

LITTLE SIOUX HEADWATERS COALITION
BYLAWS

PREAMBLE

The Little Sioux Headwaters Coalition is a Watershed Management Authority as defined in Iowa Code Chapter 466B (2011), which 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 enter into agreement under Chapter 28E of the Code of Iowa to establish a Watershed Management Authority to enable cooperation in supporting watershed planning and improvements for the mutual advantage of the political subdivisions involved.

The Bylaws create an organized structure to ensure a system to manage the activities of the Little Sioux Headwaters Coalition and to serve as a communications link with participating political subdivisions.

ARTICLE I – AUTHORITY

- A. The Little Sioux Headwaters Coalition 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.
- B. The 28E Agreement dated May 31, 2019 and attached hereto as Exhibit “A” (“28E Agreement”), supersedes these bylaws if a conflict arises between the two.

ARTICLE II – DEFINITIONS

- A. BOARD of DIRECTORS -- Comprised of the authorized representatives of the participating political subdivisions.
- B. MEMBER – A political subdivision participating in the 28E Agreement that forms the Little Sioux Headwaters Coalition.
- C. DIRECTOR – Authorized representative of a participating political subdivision (Member).
- D. INTERGOVERNMENTAL AGREEMENT – Legal document (Iowa 28E) signed by each participating subdivision to form a legal entity; 28E Agreement.
- E. QUORUM – Unless otherwise stated, a quorum is a simple majority of participating Members.

ARTICLE III – NAME AND PURPOSE

- A. The name of the organization shall be Little Sioux Headwaters Coalition.
- B. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the Little Sioux Headwaters for the mutual advantage of the Members. As outlined in Iowa Code Section 466B.23, a Watershed

Management Authority may perform all 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 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. A watershed management authority shall not acquire property by eminent domain.

ARTICLE IV – GOVERNANCE

- A. The affairs of the Little Sioux Headwaters Coalition shall be conducted by the Board of Directors (“Board”). Each Member of the Coalition shall appoint one representative to serve as a Director, and all Directors comprise the Board of Directors.
- B. Each Member may appoint one alternate Director to serve in the Director's absence.
- C. 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.
- D. If a Director resigns or is removed, a successor shall be appointed by the associated Member for the duration of the unexpired term of said Director.
- E. Each Director has one vote. The designated alternate may vote in a Director's absence.
- F. A Member may at any time remove a Director appointed by it for misfeasance, nonfeasance, or malfeasance in office.
- G. The Board may exercise all powers legally permissible, necessary and incidental to further the objectives of the 28E Agreement.

ARTICLE V – COMMITTEES

- A. The Board shall elect an Executive Committee consisting of the Chair, Vice Chair, Treasurer, and Secretary. All must be elected from the Board’s Directors.
 1. Executive Committee members are elected in October for one term ending at the October meeting, except for officers, who are elected for two-year terms, as outlined in Article VI.
- B. Other committees may be formed by the Board as necessary, with a majority vote of the Board of Directors attending a regular meeting. Members of other committees shall be comprised of two or more self-appointed volunteers from the Board.
- C. All Members shall be notified of all committee meetings by the committee chair, at least three working days in advance of the meeting, via a predetermined email

contact.

ARTICLE VI – OFFICERS

- A. Officer Positions
 - 1. The officer positions consist of the Chair, Vice Chair, Treasurer, and Secretary.
- B. Terms of office.
 - 1. Officers are elected for a two-year term. They may be reappointed as outlined in Article IX. There is no term limit.
- C. Duties
 - 1. The Chair shall preside at all meetings of the Board and Executive Committee and prepare an agenda in consultation with others. There may be other duties as determined.
 - 2. 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.
 - 3. The Secretary shall be the custodian of records for the Little Sioux Headwaters Coalition; keep a list of the current email contacts for Board Members; keep minutes and send copies of minutes; and be responsible for any other correspondence of the group. Is expected to attend all Executive Committee meetings and Board meetings.
 - 4. The Treasurer shall make a report at each Board meeting. Treasurer shall assist in preparation of the budget, help develop fund raising plans, and make financial information available to the members and the public and is expected to attend all Executive Committee and Board of Directors meetings.
 - 5. If both the Chair and Vice Chair 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 meeting.
- D. Failure to Perform Duties.
 - 1. If the Board of Directors by a majority vote, deems that an officer is unable or unwilling to perform his/her duties as outlined in Article VI, Section C, then the officer shall be removed from office and the Board shall immediately elect another officer to fill the remaining term as outlined in Article IX.
 - 2. The Chair shall notify the officer of their removal from office unless the Chair is being removed, in which case, the Vice Chair shall notify the Chair.
- E. Officers shall be elected at the first organizational meeting. In following years, the annual meeting and installation of officers will be held in October; the Chair shall designate the day, time and place and notify all directors as outlined in Article VIII, Paragraph E.
- F. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Each member shall have one vote and only one member from each entity is authorized.

ARTICLE VII – FINANCE

- A. A budget shall be adopted at the annual meeting. An annual meeting shall take place in the month of October. The specific time and place of the annual meeting shall be designated by the chair. At the annual meeting the members shall elect officers, receive report on the activities of the Coalition, and determine the direction of the Coalition for the coming year.
- B. The Board may solicit, accept and receive donations, endowments, gifts, grants, reimbursements and other such funds as necessary to support the purpose of the 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 Coalition shall be held as a special fund by the fiscal agent designated by the Board of Directors of the Little Sioux Headwaters Coalition. 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.

ARTICLE VIII – 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.
 - 1. Directors and/or their alternates are expected to attend all meetings.
 - 2. Absences in excess of three consecutive, regularly scheduled meetings will result in notification to the Member that they may wish to consider a reappointment.
 - 3. A closed session may be held by affirmative vote of two-thirds of the members present in accordance with Chapter 21A, Code of Iowa and all other laws.
- B. Officers shall be elected at the first organizational meeting. In following years, the annual meeting and installation of officers will be held in October; the Chair shall designate the day, time and place and notify all Directors as outlined in Article VIII, Paragraph E.
- C. A special meeting may be called by the Chair or by petition of five (5) or more Directors or Members, when necessary for specific purposes requiring Board action.
- D. A majority of the membership of the Board of Directors shall constitute a quorum of the board for the purpose of holding a meeting of the board.
- E. The Secretary shall notify all Directors, at least three working days in advance of a regular or special meeting, via a predetermined email contact.
- F. All meetings shall follow Iowa Open Meetings Law.

- G. Each participating Member is responsible for posting a copy of the upcoming agenda at the site at which the Member typically posts upcoming agendas for the public meeting of their own governing body.

ARTICLE IX – VOTING AND ELECTIONS

- A. Elections will be by ballot or in such manner as the Executive Committee determines.
- B. Officers will be elected or reappointed by a majority of the membership. In instances where no candidate receives the majority of the vote, the winner will be determined by a plurality.
- C. Officers shall be elected at the first organizational meeting. In following years, the annual meeting and installation of officers will be held in October; the Chair shall designate the day, time and place.
- D. General votes will pass successfully with a simple majority of the membership.
- E. Committee Votes
 - 1. A simple majority of those present will constitute a successful vote.
- F. Electronic voting is authorized pending a quorum can be achieved by those directors present as well as those voting electronically.
- G. Alternate Directors are allowed to vote in the absence of the primary director.

ARTICLE X – PROHIBITED ACTIONS

- A. The Board of the Little Sioux Headwaters Coalition shall not acquire, liquidate, dissolve, or sell all or substantially all its assets; merge; consolidate; or enter into external contracts without approval of a two-thirds majority of the Members.
- B. The Little Sioux Headwaters Coalition 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.
- C. 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 written approval by the governing board of that Member.

ARTICLE XI – ENFORCEMENT PROCEDURES

- A. Disputes.
 - 1. Disputes that arise concerning violations of policies and guidelines or concerning the terms of the Intergovernmental Agreement will be heard by the Board of Directors.

ARTICLE XII – WITHDRAWAL FROM MEMBERSHIP

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.

A. Obligations upon withdrawal from membership

1. A participating political subdivision terminating its participation in the Little Sioux Headwaters Coalition shall continue to be fully obligated for all payments and other duties owed by such subdivision.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

All meetings, including meetings of all committees, shall be conducted according to the latest edition of Robert’s Rules of Order.

ARTICLE XIV – AMENDMENT OF BYLAWS

- A. These bylaws can be amended at any regular Board meeting by a two-thirds vote of the membership, provided that the amendment has been submitted in writing at the previous regular meeting.
- B. Members will be responsible for informing their governing body of any amendment to the Bylaws.

We the undersigned are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws consisting of 6 preceding pages as the Bylaws of this Corporation.

Adopted and Approved this _____DAY of July 2019

_____ Chair

_____ Vice-Chair

_____ Treasurer

_____ Secretary