

BYLAWS

**BASSETT CREEK WATERSHED
MANAGEMENT COMMISSION**

ARTICLE I

NAME AND MEMBERSHIP

Section 1. The name of the Commission shall be the "Bassett Creek Watershed Management Commission." The members of the Commission are the following municipalities:

City of Crystal
City of Golden Valley
City of Medicine Lake
City of Minneapolis
City of Minnetonka
City of New Hope
City of Robbinsdale
City of Plymouth
City of St. Louis Park

ARTICLE II

DEFINITION OF TERMS

Section 1. For the purposes of these bylaws, the terms defined in this Article shall have the meanings given them.

Sec. 2. "Commission" means the organization created by the Joint and Cooperative Agreement for Bassett Creek, the full name of which is "Bassett Creek Watershed Management Commission." It shall be a public agency of its members.

Sec. 3. "Board" means the Board of Commissioners of the Commission, consisting of one Commissioner from each of the governmental units that is a Member or, in absence of the Commissioner, that Member's Alternate Commissioner. The Board shall be the governing body of the Commission.

Sec. 4. "Commissioner" means the person appointed by a Member to serve on the Board of

the Commission.

Sec. 5. "Alternate Commissioner" means the person appointed by a Member to act as a Board member in the absence of the appointed Commissioner.

Sec. 6. "Council" means the governing body of a governmental unit that is a member of the Commission.

Sec. 7. "Governmental Unit" means any city, county or town.

Sec. 8. "Member" means a Governmental Unit that entered into the Agreement.

Sec. 9. "Agreement" means the "Joint and Cooperative Agreement" entered into by the nine Members, creating and establishing the Bassett Creek Watershed Management Commission.

Sec. 10. "Officers" means those persons designated as officers under Article IV, Section 1 of these bylaws.

ARTICLE III

BOARD MEMBERS

Section 1. The Board shall have nine Commissioners, one from each of the Members.

Sec. 2. The term of office of each Commissioner shall be three years, ending on February 1, or until his or her successor is selected and qualified, except as provided in Article V, Section 3 of the Agreement.

Sec. 3. If any Commissioner dies, resigns or is removed in accordance with the provisions of Article V, Subdivision 4 of the Agreement, that Commissioner's office shall be deemed vacant, and a successor shall be appointed for the unexpired term by the Council that appointed that Commissioner.

Sec. 4. Alternate Commissioners may be appointed to represent a Member. The Alternate Commissioner shall be appointed by the Council and may serve in lieu of the Member's Commissioner if the Commissioner is not present at the meeting. The Alternate Commissioner may

participate in all discussions and may vote on all proposals before the Board if the Commissioner is not present.

ARTICLE IV

OFFICERS AND EMPLOYEES

Section 1. The officers of the Board shall be the Chair, Vice Chair, Secretary and Treasurer. The offices of the Secretary and Treasurer may be combined and held by the same person. A Recording Secretary and a Deputy Treasurer may be appointed by the Board. The Recording Secretary and the Deputy Treasurer need not be Commissioners.

Sec. 2. The term of office for all officers shall be one year, and they shall be selected and take office at the first business meeting held after February 1.

Sec. 3. The Chair shall be the presiding officer of the Board. The Chair shall preside at all meetings of the Board, but shall have all of the same privileges of discussion, making motions and voting as do other Commissioners.

Sec. 4. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair.

Sec. 5. The Treasurer shall have the custody of the funds and securities of the Commission and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Commission and shall deposit all monies and other valuable effects in the name and to the credit of the Commission in such depository as may be designated by the Board. The Treasurer shall disburse the funds of the Commission as ordered by the Board on orders signed by the Chair, Vice Chair, Secretary or Treasurer, taking the proper vouchers for such disbursements, and shall render to the Board at regular meetings, or as the Board may request, an account of all transactions and of the financial condition of the Commission. The Treasurer shall supervise and direct the work of the Deputy Treasurer. No Commission funds shall be disbursed without the signature of at least two

Officers of the Board, one of whom shall be the Treasurer or the Treasurer's authorized Deputy Treasurer.

Sec. 6. The Secretary shall attend all meetings of the Board and shall act as Clerk at such meetings and shall record all votes and the minutes of all proceedings in a minute book kept for that purpose. The Secretary shall give notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board. The Secretary may assign the aforesaid duties to a Recording Secretary if authorized to do so by the Board.

Sec. 7. The Deputy Treasurer, if one is appointed, shall assist the Treasurer and shall perform the Treasurer's administrative duties during the absence or disability of the Treasurer, but the performance of such duties shall not make the Deputy Treasurer a Commissioner.

Sec. 8. The officers and employees of the Commission shall give bond as required by the Board, and by the Agreement, with corporate sureties satisfactory to the Board for the faithful performance of their duties and for restoration to the Commission, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind coming into their possession or under their control, belonging to the Commission. The premium on any such bond shall be paid out of Commission funds.

Sec. 9. Any person engaged to perform any service or hold any office for the Commission, other than Chair, Vice Chair, Secretary and Treasurer, may be engaged on a full-time, part-time or consulting basis, as determined by the Board.

ARTICLE V

MEETINGS

Section 1. Regular monthly meetings of the Board shall be held at such locations and at such times as are specified from time to time by resolution of the Board. The Secretary shall cause copies of all such resolutions to be provided promptly to each of the Members and filed in the

primary offices of the Commission at Golden Valley City Hall. In the event the Board determines to hold a regular meeting at a location or time other than as specified in such resolution, such meeting shall be deemed a special meeting for purposes of giving notice; and notice of such meeting shall be given to all Members in accordance with Article V, Subd. 7 of the Agreement, to all Commissioners and Alternate Commissioners in accordance with this Article, and to the public in accordance with Minnesota Statutes, section 13D.04, as amended.

Section 2. For purposes of posting notice of meetings as required by Minnesota Statutes, section 13D.04, the community bulletin board at Golden Valley City Hall shall be deemed the principal bulletin board of the Commission.

Sec. 3. Written notice of all meetings of the Board shall be sent to all Commissioners, and to duly appointed Alternate Commissioners of all Members.

Sec. 4. Special meetings of the Board may be called by the Chair or any other three Commissioners jointly. The purpose of any special meeting shall be stated in the notice of the meeting.

Sec. 5. Written notice of regular meetings shall be sent at least four days prior to each meeting and written notice of special meetings shall be sent at least two days prior to each such meeting.

Sec. 6. At any meeting of the Board, five Commissioners or their Alternate Commissioners shall constitute a quorum.

Sec. 7. If the Secretary is absent from the meeting, and if a Recording Secretary has not been selected, the Chair shall appoint a Secretary Pro Tem for each meeting.

Sec. 8. All meetings shall be conducted in accordance with Robert's Rules of Order Revised, except as otherwise provided in the Agreement or these bylaws.

Sec. 9. The Board may from time to time determine the order of business for Board

meetings.

ARTICLE VI.

POWERS AND DUTIES OF COMMISSION

Section 1. The Commission is created and established by the Agreement. Its powers and duties shall be those established in said Agreement.

Sec. 2. The Board may exercise all powers necessary and incidental to the implementation of purposes and powers set forth in the Agreement.

Sec. 3. The Board may establish work committees, which committees shall act in advisory capacity to the Board. These committees may include persons who are not Board Members.

ARTICLE VII.

FINANCIAL MATTERS

Section 1. Commission funds may be expended in accordance with procedures established by law for the expenditure of funds for statutory cities. Orders, checks and drafts shall be signed by the Chair, Vice Chair or Secretary and the Treasurer or Deputy Treasurer. All claims shall be paid after audit by the Board. At least two Officers of the Commission shall sign all orders, checks or drafts in accordance with Article IV.

Sec. 2. The fiscal year of the Commission shall be February 1 to January 31.

Sec. 3. The Board shall cause an annual audit to be made of all its books, reports and records by a certified public accountant.

Sec. 4. One or more depositories for Commission funds shall be designated by the Board at its annual meeting each year. Prior to such designation the Treasurer may recommend one or more depositories. Commission funds shall be deposited and invested in accordance with the laws applicable to cities.

ARTICLE VIII.

AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended at any regular or special meeting of the Board, provided that a seven day prior notice of the proposed amendment has been furnished to each Member.

Sec. 2. A majority vote of Commissioners shall be necessary to adopt any amendment to these bylaws.

Sec. 3. In any instance where these bylaws are in conflict with the "Joint and Cooperative Agreement", the Agreement shall control.

ARTICLE IX

TECHNICAL ADVISORY COMMITTEE

Section 1. There is hereby created a Technical Advisory Committee (TAC) of the Board.

Sec. 2. The Council of each Member may appoint a TAC member, and one or more alternate members of the TAC who may act in the absence of the TAC member. The clerk of each Member city shall notify the Secretary of the Commission of such appointments. TAC members may be, but need not be, members of the Board. TAC members shall serve at the pleasure of the Council that appoints them and are not required to meet statutory qualifications for board members.

Sec. 3. The TAC is a committee of the Board and its meetings shall be subject to the Minnesota Open Meeting Law, Minn. Stat., Ch. 13D.

Sec. 4. The Board may by resolution delegate to the TAC any duties or responsibilities that may lawfully be so delegated.

Sec. 5. Notice of all regular and special meetings of the Board shall be given to all TAC

members, and copies of all correspondence, agenda materials and other written materials provided to members of the Board shall also be provided to TAC members.

Sec. 6. TAC members may attend and participate in all meetings of the Board. TAC members shall not have the authority to make motions or vote on matters before the Board but shall otherwise have the rights of a Commissioner to question, discuss, debate and comment on any matter before the Board.

Adopted this 15th day of November, 1984.

Chair

Attest:

Secretary

Article V, Secs. 1 and 2 amended by Res. 96-2, adopted August 15, 1996.

Article V, Secs. 1 and 2 and Article IV, Sec. 2 amended by Res. 97-6 adopted April 17, 1997.

Article IX added by Res. 01-01, adopted July 19, 2001.

Articles I through IX amended by Res. 12-07, adopted September 20, 2012.