

**Bylaws of the
Headwaters of the South Skunk River
Watershed Management Authority**

PREAMBLE

The *Code of Iowa* Section 466B.22, Sub-Chapter II provides that two or more political subdivisions (defined as including cities, counties and/or soil and water conservation districts) located within the same United States Geological Survey Hydrologic Unit Code 8 watershed may create a Watershed Management Authority by entering into a 28E agreement. The purpose of such authorities is to enable cooperation in supporting watershed planning and improvements for the mutual advantage of the political subdivisions involved.

These Bylaws create an organized structure to ensure a system to manage the activities of the Headwaters of the South Skunk River Watershed Management Authority and to serve as a communications link with participating political subdivisions.

ARTICLE I – AUTHORITY

- A. The Headwaters of the South Skunk River Watershed Management Authority is a Watershed Management Authority pursuant to *Code of Iowa* Chapter 466B.
- B. The Headwaters of the South Skunk River Watershed Management Authority is established pursuant to the intergovernmental cooperation clause as set forth in Chapter 28E of the *Code of Iowa*.
- C. Voting membership in the Headwaters of the South Skunk River Watershed Management Authority is limited to cities, counties, and soil and water conservation districts located within the Headwaters of the South Skunk River Watershed.
- D. The Headwaters of the South Skunk River Watershed Management Authority 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.
- E. 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.

ARTICLE II – DEFINITIONS

- A. Board of Directors – The authorized representatives appointed by the participating political subdivisions' elected legislative bodies.
- B. Member – A political subdivision participating in the 28E Agreement that forms the Headwaters of the South Skunk River Watershed Management Authority.
- C. Director – The authorized representative of a participating political subdivision (Member).
- D. 28E Agreement – The legal document (Iowa Code 28E) signed by each participating subdivision to form the watershed management authority as a legal entity.
- E. Quorum – Unless otherwise stated, a quorum is a simple majority of participating subdivisions.
- F. Alternate - A substitute representative of a Member authorized to temporarily serve if the Member's designated representative is unable to attend a meeting or vote in a meeting.

ARTICLE III – NAME AND PURPOSE

- A. The name of the organization shall be Headwaters of the South Skunk River Watershed Management Authority.
- B. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the Headwaters of the South Skunk River Watershed for the mutual advantage of the Members. As outlined in *Code of Iowa* Section 466B.23, a Watershed Management Authority may perform all of the following.
 - 1. Assess the flood risks in the watershed.
 - 2. Assess the water quality in the watershed.
 - 3. Assess options for reducing flood risk and improving water quality in the watershed.
 - 4. Monitor federal flood risk planning and activities.
 - 5. Educate residents of the watershed area regarding water quality and flood risks.
 - 6. Allocate moneys made available to the authority for purposes of water quality and flood mitigation.
 - 7. Make and enter into contracts and agreements and execute all instruments necessary or incidental to the performance of the duties of the authority. A watershed management authority shall not acquire property by eminent domain.

ARTICLE IV – GOVERNANCE

- A. The Board of Directors shall conduct the affairs of the Headwaters of the South Skunk River Watershed Management Authority. Each Member shall appoint one representative to serve as a Director, and all Directors comprise the Board of Directors.
- B. 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.
- C. A person appointed to fill a vacancy shall be appointed in the same manner as the original appointment for the duration of the unexpired term.
- D. A Director is eligible for reappointment.
- E. A Member may remove an appointed Director for misfeasance, nonfeasance, or malfeasance in office. If a Director is removed, the Member shall appoint a successor for the duration of the unexpired term of the removed Director.
- F. Each Director has one vote. A Member may appoint an Alternate to serve in a Director's absence. A proxy designation is not needed for an Alternate to vote. An Alternate may attend with the Director, but both cannot vote at the same time.

ARTICLE V – COMMITTEES

- A. Executive Committee
 - 1. Officers: A Chair and Vice Chair shall be elected by the Board of Directors. These Officers shall constitute the Executive Committee of the Board of Directors.
 - 2. Eligibility for and election to office
 - a. Any Director may be elected to serve as an Officer.
 - b. The Board of Directors shall elect Officers prior to July 1 of each year.
 - 3. Terms of office
 - a. The term of office for the first Executive Committee shall run through June 30, 2022.
 - b. Subsequent terms shall be for two years, beginning on July 1st.
 - 4. Duties
 - a. The Chair shall preside at all meetings of the Board and Executive Committee, prepare an agenda in consultation with others and perform other duties as determined by the Board of Directors.

- b. The Vice Chair shall preside at meetings in the absence of the Chair, assist the Chair in fulfilling his/her duties, and attend the Board and Executive Committee meetings. In the event that both the Chair and Vice Chair are absent, another Board member shall be elected at the beginning of the meeting to serve as chairperson pro-tempore. The pro-tempore chair shall conduct the meeting and sign any documents requiring signatures when said documents were the result of any action by the Board at the particular meeting.
- 5. Failure to Perform Duties
 - a. If an officer is unable or unwilling to perform his or her duties as outlined in sub-section 4, the Board will hold a special election to elect a replacement officer.
- B. Secretary: The Board may appoint a secretary, who need not be a Director. The Secretary shall keep and distribute copies of minutes and shall be responsible for any other correspondence of the group. The Secretary shall attend all Executive Committee meetings and Board meetings.
- C. Technical Advisory Committee
 - 1. A Technical Advisory Committee may be created to assist and advise the Board. 1. A simple majority of the Board shall appoint members. The Board may appoint a member of the Board as Committee Chairperson.
 - 2. Members of the Technical Advisory Committee may attend and participate in any and all board and committee meetings, unless the meeting is closed pursuant to Iowa Code Section 21.5. However, they do not have voting privileges.
 - 3. Other Committees: The Board may create other committees as needed.

ARTICLE VI – FINANCE

- A. Prior to the beginning of each fiscal year, the Board shall adopt a plan for the fiscal year (July 1 through the following June 30).
- B. The Board may solicit, accept and receive grants, donations, endowments, gifts, reimbursements and such other funds as are necessary to support work pursuant to this Agreement.
 - 1. The Board will review each opportunity for funding. After review of the opportunity, a fiscal agent will be selected. The fiscal agent must be a Member or other organization, as selected by the Board, meeting the fiscal agent standards outlined in Article VI – Finance Section C. Should no Member or other organization accept the nomination of fiscal agent for the opportunity, the opportunity will not be considered.
 - 2. No action to contribute funds by a Director of the Authority is binding on the Member the Director 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 obligations previously made by official action by the governing body of the Member.
 - 3. The fiscal agent designated by the Board of Directors of the Headwaters of the South Skunk River Watershed Management Authority shall hold all funds received for use by the Authority in a special fund. 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.
- C. Fiscal Agent Standards: The responsibility of a fiscal agent is to promote the mission or purpose of the account entrusted to it, safeguard the assets of the account, and assure the propriety of all expenditures of funds and disposition of account assets. This includes:
 - 1. Entering into a Fiscal Agent Agreement between the Fiscal Agent and the Authority for all opportunities. This document shall clearly identify the responsibilities of both the Fiscal Agent and the Authority. This document shall identify conditions where the agreement would be terminated.
 - 2. Recording all funding receipts and disbursements. The Fiscal Agent shall establish a separate project account for each funded project. All applicable project receipts and disbursements shall be recorded in this account.

3. Submitting all required reports to the funding organization. Reporting responsibilities are to be detailed in the Fiscal Agent Agreement.
 4. Making all disbursements for the project. All transactions will be recorded in the project account established by the Fiscal Agent. Sufficient documentation must be maintained by the Fiscal Agent to allow the Fiscal Agent's external auditor to perform the fiscal and compliance audit of the funding.
 5. Maintaining records for any items as required by the funding agreement. Verification of assets according to the Fiscal Agent's periodic inventory procedures should include those assets acquired as Fiscal Agents.
- D. Story County, Iowa, Story County Administration Building, 900 6th Street, Nevada, Iowa will serve as the audit point for internal and external audits.

ARTICLE VII – MEETINGS

- A. The Board shall generally meet quarterly at such time and place as may be designated by the Chair, and said meeting shall be known as the regular meeting of the Board. All meetings of the Board shall be posted pursuant to Code of Iowa Section 21.4.
 1. Directors and/or their proxies are expected to attend meetings whenever possible. If a Director fails to attend three consecutive, regularly scheduled meetings of the Board, the Chair shall discuss the situation with the Director. If the absences continue, the Chair shall notify the Member to determine if the jurisdiction wishes to consider a reappointment for the remainder of the term.
 2. A closed session may be held by affirmative vote of two-thirds of the members present in accordance with *Code of Iowa* Chapter 21.5.
- B. A special meeting may be called by the Chair or by petition of three (3) or more Directors or Members, when necessary for specific purposes requiring Board action. Special meetings shall also be posted pursuant to Code Section 21.4.
- C. All meetings shall comply with the Iowa Open Meetings Law (*Code of Iowa* Chapter 21A). All documents will be available to the public in compliance with the Iowa Public Records Law (*Code of Iowa* Chapter 22) and may be copied at cost, on demand.
- D. A majority of the membership of the Board shall constitute a quorum for the purpose of holding a meeting of the Board. A simple majority of the Board present at the meeting shall suffice to pass a measure submitted for vote at a regular meeting. A vacancy in the membership of the Board shall not impair the rights of a quorum to exercise all the rights and perform all the duties of the authority.
- E. All meetings of all committees, including the Board of Director meetings and Committee meetings, shall be conducted according to the latest edition of Robert's Rules of Order.

ARTICLE VIII – CONTRACTS AND OBLIGATIONS

The Board of the Headwaters of the South Skunk River Watershed Management Authority shall not acquire, or dispose of its assets; merge; consolidate; or enter into contracts without approval of a two-thirds majority of the Members.

ARTICLE IX – ENFORCEMENT PROCEDURES

The Board of Directors shall hear and resolve any disputes that arise concerning violations of policies and guidelines or concerning the terms of the 28E Agreement.

ARTICLE X – WITHDRAWAL FROM MEMBERSHIP

- A. Any Member may withdraw from the Authority by the action of its governing board, unless the Authority then has unpaid debts or legal obligations, in which case the consent of the governing boards of the remaining Members to the withdrawal is required.
- B. Obligations upon withdrawal from membership: A participating political subdivision terminating its participation in the Headwaters of the South Skunk River Watershed Management Authority shall continue to be fully obligated for all payments and other duties owed by such subdivision at the time of termination.
- C. Rights upon withdrawal from membership: A participating political subdivision may request a copy of records pertaining to the participant.

ARTICLE XI – AMENDMENT OF BYLAWS

These bylaws can be amended at any regular meeting of the Board of Directors by a two-thirds vote of the Board, provided that the amendment has been submitted in writing at the previous regular meeting.

Adopted this 28th day of October, 2020.
Amended this 30th day of March, 2022.