



# THE BOARD MANUAL

---

A Guide to Exceptional  
MR WMA Leadership



# Table of Contents

Welcome to the Board.....	1
MR WMA Basics .....	2
Our Mission.....	2
Our Vision.....	2
Our Values.....	2
History of the MR WMA.....	3
MR WMA Duties .....	4
Understanding MR WMA Operations.....	5
MR WMA Structure.....	5
Statement of Board Responsibilities.....	5
Your Role as a Director.....	6
Strengthening the MR WMA.....	6
Your Fiduciary Duties .....	7
Representing Your Community.....	7
MR WMA Officer Descriptions.....	8
Chairperson.....	8
Vice Chairperson .....	8
Secretary/Treasurer .....	8
Board Meetings: Requirements and Procedure .....	8
Robert’s Rules of Order.....	9
At the Meeting.....	9
Meeting Attendance and Quorum.....	10
Virtual Meetings.....	11
Voting.....	11
Meeting Minutes.....	13
Committees.....	13
Executive Committee .....	13
Technical Committee .....	14
Water Monitoring Committee:.....	14
The MR WMA Watershed Coordinator.....	14
Appendices.....	15





## Welcome to the Board

We are very pleased to welcome you to the Maquoketa River Watershed Management Authority (MR WMA). We want to extend our deepest congratulations and gratitude to you for being a part of this unique and important organization.

The MR WMA aims to be a good steward of our Maquoketa River Watershed (the “Watershed”) by promoting responsible water and land management practices. As a member and leader of this WMA, you will be a key part of this crucial work. Our organization relies on the Board of Directors to maintain our mission and advance our goals.

This manual is a resource to help you become familiar with the people and activities that comprise the MR WMA. This manual contains information regarding general organization information and history, participants’ roles and duties, meeting procedures, and officer descriptions. The information found in this manual will be crucial to achieving and maintaining a healthy and resilient Watershed.

We are excited to have you as a part of our organization, and we look forward to your input, collaboration, and enthusiasm. If you have any questions, please do not hesitate to contact your Board Chairperson.





# MR WMA Basics

## Our Mission

*To be good stewards of the Maquoketa River Watershed by promoting responsible water and land management practices.*

## Our Vision

*A healthy and resilient watershed.*

## Our Values



### Collaboration

- We create a respectful environment for our partners to work together in order to implement effective watershed management practices



### Community

- We believe welcoming all voices and all perspectives to the table is crucial for us to make a positive and meaningful impact near and far



### Education

- We strive to be a trusted resource for our communities to learn about, appreciate, and care for the Maquoketa River Watershed



### Stewardship

- We aim to responsibly manage our community and natural resources



## History of the MR WMA

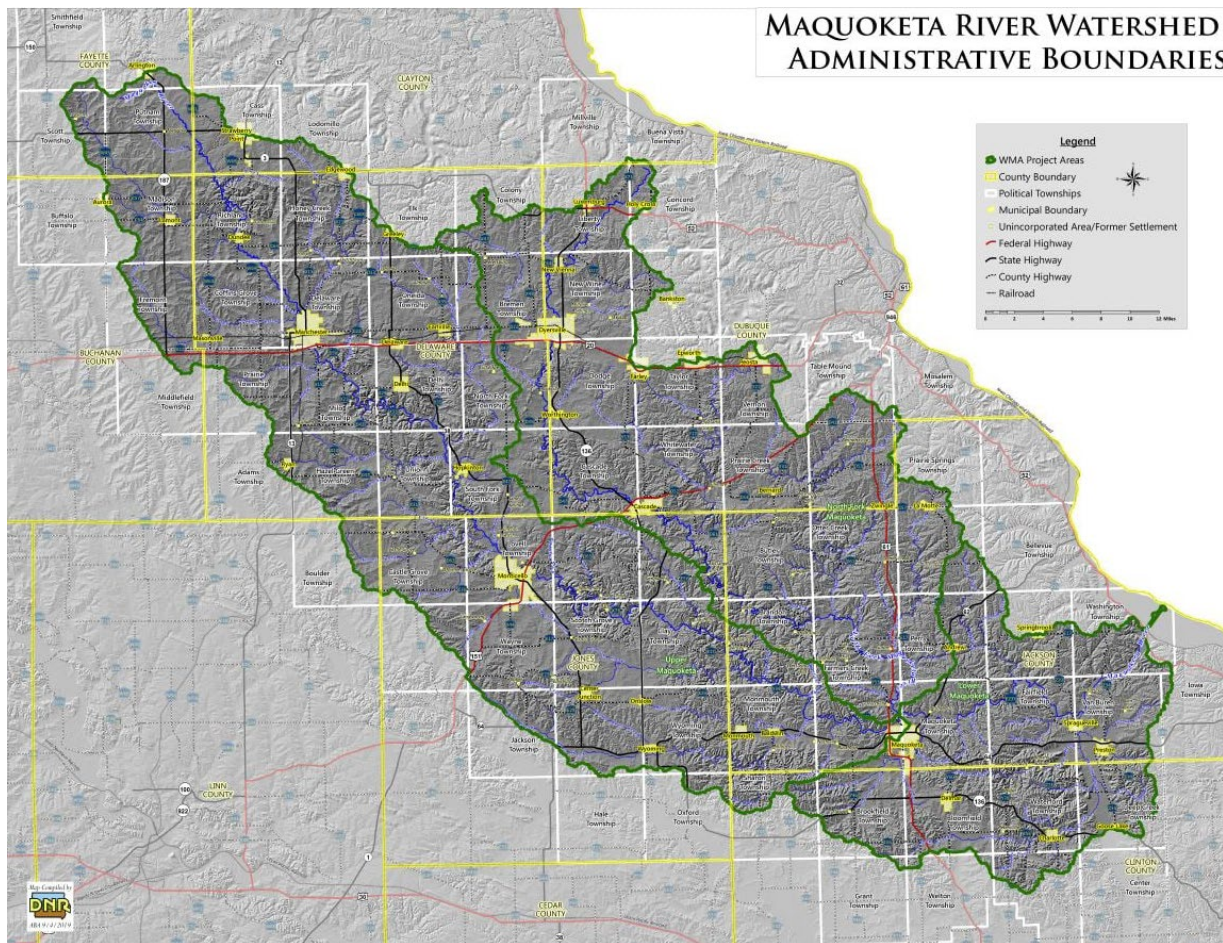
The Maquoketa River Watershed is a subbasin of the Upper Mississippi River Basin. The Watershed spans approximately 1.1 million acres and contains 9 counties and 80 townships.

In 2010, the Iowa legislature passed Iowa Code section 466B, which authorized the creation of Watershed Management Authorities (WMA). A WMA enables cities, counties, and Soil and Water Conservation Districts to collaborate on watershed management and improvement in an area within a HUC-8 watershed. All eligible political subdivisions within the watershed area may participate in the WMA.

The MR WMA was formed in 2017, a product of resident grassroots efforts to improve water quality, reduce flooding, and protect local drinking water in the Watershed. The MR WMA currently has 34 members.

## What is a Subbasin?

Watershed boundaries are determined according to a hydrologic unit code (HUC), or a sequence of digits that distinguishes geographic boundaries. The Maquoketa River Watershed is a HUC-8 and is technically a subbasin that contains several watersheds (HUC-10s) and sub-watersheds (HUC-12s).





## MR WMA Duties

The Iowa Code governs the MR WMA's activities and operations. Additionally, the MR WMA's activities and duties must operate according to its bylaws.

The MR WMA is a separate legal entity from its members and may conduct any of the following duties according to Iowa law (Iowa Code section 466B):

- Assess flood risks and water quality in the Watershed.
- Assess flood risk reduction and water quality improvement in the Watershed.
- Monitor federal efforts related to flood risk planning.
- Educate residents within the Watershed about water quality and flood risks.
- Administer funds the MR WMA acquires to address water quality and flood mitigation efforts.
- Execute contracts, agreements, and other instruments to enable the MR WMA to perform the foregoing duties.

Additionally, the MR WMA may coordinate activities with various entities, including but not limited to the Iowa DNR, Department of Agriculture and Land Stewardship, government councils, other WMAs, Soil & Water Conservation Districts, and public drinking water utilities.



### The MR WMA is:

- A partnership between political subdivisions
- Designed to leverage resources and collaboration for more effective watershed management
- Permitted to solicit and receive donations, grants, reimbursements, and other funds to fulfill its duties

### The MR WMA is **not**:

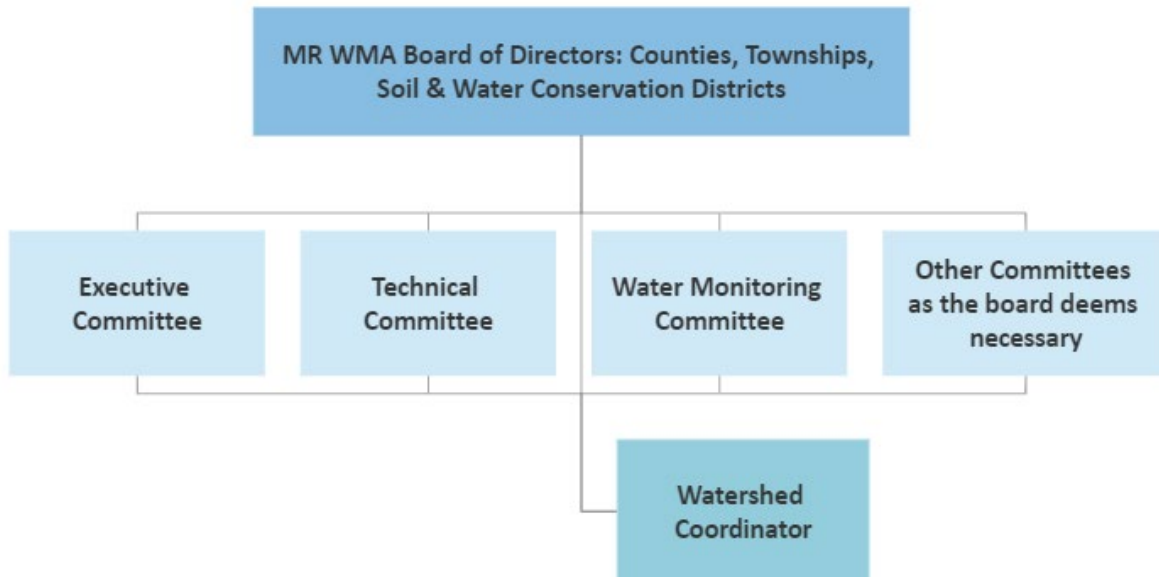
- A mechanism to enforce water quality and flood mitigation requirements on the community
- A nonprofit organization
- Able to acquire property by eminent domain





# Understanding MR WMA Operations

## MR WMA Structure



## Statement of Board Responsibilities

The Maquoketa River Watershed spans more than one million acres and disregards political boundaries. This means that the activities by one community will have some impact (whether positive or negative) on other communities within the Watershed. Additionally, every action by the MR WMA or its members will similarly impact these communities. Thus, the Board serves a crucial role by enabling dozens of communities to share their ideas and concerns with their neighbors. By accounting for everyone’s perspectives, the MR WMA can most effectively pursue those watershed management practices that benefit the entire Watershed community.

To achieve these ends, the Board governs the MR WMA and is primarily responsible for overseeing and prioritizing the MR WMA’s activities. The Board consists of one representative from each member political subdivision. Importantly, while the MR WMA Board has the authority to take *some* collective action, the MR WMA’s success largely depends on each member’s ability and willingness to promote watershed management in their own jurisdictions. For this reason, one of the Director’s key roles is to serve as a messenger and facilitator between the MR WMA and their own community. Thus, it is critical that each member elect a person to represent their interests at Board meetings and other MR WMA events.



## Your Role as a Director

### *Strengthening the MR WMA*

As a coalition of political subdivisions, the MR WMA functions like a public service for the common good, much the way that nonprofits organizations do at least to the extent they are governed by a board of directors. This would be different than a nonprofit board, where the board would determine big picture goals, but the executive director and team would drive the day-to-day operations. The Board should set the general day-to-day direction of the MR WMA and adopts the annual budget.

As part of these duties, directors are tasked with strengthening the MR WMA and furthering its mission, vision, and values through collaborative decisions. Directors may use strategic planning to further the desires of the MR WMA. Strategic planning creates a blueprint for the MR WMA's objectives and methods to achieve those objectives. See Appendix A for more information. Directors should perform their duties in accordance with the MR WMA values of collaboration, stewardship, community, and education. An effective director should also frequently evaluate their own perspectives, positions, and decisions to ensure their actions are continuously aligned with the MR WMA mission and values.

#### **Collaboration:**

Directors should respectfully work together to pursue a healthy and resilient Watershed

#### **Stewardship:**

Directors should strive to implement careful and responsible planning and management of natural resources

#### **Community:**

Directors should understand diverse perspectives within their community

#### **Education:**

Directors should educate constituents about the value of water resources and ways to make the community a steward



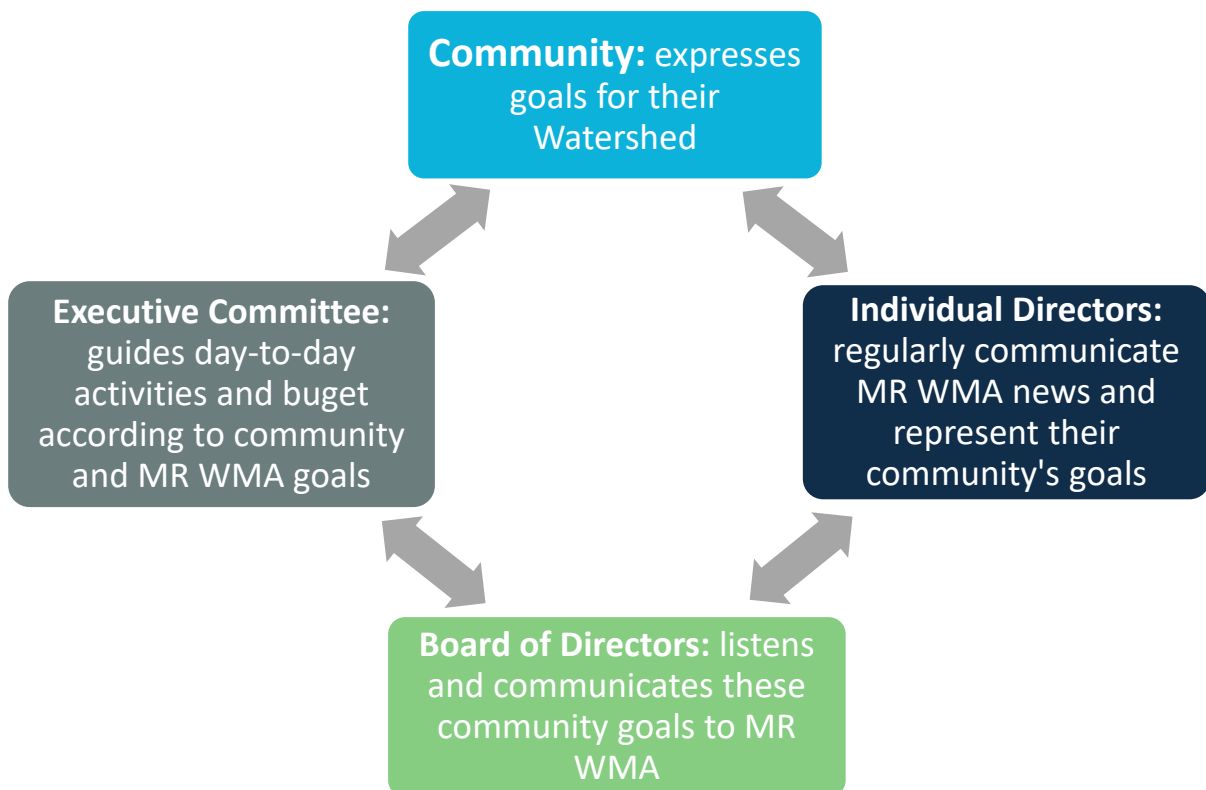
### *Your Fiduciary Duties*

The MR WMA Board functions like a governmental body. As members of the MR WMA, directors serve as public officials, which have a broad fiduciary responsibility to act in a manner that is faithful to their respective elective communities and the organization. A fiduciary duty is the highest duty imposed by law. A public official's fiduciary duty requires a party to act with the utmost good faith in furthering and advancing the interests of the public and the organization.

A director's fiduciary duty requires them to remain objective, honest, responsible, and efficient in their role with the MR WMA. Directors must always act in good faith for the MR WMA, and never in their own self-interest. In all organizational decisions, a director should exercise reasonable care and avoid placing the MR WMA in unnecessary risk. A director should act with the best of intentions to benefit the MR WMA.

### *Representing Your Community*

Directors are appointed by each member political subdivision to serve on the Board. Directors represent their respective communities and should consider the needs of their community in their decisionmaking process. Additionally, directors should regularly communicate information with their constituents regarding the following matters: MR WMA recent developments, current and upcoming projects, and opportunities for community engagement around the Watershed and its stewardship.





## MR WMA Officer Descriptions

All officers are elected for two-year terms by a majority vote of the Board of Directors.

### *Chairperson*

The Chairperson presides at Board meetings and consults with other directors to prepare meeting agendas. During meetings, the Chairperson is responsible for ensuring that the Board is following proper meeting procedure; this responsibility is known as a point of order.

Beyond meetings, the Chairperson may represent the MR WMA in external affairs to further the MR WMA's objectives. The Chairperson also has the authority to create Board committees and is responsible for signing and executing documents on behalf of the MR WMA after proper approval by the Board.

The Chairperson may perform other legally permissible functions that are necessary to ensure the MR WMA functions appropriately.

### *Vice Chairperson*

The Vice Chairperson assumes the duties of the Chairperson if the Chairperson is absent, disabled, or unavailable to carry out their duties. The Vice Chairperson will succeed the Chairperson for the remainder of the Chairperson's unexpired term if the Chairperson vacates the position.

### *Secretary/Treasurer*

The Secretary keeps meeting minutes, records meeting votes, manages Board correspondence, and ensures that meeting records are available to MR WMA members and the public. The Secretary is also responsible for sending any notices required by the MR WMA's bylaws or Iowa law. The Board may assign other functions to the Secretary.

The Treasurer oversees the MR WMA's finances, which includes helping prepare its budget, developing fundraising plans, and making financial information available to MR WMA members and the public. The Treasurer also should provide a report at each Board meeting. The Board may assign other functions to the Treasurer.

## Board Meetings: Requirements and Procedure

One of the Board's most important responsibilities is conducting business at its regular Board meetings as defined by the bylaws. These meetings enable the Board to make decisions necessary for the MR WMA to continue functioning effectively. Financial planning, project identification and implementation are examples of the crucial decisions that only the entire board can make. Board meetings are governed by Iowa law and the MR WMA bylaws.

Board attendance is vital to the MR WMA's mission and long-term success. The MR WMA bylaws require that the Board meets twice per year. These are known as "regular" Board meetings. The first regular Board meeting every year is considered the "annual" meeting. Officer



elections take place at the annual meeting if an officer's term is set to expire. A "special" meeting may be called by the Chairperson or by the written request of two other Board members. Special meetings are called for a specific purpose, like urgent matters, and the Secretary must notify all members of this purpose before the meeting.

### *Robert's Rules of Order*

The MR WMA bylaws require that all Board and committee meetings substantially comply with the latest edition of *Robert's Rules of Order*. It is crucial to become familiar with the general structure of the rules as the Board will be using these rules and procedures during meetings. *Robert's Rules of Order* will ensure meetings are managed efficiently and collaboratively, and have consistent structure and procedure. Perhaps more importantly, this structure ensures all members and matters are heard appropriately. This is especially important given the size of the MR WMA Board and its goal of effective collaboration.

### *At the Meeting*

The Chairperson will be presiding over meetings; if they are absent, this responsibility falls to the Vice-Chairperson. The Chairperson manages the meeting and designates who is to speak at any given time. At every meeting, the Secretary must take minutes. Meeting minute requirements are discussed more in depth below.

A meeting begins when it is called to order by the Chairperson. Generally, a meeting will include a reading and approval of the agenda, approval of the minutes from its last meeting, reports from directors and/or committees, unfinished business, and new business. The Chairperson will guide the transitions from one matter to the next.

To make decisions during the meeting, a member of the Board will need to make a motion. A motion is a formal proposal that invites certain action. A main motion introduces a business matter before the Board. Only one main motion may be entertained at a time. To act on a motion, the Board must follow quorum and voting requirements outlined in the following sections. At the conclusion of a meeting, the Chairperson will direct a vote to adjourn. For a more in-depth explanation about meeting procedure and how to make motions, see Appendix B for more information.





## *Meeting Attendance and Quorum*

All Board meetings require a “quorum” to conduct any business. A quorum is the minimum number of members of the Board that must be present to make a Board meeting’s proceedings legally valid and compliant. Iowa law requires a majority of the authorized number of directors of the Board to be present in any meeting to achieve quorum. The number of directors required for a quorum is unaffected by director vacancies. For example, if the MR WMA has 34 director positions, at least 18 directors must be present before the Board can conduct any business.

Accordingly, directors are expected to attend meetings, which may be held in person or virtually. Under the bylaws, members who miss three consecutive regular meetings may be asked to appoint a new director. This procedure is to encourage greater member participation at meetings to ensure that each community’s interests and concerns are represented when the Board makes decisions about how the MR WMA operates throughout the Watershed.

In the absence of a director, members may appoint up to two alternates, entitled to exercise all rights of that member’s 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.

### Why a Quorum?

A quorum ensures that all Board decisions are decided collectively and prevents a small number of Board members from taking actions that may bind the organization. However, quorum can make it difficult for organizations to be productive if directors do not attend Board meetings. Therefore, as a director, it is crucial that you participate in meetings: to ensure the requisite quorum, enable the MR WMA to act, and to share your and your community's ideas.



### *Virtual Meetings*

Virtual meetings are an important tool for effective communication, particularly because the members of the Watershed may be located several hours from each other. It is important to note virtual meetings require special consideration under Iowa law. Pursuant to Iowa Code 21.8, a governmental body may conduct a meeting virtually only in circumstances where:

- (1) meeting in person is impossible or impractical **and**
- (2) only if the governmental body complies with **all the following**:

Provides public access to the conversation of the meeting to the extent reasonably possible

The place of the meeting is the place from which the communication originates or where public access is provided to the conversation

Minutes are kept of the meeting. Minutes must include a statement explaining why a meeting in person was impossible or impractical

### *Voting*

If a regular or special Board meeting has a quorum—at least 18 directors are present—the Board is legally permitted to conduct any business. The Board must comply with voting procedures to make any valid decisions for the MR WMA. Each director has one vote. Voting procedures are outlined below.



## The General Voting Procedure

### (1) Making a motion

- A member introduces a new matter to the Chairperson.
- "I move to consider [new idea]."

### (2) Seconding a motion

- Another member may second the motion, which allows the motion to be considered by the group.
- Keep in mind, seconding a motion does not necessarily mean you agree with the motion, just that you agree it should be discussed.
- "I second that motion."

### (3) Restating of the motion by the Chairperson

- The Chairperson will restate the question on motion to ensure that all members know exactly what proposal is before it and to ensure all members properly heard the new matter.
- "It is moved and seconded that...." Is there any debate?

### (4) Discussing and debating the motion

- Normally, the person that initially introduced the motion will speak first. All members are encouraged to voice their questions and concerns during this time.
- Although some motions may seem straightforward, discussing the motion is an important opportunity for members to voice their opinions and suggestions.
- Secondary motions are allowed at this time. For more information please review the Robert's Rules Cheat Sheet, Appendix B.

### (5) Voting on the motion

- When no one else wishes to debate or discuss the matter, the Chairperson may seek to administer a vote.
- "The question is on the motion to...those in favor of the motion say, aye, those opposed say, no."

### (6) The Chairperson announces the result of the vote

- The Chairperson should disclose whether the motion passed and indicate the effect of the vote if appropriate.
- "The ayes/nays have it, and the motion is adopted."



## Meeting Minutes

Minutes are an official written record of actions the Board and committees took at a meeting. It is important to provide a record of all matters, discussions, decisions, and conflicts for future reference. This written document may also serve a legal purpose, as it will provide documentation of the MR WMAs compliance with Iowa law and its bylaws.

### Requirements for Meeting Minutes

Must be taken at every meeting	List members present and absent	Provide reason for member's absence
When votes are taken, document each director's vote, as well as abstentions	If meeting is held online, include a statement explaining why an in-person meeting was impossible or impractical	If a member abstained from voting, provide reason

## Committees

The Chairperson may create Board committees as they deem necessary. The MR WMA currently has three committees: the Executive Committee, the Technical Committee, and the Water Monitoring Committee.

Committees should meet as often as they deem necessary to properly conduct business. A majority of Committee members are required to constitute a quorum for meetings.

### *Executive Committee*

The Executive Committee is tasked with overseeing the MR WMA's day-to-day operations and consists of the Chairperson, Vice Chairperson, Secretary/Treasurer, and four additional directors. These seven members each serve two-year terms.

Although the Executive Committee manages the MR WMA's day-to-day operations, it may not bind the MR WMA without first receiving approval by the Board. Any Board approval must comply with Board meeting procedures (discussed above). Despite needing Board approval for most actions, the Executive Committee is vital to the MR WMA's success because it regularly evaluates the MR WMA's current and future needs through monthly meetings. The Executive Committee may then use the information it gathers over several meetings to facilitate productive discussions at regular Board meetings.



### *Technical Committee*

The MR WMA's Technical Committee contributes scientific expertise to the Board to help develop well-informed, evidence-based water quality solutions. Since most members of the MR WMA are not water quality specialists, the Technical Committee takes initiative in interpreting scientific data (including the information gathered from the Water Monitoring Committee), to guide Board members in making cognizant water quality decisions.

Several Technical Committee members work for federal and state agencies concerned with environmental data. Their subject matter expertise is valuable, as are the contacts they have in their field which can further provide guidance on WMA issues. The Technical Committee is also responsible for overseeing the logistics of the WMA's existing Water Management Plan (WMP) and reporting continuous results about water quality concerns during Board meetings.

### *Water Monitoring Committee*

The Water Monitoring Committee is responsible for measuring and collecting water samples to assess water quality across the WMA. The Water Monitoring Committee consists of WMA Board directors and volunteers alike who identify vulnerable areas of the river and collect samples to draw more attention to highly polluted areas. Samples from the Maquoketa River are then sent to the hydrologic laboratory at Coe College in Cedar Rapids to be properly analyzed for heavy contaminants such as nitrate. This data is then interpreted by the MR WMA's Technical Committee to guide the Board in making well-informed water-quality decisions.

## The MR WMA Watershed Coordinator

The Watershed Coordinator guides the implementation of watershed management plans. The Watershed Coordinator is responsible for the following tasks: identifying grant opportunities; managing and executing grant projects; coordinating and facilitating with the Executive Committee and the Board; providing support and representing the MR WMA at external meetings and conferences; maintaining communication channels; and complying with other contractual duties, as necessary. The Watershed Coordinator plays a vital role in the Watershed, as they assist in guiding the execution of Watershed projects. In many ways, the Watershed Coordinator serves as a connector between the local community, stakeholders, and the MR WMA.



## Appendices

- A. Strategic Planning Guide
- B. Robert's Rules Cheat Sheet
- C. Iowa Code Section 466B Excerpt
- D. MR WMA 28E Agreement
- E. MR WMA Bylaws



# Appendix A. MR WMA Strategic Planning Model

## Why Use a Strategic Plan?

Corporations and nonprofits have become increasingly invested in strategic planning as a tool to increase their organizational effectiveness.<sup>1</sup> Although WMAs are statutorily created government entities, they operate under similar organizational structures as for- and nonprofit corporations, at least to the extent that they are governed by a board of directors.<sup>2</sup> Additionally, like nonprofit organizations, WMAs capacity is often curtailed by ongoing fiscal and human resources challenges; WMAs generally rely on external grants and often struggle to afford staff like a Watershed Coordinator.<sup>3</sup> Strategic planning is a method of combatting organizational challenges like these by clarifying goals and setting an actionable plan to achieve them.

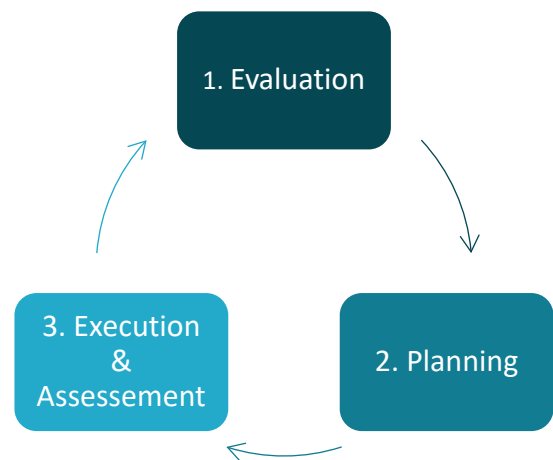
An effective strategic plan can enable the MR WMA to confront its most important (and perhaps most difficult or sensitive) issues.<sup>4</sup> It is a blueprint that defines what the MR WMA desires to achieve and how it intends to achieve it. When done properly, a strategic plan is less susceptible to short-term environmental shifts; instead, it provides the MR WMA with a flexible framework for pursuing its fundamental goals over a longer period.<sup>5</sup> Strategic planning can also help guide and motivate the MR WMA’s Board, which is responsible for seeing that the MR WMA furthers its mission (and its Watershed Management Plan).<sup>6</sup>

## Strategic Planning Model Overview

A strategic plan is not a substitute for effective leadership; it is a tool for the Board to deploy to achieve the MR WMA’s purpose. This means that the Board *must* be committed to its creation and execution for it to be effective.<sup>7</sup> When the MR WMA decides to develop its strategic plan, it should identify specific individuals in leadership to direct the process and see that the MR WMA is utilizing it effectively.<sup>8</sup>

There is no one-size-fits-all strategic plan; to be actionable, it should reflect an organization’s unique purpose, needs, and capacity. This strategic plan model takes a “less is more” approach and provides the MR WMA with the foundation to strengthen its organizational effectiveness. As the MR WMA grows and becomes more efficient at implementing its strategic plan, it may adapt this model to address more complex needs and challenges.

This model is a three-process cycle: evaluation, planning, and execution and assessment. It begins with evaluating the MR WMA’s purpose, strengths, and weaknesses. After evaluation, it then provides a basic structure for the MR WMA to develop actionable goals, objectives, and strategies. This planning stage should bridge the gap between what the MR WMA wants to achieve and how it can achieve it. Finally, as the MR WMA implements its plan, it should regularly assess its progress and adjust its strategies to respond to any internal and environmental changes.





## 1. Evaluation

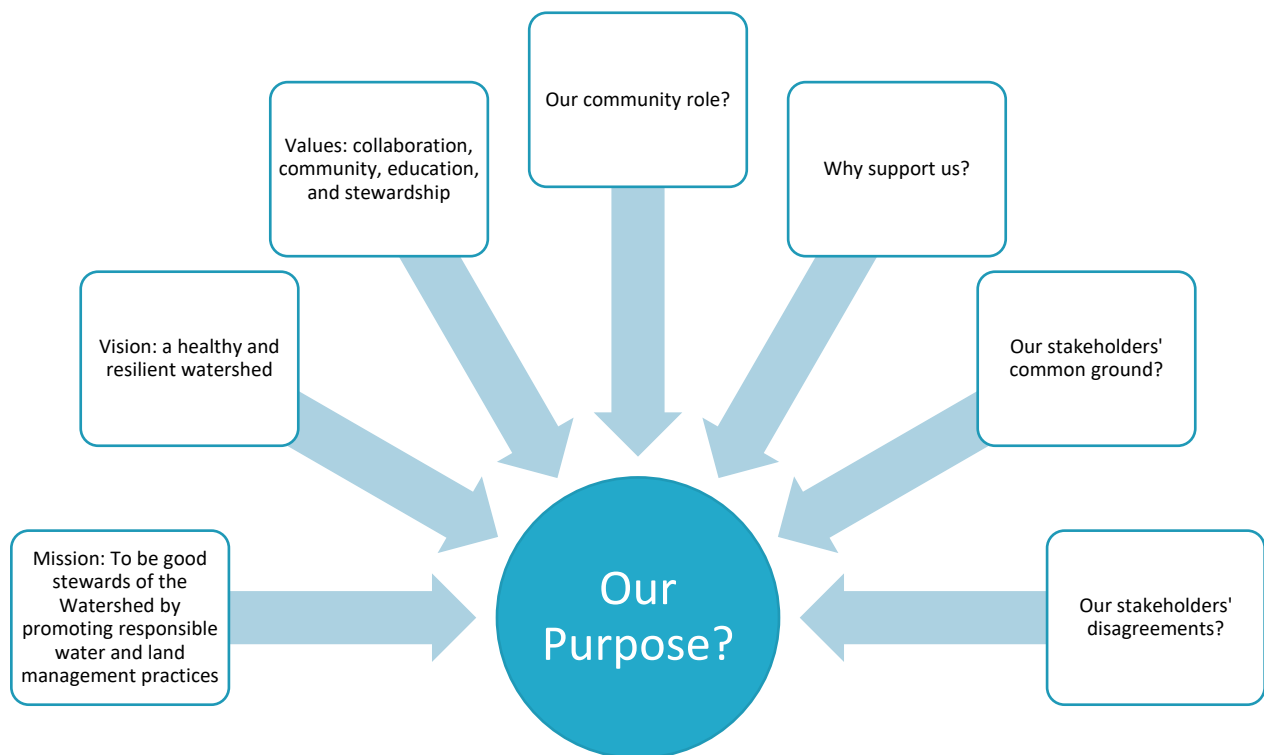
This model recommends a two-step evaluation of the MR WMA: purpose identification and a SWOT analysis. This evaluation is designed to help the MR WMA take inventory of its priorities and current organizational capacity to pursue these priorities. In its broadest sense, this evaluation should answer the question, “Where is the MR WMA now?”

### *Purpose Identification*

The MR WMA’s strategic plan should strive to achieve the MR WMA’s purpose. The MR WMA’s purpose is reflected in its mission, vision, and values, and explains why the MR WMA exists. The MR WMA should use these principles as its organizational compass to evaluate if it’s on the right path. If not, the MR WMA should assess whether its purpose has evolved and amend its mission and vision as necessary to reflect this new perspective. This model suggests reviewing the MR WMA’s purpose annually, such as at the annual Board. Questions the MR WMA may ask itself at this stage include:

1. How do we envision our role in the community?
2. What do we value?
3. What change do we want to see in the community?
4. Why should the community and its members support us as an organization?
5. How do our member political subdivisions agree and disagree about these questions?

The MR WMA may use the diagram below to organize its answers to these questions and visualize how they relate to one another and its focal purpose. This model recommends answering the above questions in the external circles first, then using these answers to craft the MR WMA’s purpose in the center bubble.



## *SWOT Analysis*

SWOT is a strategic planning process that evaluates the MR WMA’s strengths, weaknesses, opportunities, and threats. These can be characterized according to whether they are helpful (strengths and opportunities) or harmful (weaknesses and threats) to the organization, as well as whether they are internal (strengths and weaknesses) or environmental (opportunities and threats) factors. Questions the MR WMA might ask include:

1. What is our current organizational capacity?
2. What resources are available?
3. What resources do we need or want?
4. What external actors can work in our favor or against us?
5. What are the obstacles to achieving our purpose?
6. What can we leverage to pursue our purpose?
7. What role are our members playing?

	Helpful to the MR WMA	Harmful to the MR WMA
Internal (Organizational) Factors	<h3 style="text-align: center;">Strengths</h3> <ul style="list-style-type: none"> <li>Wide latitude to determine the MR WMA’s priorities under Iowa Code § 466B</li> <li>Voluntary per capita member financial contributions</li> <li>Near-complete Watershed Management Plan</li> </ul>	<h3 style="text-align: center;">Weaknesses</h3> <ul style="list-style-type: none"> <li>Difficulty achieving quorum at Board meetings</li> <li>Limited operational capacity and human resources</li> <li>Lack of internal strategic plan to guide the Board</li> </ul>
External (Environmental) Factors	<h3 style="text-align: center;">Opportunities</h3> <ul style="list-style-type: none"> <li>Ability to receive private donations and contributions</li> <li>Collaboration with community partners and Iowa agencies</li> </ul>	<h3 style="text-align: center;">Threats</h3> <ul style="list-style-type: none"> <li>All Iowa WMAs compete for the same limited grants</li> <li>Agricultural community may distrust the purpose of WMAs</li> </ul>

## 2. Planning

This model recommends that the MR WMA structure its strategic plan as a hierarchy of related goals, objectives, and strategies.



### *Goals*

The MR WMA’s goals are those things it most wants to accomplish. Primary goals directly connect to the MR WMA’s mission and vision. Secondary goals focus on developing the MR WMA’s foundation and strengthening its ability to pursue its primary goals. They may relate to funding, staffing, offered services, and any other factors that contribute to the MR WMA’s capacity to achieve its mission. Ideally, the MR WMA should develop goals that coincide with its mission, vision, and values.

Fortunately, the MR WMA should already have a head start on defining its goals if it thoroughly identified its purpose. Determining its goals requires asking the same question: What change does it want to see in the community? This model recommends listing as many goals in a two-column table as possible, before refining those goals the MR WMA determines are most relevant to its stated purpose.

Our Purpose: [restated here]	
Primary Goals	Secondary Goals
<ul style="list-style-type: none"> <li>• Implement at least two watershed improvement projects in high-priority HUC-12 areas per year.</li> <li>• Provide education and financial support to local farmers who are interested in adopting land and water conservation practices.</li> </ul>	<ul style="list-style-type: none"> <li>• Increase Board excitement about and engagement with MR WMA activities and watershed improvement.</li> <li>• Increase operating budget to support a watershed coordinator and additional watershed-related projects.</li> <li>• Partner with local organizations to increase community support for watershed improvement.</li> </ul>

## Objectives

Objectives are well-developed tactics that will help the MR WMA achieve its goals. Objectives should be SMART: Specific, Measurable, Achievable, Relevant, and Timely. The MR WMA can develop two types of objectives. Process objectives reflect the MR WMA's activities and operations—for example, to *hire* and *retain* a Watershed Coordinator. Outcome objectives describe measurable changes that help advance the MR WMA's mission and vision—for example, to *increase* the percent of member attendance at Board meetings. Generally, the MR WMA probably have more than one objective to pursue each goal.

### Specific

- What exactly does the MR WMA want to achieve?

### Measurable

- What indicators will the MR WMA use to track whether it has achieved its objective?

### Achievable

- The objective should be attainable based on the resources and information available to the MR WMA.

### Relevant

- The objective should align with the MR WMA's goal and broader purpose.

### Timely

- When should the MR WMA achieve this objective by? Deadlines should be realistic but promote diligence.

## Strategies

Finally, strategies are those actionable steps that the MR WMA can immediately take to implement its objectives. In a broad sense, strategies are the actions, projects, and policies that respond directly to the MR WMA's challenges.<sup>9</sup> Although every organization—including the MR WMA—has strategies in place, deliberate strategic planning helps refine its actions to achieve its goals and purpose more effectively.<sup>10</sup>

There may be countless strategies for each objective, but for this model to be effective, strategies should account for the internal and external factors the MR WMA identifies in its SWOT analysis. Strategies can be formulated to either leverage the MR WMA's strengths and opportunities, or to counteract its weaknesses and threats. At the same time however, the MR WMA's strategies should be practical according to its organizational capacity at the time it develops its strategic plan. For example, for strategy 1a and 2b (below) to be effective, there must be someone within the MR WMA who has the time and ability to actively communicate with the MR WMA's members and directors. The MR WMA should address this potential challenge when settling on its preferred strategies, particularly given its available human resources are quite limited.

### *Example Goal, Objectives, and Strategies Formulation*

**Secondary Goal: Increase Board excitement about and engagement with MR WMA activities and watershed improvement.**

**Objective 1: Achieve quorum (18 attending directors) at all Board meetings in FY 2023.**

**Objective 2: Fill all director vacancies by Q4 2022.**

Strategy 1a: Contact directors by phone or email monthly to strengthen intra-MR WMA network.

Strategy 1b: Hold in person Board meetings with the opportunity for directors to attend virtually via Zoom.

Strategy 2a: Develop and distribute a Board Manual outlining basic director responsibilities and importance for their communities.

Strategy 2b: Solicit feedback from member cities on how to make director positions more accessible.

### 3. Execution & Assessment

#### Execution

A strategic plan will remain ideas on paper if there is no well-defined method for implementing its strategies. While the MR WMA’s strategies should be immediately actionable, there may nevertheless be potential internal and environmental barriers to executing its strategic plan effectively. For illustration purposes, this model focuses specifically on addressing human resources, an area that has historically been a challenge for the MR WMA h.

Effective execution requires accounting for current MR WMA stakeholders’ capacity to act.<sup>11</sup> For example, who on the Board has the time, energy, and skills to network with their fellow directors monthly? Are there any directors who are familiar with information gathering and synthesis who can solicit information from MR WMA members? If nobody, who on the Board is willing to develop the skills that will enable them to fill this role?

Equally important is the MR WMA’s organizational *motivation* to act. Is the Board invested in implementing the strategic plan? If not, is the MR WMA capable of shifting its culture to create excitement about organizational change?<sup>12</sup> A three-part framework is useful when asking this question: determine that the stakeholders are convinced that change is needed; that these stakeholders are motivated and enthusiastic about their role in making this change; and systems are in place to support these stakeholders as they pursue this change.<sup>13</sup>

Once the MR WMA identifies those stakeholders with the capacity and motivation to pursue the MR WMA’s desired change, it should coordinate the strategic plan’s execution among these individuals. This step can become quite detailed depending on the strategic plan’s complexity, but this model suggests the MR WMA begin with a basic structure, using the sample below.<sup>14</sup>

Goal: Increase Board excitement about and engagement with MR WMA activities and watershed improvement.				
Objective	Strategy	Measure (Tactic)	Person Responsible	Deadline
<b>Achieve quorum (18 attending directors) at all Board meetings in FY 2023.</b>	Contact directors monthly to strengthen intra-MR WMA network	E-mails and phone calls	Secretary	Third Friday of every month
	Hold in-person Board meetings with virtual attendance option	Meeting notice with request for in-person or Zoom RSVP	Chairperson	Bi-annually
<b>Fill all director vacancies by Q4 2022.</b>	Develop and distribute Board Manual	Distribute materials to all current directors	Watershed Coordinator	June 2022
	Solicit member feedback to improve Board accessibility	Survey at least one-quarter of all members	Executive Committee	End of Q3 2022

## *Assessment*

The MR WMA should regularly assess its progress toward achieving its strategies, objectives, and goals. When done effectively, assessments enable the MR WMA to identify why and when it should adapt its strategies, particularly as internal and external factors evolve. A thorough assessment might include:

- (1) a method to evaluate how well the MR WMA is executing its overall strategic plan;
- (2) a method to track the MR WMA’s progress toward its goals and objectives; and
- (3) a method to monitor changes in internal and environmental factors that may impact the effectiveness of its current strategies.

This model focuses on monitoring the MR WMA’s progress toward effectively implementing its chosen strategies. However, the MR WMA can adjust the following table (continued from the Execution table above)<sup>15</sup> to include indicators evaluating progress toward its goals and objectives.

<b>Goal: Increase Board excitement about and engagement with MR WMA activities and watershed improvement.</b>				
Strategy	...	Possible Obstacles	Methods to respond to Obstacles	Indicators of Success
Contact directors monthly to strengthen intra-MR WMA network		Outdated contact information. Low response rate.	Request directors to provide preferred method of contact.	Number of director responses.
Hold in-person Board meetings with virtual attendance option		Director access to technology for virtual attendance. Logistical challenges with two formats.	Seek technical assistance to train directors on basics of using Zoom software.	Number of directors participating in each format.
Develop and distribute Board Manual		Board does not connect with its contents.	Amend Manual based on Board feedback.	Percent increase in active director participation at Board meetings.
Solicit member feedback to improve Board accessibility		Low response rate. Members disinterested in Board involvement.	Ask Board to encourage fellow directors and members to provide input.	Number of member survey responses.

## Conclusion

This model serves as a foundation for the MR WMA to begin developing its own strategic plan that reflects its members' goals and motivations for the future. This model uses a three-cycle framework that the MR WMA should treat as a template that it may adjust as necessary to meet its specific needs going forward. For additional information about more comprehensive strategic planning, we recommend the following resources:

MICHAEL ALLISON & JUDGE KAYE, *STRATEGIC PLANNING FOR NONPROFIT ORGANIZATIONS: A PRACTICAL GUIDE FOR DYNAMIC TIMES* (3d ed. 2015).

JOHN M. BRYSON, *STRATEGIC PLANNING FOR PUBLIC AND NONPROFIT ORGANIZATIONS: A GUIDE TO STRENGTHENING AND SUSTAINING ORGANIZATIONAL ACHIEVEMENT* (2018).

Paul C. Gratton, *Organization Development and Strategic Planning for Non-Profit Organizations*, *ORG. DEV. J.*, Jul. 1, 2018.

Below are the templates used in this model, which have been revised to be printer-friendly and editable on Microsoft word. Good luck strategic planning!

---

<sup>1</sup> Paul C. Gratton, *Organization Development and Strategic Planning for Non-Profit Organizations*, *ORG. DEV. J.*, Jul. 1, 2018, at 2.

<sup>2</sup> *Id.*

<sup>3</sup> *See id.*

<sup>4</sup> MICHAEL ALLISON & JUDGE KAYE, *STRATEGIC PLANNING FOR NONPROFIT ORGANIZATIONS: A PRACTICAL GUIDE FOR DYNAMIC TIMES* 5 (3d ed. 2015).

<sup>5</sup> *Id.* at 2.

<sup>6</sup> *Id.* at 3.

<sup>7</sup> *Id.* at 59.

<sup>8</sup> *Id.* at 38.

<sup>9</sup> JOHN M. BRYSON, *STRATEGIC PLANNING FOR PUBLIC AND NONPROFIT ORGANIZATIONS: A GUIDE TO STRENGTHENING AND SUSTAINING ORGANIZATIONAL ACHIEVEMENT* 213 (2018).

<sup>10</sup> *Id.* at 214.

<sup>11</sup> *See generally* ALLISON & KAYE, *supra* note 4, at 212.

<sup>12</sup> *See id.*

<sup>13</sup> *Id.* at 213.

<sup>14</sup> Modeled from *id.* at 218.

<sup>15</sup> Modeled from *id.* at 208.

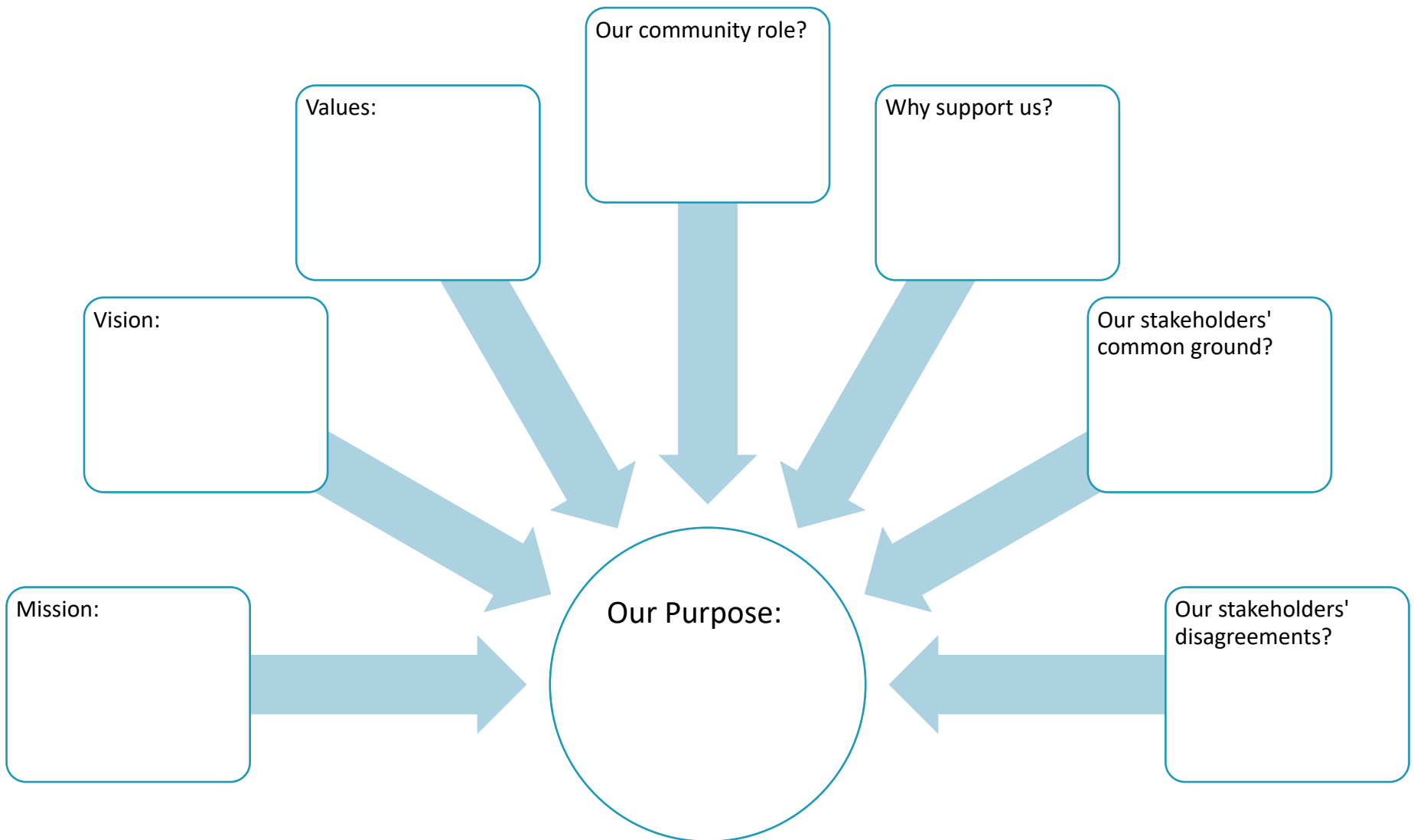




Strategic Plan Templates

1. MR WMA Evaluation

Purpose Identification



SWOT Analysis

		Helpful to the MR WMA	Harmful to the MR WMA
Internal (Organizational) Factors		Strengths	Weaknesses
External (Environmental) Factors		Opportunities	Threats

2. Goal, Objective & Strategy Planning

Goal Identification

Our Purpose: [restated here]	
Primary Goals	Secondary Goals

## SMART Objective Development

Goals	SMART Objectives to Achieve the Goal
Goal:	
Primary or Secondary (circle one)	
Goal:	
Primary or Secondary (circle one)	
Goal:	
Primary or Secondary (circle one)	
Goal:	
Primary or Secondary (circle one)	

S	Specific	• What exactly does the MR WMA want to achieve?
M	Measurable	• What indicators will the MR WMA use to track whether it has achieved its objective?
A	Achievable	• The objective should be attainable based on the resources and information available to the MR WMA.
R	Relevant	• The objective should align with the MR WMA's goal and broader purpose.
T	Timely	• When should the MR WMA achieve this objective by? Deadlines should be realistic but promote diligence.

Strategic Planning Map

Goal:

SMART Objective:

SMART Objective:

Actionable Strategy:

Actionable Strategy:

Actionable Strategy:

Actionable Strategy:

*Execution & Assessment*

Goal:							
Objective	Strategy	Measure (Tactic)	Person Responsible	Deadline	Possible Obstacles	Methods to respond to Obstacles	Indicators of Success



## Appendix B. Robert's Rules of Order

### A Quick Guide to Motions and Voting

#### *Guiding Principles at Every Meeting*

Everyone has the right to participate in discussion before anyone may speak a second time. This is to ensure that all voices are heard and a single person does not monopolize the discussion.

Everyone at a meeting should understand what is happening at all times, so interruptions are rarely permitted.

Only one **motion** (one issue) can be discussed at a time. After being recognized by the Chairperson, any member can introduce a motion for discussion.

#### *To act on a motion, the board must follow quorum **and** voting requirements*

##### Quorum

- Iowa law requires a majority of the authorized Board of Directors be present in any meeting to achieve quorum.
- The number of directors required for a quorum is unaffected by director vacancies.

##### Voting

1. Making motion
2. Seconding a motion
  - a. Another member may second the motion, this allows the motion to be considered by the group.
  - b. Keep in mind, seconding a motion does not necessarily mean you agree with the motion.
3. Restating of the motion by the Chairperson
  - a. The Chairperson will restate the question on motion to ensure that all members know exactly what proposal is before it and to ensure all members properly heard the new matter.
4. Discussing and debating the motion
  - a. Although some motions may seem straightforward, discussing the motion is an important opportunity for members to voice their opinions and suggestions.
  - b. Secondary motions allowed at this time.
5. Voting on the motion
6. The Chairperson announces the result of the vote





## A Guide to Meeting Actions

You want to bring up a new idea before the board.	<ul style="list-style-type: none"><li>• After recognition by the Board Chairperson, present your main motion.</li><li>• A second will be required in order for discussion to occur.</li></ul>
You want to change some of the wording in a motion under consideration.	<ul style="list-style-type: none"><li>• Move to Amend. You can add words, strike words, or do both.</li><li>• "I move to amend the motion by..."</li></ul>
You like the idea of a motion being discussed, but you want more than simple word changes.	<ul style="list-style-type: none"><li>• Move to Substitute your motion for the original motion.</li><li>• If seconded, discussion will continue on both motions and eventually the board will vote on which motion they prefer.</li></ul>
You want more study and/or investigation given to the idea being discussed.	<ul style="list-style-type: none"><li>• Move to refer to a committee. Try to be specific about what you are asking the committee to research.</li></ul>
You want more time personally to study a proposal being discussed.	<ul style="list-style-type: none"><li>• Move to postpone to a definite time or date.</li></ul>
You are tired of the current discussion.	<ul style="list-style-type: none"><li>• Move to limit debate to a set period of time or a set number of speakers.</li></ul>
You have heard enough discussion.	<ul style="list-style-type: none"><li>• Move to close the debate. This cuts off discussion and brings the board to a vote on the pending questions only.</li></ul>
You want to postpone a motion until some later time.	<ul style="list-style-type: none"><li>• Move to table the motion to a definite time or date.</li></ul>
You want to take a short break.	<ul style="list-style-type: none"><li>• Move to recess for a set period of time.</li></ul>
You want to end the meeting.	<ul style="list-style-type: none"><li>• Move to adjourn.</li></ul>
You are unsure about voting results.	<ul style="list-style-type: none"><li>• Call for a "division of the board."</li><li>• A roll call vote should be taken.</li></ul>
You want clarification on procedure.	<ul style="list-style-type: none"><li>• Call for "point of information" if you want clarification on a procedure or anything else.</li><li>• Call for "point of order" if you believe the wrong procedure is being used.</li><li>• State your question to the board chairperson.</li></ul>
You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.	<ul style="list-style-type: none"><li>• Move to reconsider.</li></ul>
You want to change action voted on at an earlier meeting.	<ul style="list-style-type: none"><li>• Move to rescind.</li></ul>



### *Motion Quick Reference*

	Must be Seconded	Open for Discussion	Can be Amended	Vote Required to Pass	May be Reconsidered or Rescinded
Main motion	X	X	X	Quorum	X
Amend Motion	X	X		Quorum	X
Kill a Motion	X			Quorum	X
Limit Debate	X		X	Quorum	X
Close Discussion	X			Quorum	X
Recess	X		X	Quorum	
Adjourn (end meeting)	X			Quorum	
Refer to Committee	X	X	X	Quorum	X
Postpone to a later time	X	X	X	Quorum	X
Table	X			Quorum	
Postpone Indefinitely	X	X	X	Quorum	X



# Appendix C.

authority to assist in the implementation of community-based subwatershed improvement plans.

[2008 Acts, ch 1034, §9](#); [2011 Acts, ch 119, §10](#)

#### **466B.10 Floodplain managers.**

The council shall encourage and support the formation of a chapter of the association of state floodplain managers in Iowa that would provide a vehicle for local floodplain managers and floodplain planners to further pursue professional educational opportunities.

[2010 Acts, ch 1193, §128](#)

#### **466B.11 Flood education.**

The Iowa state university agricultural extension service, the council, and agency members of the council shall, to the extent feasible, work with floodplain and hydrology experts to educate the general public about floodplains, flood risks, and basic floodplain management principles. This educational effort shall include developing educational materials and programs in consultation with floodplain experts.

[2010 Acts, ch 1193, §129](#)

**466B.12 through 466B.20** Reserved.

## SUBCHAPTER II

### WATERSHED MANAGEMENT AUTHORITIES

#### **466B.21 Definitions.**

As used in [this subchapter](#), unless the context otherwise requires:

1. “Authority” means a watershed management authority created pursuant to a [chapter 28E](#) agreement as provided in [this subchapter](#).

2. “Board” means a board of directors of a watershed management authority.

[2010 Acts, ch 1116, §3](#); [2013 Acts, ch 132, §58](#)

#### **466B.22 Watershed management authorities created.**

1. Two or more political subdivisions may create, by [chapter 28E](#) agreement, a watershed management authority pursuant to [this subchapter](#). The participating political subdivisions must be located in the same United States geological survey hydrologic unit code 8 watershed. All political subdivisions within a watershed must be notified within thirty days prior to organization of any watershed management authority within the watershed, and provided the opportunity to participate.

2. The [chapter 28E](#) agreement shall include a map showing the area and boundaries of the authority.

3. A political subdivision may participate in more than one authority created pursuant to [this subchapter](#).

4. A political subdivision is not required to participate in a watershed management authority or be a party to a [chapter 28E](#) agreement under [this subchapter](#).

5. If a portion of a United States geological survey hydrologic unit code 8 watershed is located outside of this state, any political subdivision in such a watershed may participate in any watershed management authority which includes the county in which the political subdivision is located.

[2010 Acts, ch 1116, §4](#); [2019 Acts, ch 89, §42](#)

#### **466B.23 Duties.**

A watershed management authority may perform all of the following duties:

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.

[2010 Acts, ch 1116, §5](#)

#### **466B.24 Board of directors.**

1. An authority shall be governed by a board of directors. Members of a board of directors of an authority shall be divided among the political subdivisions comprising the authority and shall be appointed by the respective political subdivision's elected legislative body.

2. A board of directors shall consist of one representative of each participating political subdivision. [This subsection](#) shall not apply if a [chapter 28E](#) agreement under [this subchapter](#) provides an alternative board composition method.

3. The directors shall serve staggered terms of four years. The initial board shall determine, by lot, the initial terms to be shortened and lengthened, as necessary, to achieve staggered terms. A person appointed to fill a vacancy shall be appointed in the same manner as the original appointment for the duration of the unexpired term. A director is eligible for reappointment. [This subsection](#) shall not apply if a [chapter 28E](#) agreement under [this subchapter](#) provides an alternative for the length of term, appointment, and reappointment of directors.

4. A board may provide procedures for the removal of a director who fails to attend three consecutive regular meetings of the board. If a director is so removed, a successor shall be appointed for the duration of the unexpired term of the removed director in the same manner as the original appointment. The appointing body may at any time remove a director appointed by it for misfeasance, nonfeasance, or malfeasance in office.

5. A board shall adopt bylaws and shall elect one director as chairperson and one director as vice chairperson, each for a term of two years, and shall appoint a secretary who need not be a director.

6. A majority of the membership of a board of directors shall constitute a quorum for the purpose of holding a meeting of the board. The affirmative vote of a majority of a quorum shall be necessary for any action taken by an authority unless the authority's bylaws specify those particular actions of the authority requiring a greater number of affirmative votes. A vacancy in the membership of the board shall not impair the rights of a quorum to exercise all the rights and perform all the duties of the authority.

[2010 Acts, ch 1116, §6](#)

#### **466B.25 Activities coordination.**

In all activities of a watershed management authority, the authority may coordinate its activities with the department of natural resources, the department of agriculture and land stewardship, councils of governments, public drinking water utilities, and soil and water conservation districts.

[2010 Acts, ch 1116, §7](#)

**466B.26 through 466B.30** Reserved.

### SUBCHAPTER III

#### WATERSHED PLANNING ACTIVITIES

#### **466B.31 Watershed planning advisory council.**

1. A watershed planning advisory council is established for purposes of assembling a diverse group of stakeholders to review research and make recommendations to various

## Appendix D.

### Maquoketa River Watershed Management Authority Agreement Pursuant to Chapter 28E of the Iowa Code

**Comes Now**, all those entities named within Exhibit “A” attached hereto who have, through their duly authorized representative, executed this agreement, agreeing to the terms and conditions set forth herein with regard to the creation of the Maquoketa River Watershed Authority Agreement pursuant to Chapter 28E of the Iowa Code. (Hereinafter referred to as the “Parties”)

**Whereas**, the Parties executing this agreement are authorized to do so pursuant to Chapter 28E of the Iowa Code, and their local governing bodies, and have done so with the purpose of creating a Watershed Management Authority pursuant to Chapter 466B of the Iowa Code same having been determined by the Parties to be to their mutual advantage, and

**Whereas**, the creation of a Watershed Management Authority will allow the parties to this agreement to work collectively towards improved watershed management practices, including efforts towards improved water quality, assessment and reduction of flood risks, education of residents of the watershed on water quality and flood related issues, and other efforts deemed beneficial to the Parties and the entire Maquoketa River Watershed.

**NOW, THEREFORE**, in consideration of the following terms and conditions, the parties do hereby agree as follows:

1. **Entity / Organization Created:** This agreement shall result in the creation of “The Maquoketa River Watershed Management Authority”, a separate and distinct legal entity. (Hereinafter referred to as the “Authority”.)
2. **Membership:** All eligible entities located within the boundaries of the Maquoketa River Watershed, described below, shall be eligible to join as a party to this agreement.
  - 2.1. The boundary of the Authority is that of United States Geological Survey Hydrologic Unit Code 8 (HUC8), #07060006, or the Maquoketa River Watershed. Attached hereto is a map/representation setting out the area and boundaries of the Authority. (See Exhibit “A”)
3. **Purpose(s):** The purposes of the Authority shall be to pursue the following goals through appropriate joint action of some or all of the Parties within the watershed: (Iowa Code §466B.23)
  - 3.1. Assess the flood risks;

- 3.2. Assess the water quality;
  - 3.3. Assess options for reducing flood risk and improving water quality.
  - 3.4. Monitor federal flood risk planning and activities.
  - 3.5. Educate residents of the watershed in regard to water quality and flood risks;
  - 3.6. Allocate moneys made available to the authority for purposes of water quality and flood mitigation.
  - 3.7. 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.
4. **Effective Date:** The effective date of this Agreement shall be the first day after the date on which all of the following conditions precedent have been met:
    - 4.1. The governing bodies of all Parties hereto have adopted a Resolution that has taken effect approving entry into this Agreement by said Party, and
    - 4.2. Duly authorized representative(s) of each Party that has approved entry into this Agreement have executed same on behalf of said entity, and
    - 4.3. This Agreement has been filed with the Iowa Secretary of State.
  5. **Duration:** The duration of this agreement shall be perpetual, subject to termination as provided subsequently herein.
  6. **Governance**
    - 6.1. **Board of Directors:** The Authority shall be governed by a Board of Directors (Hereinafter referred to as the “Board”) that will be made up of one member from each participating entity.
    - 6.2. **Meetings:** The Board shall convene within thirty days of the effective date of the agreement to elect officers that shall include a Chairperson, a Vice-Chairperson, a Secretary, and other officers deemed necessary and appropriate by the Board.
      - 6.2.1. **Quorum:** A majority of the membership of the Board shall constitute a quorum for the purpose of holding a meeting of the Board.

**6.3. Bylaws:** At the initial meeting of the Board, a committee shall be created to develop bylaws to direct and guide the Authority. The Bylaws Committee shall report back to the Board with a recommended set of Bylaws within thirty (30) days of the initial meeting of the Authority.

**6.3.1. Bylaws Approval:** Bylaws shall be approved by a majority vote of the Board at a regularly scheduled meeting of the Board of Directors

**6.4. Iowa Open Meetings and Open Records Laws:** The Board shall be subject to the Provisions of Chapter 21 and 22 of the Iowa Code with regard to Open Meetings and Open Records.

7. **Cooperation and Coordination other Entities:** The Authority shall cooperate and coordinate with local, state and federal entities and/or any other organization that may assist the Authority in the pursuit of Authority goals.
8. **Financing / Budget:** At the creation of the Authority the Authority will not independently possess any funds and will not, therefore, have a budget. Each Party to this agreement shall be responsible for any and all expenses incurred by said Party or its' representatives. The bylaws, to be developed as previously set forth herein, shall include policies and procedures related to the funding of Authority expenses.
9. **Grants:** The Authority shall have full authority to apply for and receive grants or endorse a participant to do the same for Authority purposes. However, no Party to this agreement shall be obligated to contribute or expend any sums toward said grant related projects, any contribution from a party being subject to approval by the governing body of each Party.
10. **Fiscal Restrictions:** The Authority shall have no power to impose a tax or to pledge the credit of any party to this Agreement. The Authority shall not incur a debt or other financial obligation, absent the prior agreement of the Board.
11. **Fiscal and/or Operating Year:** The Fiscal Year for the Authority shall be January 1 through December 31.
12. **Annual Report:** Annually, between January 1 and January 31, but for the month of January, 2017, the Board shall see to the preparation and delivery of an annual report to the governing bodies or all Parties, same to summarize the programs and activities conducted or expected to be conducted by the Authority during the previous, current and ensuing fiscal year.



**12.1. Audit:** The Authority shall comply with any and all State Code requirements, if any, related to the preparation of an annual financial audit and shall cooperate with the financial audits of the Parties if and when requested and otherwise appropriate.

**13. Withdrawal of Membership:**

**13.1. Notice Requirements:** A party may withdraw from membership in the Authority by providing written Notice of Withdrawal to the Board that shall include a copy of the Resolution of the governing body of the Party approving of the Withdrawal.

**13.2. Effective Date of Withdrawal:** The withdrawal shall be effective thirty (30) days after the receipt of the Notice of Withdrawal by the Board.

**13.3. Prior Obligations:** Withdrawal of membership in the Authority shall not relieve a Participant from any financial or other contribution previously approved by the withdrawing party.

**14. Additional Parties / Membership:** Any eligible entity that does not join the Authority at its' inception shall continue to be eligible for membership. Entities, if any, desiring to join the authority shall make their desire known by way of a written request of the Board.

**14.1.** The Board shall consider a request to join the Authority within sixty (60) days of the receipt of such a request and may condition the granting of membership on any and all legal and appropriate grounds. Upon approval by the Board a new member shall considered an official member of the Authority upon the presentation to the Board of a fully executed resolution of the governing body of said proposed member, a signed addendum to this agreement, agreeing to be bound by the terms hereof, the by-laws of the Authority, and any other then existing rules and regulation of the Authority, and the recordation of said Addendum with the Iowa Secretary of State.

**15. Dissolution of Authority:** The Authority, created by the terms of this Agreement, may be terminated by a 2/3 vote of the entire Board of Directors. (Not a 2/3 vote of a quorum of the Board of Directors.) Upon termination the Authority shall dissolve, and the affairs, and finances if any, of the Authority shall be managed as set forth within the Authority By-Laws.

**16. Amendment:** This Agreement may only be amended in writing, and to be effective, the amendment must be approved by a 2/3 vote of the entire Board of Directors.

**17. Severability / Invalidity:** If any term, provision, or condition of this Agreement shall be determined to be invalid by a court of competent jurisdiction, such invalidity shall in no way

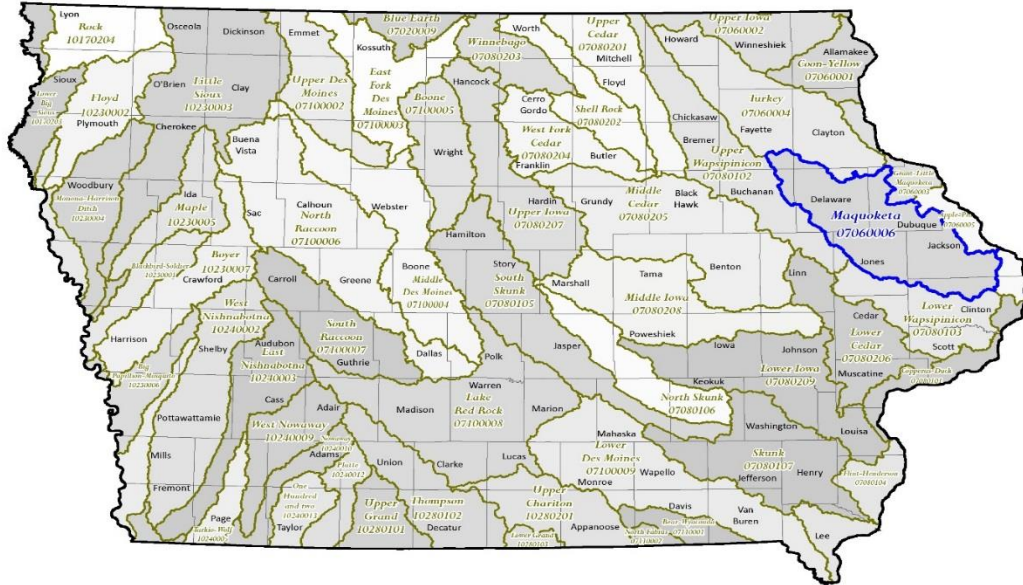
effect the validity of any other term, provision, or condition of this Agreement, and the remainder of the Agreement shall survive in full force and effect unless to do so would substantially impair the rights and obligations of the parties to this Agreement, or would substantially frustrate the attainment of the purposes of this Agreement.

18. **Applicable Law:** This Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Iowa. This Agreement is made pursuant to statutory authority granted to the parties pursuant to Chapters 28E and 466B of the Iowa Code.
19. **Entire Agreement:** This Agreement represents the entire agreement of the Parties, no oral or written representations but for those set forth within the four corners of this Agreement are binding or of any effect.

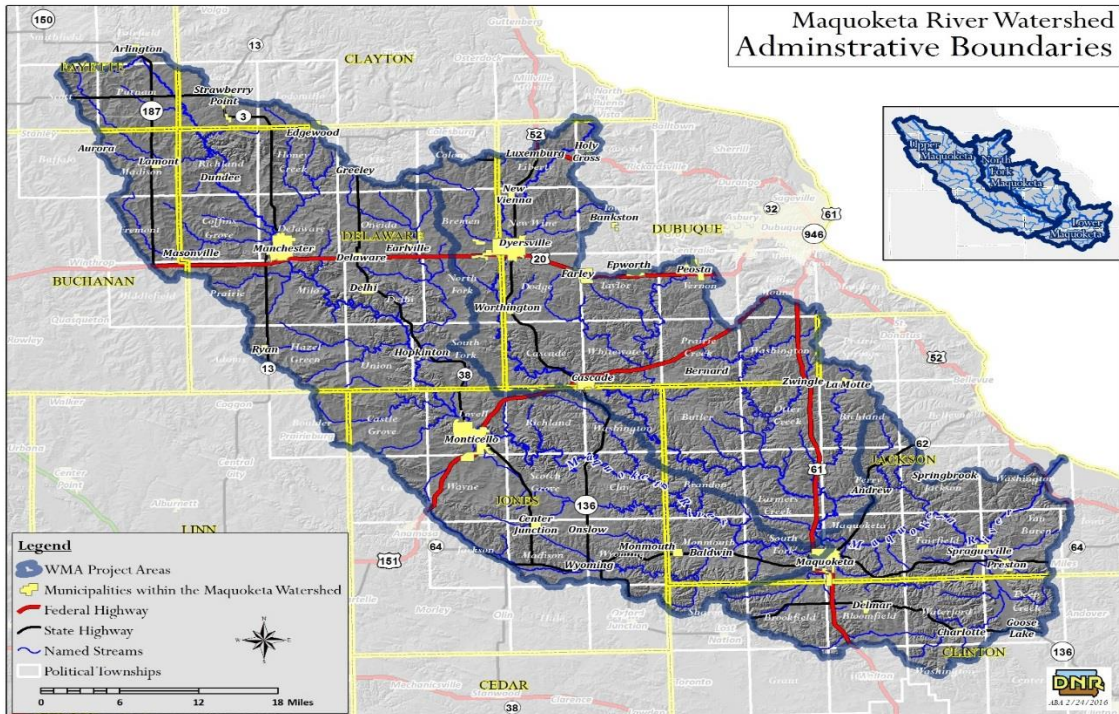
Participating entity signatures are all located on the following pages.

# Exhibit "A"

## United States Geological Survey Hydrologic Unit Code 8 (HUC8), #07060006 "The Maquoketa River Watershed"



Map Created by  
**DNR**  
4/4 10/26/2016



Signed and dated on this \_\_\_\_\_ day of \_\_\_\_\_, 2017

City of \_\_\_\_\_

By: \_\_\_\_\_  
Mayor

Attest: \_\_\_\_\_  
City Clerk



# Appendix E.

**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 1<sup>st</sup> 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**

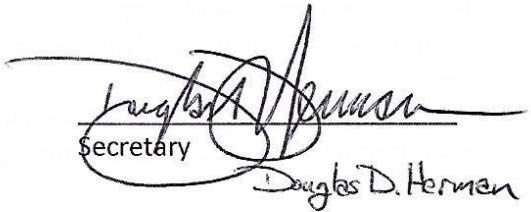
Amendments to these bylaws may be proposed by any member of the Board. Amendments may be proposed and discussed at any meeting of the Board, however, no amendment may be adopted until the subsequent meeting. All proposed amendments shall be in writing and shall be provided to all Board members at least 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**