

## **Acknowledgements**

### Citizen Advisory Committee:

Judy Berglund  
Craig Diederichs, Chair  
Greg Genz  
Jenny Karkowski, Vice-Chair  
Theresa Kuplic, Secretary

### Lower Minnesota River Board of Managers:

Jesse Hartmann, President  
Patricia Mraz, Vice President  
David Raby, Treasurer  
Lauren Salvato, Secretary

Date of CAC Endorsement: April 6, 2021

Date of LMRWD Board Approval: April 21, 2021

Date of LMRWD Board Approval with Amendments: May 19, 2021

Date of CAC Adoption: June 1, 2021

**Lower Minnesota River Watershed District  
Citizen Advisory Committee  
Draft Bylaws**

**ARTICLE I: AUTHORITY**

The Lower Minnesota River Watershed District (LMRWD) Citizen Advisory Committee (CAC) is hereby established with such powers and duties as are delegated to the CAC by the LMRWD Board of Managers (Board).

**ARTICLE II: RESPONSIBILITIES**

Per the Board and as outlined in the LMRWD Plan, the responsibilities of the CAC include the following:

- a) Acting as a liaison between the LMRWD and residents.
- b) Increasing public awareness by educating LMRWD residents about actions necessary to protect and improve water resources and habitat within its boundary.
- c) Advising the Board and staff on issues important to residents.

**ARTICLE III: MEMBERSHIP**

CAC members are appointed by the Board. The CAC strives to contain a minimum of five members made up of interested and technical persons who are residents and non-residents of the District. CAC members are appointed to two-year terms.

**ARTICLE IV: CONFLICT OF INTEREST**

Prior to deliberation on an issue, a member who feels that they have a perceived conflict of interest shall disclose that information to the Chair and members. Members may also report other members' potential conflicts of interest to the Chair and members. A majority vote of members present will determine whether the conflict of interest is sufficiently substantial to exclude the member from voting on the issue. All conflicts of interest disclosures and subsequent determination of whether to exclude a member from a vote shall be noted in the minutes.

**ARTICLE V: PARTICIPATION**

To ensure the CAC's efficiency, regular attendance at meetings is necessary. Any member may be removed for repeated, unexcused absences from CAC meetings. The Chair or LMRWD staff if directed by the Chair must notify the Board president when any member has three or more

consecutive unexcused absences or when a member's sporadic attendance prevents meaningful participation in CAC matters.

An absence shall be deemed excused if the member notified the Chair, another CAC member, or District staff prior to the meeting. Excused absences shall be noted in the minutes of the meeting.

Any member may be removed from office for just cause and on written charge by a majority vote of the Board.

Members may request a leave of absence from the CAC by sending a letter to the Board president. The Board may grant a leave of absence for a period of no less than three months and up to a maximum of one year. While a member is on leave of absence, they shall not be eligible to vote and shall not be counted toward the quorum.

Members shall communicate their intention to resign in writing to the CAC Secretary, who in turn will notify members and the Board president.

Members are encouraged to attend Board meetings and District functions.

#### **ARTICLE VI: VACANCIES**

The Chair will notify the Board president of vacancies in membership. The Board will act in good faith to fill vacancies within 60 days from the date that the Board is notified of the vacancy.

#### **ARTICLE VII: OFFICERS**

Officers shall be elected for a one-year term. Elections shall be held during the first CAC meeting of the calendar year. The officers shall be chair, vice-chair, and secretary.

Duties of the officers are as follows:

1. The chair will do the following:
  - a. Preside at all meetings of the CAC.
  - b. Lead meetings in an efficient and orderly fashion.
  - c. Plan meeting agendas in cooperation with staff.
  - d. Encourage participation by all members at meetings.
  - e. Serve as the primary contact to the Board.
  - f. Appoint members to serve on subcommittees and task forces, as appropriate.
2. The vice-chair shall perform the duties of the chair in the chair's absence.
3. The secretary administers the paperwork at each meeting, prepares and distributes meeting minutes, handles all CAC correspondence, maintains a CAC file of pertinent

information, and coordinates with the education and outreach coordinator and the District administrator.

Any officer whose membership ceases prior to the expiration of his/her term as an officer shall be replaced for the balance of his/her term by a special election of the CAC. Such special elections shall be held during the second regular meeting of the CAC immediately following termination of the officer's membership.

#### **ARTICLE VIII: MEETINGS**

The CAC will meet regularly pursuant to a schedule established by the CAC. Regular meetings shall be held on the first Tuesday of every month at 9:00 a.m. Members present at the prior regularly scheduled meeting may change this meeting schedule by a majority vote. Notice of the date, time, place, and proposed agenda of the meeting shall be published on the District's website at least seven days before the meeting.

The CAC will be subject to the Open Meeting Law, Minnesota Statute 13D (Appendix C). A quorum of at least half the members plus one CAC member must attend regularly scheduled meetings to vote on action agenda items or to vote on motions made during regularly scheduled meetings.

All CAC meetings shall be public. Public participation at meetings will, to the extent possible, be for the purpose of presenting information or providing comments that were not previously available to the CAC.

The CAC may utilize technology, including a conference call or web-based participation for members, presenters, or other necessary participants when feasible.

#### **ARTICLE IX: VOTING**

Each member is entitled to one vote. The CAC will function by a majority vote of the members present. A quorum must be present to vote. A tie vote by the CAC constitutes an impasse, and the result in question will remain a tie and be reported to the Board as a tie.

#### **ARTICLE X: OFFICIAL MINUTES**

The minutes of the CAC will be recorded by the secretary and will include the time, date, and place of the meeting; the attendance of the members and guests; the topics of the meeting and actions taken, or findings made; the results of roll-call votes; and a narrative or summary of pertinent discussions. A copy of the minutes for each meeting will be made available to members of the Board and the CAC.

## **ARTICLES XI: RULES AND RESPONSIBILITIES**

The CAC will use Robert's Rules of Order to govern its meetings and business transactions. See Appendix D.

## **ARTICLE XII: COMMITTEES**

To accomplish its prescribed responsibilities, the CAC may create committees of its members to study and report on projects, plans, and programs under consideration by the Board. Such committees will operate under the bylaws and rules of the full CAC.

The chair may appoint nonmembers who have expressed an interest in the topic or who have specialized expertise to a subcommittee or taskforce as appropriate.

If a regularly scheduled meeting is canceled, or if a quorum is not available to conduct business at a regularly scheduled meeting, a subcommittee or task force may meet during the time of the regularly scheduled meeting without providing 24-hour notice.

## **ARTICLE XIII: STAFF SUPPORT**

Education and outreach coordinator, the District administrator, or a representative is expected to attend each CAC meeting unless otherwise directed by the Board; other District staff attendance will be overseen by the District Administrator. Staff will be responsible for the following:

- Preparing agendas with input from the Board, CAC Chair, and CAC priorities.
- Recording minutes, as requested.
- Assisting the CAC Chair in matters related to running the meetings.
- Preparing background information for items requiring CAC action.
- Coordinating attendance by consultants and other staff, as needed.
- Preparing memorandums to communicate CAC recommendations to the Board.

## **ARTICLE XIV: AMENDMENTS TO THE BYLAWS**

Any member may offer a motion to amend the bylaws. The motion must receive a second before a vote on an amendment will be scheduled. All proposed amendments must be read before the CAC at a regularly scheduled meeting. Voting on any amendment will be held at the first meeting after a motion to amend has been made and seconded. Amendments to the bylaws will require a majority vote of those present at the meeting.

Bylaws and any changes thereto shall be submitted to the Board for comment prior to adoption.

**ARTICLE XV: SEPARABILITY PROVISIONS**

Should any article of these bylaws be considered unconstitutional or void, the remaining provisions will remain in full effect.

**ARTICLE XVI: EFFECTIVE DATE**

These bylaws will take effect upon approval by the Board.