



Title: Citizen Advisory Committee Bylaws

Resolution number: 21-048

Prepared by: Name: Kim LaBo
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Recommended action: Approval of Citizen Advisory Committee Bylaws

Budget considerations: Fund name and code: N/A
Fund budget: \$0
Expenditures to date: \$0
Requested amount of funding: \$0

Past Board action: Vote to approve CAC bylaws- December 20, 2021 Board Meeting

Summary:

The Citizen Advisory Committee (CAC) is a volunteer group of watershed district residents which has served in an advisory capacity to the District for many decades. Over the years, the CAC has periodically updated its bylaws, which guides the function and operations of the committee, to reflect changes that have occurred in either of these two areas. Bylaws of the CAC were last updated by District staff and the CAC in 2018. These updates were voted on and approved by the MCWD Board of Managers at the December 20th, 2018 Board meeting.

To ensure conformity with the CAC assessment recommendations approved by the MCWD Board of Managers at the June 10, 2021 Board meeting, the CAC Executive Committee, in collaboration with District staff, reviewed and updated the 2018 bylaws. Additional edits were made to the bylaws to streamline language, remove duplicative language, and to reflect current practices. Updates to the bylaws were unanimously approved by CAC members at the July 14, 2021 committee meeting. Final review of the updated bylaws was provided by MCWD's legal counsel.

According to state statute, the CAC serves at the pleasure of the MCWD Board of Managers. Therefore, the final authority to approve changes to the CAC bylaws lies with the MCWD Board. District staff are recommending Board approval of the attached CAC bylaws.

Supporting documents (list attachments):

2021 CAC bylaws
2012 CAC bylaws (red-lined version)



RESOLUTION

Resolution number: 21-048

Title: Authorization to approve Citizen Advisory Committee Bylaws

WHEREAS, The Citizen Advisory Committee is a volunteer led advisory group to the Minnehaha Creek Watershed District; and

WHEREAS, The CAC has served in an advisory capacity to the District for many decades; and

WHEREAS, during this time the CAC has periodically updated its bylaws to reflect changes in its function and operations; and

WHEREAS, Bylaws of the CAC were last updated in 2018; and

WHEREAS, to ensure conformity with the CAC assessment recommendations approved by the MCWD Board of Managers at the June 10, 2021 Board meeting, updates were made to the 2018 bylaws; and

WHEREAS, Additional edits were made to the bylaws to streamline language, remove duplicative language, and to reflect current practices; and

WHEREAS, Updates to the bylaws were unanimously approved by CAC members at the July 14, 2021 committee meeting; and

WHEREAS, Based on the Board’s statutory authority, the final authority to approve changes to the CAC bylaws lies with the MCWD Board; and

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

Resolution Number 21-048 was moved by Manager _____, seconded by Manager _____. Motion to adopt the resolution ___ ayes, ___ nays, ___ abstentions. Date: 7/22/2021

Secretary Date: _____

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

July 2021

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the committee 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 committee is to:

- **Examine, refine, and build upon the strategy and communication associated with a variety of the District’s key initiatives;**
- **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;**

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Membership is granted after completion and receipt of a membership application and 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 — Terms: All CAC members shall serve two-year, staggered terms, but are eligible for re-appointment every-other-year by the MCWD Board of Managers. There are no term limits for committee membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be generally held every-other-month or as determined by District staff, and at a time and place designated by staff. Regular meetings will be held at a public location within the Watershed District or virtually. 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 — Special meetings: Special meetings may be called by District staff, the MCWD Board of Managers, or called jointly by the chair of the CAC and District staff.

Section 3 — Executive officer meetings: The Executive Officers as defined in Article IV, Section 4 will meet with MCWD staff ahead of each scheduled CAC meeting. The MCWD Board President and Administrator will attend two Executive Officer meetings per year.

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. 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 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 participate in meetings of the MCWD Board of Managers and all subordinate committees.

ARTICLE IV — COMMITTEE STRUCTURE, OFFICERS, AND OPERATIONS

Section 1 — Committee role: 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.

Section 2 — Officer elections: New officers and current officers shall be elected annually. At a minimum, a quorum of CAC members must participate in the officer elections for the results to be considered valid. Officers will be elected by a simple majority of members who vote in the election.

Section 3 — Election procedures: Any member can nominate a candidate or nominate themselves to the slate of nominees of prospective officers. All members will be eligible to vote for each candidate.

Section 4 — 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 5 — Vacancies: Mid-term vacancies on the CAC will be filled during the next appointment cycle or at the prerogative of the Board of Managers.

Section 6 — Resignation, termination, and absences: Resignation from the CAC should be in writing and received by the CAC staff liaison. Members are expected to attend at least four meetings in a calendar year. A member may be recommended for removal for any reason by a two-thirds majority vote of the remaining members of the CAC. Any CAC member may be removed by a majority vote of the MCWD Board of Managers, with or without recommendation of CAC members.

ARTICLE V — 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 _____.

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 _____.

MCWD Board of Managers, Secretary

Date

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

July 2021

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: ~~The name of the organization-committee 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-committee~~ is to:

;

- ~~Examine, refine, and build upon the strategy and communication associated with a variety of the District's key initiatives;~~
- ~~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;~~

Commented [KL1]: MC: This language conforms with the final recommendations

Commented [KL2]: SC: The Board liaison serves this role

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);~~ ~~M~~ 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.

Commented [KL3]: CC: Duplicative of state statute

Commented [KL4]: CC: Duplicative of language in next sentence

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 — Terms: All CAC members shall serve two -year, staggered terms, but are eligible for re-appointment every-other-year by the MCWD Board of Managers. There are no term limits for committee membership.~~

Commented [KL5]: CC: Consolidated term language from Article IV and (MC) edit reflects language from recommendations.

~~Section 3 — Resignation and termination: Any member may resign or have their membership terminated per Article IV, Section 8.~~

Commented [KL6]: CC: Removed language duplicated in Article IV, Section 8.

ARTICLE III — MEETINGS OF MEMBERS

~~Section 1 — Regular meetings: Regular meetings of the members shall be generally held every-other-month monthly or as determined by District staff the chair, and at a time and place designated by staff the chair. Regular meetings will be held at a public location within the Watershed District or virtually. — 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.~~

Commented [KL7]: SC: Reflects past & current practice of staff setting the schedule

~~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.~~

Commented [KL8]: SC: No longer relevant (elections held by electronic survey), doesn't reflect current practice or align with the final recommendations

~~Section 2 — Special meetings: Special meetings may be called by District staff, t-the chair of the CAC, the MCWD Board of Managers, or called jointly by the chair of the CAC and District staff. or a simple majority of the CAC.~~

Commented [KL9]: SC: Reflects past and current practice of the staff setting the schedule but also provides for the CAC calling a meeting in collaboration with District staff.

~~Section 3 — Executive Officer Meetings: The Executive Officers as defined in Article IV, Section 4 will meet with MCWD staff ahead of each scheduled CAC meeting. The MCWD Board President and Administrator will attend two Executive Officer meetings per year.~~

Commented [KL10]: MC: Reflects recommendations

~~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.~~

Commented [KL11]: SC: Reflects current practice of staff maintaining the web page and creating the content.

~~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.~~

Commented [KL12]: SC: Removed section on annual meeting

Commented [KL13]: CH: Active is not defined so it is being removed

~~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.~~

Commented [KL14]: CC. Removing actively clarifies there isn't a specific role for the CAC at Board meetings. The language encourages attendance and participation.

ARTICLE IV — COMMITTEE STRUCTURE, OFFICERS, AND ~~AND OPERATIONS~~

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.~~

Commented [KL15]: CC: Adding officers and operations to reflect sections which deal with how the committee operates such as the process for elections and process for filling vacancies and the duties of officers

Commented [KL16]: CC: While size was referenced in the original language, text referencing its size was never part of the original language. Committee size was covered under Article 2 section 1 in the original bylaws and the new language is also in this section

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

Commented [KL17]: MC: There isn't a policy on CAC reimbursements

Section 2~~3~~ — Officer elections: ~~New officers and current officers shall be elected annually. At a minimum, a quorum of active CAC members must participate in the officer elections for the results to be considered valid. Officers will be elected by a simple majority of members who vote in the election, present at the annual meeting.~~

Commented [KL18]: CH: Active is not defined so it is being removed

Commented [KL19]: SC: Reflects current election practice, and the quorum requirements for elections, which were originally for the annual meeting (at which elections occurred) but now are related to election participation.

Section 3~~4~~ — Election procedures: Any member can nominate a candidate ~~or nominate themselves~~ to the slate of nominees of prospective officers. ~~All members will be eligible to vote for each candidate, each year.~~

Commented [KL20]: SC: Reflects current practice

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.~~

Commented [KL21]: CC: Consolidated language under officer elections section 3, removed language which no longer applies, such as annual meeting, and removed meeting quorum language which is covered Article III, section 5

Section 4~~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 57 — Vacancies: Mid-term vacancies on the CAC will only be filled during the next appointment cycle or at the prerogative of the MCWD Board, 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.~~

Commented [KL22]: MC: Reflects recommendations and advice by legal counsel shown below

~~Section 68 — Resignation, termination, and absences: Resignation from the CAC should be in writing and received by the CAC staff liaison 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 recommended for removed for any other reason by a two-thirds majority vote of the remaining members of the CAC. Any CAC member may be removed by or a majority vote of the MCWD Board of Managers, with or without recommendation of CAC members.~~

Commented [LS23]: I would think Board should maintain prerogative to fill vacancy in interim.

Commented [KL24]: SC: Reflects current practice

Commented [KL25]: SH: Per legal counsel, only the Board can remove CAC members

Commented [KL26]: MC: Only the Board has the authority to remove CAC members, the CAC may recommend removal of one of its members per legal counsel.

~~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.~~

Commented [KL27]: SC: Recommend removing this entire article. The CAC does not purchase any items nor is there a District reimbursement policy for the CAC

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.~~

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 _____.

MCWD Board of Managers, Secretary

Date

