Board of Directors
Middle Cedar Watershed Management Authority
Administrative By-Laws

1. ADOPTION OF BY-LAWS

These administrative by-laws are hereby established for the Middle Cedar Watershed Management Authority in accordance with Section 4.3 of the 28E Agreement establishing the Middle Cedar Watershed Management Authority, which has been filed with the Secretary of the State of Iowa. The Middle Cedar Watershed Management Authority shall be governed by a Board of Directors, as stipulated in Article 4 of the 28E Agreement.

2. PURPOSE

The Middle Cedar Watershed Management Authority will enable cooperation in pursuit of the activities outlined in Article 6 of the 28E Agreement for the mutual benefit of the Political Subdivisions involved. The by-laws create an organized structure to manage the activities of the Middle Cedar Watershed Management Authority and to serve as a communications link with participating Political Subdivisions.

3. DEFINITIONS

A. Political Subdivisions – A city, county, or soil and water conservation district. For the purposes of these by-laws, a political subdivision shall be limited to the:

- Counties of Butler, Grundy, Black Hawk, Buchanan, Linn, Tama, Benton, Franklin, Hardin, and Marshall
- Cities of Ackley, Aplington, Atkins, Beaman, Blairstown, Brandon, Cedar Falls, Cedar Rapids, Center Point, Conrad, Dike, Elk Run Heights, Evansdale, Fairfax, Garrison, Gilbertville, Gladbrook, Grundy Center, Hiawatha, Holland, Hudson, Jesup, Keystone, La Port City, Lincoln, Luzerne, Morrison, Mount Auburn, New Hartford, Newhall, Norway, Palo, Parkersburg, Raymond, Reinbeck, Robins, Rowley, Shellsburg, Stout, Traer, Urbana, Van Horne, Vinton, Walker, Waterloo, and Wellsburg
- Soil & Water Conservation Districts of Black Hawk, Buchanan, Linn, Tama, Benton, Marshall, Butler & Franklin, and Grundy & Hardin.

B. Watershed Management Authority – The organization, known as the Middle Cedar Watershed Management Authority, is a Watershed Management Authority created by the 28E Agreement referenced herein. It is a voluntary joint undertaking of the Political Subdivisions within the Middle Cedar Watershed (Hydrologic Unit Code ID #07080205) pursuant to the provisions of Chapters 466B and 28E of the Code of Iowa.

C. Board – The Board of Directors of the Watershed Management Authority comprises the authorized representatives from each participating Political Subdivision.

D. Member – A Political Subdivision that has adopted the 28E Agreement that forms the Middle Cedar Watershed Management Authority.

E. Director – Authorized representative of a participating Political Subdivision (Member).

F. 28E Agreement – Legal document (Iowa Intergovernmental Agreement) signed by each participating Political Subdivision to form a Watershed Management Authority pursuant to the provisions of Chapters 466B and 28E of the Code of Iowa.

4. GOVERNANCE

The affairs of the Watershed Management Authority shall be conducted by the Board. Each Member shall appoint one representative to serve as a Director, and all Directors comprise the Board. Each Director has one vote. A designated alternate or proxy may vote in the Director's absence.

The Directors shall serve staggered four year terms. The initial Board shall determine, by lot, the initial terms to be shortened and lengthened, as necessary, to achieve staggered terms. Representatives selected to serve on the Board may succeed themselves and there shall be no limit on the number of terms that a person may serve.

If a Director resigns or is removed, a successor shall be appointed for the duration of the unexpired term of that Director.

5. POWERS AND DUTIES OF BOARD

The Middle Cedar Watershed Management Authority is created and established by the 28E Agreement pursuant to Iowa Code Chapters 466B and 28E. Its powers and duties shall be those established in said 28E Agreement. Membership in the Watershed Management Authority and voting representation on its Board is limited to Political Subdivisions within the Middle Cedar Watershed that have adopted the 28E Agreement.

The Board may exercise all powers necessary and incidental to further the aims and objectives of the Watershed Management Authority as set forth in the 28E Agreement and/or agreed upon by the Board. The Board may establish work committees which shall act in an advisory capacity to the Board. These committees may contain persons who are not members of the Watershed Management Authority.

The Board shall not make a policy that would require a Member to change its policies or require a Member to contribute funds without official action of approval by that Member's governing body. No Member may be required to contribute funds to the Watershed Management 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.

6. OFFICERS

The officers of the Board shall consist of Chairperson, Vice Chairperson (Chair Elect), Secretary, and Treasurer. At the Board's discretion, the offices of the Secretary and Treasurer may be combined and held by the same person. If the Executive Committee consists of 3 or 4 officers, the WMA Board of Directors may, at its discretion, elect two additional officers at-large to serve on the Executive Committee. A recording secretary and/or a deputy treasurer, which need not be a Director, may be appointed by the Board.

Executive Committee. The elected officers shall serve as the Executive Committee. The Executive Committee shall have such duties and responsibilities as assigned or given to the Executive Committee by vote of the Board. Any action taken by the Executive Committee shall be reported back to the Board of Directors at the next regular meeting.

Term of Officers. All officers shall be elected at the Annual Meeting for a term of one year. Officers may be re-elected for one additional consecutive term. To the extent possible, each office shall be filled on a rotational basis with a representative from a County, a City, and/or County Soil and Water Conservation District. The rotation is intended to achieve balanced representation on the Executive Committee among the county, city, and Soil and Water Conservation District Members.

7. DUTIES OF THE OFFICERS

Chairperson: The Chairperson shall:

1. Preside at the meetings of the Board and prepare an agenda in consultation with others.
2. Decide all points of order or procedure unless otherwise directed by a majority of the Directors in session at the time.
3. Appoint any committees that may be deemed necessary.
4. Represent the Watershed Management Authority where attendance is requested or where attendance is deemed necessary to further the aims and objectives of the Watershed Management Authority.
5. Sign documents of the Middle Cedar Watershed Management Authority.
6. Perform other duties as deemed necessary.

Vice-Chairperson: The Vice-Chairperson shall:

1. Assume the duties of the Chairperson in the event of the absence or disability of the Chairperson.
2. Succeed to the position of Chairperson for the unexpired term in the event said position becomes vacant, in which case the Board of Directors shall select a successor to the position of Vice-Chairperson for the unexpired term.

Secretary: The Secretary, or designee, shall:

1. Attend all meetings of the Board and act as Clerk by recording votes, keeping minutes, managing correspondence, and making said records available to all Members of the Watershed Management Authority and the public.
2. Send out all notices required by these by-laws and by the Code of Iowa.
3. Attend to any other duties as directed by the Board of Directors.

Treasurer: The Treasurer, or designee, shall:

1. Attend all meetings and make a report at each Board meeting.
2. Assist in preparation of the budget, help develop fund raising plans, and make financial information available to the Members and the public.
3. Attend to any other duties as directed by the Board of Directors.

In the event that both the Chairperson and Vice Chairperson 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 particular meeting.

8. MEETINGS

A. Regular Meetings

The Board shall generally meet quarterly at such time and place as may be designated by the Chairperson, and said meetings shall be known as the regular meetings of the Board. A Quorum for conducting the Board's business shall be one over half of the Directors on the Board. However, any Director desiring to participate via electronic communication shall notify the Secretary or the WMA Coordinator in advance in accordance with Iowa Code for such participation. No official business of the Watershed Management Authority shall take place in the absence of a quorum.

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

The annual meeting of the Board shall take place in the first quarter of the calendar year. The election of officers shall take place at the annual meeting. The Bylaws shall be reviewed annually by a committee appointed by the Board Chairperson.

B. Special Meetings

Special meetings may be called by the chairperson or at the written request of two Directors. Notice of the special meeting shall be given by the Secretary to the Directors at least 72 hours prior to such meeting and shall state the purpose of the meeting.

C. Public

All regular, special, and committee meetings, records and accounts shall be open to the public in accordance with the Code of Iowa. All meeting agendas shall be posted per the Members' usual procedure. All meetings of the Board and its committees shall be conducted according to the latest edition of Robert's Rules of Order unless otherwise provided in these by-laws.

D. Motions

Any Director of the Board may make motions. The Chairperson or the Secretary shall restate the motion, after having been seconded, before a vote is taken. Discussion on the motion will be held prior to the vote.

E. Voting

The concurring vote of not less than a majority of the full Board shall be required to reach a decision. Minutes will show members who are absent. All Directors of the Board in attendance, including the chairperson, are required to cast a vote for each motion, unless a Director has a personal or professional conflict of interest.

A Director must abstain from voting due to a personal or professional conflict of interest. That Director shall indicate the reason for doing so on the record at the meeting.

Elections shall be by ballot or in such manner as the Board determines. Successful candidates shall be elected by a majority of the Board.

For Committee meetings, a majority of those present shall constitute a quorum of the Committee.

F. Unfinished Business

Where all matters cannot be disposed of on the day set for meeting due to length of the meeting or extenuating circumstances, the Board may adjourn until a subsequently specified meeting date.

Electronic Meetings

Iowa Code Chapter 21.8, addressing Electronic Meetings, requires the following when a majority of the Directors participating in a meeting are participating by phone and/or conference call:

> Iowa Code Chapter 21.8
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> 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 sections 21.4. 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.

9. FINANCE

A financial report shall be approved at the annual meeting. The Board may solicit, accept and receive donations, endowments, gifts, grants, reimbursements and other such funds as necessary to support work pursuant to this 28E Agreement.

1. No action to contribute funds by a Director of the Watershed Management 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 Watershed Management 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 Watershed Management Authority shall be held as a special fund by the fiscal agent designated by the Board of Directors of the Watershed Management Authority. When funds are provided as a grant or loan directed to a Member of the Watershed Management Authority for a project administered by that Member, the funds shall be retained and administered by that Member.

10. ENFORCEMENT PROCEDURES

Disputes that arise concerning violations of policies and guidelines or concerning the terms of the 28E Agreement shall be heard by the Board.

11. AMENDMENTS

Amendments to the bylaws may be proposed by any Board Director. Amendments can be proposed and discussed at a meeting of the Board, but such amendments cannot be adopted until the subsequent meeting. All amendments shall be in writing and shall be provided to all Board Directors at least seven days prior to the meeting when a vote will be taken to adopt the amendment. A majority vote of the Board of Directors shall be required to adopt an amendment. The amendment shall take effect immediately upon adoption, unless otherwise specified by the Board.

Adopted this 19th day of July, 2018.

Signed: _____
Chairperson
Todd Wiley

Attest: _____
Secretary
Jeremey Sills