

BOARD of DIRECTORS

Indian Creek Watershed Management AUTHORITY

Administration By-Laws

1. ADOPTION OF BY-LAWS

These administrative by-laws are hereby established for the Indian Creek Watershed Management Authority in accordance with Section 2 of Article VII of the 28E AGREEMENT establishing the Indian Creek Watershed Management Authority, which was filed with the Secretary of the State of Iowa on August 16, 2012. The Indian Creek Watershed Management Authority shall be governed by a Board of Directors, as stipulated in Article IV of the 28E AGREEMENT.

2. PURPOSE

The Indian Creek Watershed Management Authority will enable cooperation in pursuit of the activities outlined in Article IV of the 28E AGREEMENT for the mutual benefit of the POLITICAL SUBDIVISIONS involved. The by-laws create an organized structure to manage the activities of the Indian Creek Watershed Management Authority and to serve as a communications link with participating POLITICAL SUBDIVISIONS.

3. DEFINITIONS

- A. **POLITICAL SUBDIVISIONS** – A city, county, or soil and water conservation district. For the purposes of these by-laws, a political subdivision shall be limited to the County of Linn, the City of Marion, the City of Cedar Rapids, the City of Hiawatha, the City of Robins, the City of Alburnett, and the Linn Soil & Water Conservation District.
- B. **AUTHORITY** – The organization, known as the Indian Creek Watershed Management Authority, created by the 28E AGREEMENT referenced herein. It is a voluntary joint undertaking of the POLITICAL SUBDIVISIONS within the Indian Creek Watershed pursuant to the provisions of Chapter 466B and 28E of the Code of Iowa.
- C. **BOARD** – The Board of Directors of the AUTHORITY comprised of authorized representatives from each participating political subdivision.
- D. **MEMBER** – A political subdivision that has adopted the 28E AGREEMENT that forms the Indian Creek Watershed Management Authority.
- E. **DIRECTOR** -- Authorized representative of a participating political subdivision (MEMBER).
- F. **28E AGREEMENT** – Legal document (Iowa Intergovernmental Agreement) signed by each participating POLITICAL SUBDIVISION to form a watershed management authority.

4. GOVERNANCE

The affairs of the Indian Creek Watershed Management Authority shall be conducted by the Board of Directors. Each MEMBER shall appoint one representative to serve as a DIRECTOR, and all DIRECTORS comprise the Board of Directors. Each DIRECTOR has one vote. A designated proxy may vote in the DIRECTOR's absence.

The DIRECTORS shall serve staggered terms of four years. The initial BOARD shall determine, by lot, the initial terms to be shortened and lengthened, as necessary, to achieve staggered terms. Representatives selected to serve on the BOARD may succeed themselves and there shall be no limit on the number of terms that a person may serve.

If a DIRECTOR resigns or is removed, a successor shall be appointed for the duration of the unexpired term of that DIRECTOR. A MEMBER may at any time remove a DIRECTOR appointed by it for misfeasance, nonfeasance, or malfeasance in office.

5. POWERS AND DUTIES OF BOARD

The Indian Creek Watershed Management Authority is created and established by the 28E AGREEMENT pursuant to Iowa Code Chapter 466B and Chapter 28E of the Iowa Code. Its powers and duties shall be those established in said 28E AGREEMENT. Membership in the Indian Creek Watershed Management Authority and voting representation on its BOARD is limited to POLITICAL SUBDIVISIONS within the Indian Creek Watershed that have adopted the 28E AGREEMENT.

The BOARD may exercise all powers necessary and incidental to further the aims and objectives of the AUTHORITY as set forth in the 28E AGREEMENT and/or agreed upon by the BOARD. The BOARD may establish work committees which shall act in an advisory capacity to the BOARD. These committees may contain persons who are not members of the AUTHORITY.

The BOARD shall not make policy that would require a MEMBER to change policies as set by its governing body or require a MEMBER to contribute funds without official action of approval by that MEMBER's governing body. No MEMBER may be required to contribute funds to the AUTHORITY and no action to contribute funds by a DIRECTOR appointed by the MEMBER is binding on the MEMBER without approval by the governing board of that MEMBER.

6. OFFICERS

The officers of the BOARD shall consist of Chairperson, Vice Chairperson (Chair Elect), Secretary, and Treasurer. The offices of the Secretary and Treasurer may be combined and held by the same person. The officers shall be elected/selected by the BOARD. The terms of the officers shall be for one year or until their successors are elected.

The Chairperson and the Vice Chairperson (Chair Elect) shall rotate between a representative from a representative from a city and a representative from either the County of Linn or the Linn Soil & Water Conservation District. The Secretary and/or Treasurer need not be a DIRECTOR of the BOARD, but may be a DIRECTOR of the BOARD. A recording secretary and/or a deputy treasurer, which need not be a DIRECTOR, may be appointed by the BOARD.

7. DUTIES OF THE OFFICERS

Chairperson: The Chairperson shall:

1. Preside at the meetings of the BOARD and prepare an agenda in consultation with others.
2. Decide all points of order or procedure unless otherwise directed by a majority of the DIRECTORS in session at the time.
3. Appoint any committees that may be found necessary.
4. Represent the AUTHORITY where attendance is requested or where attendance is deemed necessary to further the aims and objectives of the AUTHORITY.
5. Sign documents of the Indian Creek Watershed Management AUTHORITY.
6. There may be other duties as determined.

Vice-Chairperson: The Vice-Chairperson shall:

1. Assume the duties of the Chairperson in the event of the absence or disability of the Chairperson.
2. If the position of the Chairperson becomes vacant, the Vice-Chairperson shall succeed to this office for the unexpired term and the Board of Directors shall select a successor to the position of Vice-Chairperson for the unexpired term.

Secretary: The Secretary, or designee, shall:

1. Attend all meetings of the BOARD and act as Clerk by recording votes, keeping minutes, managing correspondence, and making said records available to all MEMBERS of the AUTHORITY.
2. Send out all notices required by these by-laws and by the Code of Iowa.
3. Attend to any other duties as directed by the Board of Directors.

Treasurer: The Treasurer, or designee, shall:

1. Make a report at each BOARD meeting.
2. Assist in preparation of the budget, help develop fund raising plans, and make financial information available to the MEMBERS and the public.
3. Expected to attend all meetings of the BOARD.
4. Attend to any other duties as directed by the Board of Directors.

In the event that both the Chairperson and Vice Chairperson are absent, the Secretary shall serve as the pro-tem Chairperson and, if necessary, a temporary secretary shall be appointed. The pro-tem chair shall be authorized to conduct the meeting and to sign any documents requiring signatures when said documents were the result of any action by the BOARD at the particular meeting.

If an officer is unable or unwilling to perform his/her duties as outlined in Article VII, the BOARD will notify the appointing MEMBER of the need for a new appointee.

8. MEETINGS

A. Regular Meetings

The BOARD shall generally meet quarterly at such time and place as may be designated by the Chairperson, and said meetings shall be known as the regular meetings of the BOARD. Four DIRECTORS of the BOARD shall constitute a quorum. No official business of the AUTHORITY shall take place in the absence of a quorum.

DIRECTORS and/or their proxies are expected to attend meetings whenever possible. Absences in excess of three consecutive, regularly scheduled meetings will result in notification to the MEMBER that they may wish to consider a reappointment.

The annual meeting of the BOARD shall take place in the first quarter of the calendar year. The election of the Chairperson and Vice-chairperson will take place at the annual meeting. The treasurer and the secretary for the BOARD shall be selected by the BOARD.

B. Special Meetings

Special meetings may be called by the chairperson or at the written request of two members of the BOARD. Notice of the special meeting shall be given by the secretary to the members of the BOARD at least 72 hours prior to such meeting and shall state the purpose of the meeting.

C. Public

All regular, special, and committee meetings, records and accounts shall be open to the public in accordance with the Code of Iowa. All meeting agendas shall be posted at the designated meeting location. All meetings of the BOARD, and their committees, shall be conducted according to the latest edition of Robert's Rules of Order, unless otherwise provided in these by-laws.

D. Motions

Any member of the Board of Directors may make motions. The Chairperson or the Secretary shall restate the motion, after having been seconded, before a vote is taken. Discussion on the motion will be held prior to the vote of the DIRECTORS.

E. Voting

The concurring vote of not less than four votes of the full BOARD shall be required to reach a decision. All members of the BOARD, including the chairperson, are required to cast a vote for each motion. Minutes will show members who are absent.

A member may abstain, if he or she believes there is a conflict of interest, particularly if the conflict is of a financial nature. If a member elects to abstain from voting, he or she is required to state the reason for his or her abstention at the time of voting.

Elections will be by ballot or in such manner as the BOARD determines. Successful candidates will be elected by a majority of the BOARD.

For Committee meetings, a majority of those present will constitute a successful vote.

F. Unfinished Business

Where all matters cannot be disposed of on the day set, due to length of the meeting or extenuating circumstances, the BOARD may adjourn until a specified meeting.

G. Electronic Meetings

Iowa Code Chapter 21.8 addressing Electronic Meetings states, and the Board of Directors shall adhere to, the following when a majority of the DIRECTORS participating in a meeting are participating by phone and/or conference call:

Iowa Code Chapter 21.8

A governmental body may conduct a meeting by electronic means only in circumstances where such a meeting in person is impossible or impractical and only if the governmental body complies with all of the following:

1. The governmental body provides public access to the conversation of the meeting to the extent reasonably possible.
2. The governmental body complies with sections 21.4. For the purposes of this paragraph, the place of the meeting is the place from which the communication originates or where public access is provided to the conversation.
3. Minutes are kept of the meeting. The minutes shall include a statement explaining why a meeting in person was impossible or impractical.
4. A meeting conducted in compliance with this section shall not be considered in violation of this chapter.
5. A meeting by electronic means may be conducted without complying with paragraph "a" of subsection 1 if conducted in accordance with all of the requirements for a closed session contained in section 21.5.

9. FINANCE

A financial report shall be approved at the annual meeting. The BOARD may solicit, accept and receive donations, endowments, gifts, grants, reimbursements and other such funds as necessary to support work pursuant to this 28E AGREEMENT.

1. No action to contribute funds by a DIRECTOR of the AUTHORITY is binding on the MEMBER that he or she represents without official approval by the governing board of that MEMBER. No MEMBER may be required to contribute funds to the AUTHORITY, except to fulfill any obligation previously made by official action by the governing body of the MEMBER.
2. All funds received for use by the AUTHORITY shall be held as a special fund by the fiscal agent designated by the Board of Directors of the Indian Creek Watershed Management AUTHORITY. When funds are provided as a grant or loan directed to a MEMBER of the AUTHORITY for a project administered by that MEMBER, the funds shall be retained and administered by that MEMBER.

10. ENFORCEMENT PROCEDURES

Disputes that arise concerning violations of policies and guidelines or concerning the terms of the 28E AGREEMENT will be heard by the BOARD.

11. WITHDRAWAL FROM MEMBERSHIP

Withdrawal of any MEMBER may be accomplished by filing written notice with the AUTHORITY and the other MEMBERS 60 days before the effective date of withdrawal. No MEMBER may withdraw from the 28E AGREEMENT until the withdrawing MEMBER has met its full obligations as of the effective date of withdrawal.

A. Obligations upon withdrawal from membership.

A participating political subdivision terminating its participation in the Indian Creek Watershed Management Authority shall continue to be fully obligated for all payments and other duties owed by such political subdivision.

B. Rights upon withdrawal membership.

A participating political subdivision may request a copy of records pertaining to the participant.

12. AMENDMENTS

Amendments to the bylaws may be proposed by any member of the BOARD. Amendments can be proposed and discussed at a meeting of the BOARD, but such amendments cannot be adopted until annual subsequent meeting. All amendments shall be in writing and shall be provided to all BOARD members at least seven days prior to the meeting when a vote will be taken to adopt the amendment. A majority vote of four or more BOARD members shall be required to adopt an amendment. The amendment shall take effect immediately upon adoption, unless specified differently by the BOARD.

Adopted this 12th day of September, 2012.

Chairperson

Attest:
Secretary