Minnesota Statutes, chapter 103B and Minnesota Rules, chapter 8410. To the extent any provision in these bylaws conflicts with a provision in the JPA or applicable law, the provision in the JPA or law shall be controlling.

Adopted this 1 day of FEB 2024.



Chair

Attest:

DocuSigned by:


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Secretary

