

# BYLAWS GOVERNING THE ADMINISTRATION, DEVELOPMENT, OPERATION AND MANAGEMENT OF THE ENGLISH RIVER WATERSHED MANAGEMENT AUTHORITY

## PREAMBLE

The English River 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 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 improvement 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 English River Watershed Management Authority and to serve as a communications link with participating political subdivisions.

## ARTICLE I – AUTHORITY

- A. The English River Watershed Management Authority is a Watershed Management authority pursuant to Iowa Code Chapter 466B.
- B. The English River Watershed Management Authority is established pursuant to the intergovernmental cooperation clause as set forth in Chapter 28E of the Iowa Code.
- C. Membership in the English River Watershed Management Authority is limited to cities, counties, and soil and water conservation districts located within the Iowa portion of the English River Watershed.
- D. The English River Watershed Management Authority shall not make policy that would require a Member Organization to change policies as set by its governing body or require a Member Organization to contribute funds without official action of approval by that Member's governing body.
- E. No Member Organization may be required to contribute funds to the Authority and no action to contribute funds by an individual representative appointed by a Member Organization is binding on the Member Organization without written approval by the governing board of that individual Member, following a majority vote at a public meeting pursuant to Iowa Code Chapter 21A.

## ARTICLE II – DEFINITIONS

- A. **AUTHORITY** – The collective that is comprised of individual representatives as authorized by the Authority's Member Organizations.
- B. **MEMBER ORGANIZATIONS** – Any political subdivision participating in the 28E Agreement that forms the English River Watershed Management Authority. There are a maximum of twenty-eight (28) possible Member Organizations in the English River watershed.
- C. **BOARD of DIRECTORS** – Comprised of seven (7) elected officers as authorized by majority vote of the representatives from the participating political subdivisions.

- D. REPRESENTATIVE – Authorized representative of a participating political subdivision (Member Organization) as chosen by that individual representative's governing body, also known as a Member Organization
- E. ALTERNATE – A substitute representative of a Member Organization authorized to temporarily serve if the Member Organization's designated representative is unable to attend a meeting.
- F. INTERGOVERNMENTAL AGREEMENT – Legal document (Iowa 28E) signed by each of participating subdivisions.

#### ARTICLE III – NAME AND PURPOSE

- A. The name of the organization shall be English River Watershed management Authority.
- B. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the Iowa portion of the English River 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 agreement 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 English River Watershed Management 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 English River Watershed Management Authority shall be conducted by the collective Authority. The Authority consists of all appointed individual representatives of the Member Organizations. The Authority is guided by an elected Board of Directors, which is comprised of individual representatives elected to serve as officers by the Authority.
- C. Representatives shall serve staggered terms of two years. The Authority shall determine, by lot, the initial terms that shall be shortened and lengthened, as necessary, to achieve staggered terms.
- D. If a Representative is removed, a successor shall be appointed for the duration of the unexpired term of the removed Representative. A replacement Representative, if needed, shall be appointed by the same Member Organization as the removed representative.
- E. A Member Organization may appoint one or two Alternates to serve in a Representative's absence. A proxy designation is not needed for an Alternate to vote.
- F. Each Member Organization has one vote. An Alternate may serve in the Representatives absence, or attend with the Representative, but both cannot vote at the same time. A

designated proxy may vote in the Representative'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 or their appointed board member before a designated proxy may vote. Electronic communication is considered to be "in writing."

- G. A Member Organization may at any time remove a Representative appointed by it and appoint a successor Representative to complete the term.

#### ARTICLE VI – OFFICERS

- A. The Authority shall elect a Board of Directors consisting of the Chair, Vice Chair/Chair Elect, Treasurer, Secretary, and three at large appointments. All but the Secretary must be elected from the Authority. The Secretary may or may not be a member of the board.
- B. After the election at the first organizational meeting, the Board of Directors is elected at the annual meeting in November pursuant to Article VIII.
- C. The Board of Directors shall perform tasks assigned by the Authority
- D. Other committees may be formed by the Authority as necessary.
- E. All Representatives shall be notified of all committee meetings, and meeting times and agenda will be posted pursuant to Iowa open meetings law

#### ARTICLE VI – BOARD OF DIRECTORS

- A. Directors
  - 1. Directors include the Chair, Vice Chair/Chair Elect, Secretary, and Treasurer.
- B. Eligibility for office
  - 1. The Secretary need not be a member of the Authority, but may be a member of the Authority.
- C. Terms of office.
  - 1. Directors are elected for two-year terms. They may be reappointed.
- D. Duties
  - 1. The Chair is expected to preside at all meetings of the Authority and Board of Directors, 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 Authority and Board of Directors 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 Board of Directors meetings and Authority meetings.
  - 4. The Treasurer is expected to make a report at each Authority meeting. 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 Authority 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 Authority at a particular meeting.

E. Failure to Perform Duties.

1. If an Director is unable or unwilling to perform his or her duties as outlined in Article V, Section D, the Authority can remove said Director by a majority vote of Representatives

ARTICLE VII – FINANCE

A. A budget shall be adopted at the annual meeting.

B. The Authority 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 Representative of the Authority is binding on the Member Organization that he or she represents without official approval by the governing board of that Member Organization. No Member Organization 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 Organization.
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 English River Watershed Management Authority. When funds are provided as a grant or loan directed to a Member Organization of the Authority for a project administered by that Member Organization, the funds shall be retained and administered by that Member Organization.

C. The City of Kalona, 511 C Avenue, Kalona, Iowa, will serve as the audit point for internal or external audits.

ARTICLE VIII – MEETINGS

A. The Authority 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 Authority.

1. Representatives 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 Representative that they may wish to consider a reappointment.

B. The Board of Directors shall be elected at the first organizational meeting. In subsequent years, the annual meeting and installation of officers will be held in November. 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 Representatives, when necessary for specific purposes requiring Board action.

D. All meetings shall be conducted in compliance with the Iowa open meetings law (Iowa Code Chapter 21(A)). All documents will be available to the public at the City of Kalona, 511 C Avenue, Kalona, Iowa and may be copied at cost, on demand.

ARTICLE IX – VOTING

A. Elections shall be by ballot or in such manner as the Board of Directors 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 English River Watershed Management 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 Organization may withdraw from the Authority by the action of its governing board, unless the Authority then has unpaid debts or legal obligations that were approved by the Member Organization's governing board, in which case the consent of the governing boards of the remaining Member Organizations to the withdrawal is required.

- A. Obligations upon withdrawal from membership
  - 1. A participating political subdivision terminating its participation in the English River Watershed management Authority shall continue to be fully obligated for all payments that its governing board has committed to.
- 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. A proposed amendment to the bylaws shall be first presented to the Authority, in writing, at a regular meeting of the Authority.
- B. Proposed amendments to the bylaws shall be presented to the Authority a minimum of two weeks before the meeting where the vote occurs.
- C. Approval of any amendments to the bylaws shall require a two thirds (2/3) majority vote of the membership.
- D. Representatives shall be responsible for informing their Member Organization's governing body, if necessary, so their governing body may take action when the contract is renewed.
- E. Consideration of review of these bylaws shall be an agenda item at the annual meeting.

Adopted August 16, 2013 (DATE)

Chair Bon Schlager

Vice Chair Jack Swain Jr

Secretary Rusty Rogerson

Treasurer Kelley Hoffman