

**Bylaws governing the administration, development, operation, and management of the  
North and Middle Rivers Watershed Management Authority**

**PREAMBLE**

The North and Middle Rivers 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, soil and water conservation districts, and benefited recreational lake districts located within the same United States Geological Survey Hydrologic Unit Code 8 watershed 07100006), 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 North and Middle Rivers Watershed Management Authority and to serve as a communications link with participating political subdivisions.

**ARTICLE I – AUTHORITY**

- A. The North and Middle Rivers Watershed Management Authority is a Watershed Management Authority (WMA) pursuant to *Code of Iowa* Chapter 466B.
- B. The North and Middle Rivers WMA is established pursuant to the intergovernmental cooperation clause as set forth in Chapter 28E of the *Code of Iowa*.
- C. Membership in the North and Middle Rivers WMA is limited to cities, counties, soil and water conservation districts, and benefited recreational lake districts located within the North and Middle Rivers Watersheds.
- D. The North and Middle Rivers WMA 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 WMA 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 the 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 North and Middle Rivers WMA.
- C. DIRECTOR/Alternate 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 – As provided for in the Intergovernmental Agreement, 1/3 of the members present shall constitute a quorum of the Board for the purpose of holding a meeting of the Board. For committees of the Board, a majority of the members of a committee shall constitute a quorum of said committee for the purpose of holding a meeting of the committee.
- 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 North and Middle Rivers Watershed Management Authority.
- B. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the North and Middle Rivers Watersheds for the mutual advantage of the Members. As outlined in the *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 or have a taxing authority.

#### ARTICLE IV – GOVERNANCE

- A. The affairs of the North and Middle Rivers WMA 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. In the absence of the Director, an alternate Director can act in the Director's voting capacity as laid out within these Bylaws.
- 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 and secretary, in writing, prior to the meeting of their proxy. No pre-approval from the Board is required prior to the proxy voting. Every proxy shall be revocable by the respective Member at any time. Additionally, Directors may participate in meetings of the Board or its committees by electronic means, subject to the limitations provided for in Article VII of these Bylaws and Iowa Code Chapter 21, Section 8.
- 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 an At-Large Director shall serve on the Executive Committee.
- b. The Board shall elect one Director as Chair and one Director as Vice Chair, each for a two-year term.
- c. The Board shall appoint a Secretary, who need not be a Director, for a two-year term.
- d. The Board shall appoint a Treasurer, who need not be a Director, for a two-year term.

#### 2. Eligibility for office

- a. Any Board member in good standing may serve as Chair or Vice Chair.

#### 3. Election of Officers and Terms of office

- a. An initial slate of officers shall be elected/appointed at the initial organizational meeting of the Board. In subsequent odd-numbered years, the election/appointment of officers shall be held in January at the annual meeting as provided for in Article VII of these Bylaws.
- b. Successful candidates shall be elected by a majority of the quorum. They may be re-elected at the pleasure of the Board.
- c. The term of office of the Officers shall be for two (2) years and shall run from January 1 of the first year through December 31 of the second year, except that the initial slate of officers elected/appointed at the initial organizing meeting of the Board shall serve from the date of said meeting until December 31 of the second year.

#### 4. Duties

- a. The Chair shall preside at all meetings of the Board and Executive Committee, and prepare an agenda in consultation with others. The Chair shall also provide an annual report to the Members as provided for in Section 11 of the Intergovernmental Agreement. 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. The Secretary shall ensure compliance with the Iowa Open Meeting Law (Iowa Code Chapter 21) and the Iowa Open Records Law (Iowa Code Chapter 22). The Secretary shall maintain a current list of all Directors and alternate Directors with valid contact information.
  - d. The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the members and the public, and shall attend all Executive Committee and Board meetings.
  - e. The immediate Past Chair shall assist the Chair in fulfilling his/her duties and attend Board and Executive Committee meetings. The immediate Past Chair will assist in the nomination of the Executive Committee members.
  - 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 4, 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 Chairman.
- 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 a 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 a fiscal agent for the opportunity, the opportunity will not be considered.

2. No action to contribute funds by a Director of the WMA is binding on the Member that he/she represents without official approval by the governing board of the Member. No Member may be required to contribute funds to the WMA, 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 WMA shall be held in a special fund by the fiscal agent designated by the Board of Directors of the North and Middle Rivers WMA. When funds are provided as a grant or loan directed to a Member of the WMA 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 WMA for all opportunities. This document shall clearly identify the responsibilities of both the Fiscal Agent and the WMA. 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 the Fiscal Agent.

**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 December. 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.
  - a. Directors and/or their proxies are expected to attend meetings whenever possible.
  - b. Absences in excess of three consecutive, regularly scheduled meetings will result in notification to the Member that they may wish to consider a reappointment.

- c. A closed session may be held by an affirmative vote of two-thirds of the members present in accordance with the *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.
- E. Electronic Meetings: Directors may participate in board or committee meetings by electronic means, however, Section 21.8 of the Iowa Code, addressing Electronic Meetings, requires the following when a majority of the Directors participating in a meeting are participating by telephone or conference call:

Section 21.8 of the Iowa Code

A governmental body may conduct a meeting by electronic means only in circumstances where such a meeting in person is impossible or impractical and only if the governmental body complies with all of the following:

1. The governmental body provides public access to the conversation of the meeting to the extent reasonably possible.
2. The governmental body complies with section 21.4 of the Iowa Code. For the purposes of this paragraph, the place of the meeting is the place from which the communication originates or where public access is provided to the conversation.
3. Minutes are kept of the meeting. The minutes shall include a statement explaining why a meeting in person was impossible or impractical.
4. A meeting conducted in compliance with this section shall not be considered in violation of this chapter.
5. A meeting by electronic means may be conducted without complying with paragraph "a" of subsection 1 if conducted in accordance with all of the requirements for a closed session contained in section 21.5 of the Iowa Code.

#### ARTICLE VIII – VOTING

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

#### ARTICLE IX – CONTRACTS AND OBLIGATIONS

The Board of the North and Middle Rivers WMA shall not acquire or dispose of its assets; merge; consolidate; or enter into contracts without the 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 WMA by the action of its governing board, unless the WMA then has unpaid debts of 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 North and Middle Rivers WMA 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

These Bylaws can be amended at any regular meeting of the Board of Directors by a positive two-thirds vote of the Members, provided that the amendment has been submitted in writing at the previous regular meeting.

Adopted this 2 day of August, 2023.

Jim Palmer  
Chair

Anna Golightly  
Secretary