

WEST NISHNABOTNA WATERSHED COALITION

BYLAWS

ARTICLE 1. ADOPTION OF BY-LAWS.

1.1 These Bylaws are hereby established for the West Nishnabotna Watershed Management Authority in accordance with Section 3.2 of the 28E Agreement (the "28E Agreement") establishing the West Nishnabotna Watershed Coalition (the "Coalition"), which has been filed with the Secretary of the State of Iowa. The Coalition shall be governed by a Board of Directors, known as the West Nishnabotna Watershed Coalition Board (the "Board"), as stipulated in Section 3.2 of the 28E Agreement.

ARTICLE 2. PURPOSE.

2.1 The Coalition will enable cooperation in pursuit of the activities outlined in Section 2 of the 28E Agreement for the mutual benefit of the involved Political Subdivisions (the "Members"). The Bylaws create an organized structure to manage the activities of the Coalition and to serve as a communications link with the Members. The purpose of the Coalition is to enable and facilitate cooperation in supporting watershed planning and improvements in the West Nishnabotna Watershed for the mutual advantage of the Members.

ARTICLE 3. DEFINITIONS.

3.1 **Political Subdivisions:** The Parties to the West Nishnabotna Watershed Coalitions, comprised of counties, cities, and soil and water conservation districts. For the purposes of these Bylaws, Political Subdivisions shall specifically refer to the following:

- A. Counties: Audubon, Carroll, Crawford, Fremont, Mills, Montgomery, Page, Pottawattamie, and Shelby;
- B. Cities: Aspinwall, Avoca, Carson, Defiance, Emerson, Gray, Hancock, Harlan, Hastings, Henderson, Imogene, Irwin, Kirkman, Macedonia, Malvern, Manilla, Manning, Oakland, Randolph, Shelby, Sidney, Silver City, Tabor, Tennant, Treynor, Walnut, and Westphalia;
- C. Soil & Water Conservation Districts: Audubon, Carroll, Crawford, East Pottawattamie, Fremont, Mills, Montgomery, Page, Shelby, and West Pottawattamie.

3.2 **Watershed Management Authority:** The West Nishnabotna Watershed Coalition, is a Watershed Management Authority created by the 28E Agreement referenced herein. It is a voluntary, joint undertaking of the aforementioned Political Subdivisions within the West Nishnabotna Watershed (Hydrologic Unit Code ID #10240002) pursuant to the provisions of Chapter 28E and Chapter 466B of the Code of Iowa.

3.3 **Board of Directors:** The Board, formally known as the West Nishnabotna Watershed Coalition Board, comprises the authorized representatives from the participating Political Subdivisions (Members).

3.4 Member: A Political Subdivision that has adopted the 28E Agreement that forms the West Nishnabotna Watershed Coalition.

3.5 Director: An authorized representative of a participating Political Subdivision (Member).

3.6 Majority: A majority shall be any number greater than one-half (1/2) of the entire membership of the Board as determined by the number of participating Members. For example, the majority of a Board of twenty-four (24) members is thirteen (13) or more.

3.7 Quorum: A majority of the Directors of the Board shall constitute a quorum for the transaction of business at any meeting. If less than a majority of the Directors are present at a meeting, a majority of those present may adjourn the meeting, until the next scheduled meeting, without further notice.

3.8 28E Agreement: Legal document (Iowa Intergovernmental Agreement) signed by each participating Political Subdivision to form a Watershed Management Authority pursuant to the provisions of Chapter 28E and Chapter 466B of the Code of Iowa.

ARTICLE 4. GOVERNANCE.

4.1 The affairs of the Coalition shall be conducted by the Board. Each Member shall appoint one (1) representative to serve as a Director, and all Directors comprise the Board. Each Director has one (1) vote. A designated alternate, or proxy, may vote in a Director's absence.

The Directors shall serve staggered four (4) 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 as a Director may succeed themselves and there shall be no limit on the number of terms that a Director may serve.

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

ARTICLE 5. POWERS AND DUTIES OF BOARD.

5.1 The Coalition is created and established by the 28E Agreement pursuant to Chapter 28E and Chapter 466B of the Iowa Code. Its powers and duties shall be those established in said 28E Agreement and those outlined in Section 466B.23 of the Iowa Code. Membership in the Coalition and voting representation on its Board is limited to Political Subdivisions within the West Nishnabotna Watershed that have adopted the 28E Agreement.

The Board may exercise all powers necessary and incidental to further the purpose, aims, and objectives of the Coalition 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 Coalition 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 6. OFFICERS.

6.1 The Officers of the Board shall consist of Chairperson, Vice Chairperson, Secretary, and Treasurer. The officers shall be Directors elected by a majority of the Board. The terms of the officers shall be for one (1) year or until their successors are elected. The Chairperson and the Vice Chairperson shall rotate between a representative from a county, a representative from a city, and a representative from a Soil & Water Conservation District. The Vice Chairperson shall be elected as the direct successor to the Chairperson following the completion of the Chairperson's term.

ARTICLE 7. DUTIES OF THE OFFICERS.

7.1 Chairperson: The Chairperson shall:

- A. Preside at the meetings of the Board and prepare an agenda in consultation with others.
- B. Decide all points of order or procedure unless otherwise directed by a majority of the Directors in session at the time.
- C. Appoint any committees that may be deemed necessary.
- D. Represent the Coalition where attendance is requested or where attendance is deemed necessary to further the purpose, aims, and objectives of the Coalition.
- E. Sign documents as and on behalf of the Coalition.
- F. Perform other duties as deemed necessary.

7.2 Vice Chairperson: The Vice Chairperson shall:

- A. Assume the duties of the Chairperson in the event of the absence or disability of the Chairperson.
- B. 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.

7.3 Secretary: The Secretary, or designee, shall:

- A. 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 Coalition and the public.
- B. Send out all notices required by these Bylaws and by the Code of Iowa.
- C. Attend to any other duties as directed by the Board and the Chairperson.

7.4 Treasurer: The Treasurer, or designee, shall:

- A. Attend all meetings and make a report at each Board meeting.
- B. Assist in preparation of the budget, help develop fund raising plans, and make financial information available to the Members and the public.

C. Attend to any other duties as directed by the Board of Directors.

7.5 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.

ARTICLE 8. MEETINGS.

8.1 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 majority of the Directors of the Board shall constitute a quorum. No official business of the Coalition shall take place in the absence of a quorum.

Directors, and/or their alternates or 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 Chairperson.

8.2 Special Meetings: Special meetings may be called by the Chairperson, or at the written request of two Directors of the Board. Notice of the special meeting shall be given by the Secretary to the Directors of the Board at least seventy-two (72) hours prior to such meeting and shall state the purpose of the meeting.

8.3 Public Meetings: 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 Bylaws.

A closed session may be held by an affirmative vote of two-thirds (2/3) of the Directors present in accordance with Chapter 21A of the Iowa Code.

8.4 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.

8.5 Voting: The concurring vote of not less than a majority of the entire Board shall be required to reach a decision. Minutes will show Directors 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 conflict of interest.

If a Director elects to abstain from voting due to a conflict, he or she 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 the Committee members shall constitute a quorum of the Committee.

8.6 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.

8.7 Electronic Meetings: 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 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.

ARTICLE 9. FINANCE.

9.1 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.

- A. No action to contribute funds by a Director of the Coalition 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 Coalition, except to fulfill any obligation previously made by official action by the governing body of the Member.
- B. All funds received for use by the Coalition shall be held as a special fund by the fiscal agent designated by the Board of the Coalition. When funds are provided as a grant or

loan directed to a Member of the Coalition for a project administered by that Member, or an agent of that Member, the funds shall be retained and administered by that Member.

ARTICLE 10. ENFORCEMENT PROCEDURES.

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

ARTICLE 11. AMENDMENT OR REPEAL.

11.1 Amendments to the Bylaws may be proposed by any Director of the Board. Amendments can be proposed and discussed at any 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 Directors at least seven (7) days prior to the meeting when a vote will be taken to adopt the amendment. A majority vote of the entire Board shall be required to adopt an amendment. The amendment shall take effect immediately upon adoption, unless otherwise specified by the Board. Members shall be responsible for informing their governing body of any amendment made to the Bylaws.

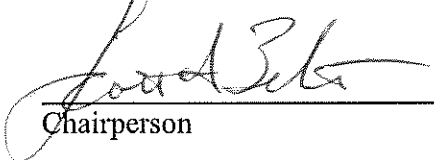
These Bylaws may be repealed by a majority vote of the entire Board at any meeting where a quorum is present.

ARTICLE 12. WITHDRAWAL FROM MEMBERSHIP.

12.1 The governing body of any Member may terminate its participation in the 28E Agreement by following the procedure outlined in Section 12 of the 28E Agreement and may request a copy of records pertaining to their Political Subdivision.

12.2. Any Member may withdraw from the Coalition by the action of its governing board, unless the Coalition then has unpaid debits or legal obligations, in which case the consent of the governing boards of the remaining Members to the withdrawal is required.

Adopted on this 21st day of June, 2017 by the West Nishnabotna Watershed Coalition Board.



Chairperson



Secretary