

NOVEMBER  
28-DEC 1

ARROWWOOD  
CONFERENCE  
CENTER  
Alexandria, MN

# Tentative CONFERENCE SCHEDULE

## TUESDAY, NOV 28

- 10 A-3 P Minnesota Association of Watersheds Administrators (MAWA) Meeting
- 12-1 P Lunch for MAWA
- 3-4 P Partner Updates
- 4-6 P Minnesota Watersheds Board of Directors Meeting

## WEDNESDAY, NOV 29

- 8 A-4 P Choose Your Workshop — See Page 4-6
- 12-1 P Lunch
- 4-9 P Trade Show – Opening Night
- 5-8 P Night at the Movies

## THURSDAY, NOV 30

- 7-9 A Regional Caucuses
- 8 A-4 P Choose your Concurrent Sessions — See Page 7-15
- 12-1:30 P Lunch, Awards and Mark Seeley Keynote  
*\*Break from 12-3 for lunch and Trade Show networking\**
- 8 A-3 P Trade Show
- 5-7 P Happy Hour, Banquet + Awards

## FRIDAY, DEC 1

- 7-9 A Breakfast
- 9 A-Noon Business Meeting (resolutions)
- Noon-1 P Minnesota Watersheds Board of Directors Meeting

# Region III Caucus

Thursday, November 30, 2023 @ 7:00 a.m.

**Caucus location: Ballroom (main floor)**

## AGENDA

- 7:00 a.m. Welcome and Call to Order (Convener David Ziegler)
- 7:03 a.m. Appointment of a Secretary (Ziegler)
- 7:05 a.m. Election of Caucus Chairperson (Ziegler)
- 7:10 a.m. Nominations of a Region Director to Minnesota Watersheds Board (Caucus Chair)  
*Current Region 3 Minnesota Watersheds Board Members:*
- Mary Texer – term expires December 2023
  - Don Pereira – appointed to fill a vacancy for a term expires December 2024
  - David Ziegler – term expires December 2025
- Vote for one open position, currently held by Don Pereira who was appointed to fill the position until the end of 2023. The term expires in 2024.***
- Vote for one open position, currently held by Mary Texer for a term to expire in 2026.***
- 7:15 a.m. Candidate Remarks - 5 minutes each (Caucus Chair)
- 7:30 a.m. Voting (Caucus Chair)  
***Election results should be reported to the Minnesota Watersheds President and Executive Director so they can be presented to the members at the annual business meeting.***
- 7:45 a.m. Call for Committee Members (Caucus Chair)  
***One manager or commissioner is needed for each committee, who is committed to attending meetings and fulfilling responsibilities, no alternates, please. In the past, not all regions have been able to fill the committee positions, let alone designate an alternate. Having alternates also makes representation lopsided, with more representation from one region over another. It is more efficient to designate one individual who is willing to commit to attending meetings. If the person is unable to attend a scheduled meeting, it is his/her responsibility to contact the committee co-chair(s). (See table on page 2.)***
- 8:15 a.m. Open Forum (Caucus Chair)  
*Discussion of proposed resolutions, regional hot topics, etc.*
- 9:00 a.m. Adjournment (Caucus Chair)

Region III		
Bassett Creek WMC	Brown's Creek	Capitol Region
Carnelian Marine St. Croix	Comfort Lake-Forest Lake	Coon Creek
Minnehaha Creek	Mississippi WMO	Nine Mile Creek
Ramsey-Washington Metro	Rice Creek	Riley-Purgatory-Bluff Creek
South Washington	Vadnais Lake Area WMO	Valley Branch

## Minnesota Watersheds Committees – Region II Representatives

December 2023

Committee*	Region	2023 Members	2024	Responsibilities
<b>Legislative</b>	III	Shawn Mazanec, Capitol Region		To provide focus and direction to the lobbyist(s) and Executive Director on annual priority legislative efforts and to keep members informed of the Association's efforts and progress.
Co-Chairs: Vacant, Michelle Overholser				
<b>Governance</b>				
<b>Bylaws &amp; MOPP</b>	III	Mike Bradley, Rice Creek		The By-Laws/MOPP committee is responsible for the annual review of these documents to ensure that they meet the needs and operating procedures of the organization.
Co-Chairs: David Ziegler, Jamie Beyer				
<b>Strategic Plan</b>	III	Mike Welch, Bassett Creek WMC		This Strategic Plan Committee is responsible for the review and annual prioritization of the organization's strategic plan.
Co-Chairs: David Ziegler, Andy Henschel				
<b>Resolutions</b>	III	Joe Collins, Capitol Region		The Resolutions/Policy committee is responsible for the annual solicitation and review of resolutions and policy changes to be acted upon at the Annual Meeting and any petitioned special meetings.
Co-Chairs: Linda Vavra, Jamie Beyer				
<b>Finance</b>	III	David Ziegler, RPBCWD		The purpose of the Finance Committee is to make financial recommendations to the Board on items such as the annual budget and dues.
Co-Chairs: David Ziegler, Matt Moore				
<b>Events/Education</b>	III	Rick Sanders, Capitol Region		The purpose of the Events/Education Committee is to ensure Minnesota Watersheds events provide high quality educational and networking opportunities for members and non-members.
Co-Chairs: Gene Tiedemann, Tina Carstens				
<b>Awards</b>	I	Marcie Weinandt, Rice Creek		The purpose of the Awards Committee is to promote, manage and present the annual Minnesota Watersheds Project and Program of the Year Awards.
Co-Chairs: Dennis Kral, Karen Kill				
				*The Minnesota Watersheds President is a member of all committees.

## How Minnesota Watersheds Committees Work

Information about upcoming committee meetings is developed by the Minnesota Watersheds Executive Director and committee co-chairs. The information is distributed to committee members and is available to members upon request. Meeting summaries are created and shared with members through the monthly newsletter, as well as the pertinent committee page on the Minnesota Watersheds website.

***In the past, not all regions have been able to fill the committee positions, let alone designate an alternate. Having alternates also makes representation lopsided, with more representation from one region over another. It is more efficient to designate one individual who is willing to commit to attending meetings. If the person is unable to attend a scheduled meeting, it is his/her responsibility to contact the committee co-chair(s).***

### Executive Governance

The Executive Governance Committee works together to ensure daily operations align with the Bylaws, Manual of Policy and Procedures (MOPP), and Strategic Plan. The committee meets as needed.

### By-Laws-MOPP

The purpose of the Bylaws-MOPP Committee is to ensure the Bylaws and MOPP are kept up to date and adequately guide the organization. The committee meets annually or as needed.

### Strategic Plan Committee

The purpose of the Strategic Plan Committee is to ensure the Strategic Plan adequately guides the organization. The committee meets annually to prioritize the work plan for the Executive Director and to review the Strategic and Communication Plans.

### Executive Finance and Finance Committee

The Executive Finance Committee will handle the day-to-day financial decisions. The Finance Committee will deal with the larger picture issues, such as preparing an annual budget and making recommendations on the annual dues structure.

### Events-Education Committee

The purpose of the Events-Education Committee is to ensure Minnesota Watersheds events provide high quality educational and networking opportunities for members and non-members. The committee annually reviews the education work plan, provides input before and after events, and sets the convention presentation schedule, including recommendations for the staff development workshop. This committee is supported by the Executive Director and the Program Manager. The committee meets in January, February, April, June, July, September, and December.

### Resolutions Committee

The purpose of the Resolutions Committee is to oversee the resolutions process. The committee meets in October to review and recommend resolutions.

### Legislative Committee

The purpose of the Legislative Committee is to provide focus and direction to the Minnesota Watersheds lobbyist and Executive Director. They annually review the legislative program work and make recommendations to the Board of Directors on a legislative platform. The committee meets in June and December.

## Awards Committee

The purpose of the Awards Committee is to promote, manage, and present the annual Minnesota Watersheds Project and Program of the Year Awards. The committee conducts its business almost exclusively by email.

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**Minnesota Watersheds  
2023 Annual Conference  
November 29 – December 1  
Arrowwood Conference Center, Alexandria, MN**

## **Member Meeting Materials**

Enclosed are the following items:

1. Notice of Annual Meeting
2. Delegate Appointment Form – please return to [mnwatershed@gmail.com](mailto:mnwatershed@gmail.com)
3. 2022 Annual Business Meeting Minutes
4. Proposed Fiscal Year 2024 Budget
5. Proposed Bylaws Changes
6. Resolutions Information Packet
7. Draft Legislative Platform

Find 6 & 7 in BCWMC Item 5E

This packet has been distributed to administrators and managers via email. No paper copies of this packet will be sent via the U.S. Postal Service.

**We are looking forward to seeing you at this year's conference!**

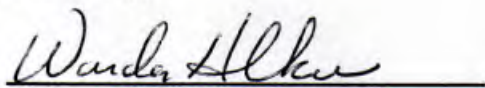
**PLEASE BRING THIS INFORMATION PACKET WITH YOU TO THE CONVENTION.  
EXTRA COPIES WILL NOT BE AVAILABLE ON SITE. THANK YOU!!**

## Minnesota Watersheds 2023 Annual Meeting Notice

NOTICE IS HEREBY GIVEN that the 2023 Annual Meeting of Minnesota Watersheds will be held at the Arrowwood Conference Center, Alexandria, MN, beginning at 9:00 a.m. on Friday, December 1, 2023 for the following purposes:

1. To receive and accept the reports of the President, Secretary, and Treasurer regarding the business of the association of the past year;
2. To receive the report of the auditor;
3. To consider and act upon the Fiscal Year 2024 budget;
4. To consider and act upon proposed Bylaws changes;
5. To consider and act upon proposed Resolutions;
6. To consider and act upon the draft Legislative Platform;
7. To elect three directors, one from each region, for terms ending in 2025; and
8. To consider and act upon any other business that may properly come before the membership.

Sincerely,



Wanda Holker  
Secretary

## Minnesota Watersheds 2023 Delegate Appointment Form

The \_\_\_\_\_ hereby certifies that it is

*name of watershed organization*

a watershed district or watershed management organization duly established and in good standing pursuant to Minnesota Statutes 103B or 103D and is a member of Minnesota Watersheds for the year 2023.

The \_\_\_\_\_ hereby further certifies

*name of watershed organization*

the following individuals have been appointed as delegates, or as an alternate delegate, all of whom are managers in good standing with their respective watershed district or watershed management organization.

**Delegate #1:** \_\_\_\_\_

**Delegate #2:** \_\_\_\_\_

**Alternate:** \_\_\_\_\_

Authorized by: \_\_\_\_\_

Signature

Date

\_\_\_\_\_  
Title

\*\* Please return this form to [mnwatershed@gmail.com](mailto:mnwatershed@gmail.com) at your earliest convenience. \*\*





**Minnesota Watersheds  
2023 Annual Conference**

Arrowwood Convention Center, Alexandria, MN

**Annual Business Meeting  
AGENDA**

**Friday, December 1, 2023 | 9 a.m.**

**GENERAL BUSINESS**

- 9:00 a.m. Call to Order
- 9:01 a.m. Approval of Agenda (Action)
- 9:02 a.m. Approval of 2022 Annual Business Meeting Minutes (Action) – Linda Vavra
- 9:05 a.m. Treasurer’s Reports – Linda Vavra
  - 2023 Year End Financial Report (Action)
  - 2023 Review of Financial Procedure Report (Action)
  - 2024 Proposed Budget (Action)

**REPORTS**

- 9:30 a.m. President’s Report – Linda Vavra
- 9:40 a.m. Caucus Election Results Report – Linda Vavra
- 9:45 a.m. Executive Director’s Report – Jan Voit
- 10:05 a.m. M.S. Chapter 103D Proposed Fixes – Jan Voit
- 10:15 a.m. Board of Water and Soil Resources Report - Executive Director John Jaschke

10:30 a.m. **BYLAWS HEARING** (Action) – Linda Vavra

10:45 a.m. **RESOLUTIONS HEARING** (Action) – Linda Vavra

*Note: There will be two microphones in the room – One to use if you are “FOR” an amendment and one if you are “AGAINST” an amendment. If you wish to testify on a resolution, please proceed to the appropriate microphone and limit your comments to 2 minutes.*

**Resolution 1** – Require Watershed District Permits for the Department of Natural Resources

**Resolution 2** – Clarify Budget Adoption Deadlines and Certification Types for Watershed Districts

**Resolution 3** – Support New Legislation Modeled after HF2687 and SF2419 (2018) Regarding DNR Regulatory Authority over Public Drainage Maintenance and Repairs

**Resolution 4** – Support Streamlining the DNR Flood Hazard Mitigation Grant Program

**Resolution 5** – Support Increased Flexibility in Open Meeting Law to Utilize Interactive Technology

**Resolution 6** – Support Minnesota Watersheds Education and Outreach to Encourage Formation of Watershed Districts in Unserved Areas

11:45 a.m. **LEGISLATIVE PLATFORM** (Action) – Linda Vavra

12:00 p.m. **ADJOURNMENT**

# Minnesota Association of Watershed Districts (MAWD) Annual Business Meeting

December 2, 2022



## 1. CALL TO ORDER

The 2022 MAWD Annual Business Meeting was convened at 8:00 a.m. by MAWD President Linda Vavra, Bois de Sioux Watershed District (WD).

## 2. GENERAL HOUSEKEEPING

### *Agenda*

Scott Gillespie, Bois de Sioux WD made a motion to approve the agenda. David Ziegler, Riley-Purgatory-Bluff Creek WD seconded the motion. The motion passed by voice vote.

### *Secretary's Report*

President Vavra presented the minutes of the 2021 Annual Business Meeting. Jill Crafton, Riley-Purgatory-Bluff Creek WD moved to approve the Secretary's Report. David Ziegler, Riley-Purgatory-Bluff Creek WD seconded the motion. The motion passed by voice vote.

### *Treasurer's Report*

President Vavra presented the following reports:

- 2022 Year End Financial Report and Statement of Financial Position. Dennis Kral, Pelican River WD moved to approve the 2022 Year End Financial Report. David Ziegler, Riley-Purgatory-Bluff Creek WD seconded the motion. The motion passed by voice vote.
- Independent Accountant's Report on Applying Agreed upon Financial Procedures. The report dated November 28, 2022, was prepared by Redpath and Company, Ltd. Dennis Kral, Pelican River WD made a motion to accept the Report on Applying Agreed upon Financial Procedures. Sherry White, Minnehaha Creek WD seconded the motion. The motion passed by voice vote.
- 2023 Proposed Budget. Dennis Kral, Pelican River WD moved to approve the 2023 Proposed Budget. Sherry White, Minnehaha Creek WD seconded the motion. The motion passed by voice vote.

## 3. REPORTS

Reports were given by President Vavra and Interim Executive Director Voit.

## 4. STRATEGIC PLAN

Interim Executive Director Voit presented the Strategic Plan. President Vavra called for a motion to approve the Strategic Plan. Jill Crafton, Riley-Purgatory-Bluff Creek WD made a motion to approve the Strategic Plan. The motion was seconded by Scott Gillespie, Bois de Sioux WD. The motion carried by voice vote. Mary Texer, Capital Region WD abstained from voting.

## 5. BYLAWS HEARING

Mike Bradley, Rice Creek WD made a motion to open the Bylaws Hearing. David Ziegler, Riley-Purgatory-Bluff Creek WD seconded the motion. The motion passed by voice vote.

President Vavra reported on the proposed changes to the Bylaws. A motion was made by Mike Bradley, Rice Creek WD to approve the proposed changes to the Bylaws. The motion was seconded by Celia Wirth, Brown's Creek WD. The motion passed by voice vote.

A motion was made by Scott Gillespie, Bois de Sioux WD to close the Bylaws Hearing. David Ziegler, Riley-Purgatory-Bluff Creek WD seconded the motion. The motion passed by voice vote.

## 6. RESOLUTIONS HEARING

A motion was made by Scott Gillespie, Bois de Sioux WD to open the Resolutions Hearing. The motion was seconded by Peter Fjestad, Buffalo-Red River WD and passed by voice vote. President Vavra presided over the Resolutions Hearing.

### **Resolution #1 Resolution to Request MAWD Support for Including at Least One MAWD Member on the Minnesota Department of Health's Workgroup to Move Forward, Prioritize, and Implement the Recommendations of the Interagency Report on Reuse of Stormwater and Rainwater in Minnesota.**

Don Pereira, Valley Branch WD presented the resolution. Mike Bradley, Rice Creek WD moved to adopt Resolution #1. Celia Wirth, Brown's Creek WD seconded the motion. The motion passed by voice vote.

- **Adopted Resolution 2022-1: NOW, THEREFORE, BE IT RESOLVED** that MAWD supports administratively or legislatively including at least one MAWD member on the Minnesota Department of Health's workgroup to move forward, prioritize, and implement the recommendations of the interagency report on reuse of stormwater and rainwater in Minnesota.

### **Resolution #2 Resolution Seeking to Request MAWD Support the Passage and Enactment of a State Law that Provides a Limited-Liability Exemption to Commercial Salt Applicators and Property Owners Using Salt Applicators who are Certified Through the Established Salt Certification Program and Follow Best Management Practices**

Randy Anhorn and Grace Butler, Nine Mile Creek WD presented the resolution. David Ziegler, Riley-Purgatory-Bluff Creek WD moved to adopt Resolution #2. Don Pereira, Valley Branch WD seconded the motion. The motion passed by voice vote.

- **Adopted Resolution 2022-2: NOW, THEREFORE, BE IT RESOLVED** that MAWD supports enactment of state law that provides limited liability protection to commercial salt applicators and property owners using salt applicators that are certified through the established state salt-applicator certification program and follow best management practices. Motion passed by voice vote.

### **Resolution #3 Resolution Seeking Increased Support and Participation for the Minnesota Drainage Work Group**

Jamie Beyer, Bois de Sioux WD presented the resolution. Scott Gillespie, Bois de Sioux WD moved to adopt Resolution #3. Peter Fjestad, Buffalo-Red River WD seconded the motion. The motion passed by voice vote.

- **Adopted Resolution 2022-3: NOW, THEREFORE, BE IT RESOLVED** that:
  - MAWD communications increase awareness of the DWG (meeting dates and links, topics, minutes, reports) amongst MAWD members; and
  - MAWD training opportunities strongly encourage participation in the DWG by watershed staff and board managers (for watersheds that serve as ditch authorities or work on drainage projects) – for e.g., add agenda space for DWG member updates, host a DWG meeting as part of a regular MAWD event; and
  - In preparation for MAWD member legislative visits, MAWD staff add a standing reminder for watershed drainage authorities to inform legislators on the existence, purpose, and outcomes of the DWG, and reinforce the legitimacy of the DWG as a multi-faceted problem-solving body; and
  - During MAWD staff BWSR visits, MAWD staff regularly seeks updates on how facilitation of the DWG is leading to improvements for member drainage authorities and conveys this information to MAWD members. The motion passed by voice vote.

**Resolution #4 Resolution Seeking Clarification of Watershed District Project Establishment with Government Aid or as Part of a Plan**

Jamie Beyer, Bois de Sioux WD presented the resolution. Scott Gillespie, Bois de Sioux WD moved to adopt Resolution #4. Jill Crafton, Riley-Purgatory-Bluff Creek WD seconded the motion. The motion passed by voice vote.

- **Adopted Resolution 2022-4: NOW, THEREFORE, BE IT RESOLVED** that MAWD and BWSR work to clarify Minn. Stat. § 103D.605, Subd. 5.

**Resolution #5 Resolution Seeking to Obtain Stable Funding for Projects that Provide Flood Damage Reduction and Natural Resources Enhancement**

Dan Money, Two Rivers WD and Nick Tomczik, Nine Mile Creek WD presented the resolution. Scott Gillespie, Bois de Sioux WD moved to adopt Resolution #5. Marcy Weinandt, Rice Creek WD seconded the motion. The motion passed by voice vote.

- **Adopted Resolution 2022-5: NOW, THEREFORE, BE IT RESOLVED** that the Minnesota Association of Watershed Districts collaborate with the Red River Watershed Management Board and State Agencies to seek funding from the Minnesota Legislature to provide stable sources of funding through existing or potentially new programs that provide flood damage reduction and/or natural resources enhancements. A suggested sustainable level of funding is \$30 million per year for the next 10 years. The motion passed by voice vote.

**Resolution #6 Seeking to Limit Wake Boat Activities that Cause Shoreline Erosion and Reduce the Efficacy of In-lake Phosphorus Control Practices, and Contribute to the Spread of Aquatic Invasive Species**

David Ziegler, Riley-Purgatory-Bluff Creek WD presented the resolution. Ann Warner, Carnelian-Marine-St. Croix WD moved to adopt Resolution #6. Grace Butler, Nine Mile Creek WD seconded the motion. The motion passed by voice vote.

**Resolution # 7 Resolution Seeking to Limit Excessive Use of Groundwater for the Purpose of Water Urban and Suburban Landscapes During Summer Months**

David Ziegler, Riley-Purgatory-Bluff Creek WD presented the resolution. David Ziegler, Riley-Purgatory-Bluff Creek WD moved to table Resolution #7. Joe Collins, Capitol Region WD seconded the motion. The motion passed by voice vote.

**Resolution #8 Resolution Seeking Increased Flexibility in Open Meeting Law to Utilize Interactive Technology**

Jill Crafton and David Ziegler, Riley-Purgatory-Bluff Creek WD presented the resolution. Mike Bradley, Rice Creek WD moved to adopt Resolution #8. Celia Wirth, Brown's Creek WD seconded the motion. The motion failed.

**7. ADJOURNMENT**

Dennis Kral, Pelican River WD made a motion to adjourn the annual business meeting at 9:43 a.m. The motion was seconded by Jill Crafton, Riley-Purgatory-Bluff Creek WD. The motion passed by voice vote.

Ruth Schaefer  
Secretary



# Memorandum

DATE: October 27, 2023  
 TO: Minnesota Watersheds Members  
 FROM: David Ziegler, Treasurer  
 RE: **Draft FY23 Financial Statement, Review of Financial Procedure Report, and Proposed FY24 Budget**

**It is important to note that the majority of Minnesota Watershed’s revenue is generated through payment of dues.**

## INCOME FY23 ACTUAL

- The FY23 dues were based on the new dues’ structure adopted by the membership at the 2022 annual business meeting. We also had increased income from regaining the membership of Mississippi WMO, and High Island Creek and Warroad WDs.
- The increased income for the Annual Conference is due to sponsorships and increased attendance following the pandemic.

PRESIDENT  
Linda Vavra (Region 1)  
Bois de Sioux WD  
[lvavra@fedtel.net](mailto:lvavra@fedtel.net)  
320-760-1774 | Term 2023

VICE PRESIDENT  
Peter Fjestad (Region 1)  
Buffalo Red River WD  
[pfjestad@prtcl.com](mailto:pfjestad@prtcl.com)  
218-731-4630 | Term 2025

SECRETARY  
Wanda Holker (Region 2)  
Upper Minnesota WD  
[ewholker@fedtel.net](mailto:ewholker@fedtel.net)  
320-760-6093 | Term 2024

TREASURER  
David Ziegler (Region 3)  
Riley-Purgatory-Bluff Creek WD  
[david\\_ziegler@outlook.com](mailto:david_ziegler@outlook.com)  
952-905-1889 | Term 2025

DIRECTORS  
Gene Tiedemann (Region 1)  
Red Lake WD  
[gtiedemann@rrv.net](mailto:gtiedemann@rrv.net)  
218-289-3511 | Term 2024

Jeff Gertgen (Region 2)  
Middle Fork Crow River WD  
[jlaligison@gmail.com](mailto:jlaligison@gmail.com)  
608-370-3934 | Term 2023

Brad Kramer (Region 2)  
Shell Rock River WD  
[brad@provenioconsulting.com](mailto:brad@provenioconsulting.com)  
507-369-6050 | Term 2025

Mary Texer (Region 3)  
Capitol Region WD  
[metexer@gmail.com](mailto:metexer@gmail.com)  
651-224-2919 | Term 2023

Don Pereira (Region 3)  
Valley Branch WD  
[dpereira@vbwd.org](mailto:dpereira@vbwd.org)  
651-968-9788 | Term 2023

Jan Voit  
Executive Director  
[jvoit@mnwatersheds.com](mailto:jvoit@mnwatersheds.com)  
507-822-0921

## INCOME FY23 ACTUAL

### Administrative and Program Management

- General Administration – staff: Minnesota Watersheds was supported by contractors in 2023, rather than employees.
- Administrative and Communications Support – Contract: fund paid to Executive Director.
- Event and Communication Management – Contract: funds paid to the Program Manager for managing Minnesota Watersheds events.
- Newsletter formatting, Website, Social Media, etc. – Contract: funds paid to the Program Manager for these tasks.

### Legislative Affairs

- Lobbying – Contracted Services: funds paid to lobbyist.

### Professional Services

- Legal Fees: funds paid for general legal services.
- Legal Fees – Drainage Work Group: funds paid to represent members at the DWG.
- Accounting and Audit Fees: funds paid to Obremski Ltd. For monthly accounting and bookkeeping services, and to Redpath Ltd. for agreed upon procedures report.
- Insurance: funds paid for insurance coverage for errors and omissions insurance for the Minnesota Watersheds Board of Directors, and for general coverage for office, records, and office equipment.

### Office Expenses

- Rent: funds paid to Capitol Region WD for storage and office rent.
- Mileage and General Office Expenses: for directors and contractors, as well as office supplies.

### Board and Committee Meetings

- Per Diems and Expenses: funds paid to directors for serving on the Board of Directors and Minnesota Watersheds Committees.

### Special Projects

- Costs associated with rebranding

### Education and Events

- Actual costs incurred for implementing the Legislative Briefing and Day at the Capitol, Summer Tour, and Annual Conference.



## **2023 REVIEW OF FINANCIAL PROCEDURE REPORT**

The report from Redpath Ltd. for the agreed upon procedures has not been submitted. It will be distributed to members as soon as it is available.

### ***INCOME PROPOSED FY24 BUDGET***

- *The estimated dues for FY24 are based upon payment in full by current members with the dues' structure that was approved by the membership in 2022, as well as the dues for returning members Buffalo Creek and Prior Lake Spring Lake WDs.*
- *The estimated income for the annual conference in FY24 is based on actual revenue received in FY19.*
- *The estimated costs for the Legislative Day at the Capitol and Summer Tour are based on actual costs for FY23 with consideration of the increased costs for venues and food likely in 2024.*

### ***EXPENSES PROPOSED FY24 BUDGET***

#### *Administration and Program Management*

- General Administration – staff: Minnesota Watersheds is supported by contractors, not employees.
- Administrative and Communications Support: projected expense for the Executive Director.
- Event and Communication Management: projected expense for Program Manager for managing Minnesota Watersheds events (Legislative Briefing and Day at the Capitol; Summer Tour; and Annual Conference).
- Newsletter formatting, website, social media, etc. - Contract: projected expense for Program Manager.

#### *Legislative Affairs*

- Lobbyist Contract: for current lobbyist through 2024.
- Lobbyist Contract: for lobbyist hired through succession plan to work alongside the current lobbyist in 2024.

#### *Professional Services*

- Legal Fees: costs incurred for legal fees is primarily for general legal work.
- Legal Fees – Drainage Work Group: costs incurred to represent members at the DWG.
- Drainage Work Group – Contract: costs for Minnesota Watersheds representative at DWG meetings and subcommittee meetings.
- Accounting and auditing funds paid to Obremski Ltd. for monthly accounting and bookkeeping services, and to Redpath Ltd. for agreed upon procedures report.
- Insurance coverage for errors and omissions insurance for the Minnesota Watersheds Board of Directors, and for general coverage for office, records, and office equipment.

#### *Office Expenses*

- Rent: funds paid to Capitol Region WD for storage and office rent.
- Mileage and General Office Expenses: for directors and contractors, as well as office supplies.

#### *Board and Committee Meetings*

- Per Diems and Expenses: Funds paid to directors for serving on the Board of Directors and Minnesota Watersheds Committees.

#### *Special projects*

- Funds for anticipated costs incurred with surveys, rebranding, or promotional items.

#### *Education and Events*

- Estimated costs for implementing the Annual Conference, Legislative Briefing and Day at the Capitol, Summer Tour, credit card processing fees, and special workshops.

Even with the additional projected expenses for a second lobbyist, we are projecting a modest increase in available capital at the end of FY24.

Questions regarding the FY24 proposed budget and/or the FY22 financial information should be directed to David Ziegler, Treasurer ([david\\_ziegler@outlook.com](mailto:david_ziegler@outlook.com) or 952-905-1889) or Jan Voit ([jvoit@mnwatersheds.com](mailto:jvoit@mnwatersheds.com) or 507-822-0921).

	FY2024	FY2023**	FY2023*	FY2022	FY2021
			Oct'22-Sep'23	Oct'21-Sep'22	Oct'20-Sep'21
<b>INCOME</b>	<b>BUDGET</b>	<b>BUDGET</b>	<b>FY 2023 ACTUAL</b>	<b>FY 2022 ACTUAL</b>	<b>FY 2021 ACTUAL</b>
Dues - Watershed District Members	251,008	222,500	225,419	188,081	202,175
Dues - Watershed Management Organization Members	22,500	18,750	22,500	15,000	7,500
Annual Conference					
Annual Conference Registrations	70,000	70,000	114,563	26,836	46,145
Annual Trade Show and sponsorships	43,500	43,500	-	19,779	29,616
Wednesday Workshops	17,000	17,000	-	-	-
Annual Conference: Other/Prior Year	-	-	-	2,500	485
Legislative Day at the Capitol	4,000	6,300	6,913	4,069	2,871
Summer Tour	20,000	16,000	18,658	-	-
Minnesota Watersheds Workshops	2,500	2,500	-	-	-
Interest	25	25	481	53	31
<b>TOTAL REVENUES</b>	<b>430,533</b>	<b>396,575</b>	<b>388,534</b>	<b>256,319</b>	<b>288,823</b>
<b>EXPENSES</b>					
<b>Administration &amp; Program Management</b>					
General Administration - Staff	-	95,000	-	126,390	98,250
Benefits / Taxes for Salaried Employees	-	26,250	-	29,550	25,361
Administrative and Communications Support - Contract**	111,600	40,000	89,708	52,611	8,455
Event and Communication Management - Contract	43,200	43,000	40,719	31,500	31,125
Newsletters, Website, Social Media, etc. - Contract	7,000	-	6,027	-	-
<b>Legislative Affairs</b>					
Lobbying - Contracted Services	45,000	45,000	33,122	40,000	40,000
Lobbying - Contracted Services	30,000	-	-	-	-
Lobbyist Expenses	1,000	1,000	353	314	-
<b>Professional Services</b>					
Legal Fees	25,000	15,000	17,118	25,919	24,763
Legal Fees - Drainage Work Group	7,500	-	5,289	-	-
Drainage Work Group - Contract	5,000	-	-	-	-
Accounting and Audit Fees	15,000	14,100	14,100	10,500	8,150
Insurance	1,700	2,200	2,407	2,067	1,971
<b>Office Expenses</b>					
Rent	4,800	4,800	3,000	4,800	3,600
Mileage and General Office Expenses	10,000	10,000	10,783	5,467	3,514
Dues, Other Organizations	-	-	-	-	385
Other Special Items	2,500	2,500	510	-	500
Memorials	250	250	-	-	-
<b>Board and Committee Meeting</b>					
Per Diems and Expenses - Directors	25,000	25,000	23,724	29,195	20,225
Board and Committee Meeting Expenses	1,000	1,000	-	2,237	172
<b>Special Projects</b>					
WD Handbook, Surveys, rebranding, etc	5,000	5,000	4,466	-	-
<b>Education and Events</b>					
Annual Conference					
Annual Conference	44,500	44,500	60,046	8,744	13,966
Annual Trade Show	3,300	3,300	-	-	495
Wednesday Workshop: Drainage	4,000	4,000	-	-	-
Wednesday Workshop: Managers	1,500	1,500	-	-	-
Wednesday Workshop: Administration	1,200	1,200	-	-	-
Other	-	-	-	-	-
Legislative Day at the Capitol	5,500	5,500	4,508	4,413	-
Summer Tour	20,000	16,000	14,379	852	1,080
Credit Card Processing Fees	4,100	4,100	939	2,807	3,065
Special Workshops	2,500	2,500	-	-	-
<b>TOTAL EXPENSES</b>	<b>427,150</b>	<b>412,700</b>	<b>331,197</b>	<b>377,365</b>	<b>285,077</b>
<b>REVENUES OVER (LESS THAN) EXPENSES</b>	<b>3,383</b>	<b>(16,125)</b>	<b>57,337</b>	<b>(121,046)</b>	<b>3,746</b>
<b>STATEMENT OF NET POSITION</b>					
Assets, Cash and Equivalents, actual			270,378	222,050	324,904
Dues receivable			-	911	8,147
Deposits received - deferred, prepaid expenses			(5,959)	(600)	(15,494)
Liabilities, accounts payable, taxes payable			(21,108)	(36,388)	(10,542)
<b>ENDING NET ASSETS</b>			<b>243,311</b>	<b>185,974</b>	<b>307,015</b>

\*These are not final numbers and are subject to slight changes. \*\*FY24 Budget approved by Finance Committee on 10/11/2023 and the BOD on 10/23/2023.



## Memorandum

DATE: October 27, 2023  
TO: Minnesota Watersheds Members  
FROM: Linda Vavra, Minnesota Watersheds President  
RE: **Proposed Bylaws Changes**

The Bylaws Committee met on October 16 to discuss proposed Bylaws changes. The proposed changes were also discussed at the Minnesota Watersheds Board of Directors (Board) meeting on October 23. Many of the proposed changes are minor and are shown in track changes throughout the document. The reasoning for the more extensive changes are as follows.

- Associate membership. There have been inquiries from non-governmental organizations to become associate members. At present, additional funds from outside organizations are not necessary for our budgetary needs. Representing both government and non-government organizations would be confusing for members and for legislators. The committee and Board recommend that the associate membership section should be removed from the Bylaws.
- Annual meeting. The annual business meeting is what this section is referring to. The directors are elected during regional caucuses. The committee and Board recommend updating this section to refer specifically to the annual business meeting and to reflect more accurately what transpires.
- Chairman and Recording Secretary. The agendas for the regional caucuses denote the election of a chairman and a recording secretary. Very often an administrator or other staff person takes the notes. The committee and Board recommend revising this section to more accurately reflect the procedure that is followed.

Questions regarding these proposed changes should be directed to Linda Vavra at 320-760-1774 or [lvavra@fedtel.net](mailto:lvavra@fedtel.net) or Jan Voit [jvoit@mnwatersheds.com](mailto:jvoit@mnwatersheds.com) or 507-822-0921.

PRESIDENT  
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Bois de Sioux WD  
[lvavra@fedtel.net](mailto:lvavra@fedtel.net)  
320-760-1774 | Term 2023

VICE PRESIDENT  
Peter Fjestad (Region 1)  
Buffalo Red River WD  
[pfjestad@prtel.com](mailto:pfjestad@prtel.com)  
218-731-4630 | Term 2025

SECRETARY  
Wanda Holker (Region 2)  
Upper Minnesota WD  
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320-760-6093 | Term 2024

TREASURER  
David Ziegler (Region 3)  
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952-905-1889 | Term 2025

DIRECTORS  
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218-289-3511 | Term 2024

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507-369-6050 | Term 2025

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651-224-2919 | Term 2023

Don Pereira (Region 3)  
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651-968-9788 | Term 2023

Jan Voit  
Executive Director  
[jvoit@mnwatersheds.com](mailto:jvoit@mnwatersheds.com)  
507-822-0921





# BYLAWS

## MINNESOTA ASSOCIATION OF WATERSHED DISTRICTS, INC.

### Doing business as Minnesota Watersheds

St. Paul, Minnesota

#### ARTICLE I.

##### Offices and Corporate Seal

- 1.1 Official Name. The official name of the corporation is the Minnesota Association of Watershed Districts, Inc., which conducts business under the registered assumed name of, and is hereinafter referred to as, Minnesota Watersheds.
- 1.2 Purpose. The purpose of Minnesota Watersheds is to provide educational opportunities, access to information resources, interface with other agencies, facilitate tours, meetings, and lobby on behalf of members. Additionally, Minnesota Watersheds will facilitate the exchange of information to help members better comply with governmental regulations and laws while offering an informed interface with the community or communities being served. Minnesota Watersheds will work to secure the capacity of its members to implement their statutory powers and purposes.
- 1.3 Organized. The corporation is organized as a 501(c)(4) organization. Notwithstanding any provision of the Articles of Incorporation or Bylaws which may be interpreted to the contrary, Minnesota Watersheds shall not authorize or undertake any actions which jeopardize its status as a 501(c)(4) organization.
- 1.4 Office. The registered office of the corporation shall be designated by the Board of Directors.
- 1.5 Corporate Seal. The corporation shall have no corporate seal.
- 1.6 Manual of Policy and Procedures. The Board of Directors has established a management document identified as the Manual of Policy and Procedures to support the orderly and timely details of regular operation. It may be revised at any time by a majority vote of the Board of Directors.

#### ARTICLE II.

##### Membership

- 2.1 Membership. Each dues-paying watershed district or watershed management organization duly established and in good standing pursuant to Minnesota Statutes, Chapter 103B or 103D, shall be entitled to membership in this corporation.
- 2.2 Delegates. Alternates. When a watershed district or watershed management organization becomes a member of this corporation, it shall designate from among its board members two delegates to represent it in this corporation. In addition, each member may designate alternate delegates to represent such member in the absence of any originally designated delegate. Thereafter, each member shall annually designate its delegates and alternate delegates so long as it remains a member in good standing of this corporation.

2.3 Termination of Membership. Any member that has failed to pay its dues is not in good standing and shall be stricken from the membership roll.

2.4 Resignation of Member. Any member may withdraw from this corporation effective immediately by notifying the secretary in writing. Regardless of the date of termination, there shall be no refund of the annual dues paid by the member.

~~2.5 Associate Membership. The Board of Directors may from time to time extend associate membership to this corporation upon payment of dues as determined by the Board of Directors.~~

~~An associate member shall not be entitled to submit resolutions, vote, or serve on the Board of Directors, but shall otherwise be afforded all the rights and privileges granted to members, their delegates and alternate delegates by law and by the Articles of Incorporation and Bylaws of this corporation.~~

### ARTICLE III. Meetings of Membership

3.1 Annual Business Meeting. An annual meeting of this corporation shall be held ~~to vote for the election of the Board of Directors and~~ to transact such ~~other~~ business as shall properly come before them. Notice of the time and place of such annual meeting shall be mailed, either physically or electronically, by the secretary to all members at least thirty (30) days in advance thereof.

3.2 Special Meeting. Special meetings of the members of the corporation shall be called by the president upon request of a majority of directors of the Board of Directors or upon the written request of one-third of the members of the corporation in good standing. This request shall be in writing addressed to the president or the secretary of the corporation. Within thirty days of receipt of said request, the Board of Directors shall, mail (either physically or electronically) notice of said special meeting to all members. This notice shall state the objective of the meeting and the subjects to be considered.

3.3 Quorum. A majority of the delegates (two per member) shall constitute a quorum for the transaction of business.

3.4 Voting. Any action taken by the members shall be by majority vote of the delegates present unless otherwise specifically provided by these Bylaws. Each member shall be entitled to one (1) vote for each delegate present.

### ARTICLE IV. Board of Directors

4.1 General Powers. The business activities of the corporation shall be directed and managed by the Board of Directors. The Board of Directors shall be authorized to pay officers and directors of the corporation per diem allowances and expenses as may from time to time be submitted to the Board of Directors, and such other expenses as may from time to time be necessary for the furtherance of the corporation's business, consistent with the rate and provisions of watershed board member per diem allowances and expense reimbursement provided in state law. The Board of Directors is authorized to hire and/or contract for services needed.

4.2 Directors to be Elected by Regions. For the purpose of election of the Board of Directors, members are grouped into three regions; three Directors shall be elected from each region, with staggered three-year terms. Members from each region shall elect one director for a three-year term at the

annual business meeting of the Association. No watershed district or watershed management organization shall have more than one board member elected to be a Director on the Board of Directors of the Corporation. In the event of a vacancy on the Board of Directors, the Board of Directors may appoint a member for the remaining term from a watershed district or watershed management organization with an existing representative on the Board of Directors if there are no other candidates from the region requesting appointment to the position. In the event a vacancy is filled by the Board of Directors, such appointment shall be submitted to the regional caucus for approval at the next regional caucus meeting. Regional caucuses shall elect a Chairman and Recording Secretary ~~from its delegates for the purpose of its election procedure and~~ report the election results to the Convention at a designated time. The member watershed districts and watershed management organizations present at the Regional Caucus meeting shall have full authority to elect a Chairman, Recording Secretary, and representatives to the Board of Directors.

- 4.3 Regions. The Board of Directors may re-align the regions or the members contained therein, it being the intent and purpose that each region contain the approximate same number of members. Any watershed district or watershed management organization in Minnesota not presently a member of this corporation, upon admission to membership, will be assigned to a region by the Board of Directors. Regional membership shall be listed in the Manual of Policy and Procedures.
- 4.4 Number, Qualification, and Term of Office. The number of directors constituting the board shall be nine. Each director elected at the annual meeting shall be elected for a three-year term. Directors shall be on the board of a watershed district or watershed management organization member in good standing of this corporation.
- 4.5 Vacancies. If there be a vacancy among the officers of the corporation or among the directors by reason of death, resignation, termination of membership, or removal as provided by law, the Articles of Incorporation, or these Bylaws, or otherwise or for non-excused absences for three consecutive meetings, such vacancy shall be filled by the Board of Directors until the next Annual Meeting of the Association.
- 4.6 Removal of Directors by Members. At a special meeting of the Board of Directors called solely for that reason, the notice of which meeting shall have been given in writing to members of this board at least thirty days prior thereto and not more than fifty days prior thereto, a super majority of ~~7~~ seven members of this board may remove one or more directors from their term of office without cause.
- 4.7 Meetings, Actions. The Board of Directors shall hold the annual meeting of the Board of Directors immediately after the annual meeting of the members of this corporation, and at such annual meeting shall elect the officers as above provided ~~for~~. Regular meetings of the Board of Directors shall be held at a time and place to be fixed by resolution or adopted by the majority of the Board of Directors.

The majority of the Board of Directors shall constitute a quorum. Directors may participate and vote in Board of Directors meetings by telephone or other electronic means approved by the Board in the Manual of Policy and Procedures.

Actions may be taken by a majority vote of those Directors present or participating by telephone or other electronic means approved by the Board in the Manual of Policy and Procedures. The secretary of the board shall give written or electronic notice to each director at least ten (10) days in advance of any regular or special directors' meeting. Special meetings may be called at the discretion of the President of the board or upon demand in writing to the secretary by three (3) directors of the Board

of Directors.

- 4.8 Conflicts of Interest. Members of the Board of Directors shall act at all times in the best interests of the corporation. This means setting aside personal self-interest and performing their duties in transacting the affairs of the corporation in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board. No Director shall directly or indirectly receive any profit from his/her position as such, and Directors shall serve without remuneration other than as provided in Section 4.1 of these Bylaws for the payment for reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a ~~Director~~ director are considered to also be the pecuniary interest of the ~~Director~~ director.
- 4.9 Indemnification. All directors and officers of the corporation shall be indemnified against any and all claims that may be brought against them as a result of action taken by them on behalf of the corporation as provided for and subject to the requirements of Chapter 317A of Minnesota Statutes as amended.

## **ARTICLE V. Board Officers**

- 5.1 Officers and Duties. There shall be four officers of the board, consisting of a president, vice-president, secretary, and treasurer. All officers shall be directors of the corporation. Their terms and duties are as follows:
- 5.2 President. The president shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The president shall have the following duties:
- Convene and preside over regularly scheduled board meetings.
  - Have general powers and duties of supervision and management as directed by the Manual of Policy and Procedures.
  - Appoint such committees as he/she shall deem necessary with the advice and consent of the Board of Directors.
- 5.3 Vice-President. The Vice-President shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms. The Vice-President shall have the following duties:
- Assume and perform the duties of the president in case of his/her absence or incapacity; and shall chair committees on special subjects as designated by the President.
  - Have general powers and duties of supervision and management as directed by the Manual of Policy and Procedures.
- 5.4 Secretary. The Secretary shall serve a term of office of one year and may, upon re-election succeed himself/herself for two additional successive terms.

The Secretary shall be responsible for preparing and keeping all records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

- 5.5 Treasurer. The Treasurer shall serve a term of office of one year and may, upon re-election succeed

himself/herself for two additional successive terms.

The treasurer shall chair the finance committee, maintain account of all funds deposited and disbursed, disburse corporate funds as designated by the Board of Directors, assist in the preparation of the budget, collect membership dues, and make financial information available to board members and the public.

#### **ARTICLE VI.**

##### **Fiscal Year, Dues and Annual Review of Financial Procedures**

- 6.1 Fiscal Year. The fiscal year of the corporation shall end on September 30 each year.
- 6.2 Membership Dues. Dues will be determined annually by the Board of Directors as specified in the Manual of Policy and Procedures.
- 6.3 Annual Dues. Annual dues shall be payable in January of each year. If a member's dues are not paid on or before April 30 of each year, such member's name shall be stricken from the membership roll. Reinstatement shall be upon such terms and conditions as prescribed by the Board of Directors.

The Board of Directors shall have the authority to suspend or defer dues of any newly organized watershed district or watershed management organization that joins this association until such member watershed district or watershed management organization is in actual receipt of its first authorized fund. The Board shall send out the annual dues statement with payment directed to the Minnesota Watersheds accounting firm. The Board of Directors may consider deferring, suspending, or reducing dues to new members or on an individual case basis when an appeal is made by a member because of hardship or funding problems.

- 6.4 Annual Review of Financial Procedures. The Board of Directors of this corporation shall provide for an annual review of financial procedures of all its resources and expenditures. A full report of such review and financial status shall be furnished at each annual meeting of the members. This review will be conducted by an auditing firm selected by the Board of Directors with experience in the field of government and water management. The review results shall be furnished to all members within forty-five days after receipt thereof by the Treasurer.

#### **ARTICLE VII.**

##### **Employees**

- 7.1 Employees. At the discretion of and under the direction of the Board of Directors, Minnesota Watersheds may choose to hire and administer various employees. Their positions and job expectations shall be individually developed and included in the Manual of Policy and Procedures.

#### **ARTICLE VIII.**

##### **Resolutions and Petitions**

- 8.1 Resolutions: The Chair of the Minnesota Watersheds Resolutions Committee will send a request for resolutions, along with a form for submission, to the membership at least three months prior to the annual Minnesota Watersheds membership meeting. Resolutions and their justification must be submitted to the Minnesota Watersheds Resolutions Committee in the required format at least two months prior to the annual Minnesota Watersheds membership meeting for committee review and recommendation. The committee will present these resolutions and their recommendations to the Board of Directors and the Minnesota Watersheds membership at least one month prior to the start

of the annual Minnesota Watersheds membership meeting. The Board of Directors may make additional recommendations on each proposed resolution through its board meeting process. This same procedure will be used when policy issues are to be considered at any special Minnesota Watersheds membership meeting.

- 8.2 Petitions: Any member or group of members may submit to the Board of Directors at any time a petition requesting action, support for, rejection of, or additional information on any issue of potential importance to the members. Such petitions require signed resolutions from at least 15 members before a ~~Special~~special meeting of the membership will be convened.

#### **ARTICLE IX. Chapters**

- 9.1 Chapters. Members may form chapters to further the purposes stated in Article II of the Articles of Incorporation, to carry out policies of the Board of Directors, and to suggest policies for consideration by the Board of Directors.

#### **ARTICLE X. Rules of Order**

- 10.1 Rules. When consistent with its Articles of Incorporation and these Bylaws, the 12<sup>th</sup> edition of Robert's Rules of Order Newly Revised shall govern the proceedings of this corporation. For consistency in operation, a copy shall be available for consultation if requested at every scheduled meeting of the and Membership meetings.

#### **ARTICLE XI. Amendments**

- 11.1 Amendments. These Bylaws may be amended by a majority vote of the members of this corporation only as provided below.
- 11.2 Annual Meeting. At the annual meeting of the members of this corporation, the Bylaws may be amended by the majority of the members present if there is a quorum at said annual meeting and due notice has been given to the membership of the changes 30 days in advance of the meeting.
- 11.3 Special Meeting. These Bylaws may be amended by the members at a special meeting called for that reason but only by a majority vote of the entire membership of the corporation, and only if there has been thirty days' written notice to all members of such special meeting. Such special meeting may be called upon the request of one-third of the members of this corporation by notice in writing to the secretary or president, which notice shall ask for said special meeting and shall state the proposed Bylaws changes, and upon receipt of such request, the secretary or president must send written, either by mail or electronically, notice of the meeting to the members of this corporation within thirty days of receipt of such request, which shall be not less than thirty days nor more than fifty days of the date of the written notice.