

Bylaws governing the administration, development, operation and management of the
Mud, Camp, & Spring Creek Watershed Management Authority

PREAMBLE

The Mud, Camp, & Spring Creek Watershed Management Authority is a Watershed Management Authority as defined in *Code of Iowa* Chapter 466B. *Code of Iowa* 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 *Code of Iowa* 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 Mud, Camp, & Spring Creek Watershed Management Authority and to serve as a communications link with participating political subdivisions.

ARTICLE I – AUTHORITY

- A. The Mud, Camp, & Spring Creek Watershed Management Authority is a Watershed Management Authority pursuant to *Code of Iowa* Chapter 466B.
- B. The Mud, Camp, & Spring Creek Watershed Management Authority is established pursuant to the intergovernmental cooperation clause as set forth in Chapter 28E of the *Code of Iowa*.
- C. Membership in the Mud, Camp, & Spring Creek Watershed Management Authority is limited to cities, counties, and soil and water conservation districts located within the Mud, Camp, & Spring Creek Watershed.
- D. The Mud, Camp, & Spring Creek 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 – Comprised of the authorized representatives of the participating political subdivisions.
- B. MEMBER – A political subdivision participating in the 28E Agreement that forms the Mud, Camp, & Spring Creek Watershed Management Authority.
- 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.
- E. QUORUM – Unless otherwise stated, a quorum is a simple majority of participating subdivisions.
- F. EXECUTIVE COMMITTEE – Comprised of the officers of the Board of Directors.

ARTICLE III – NAME AND PURPOSE

- A. The name of the organization shall be Mud, Camp, & Spring Creek Watershed Management Authority.
- B. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the Mud, Camp, & Spring Creek 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 affairs of the Mud, Camp, & Spring Creek Watershed Management 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. Members may provide contact information for alternate Director(s) to the Secretary.
- B. If a Director is removed, a successor shall be appointed by the Member for the duration of the unexpired term of the removed Director.
- C. Each Director has one vote. A designated proxy may vote in the Director's absence. The Director shall notify the board chair prior to the meeting of their proxy. No pre-approval from the Board is required prior to the proxy voting.
- D. A Member may remove an appointed Director for misfeasance, nonfeasance, or malfeasance in office.

ARTICLE V – COMMITTEES

- A. Executive Committee
 - 1. Officers
 - a. The Chair, Vice Chair, Secretary, Treasurer, and Past Chair shall serve on the Executive Committee.
 - 2. Eligibility for office
 - a. Any Board member may serve on the Executive Committee.
 - b. Method of Executive Committee selection – Annual elections with any Board Member eligible to serve a maximum of two consecutive terms in one office position.
 - 3. Terms of office
 - a. Successful candidates shall be elected by a majority of the Board. Officers are elected by the Board for one year terms. They may be re-elected.
 - b. Terms are annual from January 1st through December 31st.

4. Duties

- a. 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.
- 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.
- c. The Secretary shall keep minutes and distribute copies of minutes and is responsible for any other correspondence of the group. The Secretary shall attend all Executive Committee meetings and Board meetings.
- d. The Treasurer shall make a report at each Board 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 shall attend all Executive Committee and Board meetings.
- e. The Past Chair shall assist the Chair in fulfilling his/her duties and attend Board and Executive Committee meetings.
- f. 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 meetings and to 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 Article V, Section D, the Board will hold a special election to elect a replacement officer.

B. Technical Advisory Committee

1. A Technical Advisory Committee may be created to assist and advise the Board. Members shall be appointed by a simple majority of the Board. The Board may appoint a member of the Board as Committee Chairperson.

C. Stakeholders Advisory Committee

1. A Stakeholders Advisory Committee may be created to provide input on plans developed by the board. Members shall be appointed by a simple majority of the Board. The Board may appoint a member of the Board as Committee Chairperson.

D. Other Committees

1. The Board may create other committees as needed.

ARTICLE VI – FINANCE

- A. A plan shall be adopted at the annual meeting for the fiscal year from July 1 to 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 nominated. 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 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.
3. 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 Mud, Camp, & Spring Creek Watershed Management 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. Fiscal Agent Standards

1. 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:
 - a. 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.
 - b. The Fiscal Agent is responsible for 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.
 - c. The Fiscal Agent is responsible for submitting all required reports to the funding organization. Reporting responsibilities are to be detailed in the Fiscal Agent Agreement.
 - d. The Fiscal Agent will make 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.
 - e. The Fiscal Agent is responsible for 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.

ARTICLE VII – MEETINGS

- A. Officers shall be elected at an organizational meeting. In subsequent years the annual meeting and installation of officers will be held in January. The Chair shall designate the day, time and place of the annual meeting.
- B. 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 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 *Code of Iowa* Chapter 21A.
- C. 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.

- D. All meetings shall be in compliance 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.

ARTICLE VIII – VOTING

- A. Elections shall be by ballot or in such manner as the Executive Committee determines.
- B. A simple majority of the Board present at the meeting shall suffice to pass a measure submitted for vote at a regular meeting.

ARTICLE IX – CONTRACTS AND OBLIGATIONS

The Board of the Mud, Camp, & Spring Creek Watershed Management Authority shall not acquire, or dispose of its assets; merge; consolidate; or enter into contracts without approval of a majority of the Members.

ARTICLE X – ENFORCEMENT PROCEDURES

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

ARTICLE XI – 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 Mud, Camp, & Spring Creek Watershed Management Authority shall continue to be fully obligated for all payments and other duties owed by such subdivision at the time of termination.
- B. Rights upon withdrawal membership
 - 1. A participating political subdivision may request a copy of records pertaining to the participant.

ARTICLE XII – PARLIAMENTARY AUTHORITY

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 XIII – AMENDMENT OF BYLAWS

- A. 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 20 day of February, 2014.

Chair

Secretary