

**SOUTH CENTRAL IA CEDAR CREEK
WATERSHED MANAGEMENT AUTHORITY**

BOARD OF DIRECTORS BY-LAWS

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PREAMBLE

The South Central IA Cedar Creek Watershed Management Authority is a Watershed Management Authority as defined in Iowa Code Chapter 466B. Iowa Code section 466B.22 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 Code8 watershed) may create by chapter 28E agreement pursuant to Iowa Code Chapter 466B, subchapter II, a Watershed Management Authority. The purpose of such authorities is to enable cooperation in supporting watershed planning and improvement for the mutual advantage of the political subdivision involved.

ARTICLE I: REGISTERED OFFICE AND AGENT

These administrative by-laws are hereby established for the South Central IA Cedar Creek Watershed Management Authority in accordance with Section 2 of Article VII of the 28E Agreement establishing the Cedar Creek Watershed Management Authority, which was filed with the Secretary of the State of Iowa on August 13, 2015. The South Central IA Cedar Creek Watershed Management Authority shall be governed by a Board of directors, as stipulated in Article 466B.24 of the 28E Agreement.

These Bylaws are intended to create an organized structure to ensure a system to manage the activities of the South Central IA Cedar Creek Watershed Management Authority and to serve as a communications link with participating political subdivisions.

The Facilitating Office for the South Central IA Cedar Creek Watershed WMA shall be the Monroe County Soil & Water Conservation District.

ARTICLE II: PURPOSE

These by-laws create an organized structure to ensure a system to manage the activities of the South Central IA Cedar Creek Watershed Management Authority and to serve as a communications link with participating political subdivisions. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the South Central IA Cedar Creek Watershed for the mutual advantage of the members. As outlined in the Iowa Code Section 466B.23, a Watershed management Authority may perform all of the following:

- a) identify funding opportunities and in-kind support for the undertaking of watershed planning and improvements within the Cedar Creek watershed boundary
- b) identify opportunities for infrastructures development and planning capable of assessing and mitigating flood risks in the watershed
- c) identify the most effective best management practices for water quantity and water quality improvements in the watershed
- d) participate in educational/outreach programs regarding water quality and flood risks
- e) identify opportunities for infrastructure development and planning to assess and mitigate water quality in the watershed
- f) Allocate moneys made available to the authority for the purpose of water quality and flood mitigation
- g) providing support for the administration of any projects, including technical financial and clerical, as agreed to by the Parties
- h) securing such financing, including grants, loans and the issuance of bonds of loan agreements, as determined by the respective Party to be necessary or desirable to achieve the objectives of the agreement
- i) Make and enter into contracts and agreements and execute all instruments necessary or incidental to the performance of the duties of the Authority
- j) bidding, designing and observing construction of projects

ARTICLE III: DEFINITIONS

- A. **AUTHORITY** – An organization known as the South Central Iowa Cedar Creek Watershed Management Authority, created by the 28E Agreement pursuant to the Code of Iowa Chapter 28E. It is a voluntary joint undertaking of the POLITICAL SUBDIVISIONS within the Cedar Creek Watershed pursuant to Chapter 466B.
- B. **28E AGREEMENT**– Legal document (Iowa Intergovernmental Agreement) authorized under Iowa Code SECTION 28E and signed by participating political subdivisions.
- C. **POLITICAL SUBDIVISION** – Local governments created by the states to help fulfill their obligations. For the purpose of these by-laws political subdivisions shall be limited to the Counties of: Appanoose, Lucas, Mahaska, Marion and Monroe; the incorporated Cities Moravia, Russel, Melrose, Albia, Lovilia, Marysville, Hamilton and Bussey; the Soil and Water Conservation Districts in Appanoose, Lucas, Mahaska, Marion and Monroe.
- D. **MEMBER** – A political subdivision with in the watershed that is participating in the 28E Agreement that forms the Authority. There are a maximum of eighteen (18) possible Member political subdivisions in the Cedar Creek watershed.
- E. **BOARD OF DIRECTORS** – Authorized representatives of participating members who make decisions for the Authority.
- F. **OFFICERS** – Elected positions from the Board of Directors that represent the Authority. Chairperson, Vice- Chairperson, Treasurer, Co-Treasurer, and Secretary.
- G. **ALTERNATE** – A substitute representative of a participating Member authorized to temporarily serve if the designated representative is unable to attend a meeting.
- H. **MAJORITY** – Shall be defined as any number greater than one-half of the total possible seats on the Board. Example, an 8 member board the majority is 5 or more; but may change according to the number of active members participating in the 28E agreement.
- I. **QUORUM** – A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. If less than majority of Directors are present at meeting, a majority of the Directors may adjourn until the next scheduled, without further notice.

ARTICLE IV: AUTHORITY

- A. The South Central IA Cedar Creek Watershed Management Authority is a Watershed Management Authority pursuant to Iowa Code Chapter 466B and to the intergovernmental cooperation clause as set forth in Chapter 28E of the Iowa Code. The Authority shall be a political subdivision of the State of Iowa and a legal entity separate and distinct from the corporate existence of any participating Members and shall be subject to the control and supervision of any party or their officers and directors only to the extent provided herein. The Authority shall be governed by a board of directors, (hereinafter referred to as the “Board”). The 28E Agreement, as well as state and federal law, supersedes the bylaws if a conflict arises between the two.
- B. Each member of the Authority shall be entitled to appoint one (1) representative and one (1) alternate representative to serve as a Director. Each Member of the Authority has one vote to appoint a Director and each Director has one vote. Except as otherwise provided in this Agreement, the actions of the Board shall be the actions of the Authority which shall conduct all affairs for the Authority. A designated alternate may vote in the Directors absence.
- C. 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.
- D. 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 V: POWERS AND DUTIES OF BOARD

- A. As outlined in Iowa Code Section 466B22, 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 risks 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 monies 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.

ARTICLE VI: BOARD OF DIRECTORS

- A. The Directors of the Board shall be appointed annually as determined by each Members' governing body. Directors of the Board may be reappointed as necessary.
- B. 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.
- C. The Board shall perform tasks assigned by the Authority and shall be responsible for fulfilling goals and intent of the Members for the Watershed.
- D. Other committees may be formed by the Board as necessary to achieve the purposes and functions of the Authority.
- E. The Board may appoint up to (3) ex-officio Members, which shall be entitled to participate in all meetings and shall have exactly the same rights and privileges as do all other Members, including the right to vote.
- F. All Members and their respective appointees (Directors) to the board shall be notified of all committee meetings, and meeting times and agenda will be posted pursuant to Iowa open meeting law.
- G. If by majority vote, the Board deems any Director is unable or unwilling to perform his/her duties as outlined in Article V then the officer shall be removed from office and the Board will notify the appointing MEMBER of the need for a new appointee. If this position was also an "Officer" then the Board shall immediately re-elect another Director to fill the remainder of that officer's term.

ARTICLE VII: ELECTION AND DUTIES OF OFFICERS

- A. After the election at the first organizational meeting, the Officers of the Board will then be elected at the 1st meeting of the calendar year starting January 1.
- B. Elected positions for the Board shall be referred to as the "Officers" and shall be determined by the Board through annual elections as stated. Officers must be a Director of the Board. Officers will serve a 1 year term or until their successors are elected. The Board shall elect Officers consisting of a Chair, Vice Chair, Treasurer/Co-Treasurer, and Secretary. The Elected positions of Treasurer and Co-Treasurer shall be Directors unless this position is assumed by the Secretary, who may or may not be a director.
- C. Elections for Officers will be by ballot or in such a manner as the Board determines. General votes will pass successfully with a simple majority of the membership. Elected positions to the Board will be based on one-year terms and may be reappointed intermittently. In instances where no candidate receives the majority of the vote, the winner will be determined by a plurality.
- D. If by majority vote, the Board, deems any "Officer" unable or unwilling to perform his/her duties as outlined in this Article VII then the officer shall be removed from office and the Board shall immediately elect another Officer to fill the remainder of that officer's term.

The Duties of the Officers shall be as follows:

1. ***Elected Officers of the Board*** shall have the power to sign documents for the South Central IA Cedar Creek WMA and/or upon approval of the Board, any Director may sign in absence of an Officer on behalf of the Members of the Authority.
2. ***The Chairperson shall:***
 - a. Preside at all meetings of the Board, unless, if not physically present then must be available through teleconferencing for voting purposes otherwise the Vice Chair will then preside.
 - b. Be the principal executive officer of the Authority and shall in general supervise and facilitate all the business and affairs of the Authority. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board as it deemed necessary.
 - c. Sign documents on behalf of the South Central IA Cedar Creek WMA along with any deeds, mortgages, bonds, contracts, or other instruments with attestation by an Officer of the Board or the Secretary/Treasurer.
3. ***The Vice Chair shall***
 - a. Preside at all meetings in the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair for the unexpired term and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.
 - b. Assist such other duties as from time to time that may be assigned to by the Chair or the Board.
 - c. Work with the Board of directors and other executives of the organization to plan, develop and enforce policies and objectives for the organization to ensure it maintains the organization's values and meets the established goals.
4. ***The Treasurer shall***
 - a. Oversee all funds and securities of the Authority, shall oversee any receipts for monies due and payable to the Authority from any source; will oversee deposit all such monies in the name of the Authority in such banks, trust companies, or other depositories selected by the Board.
 - b. Sign all checks for outstanding obligations and provide a signature by the Co-Treasurer or by one or two appointed Board Members if amount is over \$500.00 or as determined necessary by the Board.
 - c. Assist in preparation of monthly reports, also the yearly financial report and budget to be presented to the Board and the public at the January meeting. He or she shall assist such other duties from time to time as assigned by the Chair or the Board.
5. ***The Secretary shall***
 - a. Attend all meetings of the BOARD and any other duties as directed by the Board unless an Alternate Secretary can perform such duties.
 - b. Act as Clerk by recording votes, keeping minutes, managing correspondence, preparing agenda for meetings and making records available to MEMBERS of the AUTHORITY.
 - c. Send out all notices required by these By-laws and the Code of Iowa.

ARTICLE VIII: MEETINGS

- A. Regular meetings of the Board will be held at 9:00 a.m. the last Wednesday of each month, or as needed.
- B. Teleconferences shall constitute members of the Board as present in determining quorum and or to conduct business of the WMA.
- C. All regularly scheduled meetings will be centrally located amongst all five counties in Monroe County as set forth by the Board. Meeting locations will be pre-determined at the preceding meeting.
- D. Special meetings of the Board can be called by the Chair or by request of any Board Members.
- E. All meetings shall be conducted in compliance with the Iowa open meetings law, Iowa Code Chapter 21(A). Board meetings shall be conducted according to the latest edition of Robert's Rules of Order.
 - a. Reading and approval of any minutes and unapproved minutes.
 - b. Reports of officers and committees.
 - c. Unfinished business
 - d. New Business
 - e. Other Business/ Public Comments
 - f. Adjournment
- F. The Board shall establish rules of conduct for special and regular meetings. The Board will determine what non Board member can address the Board. The Board can establish time limits for those addressing the Board. Public comments shall be allowed at any meeting upon prior notice on the agenda.

ARTICLE IX: ENFORCEMENT

- A. Any dispute that arises concerning violations of policies and guidelines or concerning the terms of the 28E Agreement shall be heard by the Board of Directors.

ARTICLE X: FINANCE

- A. The Authority may solicit, accept, and receive donations, endowments, gifts, grants, reimbursements and other such funds as necessary to support work pursuant to this 28E Agreement.
- B. All funds received for use by the Authority shall be held as a special fund by the WMA or the fiscal agent designated by the Board of Directors of the Authority.
- C. 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 obligations previously made by official action by the governing body of the member.
- D. The Operation and Maintenance (O&M) will be subject to the funding source the Board may receive and the Board will adopt as a reference and guidelines for procedures and standards as outlined by those sources. The Authority, if deemed necessary and appropriate, may create an equitable formula for the collection operation and maintenance (O&M) but can only be accomplished with a full Board presents with 80% majority vote.

ARTICLE XI: PROHIBITED ACTIONS

- A. The Authority shall not make policy that would require a member to change policies as set by its governing body
- B. A member will not be required to contribute funds without official action of approval by that members governing body. This prohibition does not reflect on the establishment of the O&M contribution
- C. The Authority shall not use the power of eminent domain

ARTICLE XII: WITHDRAWAL FROM MEMBERSHIP

- A. The governing body of any member may terminate its participation in the 28E Agreement by following the procedure outlined in section 12 of the 28E Agreement and may request a copy of records pertaining to their political subdivision.
- B. Any Member may withdraw from the Authority by the action of its governing board, unless the Authority then has unpaid debits or legal obligations, in which case the consent of the governing boards of the remaining Members to the withdrawal is required.

ARTICLE XIII: REPEAL OR AMENDMENT OF BY-LAWS

- A. These by-laws may be repealed or amended by a majority vote of the Board of Directors at any regular meeting of the Board, or at any special meeting of the Board called for such purpose, at which a quorum is present.
- B. Members shall be responsible for informing their governing body of any amendment made to the By-Laws.

Adopted on December 10, 2015 respectively for the South Central Iowa Cedar Creek Watershed Management Authority Board.

CHAIRPERSON Jim King

VICE CHAIR Joe Pyl

SECRETARY Linda Skumate

TREASURER Joe Pyl