

Board of Directors
Maquoketa River Watershed Management Authority
Administrative By-Laws

1. ADOPTION OF BY-LAWS

These administrative by-laws are hereby established in accordance with Section 6.3 of the Maquoketa River Watershed Management Authority, hereinafter referred to as the “Authority”, 28E Agreement, same having been filed with the Iowa Secretary of State office on September 21, 2017. The Maquoketa River Watershed Management Authority shall be governed by a Board of Directors, as stipulated in Article 6 of the 28E Agreement.

2. PURPOSE

These bylaws shall direct and guide the management and day to day operation of the Authority.

3. DEFINITIONS

- A. Political Subdivision: A city, county, taxing district or soil and water conservation district eligible for membership in the Authority.
- B. Member: A Political Subdivision that has adopted the Maquoketa River Watershed Management Authority 28E Agreement. The member political subdivisions include:
 - a. Counties: Buchanan, Clinton, Delaware, Dubuque, Fayette, Jackson, Jones and Linn.
 - b. Cities: Andrew, Aurora, Baldwin, Cascade, Delaware, Delhi, Dyersville, Epworth, Farley, Goose Lake, Hopkinton, Lamont, La Motte, Manchester, Maquoketa, Monticello, New Vienna, Preston, Ryan, Spragueville, Strawberry Point, Worthington and Wyoming.
 - c. Soil & Water Conservation Districts: Delaware, Dubuque, Fayette, Jackson, Jones and Linn.
 - d. Taxing District: Lake Delhi Combined Recreational and Water Quality District
- C. Watershed Management Authority: The Authority created pursuant to the Chapter 466B of the Iowa Code and made up of eligible Member Political Subdivisions located within the Maquoketa River Watershed, identified by the following Hydrologic Unit Code 8: HUC 8 - ID #07060006.
- D. Board: The Board of Directors of the Authority, comprised of one person appointed by each Member Political Subdivision.
- E. Executive Committee: The Executive Committee will be charged with the day-to-day operation of the Authority but may not bind the Authority without prior approval of the Board of Directors. The Executive Committee shall be comprised of seven (7) Board Members made up of the three elected officers of the Board (The Chairperson, Vice-Chairperson, and Secretary/Treasurer) pursuant to Section 6.2 Governance, Meetings of the 28E Agreement, with four members to be elected by the Board.
- F. Director: That person appointed by each Member Political Subdivision to serve on the Board.
- G. 28E Agreement: The organizational document executed in compliance with Chapter 28E of the Iowa Code and approved by each Member Political Subdivision, establishing the Authority as permitted and provided by Chapter 466B of the Iowa Code.

4. GOVERNANCE

- A. Board of Directors: The Authority shall be overseen and governed by the Board.
1. Voting Rights: Each Director shall have one vote. Each member may, however, appoint up to two alternates, entitled to exercise all rights of that Member's Director in the absence of said Director. The alternates shall be formally designated by the Member and written notification of the appointment of said alternates shall be provided and updated as necessary to the Board of Directors of the Authority.
 2. Terms: Directors shall serve staggered four year terms. At the initial Board Meeting, after the election of Officers, the Board shall determine, by lot, the initial terms of Board Members. The three elected officers shall be granted four (4) year terms along with that number of additional members to bring the total members serving four (4) year terms to one-half of the Board, or one-half plus one in the event that there is an uneven number of members. The balance of the Board shall serve a two (2) year term.
 3. Succession: Directors may succeed themselves and there shall be no limit on the number of terms a Director may serve.
 4. Board Opening: If a Director resigns or is removed, a successor shall be appointed by the Member to complete the unexpired term of said Director.
- B. Executive Committee: The Executive Committee shall manage the day-to-day operations of the Authority, but may not bind the Authority without approval of the Board.
1. Voting Rights: Each Committee Member shall have one vote.
 2. Term: At the initial Executive Committee Meeting, the Committee shall determine, by lot, the initial terms of Committee Members. The three elected officers shall be granted two year terms with the other four (4) members granted one (1) year terms. All Committee Members will thereafter be elected to serve two (2) year terms.
 3. Succession: Executive Committee members may succeed themselves and there shall be no limit on the number of terms that a person may serve.
 4. Committee Opening: If a member resigns or is removed, a successor shall be appointed by the Board for the duration of the unexpired term of said member.

5. POWERS AND DUTIES OF BOARD

The Board may exercise all powers necessary and incidental to further the aims and objectives of the Authority as set forth within the 28E Agreement and/or otherwise determined appropriate by the Board. The Board may create committees as necessary for any legally permissible purpose to advise the Board. Membership in the Authority is not a prerequisite to membership on a committee.

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 following officers shall be elected by the Board: Chairperson, Vice Chairperson (Chair Elect), and Secretary. (The Board may, in their discretion, elect other officers.) All terms shall be for a period of two years or until a successor is elected, whichever occurs last. Successful candidates shall be elected by a majority of the Board.

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. Create committees deemed necessary.
4. Represent the Authority where attendance is requested or where attendance is deemed necessary to further the aims and objectives of the Authority.
5. Sign documents on behalf of the Authority, after approval of the Board.
6. Perform other legally permissible duties deemed necessary and appropriate.

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/Treasurer:

The Secretarial duties shall be as follows:

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 Authority and the public.
2. Send out notices required by these by-laws, the 28E Agreement, and/or by the Code of Iowa.
3. Perform those other duties and functions as directed by the Board of Directors.

The Treasurer duties shall be as follows:

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/Treasurer 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 execute documents resulting from action of the Board at said meeting.

8. MEETINGS

A. Regular Board 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 majority of the Directors of the Board shall constitute a quorum. No action may be taken by the Authority in the absence of a quorum.

B. Committee Meetings

A Committee shall meet as deemed necessary and appropriate. A Committee shall be deemed to have a quorum if a majority of its members are present. A majority vote of the total membership of the Committee shall be necessary to take action.

C. Attendance

Directors and/or their alternates are expected to attend meetings. Absences in excess of three consecutive, regularly scheduled meetings, shall result in a notification from the Chairperson to the Member enquiring as to the basis of their absences and requesting that the member consider the removal of said Director and the appointment of another person to fulfill the obligations of Director should the absences be without suitable explanation in the opinion of the Member.

D. Annual Meeting

The Regular Meeting of the Board occurring in the 1st quarter of the year shall be deemed to be the Annual Meeting. The election of Officers, when up for election, shall take place at the annual meeting.

E. Special Meetings

Special meetings may be called by the Chairperson or at the written request of two members of the Board. Notice of the special meeting shall be given by the Secretary to the members of the Board at least 72 hours prior to such meeting and shall include an Agenda and any additional summary deemed necessary to explain the purpose of the meeting.

F. Open Meetings / Open Records

The Board shall follow the direction of Chapter 21 and 22 of the Iowa Code with regard to Open Meetings and Public Records. Meeting agendas shall be posted by each member consistent with their normal "posting" procedures. Meetings of the Board and its committees shall be conducted in substantial accordance with the latest edition of Robert's Rules of Order unless otherwise provided in these by-laws.

G. Motions

Any member of the Board may make a legally permissible motion. The Chairperson or the Secretary shall restate the motion if requested by any member. After a motion has been seconded the floor will be opened for discussion by the Board. During the course of discussion any other permitted motion may be made and proceed if appropriate. At the conclusion of discussion, or at other appropriate time, a vote on the motion may be held.

H. Voting

The concurring vote of not less than a majority of the full Board shall be required for a motion to be deemed to have been approved, regardless of the number of Board Members in attendance. The minutes shall include a list of members present, absent, and will also disclose any abstentions and the reasons for said abstention. All members of the Board in attendance, including the chairperson, are

required to cast a vote for each motion, unless a member has a legal reason to abstain and in that instance shall state for the record the basis of their abstention. (In the event a member abstains from a vote they shall be removed from the total membership number for that vote, reducing the total number needed to pass the vote on which they abstained.) Voting for officers shall occur by written ballot unless the office is uncontested in which case, the Chair may request a voice vote.

I. Unfinished Business

Any matter that that cannot be disposed of during a meeting on which said matter appears on the agenda will be considered unfinished business and shall, absent action to the contrary by the Board, be placed on the next regular meeting agenda.

J. Electronic Meetings

Pursuant to Iowa Code Chapter 21.8, 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 the 28E Agreement and these By-Laws.

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 28E Agreement or these Bylaws shall be heard and determined by the Board.

11. AMENDMENTS

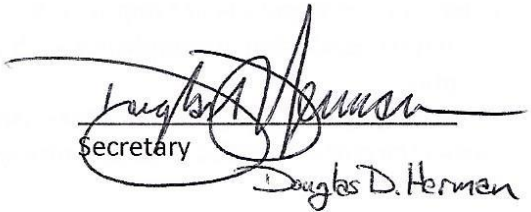
Amendments to these bylaws may be proposed by any member of the Board. Amendments may be proposed and discussed at any meeting of the Board, however, no amendment may be adopted until the subsequent meeting. All proposed amendments shall be in writing and shall be provided to all Board members at least seven (7) days prior to the meeting on which the proposed amendment appears on the agenda. A majority vote of all Board members shall be required to adopt an amendment. The amendment shall take effect immediately upon adoption, unless otherwise specified by the Board.

12. MEMBERSHIP

Political Subdivisions eligible for membership that did not join the Authority at its' genesis may join at a later date by filing a "Notice of Intent" to join and submitting same to the Board of the Authority. Thereafter, the Political Subdivision desiring to join the Authority shall by Resolution approve their adoption of the 28E Agreement, Bylaws, and any other rules and regulations previously approved by the Members. In the event Members have previously contributed sums to the treasury of the Authority any Political Subdivision desiring to join the Authority may be required to pay an assessment equal to or less than assessments or contributions previously paid by Members. New Members will be responsible to pay the costs of updating and filing any amendments to the 28E Agreement related to their new membership.

Adopted this 24 day of October, 2017.

Signed: 
Chairperson

Attest: 
Secretary
Douglas D. Herman

Signed Larry McDevitt, Chairperson

Attest: Douglas D. Herman, Secretary