

DAKOTA METRO FLOOD BOARD
Thursday, July 9, 2015

(Meeting to be held following Diversion Authority Board meeting)

Fargo City Commission Room
Fargo City Hall
200 3rd Street North

1. Call to order
2. Approve minutes from previous meeting Item 2. Action
3. Approve order of agenda Action
4. Administrative/Legal Information/action
 - a. Bylaws of Dakota Metro Flood Board Item 4a.
5. Financial Information/action
 - a. Approval of Diversion Authority recommendations
6. Other Business
7. Next Meeting – August 13, 2015
8. Adjournment

cc: Local Media

**DAKOTA METRO FLOOD BOARD
JUNE 11, 2015—5:51 PM**

1. MEETING TO ORDER

A meeting of the Dakota Metro Flood Board was held Thursday, June 11, 2015, at 5:51 PM in the Fargo City Commission Room with the following members present: Cass County Commission representative Darrell Vanyo; Cass County Commissioner Mary Scherling; West Fargo City Commissioner Mike Thorstad; Fargo City Mayor Tim Mahoney; Fargo City Commissioner Melissa Sobolik; Fargo City Commissioner Mike Williams; and Cass County Joint Water Resource District Manager Mark Brodshaug.

Cass County Administrator Keith Berndt and Fargo City Engineer April Walker were also present.

2. ELECT CHAIR AND VICE CHAIR

MOTION, passed

Mrs. Scherling moved and Mr. Thorstad seconded to nominate Darrell Vanyo as chairman and Tim Mahoney as vice chairman of the Dakota Metro Flood Board. Motion carried.

3. AGENDA ORDER

MOTION, passed

Ms. Sobolik moved and Mr. Williams seconded to approve the order of the agenda. Motion carried.

4. ADMINISTRATIVE/LEGAL UPDATE

Attorney Erik Johnson distributed a draft of proposed by-laws for the Dakota Metro Flood Board, which he said could be reviewed and approved at the next meeting.

5. METRO FLOOD DIVERSION AUTHORITY RECOMMENDATIONS, Approved

Mr. Johnson distributed draft motions, which ratify actions taken by the Flood Diversion Board of Authority prior to today as well as the actions taken at the meeting held today.

MOTION, passed

Mr. Mahoney moved and Mr. Brodshaug seconded to approve and ratify the appropriation of funds for Fiscal Year 2015 task orders, agreements and expenditures approved by the Metro Flood Diversion Authority Board prior to today's date of June 11, 2015. On roll call vote, the motion carried unanimously.

MOTION, passed

Ms. Sobolik moved and Mr. Williams seconded to approve the appropriation of funds for HMG Task Order No. 13 Amendment 10 in the amount of \$602,000. On roll call vote, the motion carried unanimously.

MOTION, passed

Mrs. Scherling moved and Ms. Sobolik seconded to approve the appropriation of funds for Cost Reimbursement Agreements with 702 Communications, AT&T, Cable One, Enventis Telecom, and Xcel Energy by the Dakota Metro Flood Board in the amount of \$2,843,266.51. On roll call vote, the motion carried unanimously.

6. NEXT MEETING DATE

The next meeting will be held on Thursday, July 9, 2015, following the Flood Diversion Authority Board meeting.

7. ADJOURNMENT

MOTION, passed

On motion by Mrs. Scherling, seconded by Mr. Brodshaug, and all voting in favor, the meeting was adjourned at 5:55 PM.

BYLAWS OF DAKOTA METRO FLOOD BOARD

ARTICLE 1. DAKOTA METRO FLOOD AUTHORITY

Section 1.01. Creation of the Dakota Metro Flood Authority. The Dakota Metro Flood Authority (the “Dakota Metro Flood Authority”) was created pursuant to the 3rd Amendment to the Joint Powers Agreement entered into by the County of Cass, North Dakota; the city of Fargo, North Dakota; the Cass County Joint Water Resource District. Said three members to the ND JPA shall be referred to herein individually as a “Member-entity” and cumulatively as the “Member-entities”. The ND JPA was approved and executed by the Member-entities. Said Joint Powers Agreement, as the same has been and may be amended, shall be referred to herein as the “ND JPA”.

Section 1.02. Creation of the Dakota Metro Flood Board. The 3rd Amendment to the ND JPA established a joint board to be known as the Dakota Metro Flood Board which, for purposes of these bylaws, shall be referred to as the “Dakota Metro Flood Board”.

Section 1.03. Conflict with the ND JPA. In the event of a conflict between these Bylaws and the ND JPA, the ND JPA shall control.

ARTICLE 2. MEMBERSHIP OF THE DAKOTA METRO FLOOD BOARD

Section 2.01. Membership Generally. The ND JPA sets forth the membership in the Dakota Metro Flood Board. For purposes of these bylaws, an individual who has been appointed to the Dakota Metro Flood Board by a Member-entity shall be referred to as an “Authority Board Member”. The term “Authority Board Member” shall also include the alternate appointees during such times when the alternate is sitting in place of an appointed voting member of the Dakota Metro Flood Board who is unable to attend a meeting, as set forth in the ND JPA. Although the ND JPA authorizes the Dakota Metro Flood Board to appoint non-voting ex-officio members to the Dakota Metro Flood Board, the term “Authority Board Member” shall not include any such non-voting ex-officio members unless specifically provided herein.

Section 2.02. Alternate Authority Board Members. Whenever the Authority Board Member is in attendance at a board meeting, the alternate appointee for said Authority Board Member shall not participate in the meeting, except that said alternate appointee may participate in the same manner as a member of the general audience. Alternate Authority Board Members only have authority as an Authority Board Member during a meeting in which the appointed Authority Board Member is absent. An Alternate Authority Board Member may not participate in calling a meeting of the Dakota Metro Flood Board.

ARTICLE 3. COMPOSITION AND POWERS OF DAKOTA METRO FLOOD BOARD

Section 3.02. Section 3.01. Composition of the Board. The composition of the Dakota Metro Flood Board is set forth in the ND JPA. Powers of the Board. The Dakota Metro Flood Board shall have such powers as are set forth in the ND JPA.

Section 3.03. Vacancies. Vacancies on the Board resulting from the death, resignation or removal of an Authority Board Member or any alternate appointee shall be filled by the appropriate Member-entity. In the event of such a vacancy, until such time as a replacement Authority Board Member is appointed by the applicable Member-entity the vacant member's alternate appointee shall be seated at the Dakota Metro Flood Board. Vacancies of non-voting ex-officio members shall be filled by the Dakota Metro Flood Board.

Section 3.04. Term. An Authority Board Member shall serve for such term as identified by the appointing Member-entity for that Authority Board Member. In the event the appointing Member-entity has not identified a term of appointment, it will be presumed that the appointment extends until the appointing Member-entity removes the appointee or designates a replacement. The term of an Authority Board Member who is also an elected or appointed member of the Member-entity that appointed him or her to the Dakota Metro Flood Board shall terminate automatically whenever said Authority Board Member no longer serves as an elected or appointed member of said Member-entity unless said Member-entity re-affirms the appointment of said Authority Board Member.

ARTICLE 4. DAKOTA METRO FLOOD BOARD MEETINGS

Section 4.01. Regular Meetings. The Dakota Metro Flood Board may set a schedule for regular meetings or may, during a regular or special meeting, set the place, date and time of the next regular or special meeting. If no such meeting has been scheduled, the Chair may call a regular or special meeting, designating the place, date and time of such meeting. The Dakota Metro Flood Board may cancel or postpone any regularly scheduled meeting.

Section 4.02. Special Meetings. Special meetings of the Dakota Metro Flood Board may be called by the Chair and must be called by the Chair upon the request of a majority of the Authority Board Members. The Chair shall designate the place, date and time of each special meeting.

Section 4.03. Location of Meeting. Unless otherwise specified in the applicable meeting notice, all meetings of the Dakota Metro Flood Board shall be held at Fargo City Hall.

Section 4.04. Notice of Meetings.

(a) Regular Meetings. Notice of any regular meeting shall be given at least seven (7) days previously thereto by written notice delivered personally, emailed or mailed to each Authority Board Member and each alternate appointee at his or her business address, or by e-mail. The notice shall include an agenda generally describing the subject matter to be considered at the meeting. The failure to give notice to any Authority Board Member or alternate appointee of a regular meeting

shall not affect the validity of the notice or prevent the holding of the regular meeting or the transaction of business thereat.

(b) Special Meetings. Notice of any special meeting shall be given at least one (1) day previously thereto by written notice delivered personally, emailed or mailed to each Authority Board Member and each alternate appointee at his or her business address, or by e-mail. The notice shall identify the business to be conducted at the special meeting. The failure to give notice to any Authority Board Member or alternate appointee of a special meeting shall not affect the validity of the notice or prevent the holding of the special meeting or the transaction of business thereat.

Section 4.05. Authority Board Member's Waiver of Notice. The attendance of a Authority Board Member at a meeting (regular or special) shall constitute a waiver of notice of such meeting, except where a Authority Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given to any Authority Board Member under the provisions of these Bylaws or the ND JPA, a waiver thereof in writing signed by Authority Board Member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4.06. Miscellaneous Notice Provisions. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed as provided in Section 4.04, with postage thereon prepaid. If notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is delivered to the recipient. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 4.07. Organization of Meetings. The Chair, or in the absence of the Chair, the Vice-Chair, shall preside over all meetings of the Board. If neither the Chair nor the Vice-Chair is present, the Authority Board Members present shall designate an Authority Board Member to preside over the meeting.

Section 4.08. Remote Communications. Meetings of the Board may be conducted by any means of remote communication (e.g., videoconference or teleconference) through which all of the directors may simultaneously participate with each other during the meeting. Participation in a meeting by remote communications constitutes presence in person at the meeting.

Section 4.09. Public Meetings. All Board meetings shall be open to the public to the extent required by North Dakota open meeting laws, Minnesota open meeting laws, or both as applicable, including any applicable notice requirements.

ARTICLE 5. QUORUM AND VOTING

Section 5.01. Quorum.

(a) A quorum to transact business at any meeting of the Dakota Metro Flood Board requires attendance by a majority of the voting Authority Board Members.

(b) If a quorum is not present at any regular or special meeting of the Dakota Metro Flood Board, the Authority Board Members that are present may not take action upon any matter other than to continue the meeting to a future date, time and place.

Section 5.02. Action by the Dakota Metro Flood Board. The number of votes required to approve a matter before the Dakota Metro Flood Board is governed by the ND JPA.

ARTICLE 6. OFFICERS

Section 6.01. Elections of Officer. The officers of the Dakota Metro Flood Board shall consist of a chair (the "Chair") and a vice-chair (the "Vice-Chair"). The Dakota Metro Flood Board may also establish an office of the secretary (the "Secretary") and a treasurer (the "Treasurer"). Sometime at or after the first regular meeting of the Dakota Metro Flood Board and at the first meeting of the Dakota Metro Flood Board held each calendar year, the Dakota Metro Flood Board shall elect such officers. Each officer shall serve until his or her successor is elected and qualified, unless sooner removed pursuant to these Bylaws. The Chair and the Vice-Chair must be Dakota Metro Flood Authority Members. Neither the Secretary nor the Treasurer must be members of the Dakota Metro Flood Board. The office of Secretary and Treasurer may be held by the same individual.

Section 6.02. Removal of Officers. Officers may be removed by a 2/3 vote of the Dakota Metro Flood Board at any time, with or without cause.

Section 6.03. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may be filled for the unexpired portion of the term in the manner determined by the Dakota Metro Flood Board.

Section 6.04. Officer Responsibilities.

(a) Chair. The Chair shall be the principal executive officer of the Dakota Metro Flood Authority. The Chair shall preside at all meetings of the Dakota Metro Flood Board of Directors, shall appoint all committee members as needed, shall sign and execute all authorized contracts, notes or other obligations in the name of the Dakota Metro Flood Authority, unless otherwise authorized by the Dakota Metro Flood Board, shall call special meetings of the Dakota Metro Flood Board when the Chair deems it necessary, and shall do and perform, in addition to the usual duties pertaining to the office, such other duties as from time to time may be assigned by the Dakota Metro Flood Board.

(b) Vice-Chair. The Vice-Chair shall preside at meetings of the Dakota Metro Flood Board in the absence of the Chair and will perform such other duties as from time to time may be assigned by the Dakota Metro Flood Board.

(c) Secretary. The Secretary shall attend all meetings of the Dakota Metro Flood Board, and when required, all meetings of standing committees, record all proceedings of the meetings in a book to be kept for that purpose, give or cause to be given notice of all meetings of the Dakota Metro Flood Board, record all votes of the Dakota Metro Flood Board, prepare and distribute minutes of all meetings, and perform other duties prescribed by the Dakota Metro Flood Board or the Chair.

(d) Treasurer. The Treasurer shall keep accurate financial records for the Dakota Metro Flood Authority, deposit all money, drafts, and checks in the name of and to the credit of the Dakota Metro Flood Authority in the banks and depositories designated by the Dakota Metro Flood Board, perform all recording and fiscal duties relating to the billing and collection of amounts owed the Dakota Metro Flood Authority, prepare all checks, drafts, or orders for payment of money issued in the name of the Dakota Metro Flood Authority for signature by the Chair, prepare annual budgets for the Dakota Metro Flood Authority, and perform other duties prescribed by the Dakota Metro Flood Board or the Chair. The Dakota Metro Flood Authority may delegate treasury management functions to one of its member entities or to some third party in addition to, or in lieu of, the appointment of a Treasurer and, in such case, the responsibilities of the provider of such services may be contained in a separate agreement with such entity or third party.

Section 6.05. Delegation. Notwithstanding the duties, responsibilities and authorities of the officers, herein before provided in this Article, the Dakota Metro Flood Board, may, except as otherwise limited by law, delegate, wholly or in part, the responsibility and authority for, and in the regular or routine administration of one or more of the duties of a specified officer to one or more agents, or employees of the Dakota Metro Flood Authority who are not directors. To the extent that the Dakota Metro Flood Board does so delegate duties, responsibilities, or authorities of a specified officer, that officer as such, shall be released from such duties, responsibilities and authorities.

ARTICLE 7. COMPENSATION

Officers and Authority Board Members shall receive no compensation for their service on behalf of the Dakota Metro Flood Authority, but shall be entitled to reimbursement for mileage and expenses as provided by law and as determined by a protocol established by the Dakota Metro Flood Board. See generally: N.D.C.C. § 44-08-03 *et seq.*

ARTICLE 8. STAFF

Subject to the terms of the ND JPA, the Dakota Metro Flood Board has the authority to appoint and fix the compensation and reimbursement of expenses of such employees as the Dakota Metro Flood Board deems necessary to conduct the business and affairs of the Dakota Metro Flood Authority and to procure the services of engineers and other technical experts, and to retain attorneys to assist, advise, and act for the Dakota Metro Flood Authority in its proceedings.

ARTICLE 9. FINANCIAL RECORDS REVIEW

The financial records of the Dakota Metro Flood Authority shall be reviewed by an independent certified public accountant selected by the Dakota Metro Flood Board at such times as may be required by law or as established by the Dakota Metro Flood Board.

ARTICLE 10. AMENDMENT TO BYLAWS

These Bylaws may be amended by the Dakota Metro Flood Board. In addition to the requirements set forth in Section 5.01, a quorum for purposes of a meeting at which any amendment or modification of these bylaws is to be considered requires the presence of 2/3 of the Dakota Metro Flood Authority Members. Unless waived by all Dakota Metro Flood Authority Members, written notice of all proposed Bylaw changes must be submitted to each Dakota Metro Flood Authority Member not less than thirty (30) days prior to the date of the meeting at which such changes are to be considered.

Effective Date: _____

_____, Chair