



## **Board Fall Quarterly Meeting**

Thursday October 13, 2016

4:00-5:30 PM

Multipurpose Room, Gilbert Community Center

### **Board Members:**

Present: Erv Klaas, Ann Campbell, Jean Eells, Rick Sanders, Sonia Dodd

Absent: Tom Foster, Kevin Griggs, Suzie Moore, Mark Scott or Randy Baker (Substitute)

Quorum present: Yes

Others present: Penny Brown Huber, Kayla Hasper, Annie Fangman, Bob Kindred (City of Ames Substitute), LeAnn Harter

### **Proceedings:**

- Meeting called to order at 4:00 p.m. by Vice-Chair, Ann Campbell
- Review and Approve July 13, 2016 minutes, Erv Klaas motioned, Rick Sanders second, none opposed
- Review and discuss amendments to Bylaws led by LeAnn Harter of Story County
  - 566B is changed to 466B
  - Add definition of 466B.22 from Code of Iowa 466B.22 provides that two or more political subdivisions (defined as including cities, counties and/or soil and water conservation districts located within the same United States Geological Survey Hydrologic Unit Code 8 watershed), ...
  - Harter highlighted Section C of Article I, Membership in the Squaw Creek Watershed Management Authority is limited to cities, counties, and soil and water conservation districts located within the Squaw Creek Watershed.
  - In Article IV Section B. The Directors shall serve staggered terms of four years.
    - Bob asked if we should be tracking term limits for each representative
    - Rick said that should happen so the board knows when to re-appoint, and that the staggered basis should be established for term expirations.

- Article IV Section D. 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. Section E. A Director is eligible for reappointment.
- Article V, Section A1.a and b Remove secretary from Board of Directors. The Board may appoint a Secretary who need not be a Director. Section 3b. Terms are annual from ~~January~~ July 1<sup>st</sup> through ~~December 31<sup>st</sup>~~ June 30<sup>th</sup>.
- Article V Section A5a. If an officer is unable or unwilling to perform his or her duties as outlined in Article V, ~~Section D~~, the Board will hold a special election to elect a replacement officer.
- Article VI Section A. A plan shall be adopted by the Board at the annual meeting for the fiscal year from July 1 to June 30.
- Article VII Section A. Officers shall be elected at ~~an organizational meeting. In subsequent years~~ the annual meeting and installation of officers will be held in June. The Chair shall designate the day, time and place of the annual meeting.
- Article VII Section E. A majority of the membership of the Board 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 the Board. 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.
- Article VIII Section B. ~~A simple majority of the Board present at the meeting shall suffice to pass a measure submitted for vote at a regular meeting.~~ New Section B. 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.
  - Bob asked if removing original Article VIII Section B would still require a majority of the quorum for a vote.
  - LeAnn and Rick both said yes, according to new Article VII Section E.
- End of major proposed amendments to Bylaws.
- Ann asked if we should decide between calendar year vs. fiscal year
- Jean asked if a motion was needed to change.
- Ann mentioned whether it made a difference if the Board approved the other Bylaw changes first.
- Bob asked if there was a quorum present.
- Penny said yes, we have 5 out of 9.
- LeAnn mentioned that the current Bylaws are the same in that a decision can be made based on the majority of the Board that is present.
- Jean put forth a motion that the Board adopts all the Bylaw amendments with the addition that they go with the calendar year.
- Rick Seconds.
- Ann says all those opposed, say nay
- None opposed, motion carried

- Discuss changing the SCWMA structure to accommodate new watershed projects.
  - First, Penny introduced acting Watershed Coordinator, Kayla Hasper
  - Presentation from LeAnn Harter
    - Asking the question, can the Bylaws be amended to include Keigley Watershed?
    - Precedent in Polk County, Can the Board of Supervisors provide funding? They have 4 Watersheds coming together to form the Raccoon River Watershed Alliance.
    - LeAnn proposed an Umbrella Strategy of forming a South Skunk River Watershed Alliance
      - Templates are there to form the group, the hard part is meeting with people to form the group
    - WMA's can apply for grants. An Umbrella/Alliance technique allows individual WMA's to seek bigger grants.
    - LeAnn mentioned that Kevin Griggs stated that an alliance could have the possibility to bring on more staff and expand outreach.
    - Penny asked if prioritizing watersheds would be effective.
    - LeAnn agreed.
    - Bob asked if the main purpose of the alliance would be coordination, and LeAnn agreed.
    - Ann mentioned again the increased funding opportunities.
    - LeAnn said the main goal would be getting people to the table, prioritizing goals and strategies, and creating funding synergy. She mentioned that larger and more dynamic groups are getting the funding.
    - Erv mentioned that to get funding you also must have a watershed assessment. There could also be some limitations as far as deciding where to start and asked if HUC 10's were the size to start with.
    - Ann asked if creating a larger group would increase quorum issues that the WMA already has.
    - LeAnn stated that new quorum laws could be developed.
    - Sonia mentioned that positions could be weighted on the WMA based on Watersheds.
    - LeAnn said that was a possibility and mentioned a coordinator position would be needed.
    - Erv said that HUC 10 is a more manageable level. He has repeatedly suggested that SWCD's should be organized according to HUC 10 Watersheds. This would reduce the number of SWCD by half and would solve problems of working across created boundaries.
    - Rick asked if forming WMAs for the HUC 10s would then start the action towards starting the alliance. He then proposed that Ames, Story County,

and Story County Soil and Water Conservation District could start to form the Keigley WMA. He stated that putting together HUC 10 Authorities that could come together in alliance.

- Erv gave some insight into the history of WMAs and that they started forming them on targeted watersheds.
- LeAnn said that an alliance cannot be formed before having everyone at the table.
- Rick asked if the WMA is formed to create a plan, but has no real authority.
- Penny said yes.
- Rick said that we cannot form an alliance until we have more authorities, since we have funding on the table and the ability to make a plan then we should form an authority. The four here can reach out to others to start forming the WMA for Keigley. Then he asked if we were suggesting a change to the Squaw Creek WMA at all.
- Penny said no.
- Rick mentioned how this conversation can happen at a separate meeting instead of trying to put a square peg in a round hole.
- LeAnn asked if she can propose to the Story County Board of Supervisors that they take the leadership role to get the Keigley WMA formed.
- Rick said that the BOS would want more buy-in from the City of Ames for example, and asked Erv how the SWCD starts the process.
- Erv said at meetings.
- Penny said how it is possible for a WMA to manage another watershed plan. Prairie Rivers of Iowa is managing the creation of the Keigley Watershed Plan, but another WMA could manage an additional watershed plan.
- Rick said that there has to be some limit to what PRI and SCWMA can manage and assess. We can't get too far out over our skies and propose something that is outside of our jurisdiction.
- Penny mentioned how a lot of the people currently in attendance would be on the Keigley WMA.
- Rick asked if all we need to do is go back and tell them we got a grant and then sign a new 28E.
- Erv said yes, all parties would have to sign the 28E agreement.
- Penny mentioned how it is a good opportunity to bring those to the table who haven't agreed to be involved if we show others have shown their support as we continue to lift watershed knowledge in the area.

- Rick put the motion forth that LeAnn and Penny come to the next Story County Board of Supervisors meeting to propose that they (Story County) do the work to form a new 28E agreement for the Keigley Watershed.
  - Erv seconds the motion, and stated that the 28E agreement forces the motion along for everyone to come together.
  - Rick said that Story County would sponsor it.
  - Motion carries unopposed.
  - Bob wanted to re-affirm the what and the whys of forming the new 28E agreement. He asked if by broadening the scale we are hoping to increase engagement and communication between the different agencies and also together can move forward and more funding could be available.
  - Erv agreed and mentioned that it gets back to the Nutrient Reduction Strategy and how the plan for that is to expand watershed planning and improvements to the whole state.
  - Bob provided the analogy that it is like growing watershed planning like an onion, a layer at a time. He also warned that there has to be a balance between efficient governance and groups coming together.
  - Jean said that by adding Keigley, it should provide a 2 for the cost of 1.
  - Bob agreed by saying that there could still be one meeting with multiple WMAs present since there is a lot of overlap between the local watersheds. He asked Erv how SWCD handle coming together.
  - Erv said that there are regional meetings that allow people to coordinate and discuss, then there is a statewide meeting.
  - Sonia asked if the Skunk River Alliance would be the first in the state.
  - LeAnn said it is similar to what Polk County is trying to do.
  - Jean mentioned the Cedar River Watershed Alliance
  - LeAnn said that they have the addition of a DNR staff member
  - Erv said they have other entities represented such as the DNR and Army Corps of Engineers.
  - Bob mentioned how we are unique at the headwaters of the South Skunk and can pull people up.
  - Rick agreed that we will get some interest as the headwaters and can serve as a model for other watersheds.
- Update on Squaw Creek Watershed Plan from Kayla Hasper, Acting Watershed Coord.
  - Women Caring for the Land workshop in partnership with Women Food and Agriculture Network on November 10<sup>th</sup>.
    - Follows WFAN's established process of focusing on women landowners and working with them on understanding soil health and conservation practices.
  - Water Quality Monitors, raw data has been posted to PRI website.

- Penny said how it is just the raw data for now and that EOR will analyze the data at the end of the season and give us a summary report.
    - Rick asked if the standards were appropriate and how they were created. He asked for a list of all the different standards so they can compare apples to apples.
    - Annie explained that the eco-region standard is to protect ecology within streams. The drinking water standards are different because they protect humans from ingesting high levels of different pollutants in tap water.
    - Rick said how as we get conservation practices in hopefully we can see a difference being made over the years. He compared it to eating an elephant one bite at a time.
    - Erv explained how the Squaw Creek Watershed Coalition has been monitoring Squaw Creek and its tributaries for 15 years. Their data is on the DNR website. They are now limited to 2 snapshots a year. Last Saturday they performed one on Squaw Creek. Almost everyone said that Phosphorus was high probably due to run-off and erosion. They are continuing the monitoring and their results are comparable.
  - First hardcopy version of the Watershed Newsletter has been distributed.
    - Erv suggested placing it at coops and other related entities in the watershed.
    - Kayla confirmed that they were sent out to major partners.
  - Finishing up the Quarterly Report to IDALS.
  - New Live, Work, Play Watershed Signs have been printed and distributed to WACC team members.
    - LeAnn asked if Story County could get a larger printed version for their office.
    - Annie said she could look into it and send the file to her.
  - Annie will redesign the Steward Signs to have the zoomed in version of the watershed map. She will be contacting farmers to begin getting those ready to print.
  - Annie showed pictures of the finished soil tube displays and planned prairie root display.
  - Annie mentioned how the banners are now at the Gilbert Library and will be moved to Stanhope on Nov. 10<sup>th</sup>
- Conservation Innovation Grant – Keigley Watershed
  - Penny stated that we got the grant, but the start date has been pushed back by the federal government due to paperwork back-ups. It will not begin until November 1.
- Board Members Update on Watershed Initiatives and/or Issues

- Rick said that he would like to update that Story County is hiring people to do an assessment of the remaining HUC 12 watersheds in Story County. If they can do assessments on the HUC 12s then they will feed together to make a HUC 10 and move forward on forming another authority. This moving forward with the plan of putting watersheds together to make a larger watershed plan.
- LeAnn mentioned how they will be using the Tomer analysis and targeting areas.
- Rick said how they will use EOR.
- Erv asked if they can do that without putting out a request for bids.
- Rick said that since they have been used for other watershed analysis in the area that they have proven their capabilities. Erv agreed.
  
- Adjournment
  - Ann put forth a motion to adjourn at 5:30PM
  - Rick seconded/moved, meeting adjourned
  - Next meeting scheduled for January 12, 2017, 4-5:30PM Gilbert Community Center
  - Minutes submitted by Annie Fangman

**Bylaws governing the administration, development, operation and management of the  
Squaw Creek Watershed Management Authority**



**PREAMBLE**

The Squaw Creek Watershed Management Authority is a Watershed Management Authority as defined in *Code of Iowa* Chapter 5466B, as amended. *Code of Iowa* Section 466B.22 provides that two or more political subdivisions (defined as including cities, counties and/or soil and water conservation districts located within the same United States Geological Survey Hydrologic Unit Code 8 watershed), may create by Chapter 28E agreement pursuant to *Code of Iowa* Chapter 466B, Subchapter II a Watershed Management Authority. The purpose of such authorities is to enable cooperation in supporting watershed planning and improvements for the mutual advantage of the political subdivisions involved.

These Bylaws are intended to create an organized structure to ensure a system to manage the activities of the Squaw Creek Watershed Management Authority and to serve as a communications link with participating political subdivisions.

**ARTICLE I – AUTHORITY**

- A. The Squaw Creek Watershed Management Authority is a Watershed Management Authority pursuant to *Code of Iowa* Chapter 466B.
- B. The Squaw Creek Watershed Management Authority is established pursuant to the intergovernmental cooperation clause as set forth in Chapter 28E of the *Code of Iowa*.
- C. Membership in the Squaw Creek Watershed Management Authority is limited to cities, counties, and soil and water conservation districts located within the Squaw Creek Watershed.
- D. The Squaw Creek Watershed Management Authority shall not make policy that would require a Member to change policies as set by its governing body or require a Member to contribute funds without official action of approval by that Member’s governing body.
- E. No Member may be required to contribute funds to the 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.

**ARTICLE II – DEFINITIONS**

- A. BOARD OF DIRECTORS – Comprised of the authorized representatives of the participating political subdivisions.
- B. MEMBER – A political subdivision participating in the 28E Agreement that forms the Squaw Creek Watershed Management Authority.
- C. DIRECTOR – Authorized representative of a participating political subdivision (Member).
- D. INTERGOVERNMENTAL AGREEMENT - Legal document (Iowa 28E) signed by each participating subdivision to form a legal entity.
- E. QUORUM – Unless otherwise stated, a quorum is a simple majority of participating subdivisions.
- F. EXECUTIVE COMMITTEE – Comprised of the officers of the Board of Directors.

### ARTICLE III – NAME AND PURPOSE

- A. The name of the organization shall be Squaw Creek Watershed Management Authority.
- B. The purpose of the organization shall be to enable cooperation in supporting watershed planning and improvements in the Squaw Creek Watershed for the mutual advantage of the Members. As outlined in *Code of Iowa* Section 466B.23, a Watershed Management Authority may perform all of the following.
  - 1. Assess the flood risks in the watershed.
  - 2. Assess the water quality in the watershed.
  - 3. Assess options for reducing flood risk and improving water quality in the watershed.
  - 4. Monitor federal flood risk planning and activities.
  - 5. Educate residents of the watershed area regarding water quality and flood risks.
  - 6. Allocate moneys made available to the authority for purposes of water quality and flood mitigation.
  - 7. Make and enter into contracts and agreements and execute all instruments necessary or incidental to the performance of the duties of the authority. A watershed management authority shall not acquire property by eminent domain.

### ARTICLE IV – GOVERNANCE

- A. The affairs of the Squaw Creek Watershed Management Authority shall be conducted by the Board of Directors. Each Member shall appoint one representative to serve as a Director, and all Directors comprise the Board of Directors.
- B. **The Directors shall serve staggered terms of four years.**
- C. If a Director is removed, a successor shall be appointed by the Member for the duration of the unexpired term of the removed Director.
- D. **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.**
- E. **A Director is eligible for reappointment.**
- F. Each Director has one vote. A designated proxy may vote in the Director's absence.
- G. A Member may remove an appointed Director for misfeasance, nonfeasance, or malfeasance in office.

### ARTICLE V – COMMITTEES

- A. Executive Committee
  - 1. Officers
    - a. The Chair, Vice Chair, ~~Secretary~~, and Treasurer shall serve on the Board of Directors.
    - b. **The Board may appoint a Secretary who need not be a Director.**
  - 2. Eligibility for office
    - a. Any Board member may serve on the Executive Committee.
    - b. Method of Executive Committee selection – annual elections with any Board member eligible to serve a maximum of two terms in one office position.
  - 3. Terms of office
    - a. Successful candidates shall be elected by a majority of the Board. Officers are elected by the Board for one year terms. They may be re-elected.
    - b. Terms are annual from **January July** 1<sup>st</sup> through **December 31<sup>st</sup> June 30<sup>th</sup>**.

4. Duties
  - a. The Chair shall preside at all meetings of the Board and Executive Committee, and prepare an agenda in consultation with others. There may be other duties as determined.
  - b. The Vice Chair shall preside at meetings in the absence of the Chair, assist the Chair in fulfilling his/her duties, and attend the Board and Executive Committee meetings.
  - c. The Secretary shall keep minutes and distribute copies of minutes and is responsible for any other correspondence of the group. The Secretary shall attend all Executive Committee meetings and Board meetings.
  - d. The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in preparation of the budget, help develop fund raising plans, and make financial information available to the members and the public, and shall attend all Executive Committee and Board meetings.
  - e. In the event that both the Chair and Vice Chair are absent, the Treasurer shall serve as the pro-tem chairperson. The pro-tem chair shall be authorized to conduct the meetings and to sign any documents requiring signatures when said documents were the result of any action by the Board at the particular meeting.
5. Failure to Perform Duties
  - a. If an officer is unable or unwilling to perform his or her duties as outlined in Article V, ~~Section D~~, the Board will hold a special election to elect a replacement officer.

B. Technical Advisory Committee

1. A Technical Advisory Committee may be created to assist and advise the Board. Members shall be appointed by a simple majority of the Board. The Board may appoint a member of the Board as Committee Chairperson.

C. Other Committees

1. The Board may create other committees as needed.

## ARTICLE VI – FINANCE

- A. A plan shall be adopted **by the Board** at the annual meeting for the fiscal year from July 1 to June 30.
- B. The Board may solicit, accept and receive grants, donations, endowments, gifts, reimbursements and such other funds as are necessary to support work pursuant to this Agreement.
  1. The Board will review each opportunity for funding. After review of the opportunity, a fiscal agent will be nominated. The fiscal agent must be a Member or other organization, as selected by the **Bboard**, meeting the fiscal agent standards outlined in Article VI – Finance Section C. Should no Member or other organization accept the nomination of fiscal agent for the opportunity, the opportunity will not be considered.
  2. No action to contribute funds by a Director of the 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 Authority, except to fulfill any obligations previously made by official action by the governing body of the Member.
  3. All funds received for use by the Authority shall be held in a special fund by the fiscal agent designated by the Board of Directors of the Squaw Creek Watershed Management Authority. When funds are provided as a grant or loan directed to a Member of the Authority for a

project administered by that Member, the funds shall be retained and administered by that Member.

C. Fiscal Agent Standards

1. The responsibility of a fiscal agent is to promote the mission or purpose of the account entrusted to it, safeguard the assets of the account, and assure the propriety of all expenditures of funds and disposition of account assets. This includes:
  - a. Entering into a Fiscal Agent Agreement between the Fiscal Agent and the Authority for all opportunities. This document shall clearly identify the responsibilities of both the Fiscal Agent and the Authority. This document shall identify conditions where the agreement would be terminated.
  - b. The Fiscal Agent is responsible for recording all funding receipts and disbursements. The Fiscal Agent shall establish a separate project account for each funded project. All applicable project receipts and disbursements shall be recorded in this account.
  - c. The Fiscal Agent is responsible for submitting all required reports to the funding organization. Reporting responsibilities are to be detailed in the Fiscal Agent Agreement.
  - d. The Fiscal Agent will make all disbursements for the project. All transactions will be recorded in the project account established by the Fiscal Agent. Sufficient documentation must be maintained by the Fiscal Agent to allow the Fiscal Agent's external auditor to perform the fiscal and compliance audit of the funding.
  - e. The Fiscal Agent is responsible for maintaining records for any items as required by the funding agreement. Verification of assets according to the Fiscal Agent's periodic inventory procedures should include those assets acquired as Fiscal Agents.

**ARTICLE VII – MEETINGS**

- A. Officers shall be elected at an organizational meeting. In subsequent years the annual meeting and installation of officers will be held in June. The Chair shall designate the day, time and place of the annual meeting.
- B. The Board shall generally meet quarterly at such time and place as may be designated by the Chair, and said meeting shall be known as the regular meeting of the Board.
  1. Directors and/or their proxies are expected to attend meetings whenever possible.
  2. Absences in excess of three consecutive, regularly scheduled meetings will result in notification to the Member that they may wish to consider a reappointment.
  3. A closed session may be held by affirmative vote of two-thirds of the members present in accordance with *Code of Iowa* Chapter 21A.
- C. A special meeting may be called by the Chair or by petition of three (3) or more Directors or Members, when necessary for specific purposes requiring Board action.
- D. All meetings shall be in compliance with the Iowa Open Meetings Law (*Code of Iowa* Chapter 21A). All documents will be available to the public in compliance with the Iowa Public Records Law (*Code of Iowa* Chapter 22) and may be copied at cost, on demand.
- E. A majority of the membership of the Board 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 the Board. 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.

## ARTICLE VIII – VOTING

- A. Elections shall be by ballot or in such manner as the Executive Committee determines.
- ~~B. A simple majority of the Board present at the meeting shall suffice to pass a measure submitted for vote at a regular meeting.~~
- C. 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.

## ARTICLE IX – CONTRACTS AND OBLIGATIONS

- A. The Board of the Squaw Creek Watershed Management Authority shall not acquire, or dispose of its assets; merge; consolidate; or enter into contracts without approval of a two-thirds majority of the Members.

## ARTICLE X – ENFORCEMENT PROCEDURES

- A. Disputes
  - 1. Any disputes that arise concerning violations of policies and guidelines or concerning the terms of the Intergovernmental Agreement shall be heard by the Board of Directors.

## ARTICLE XI – WITHDRAWAL FROM MEMBERSHIP

- A. Any Member may withdraw from the Authority by the action of its governing board, unless the Authority then has unpaid debts or legal obligations, in which case the consent of the governing boards of the remaining Members to the withdrawal is required.
- B. Obligations upon withdrawal from membership
  - 1. A participating political subdivision terminating its participation in the Squaw Creek Watershed Management Authority shall continue to be fully obligated for all payments and other duties owed by such subdivision at the time of termination.
- C. Rights upon withdrawal from membership
  - 1. A participating political subdivision may request a copy of records pertaining to the participant.

## ARTICLE XII – PARLIAMENTARY AUTHORITY

- A. All meetings of all committees, including the Board of Director meetings and Committee meetings, shall be conducted according to the latest edition of Robert's Rules of Order.

## ARTICLE XIII – AMENDMENT OF BYLAWS

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

Adopted this 26<sup>th</sup> day of July, 2012.

Amended this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

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Chair

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Secretary