

BYLAWS GOVERNING THE ADMINISTRATION, DEVELOPMENT, OPERATION AND  
MANAGEMENT OF THE UPPER CEDAR WATERSHED MANAGEMENT  
IMPROVEMENT AUTHORITY

PREAMBLE

The Upper Cedar Watershed Management Improvement 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 Code 8 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 improvements for the mutual advantage of the political subdivisions involved.

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

ARTICLE I – AUTHORITY

- A. The Upper Cedar Watershed Management Improvement Authority is a Watershed Management Authority pursuant to Iowa Code Chapter 466B.
- B. The Upper Cedar Watershed Management Improvement Authority is established pursuant to the intergovernmental cooperation clause as set forth in Chapter 28E of the Iowa Code.
- C. Membership in the Upper Cedar Watershed Management Improvement Authority is limited to cities, counties, and soil and water conservation districts located within the Iowa portion of the Upper Cedar Watershed.
- D. The Upper Cedar Watershed Management Improvement 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 -- Comprised of the authorized representatives of the participating political subdivisions.
- B. MEMBER – A political subdivision participating in the 28E Agreement that forms the Upper Cedar Watershed Management Improvement Authority.
- C. DIRECTOR – Authorized representative of a participating political subdivision (Member).

- D. ALTERNATE – Authorized representative of a participating political subdivision (Member) to temporarily serve if the Director is not able to attend a meeting.
- E. PROXY – Person designated by a Member to vote in the Director's absence if an Alternate is not able to serve. The proxy designation must be provided to the chair and secretary in writing before a designated proxy may vote. Electronic communication is considered to be "in writing."
- F. INTERGOVERNMENTAL AGREEMENT – Legal document (Iowa 28E) signed by each participating subdivision to form a legal entity.
- G. QUORUM – Unless otherwise stated, a quorum is a simple majority of participating subdivisions.

### ARTICLE III – NAME AND PURPOSE

- A. The name of the organization shall be Upper Cedar Watershed Management Improvement Authority.
- B. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the Iowa portion of the Upper Cedar Watershed for the mutual advantage of the Members. As outlined in Iowa Code Section 466B23, 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 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. All provisions of these bylaws are governed by the intergovernmental agreement that established the Upper Cedar Watershed Management Improvement Authority, and must be interpreted as carrying out the intent of

- that intergovernmental agreement and not as changing any provision of the intergovernmental agreement.
- B. The affairs of the Upper Cedar Watershed Management Improvement 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.
  - 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 is removed, a successor shall be appointed for the duration of the unexpired term of the removed Director.
  - E. A Member may appoint one or two Alternates to serve in the Director's absence. A proxy designation is not needed for an Alternate to vote.
  - F. Each Director has one vote. An Alternate may serve in the Director's absence. A designated proxy may vote in the Director's absence if an Alternate is not available. The proxy designation must be provided to the chair and secretary in writing by the governing body before a designated proxy may vote. Electronic communication is considered to be "in writing."
  - G. A Member may at any time remove a Director appointed by it and appoint a successor Director to complete the term.

#### ARTICLE V - COMMITTEES

- A. The Board shall elect an Executive Committee consisting of the Chair, Vice Chair/Chair Elect, Treasurer, Secretary, and three at large appointments. All but the Secretary must be elected from the Board's Directors. The Secretary may or may not be a member of the Board.
- B. After the election at the first organizational meeting, executive Committee members are elected at the annual meeting held during the second quarter of the calendar year pursuant to Article VIII.
- C. The Executive Committee shall perform tasks assigned by the Board of Directors.
- D. Other committees may be formed by the Board as necessary.
- E. All Members shall be notified of all committee meetings

#### ARTICLE VI – OFFICERS

- A. Officers
  - 1. Officers include the Chair, Vice Chair/Chair Elect, Secretary and Treasurer.
- B. Eligibility for office

1. The Vice Chair/Chair Elect position shall rotate between a representative from a county, a representative from a city, and a representative of a soil and water conservation district.
2. The Vice Chair/Chair Elect shall succeed to the position of Chair. If the Vice Chair/Chair Elect is unable to rotate into the position of Chair, the Chair shall be appointed from board members representing of the type of jurisdiction (city, county, or soil and water conservation district) that was expected to succeed to the chair position.
3. The Secretary need not be a member of the Board, but may be a member of the Board.

C. Terms of office.

1. Officers are elected for one year terms. They may be reappointed.

D. Duties

1. The Chair is expected to 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/Chair Elect is expected to 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 is expected to keep minutes and send copies of minutes and is responsible for any other correspondence of the group. The Secretary is expected to attend all Executive Committee meetings and Board meetings.
4. The Treasurer is expected to make a report, when applicable, at each Board meeting. When applicable, the 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. In the event that both the Chair and Vice Chair are absent, the Treasurer shall serve as the pro-tem chairperson. 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.

E. Failure to Perform Duties.

1. If an officer is unable or unwilling to perform his or her duties as outlined in Article V, Section D, the Executive Committee will notify the Board of the need to elect a new officer.

## ARTICLE VII – FINANCE

- A. A budget, when applicable, shall be adopted at the annual meeting.
- B. The Board may solicit, accept and receive donations, endowments, gifts, grants, reimbursements and such other funds as are necessary to support work pursuant to this 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 in a special fund by the fiscal agent designated by the Board of Directors of the Upper Cedar Watershed Management Improvement 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.
- C. The Floyd County Auditor, 101 South Main, Charles City, Iowa, will serve as the audit point for internal or external audits.

## ARTICLE VIII – MEETINGS

- A. The Board shall 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 proxies are expected to attend meetings whenever possible.
  - 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 Iowa Code chapter 21A.
- B. Officers shall be elected at the first organizational meeting. In subsequent years, the annual meeting and installation of officers will be held in the second quarter of the calendar year. The Chair shall designate the day, time and place of the annual meeting.
- 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. All meetings shall be in compliance with the Iowa Open Meetings Law (Iowa Code chapter 21A). All documents will be available to the public and may be copied at cost, on demand.

## ARTICLE IX – VOTING

- A. Elections shall be by ballot or in such manner as the Executive Committee determines.
- B. Successful candidates shall be elected by a majority of the membership.
- C. A simple majority of those present at a board of directors meeting shall suffice to pass a measure submitted for vote at a regular meeting.
- D. A simple majority of those present at a committee meeting shall suffice to pass a measure submitted for vote at a committee

## ARTICLE X – CONTRACTS AND OBLIGATIONS

The Board of the Upper Cedar Watershed Management Improvement Authority shall not acquire, liquidate, dissolve, or sell all or substantially all of its assets; merge; consolidate; or enter into external contracts without approval of a two-thirds majority of the Members.

## ARTICLE XI – ENFORCEMENT PROCEDURES

- A. Disputes.
  - 1. Any dispute that arises concerning violations of policies and guidelines or concerning the terms of the Intergovernmental Agreement shall 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 Upper Cedar Watershed Management Improvement Authority shall continue to be fully obligated for all payments and other duties owed by such subdivision.
- B. Rights upon withdrawal membership
  - 1. A participating political subdivision may request a copy of records pertaining to the participant.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

All meetings of all committees, including the board, 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 meeting of the board by a simple majority vote of the membership, provided that the amendment has been submitted to the secretary and the chair in writing. Distribution must be made to members of the board a minimum of two weeks before the meeting where the vote occurs.
- B. Members shall be responsible for informing their governing body, if necessary, so their governing body may take action when the contract is renewed.
- C. Consideration of review of these bylaws shall be an agenda item at the annual meeting.

Adopted September 16, 2014 (DATE)

Mark A Kruber  
Chair

Sherman Lundy  
Vice Chair

Charles W Newman  
Treasurer

Karen Dampier  
Secretary

