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LISA SMITH, COUNTY RECORDER
MADISON IOWA

Return To:

Prepared by: Richard A. Malm, 699 Walnut Street, Suite 1600, Des Moines, IA 50309-3986 (515) 246-4516

SPACE ABOVE THIS LINE FOR RECORDER

Certificate of Rules and Bylaws

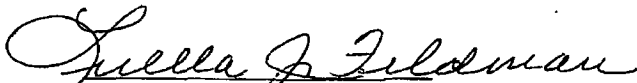
The undersigned, Tom Strait, states that he is the Secretary/Treasurer of the **Central Iowa Regional Drinking Water Commission** ("CIRDWC") and further states that CIRDWC is an organization established under Chapter 28E, Code of Iowa, pursuant to Chapter 28E Agreement dated December 26, 2002, filed with the Iowa Secretary of State, Number M021408 and recorded in the real estate records of Polk County at Book 9529 and Page 62-98, Dallas County at Book 2002 and Page 19285, Warren County at Book 2002 and Page 15544, Guthrie County at Book 2003 and Page 0062, and Madison County at Book 2003 and Page 469.

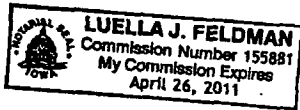
The undersigned further states that the Rules and Bylaws attached hereto were duly adopted by such 28E entity on August 26, 2008.


Secretary/Treasurer

STATE OF IOWA)
) SS:
COUNTY OF POLK)

On this 22nd day of January, 2008, before me, a Notary Public in and for the State of Iowa, personally appeared Tom Strait (to me personally known, and, who being by me duly sworn, did say that he is the Secretary/Treasurer of Central Iowa Regional Drinking Water Commission that no seal has been procured by the entity; that the attached instrument was signed on behalf of the said entity by authority of its Board and he acknowledged the execution of the instrument to be the voluntary act and deed of Central Iowa Regional Drinking Water Commission by it and by him voluntarily executed.


Notary Public in and for the State of Iowa



**RULES AND BYLAWS
OF THE
CENTRAL IOWA REGIONAL DRINKING WATER COMMISSION**

**ARTICLE I.
CENTRAL IOWA REGIONAL DRINKING WATER COMMISSION**

The Central Iowa Regional Drinking Water Commission (CIRDWC) is an organization established by a 28E Agreement executed by the parties thereto and filed and recorded as provided by law (the "28E Agreement"). These Rules and Bylaws have been adopted pursuant to authority of Section C (5) of the 28E Agreement, and for avoidance of doubt as to validity, shall be filed and recorded as provided by law for 28E agreements.

**ARTICLE II.
PURPOSES**

The purposes of CIRDWC are: (a) To enable its Members to jointly plan and coordinate implementation for water supply, treatment, distribution and storage facilities for the benefit of its Members and their respective customers, to (b) enable its Members to jointly provide services in a cost-effective manner to each other and to (c) enable its Members to undertake joint or coordinated procurement of goods and services.

**ARTICLE III.
STATEMENT OF MISSION**

In furtherance of its purposes, CIRDWC has adopted the following Statement of Mission:

To improve Central Iowa and influence public policy through coordinated planning and cooperation in an effort to promote the wise use of resources with the goal of assisting Members to provide efficient, effective infrastructure and operations to deliver adequate, safe, and affordable drinking water to the region.

**ARTICLE IV.
MEMBERS**

Section 1. The Members of CIRDWC are those counties, cities, municipal utilities and water districts that originally executed the 28E Agreement, or that have executed a joinder in the 28E Agreement after approval of its application for membership as provided herein ("Members").

Section 2. Any county, city, municipal utility or water district that has an interest in water resources, water facilities or related matters in Central Iowa (a "Central Iowa Water Agency") may become a member of CIRDWC upon application to the Board of Directors, and approval of that application at a duly constituted meeting of the Board of Directors. A Central Iowa Water Agency shall become a Member only upon execution of a joinder in the 28E Agreement.

Section 3. Termination of Membership. The Membership of any Member may be terminated if the Board of Directors shall propose such termination after a hearing on such termination at a special Meeting of the Board of Directors with not less than 15 days notice and such termination shall be approved by affirmative vote of a majority of all of the Members, cast by written ballot of the Members.

Section 4. Resignation. Any Member may resign by filing a written resignation with the Secretary/Treasurer.

Section 5. Reinstatement. Upon written application signed by a former Member and filed with the Secretary/Treasurer, the Board of Directors may, by the affirmative vote of a majority of the Directors of the Board, reinstate the former Member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in CIRDWC is not transferable or assignable.

Section 7. Upon addition of a new Member, resignation or termination of any Member, or other action affecting the list of all Members, the Chairman and Secretary/Treasurer shall execute, file and record an Amendment to the 28E Agreement to reflect such change, in accordance with the procedure set forth in Article XVI.

**ARTICLE V.
REPRESENTATIVES**

Section 1. Each Member shall designate a Primary Representative and an Alternate Representative, and a non-voting Ex Officio Representative (each a "Representative"), that are authorized to represent the Member as provided in Section C of the 28E Agreement. Primary and Alternate Representatives shall be elected or appointed officials of the Member or an interested citizen residing in the service area of the Member. Each Ex Officio Representative shall be a full time employee of a Member. Each of the Primary and Alternate Representatives shall serve a four-year term. The Members and their Primary and Alternate Representatives shall be divided into four classes and the terms of the Representatives shall be staggered according to such classes. The assignment of each Member's Representatives to a class shall be as recorded in the Minutes of the Board of Directors. After appointment each Ex Officio Representative shall serve without term and until terminated as provided herein. Each Member may also appoint one or more persons, who are full-time employees of the Member, as alternates to its Ex Officio Representative, and such alternate may act in the capacity of Ex Officio Representative of such Member in the absence of the primary Ex Officio Representative.

Section 2. Each Representative shall serve at the pleasure of the Member appointing that Representative. A Representative that is an elected or appointed official or full time employee shall be deemed to be removed from appointment as a Representative upon termination of service in such capacity. An interested citizen shall be deemed removed if no longer a resident within the service area of the Member.

Section 3. All vacancies with respect to Representative positions arising from expiration of terms, removal, resignation or termination shall be filled by the Member. The CIRDWC Chairperson may notify any Member of any vacancy and request a new appointment.

Section 4. If a Member's Primary or Alternate Representatives fail to attend three consecutively scheduled meetings of CIRDWC, the CIRDWC Chair shall notify the Member to request appointment of different persons as Representatives.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. CIRDWC shall be governed by, and managed by, a Board of Directors that shall consist of a Representative of each of the Members. The Primary Representative of each Member shall be the director representing such Member, but if the Primary Representative is not present at any meeting of the Board of Directors the Alternate Representative may act in place of the Primary Representative and may vote, participate and otherwise act in place of the Primary Representative. The Primary Representative or Alternate Representative when representing the Member on the Board of Directors is referred to herein as a "Director". Ex Officio Representatives shall have no vote and shall not be deemed Directors for voting or quorum purposes.

Section 2. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Rules and Bylaws.

Section 4. The Board of Directors shall hold regularly scheduled Quarterly meetings at times and places to be established in advance during a regularly scheduled Quarterly Meeting.

Section 5. Special meetings of the Board of Directors may be called by written notice issued by the CIRDWC Chair, or by written notice signed by a minimum of three Primary Representatives. Each such notice shall specify the day, the hour, the place and the subject of the special meeting. At least three days notice to all Representatives shall be given for a special meeting and notice shall also be given in accordance with the Iowa Open Meetings Law.

Section 6. Subject to the requirements of Chapter 21 of the Iowa Code, one or more or all of the Directors may participate in meetings of the Board of Directors by conference telephone or by other electronic means of communication as provided in Article X. A Director participating by electronic means of communication shall be considered present for purposes of quorum and voting.

ARTICLE VII. OFFICERS

Section 1. The principal Officers of CIRDWC shall consist of a Chair, a Vice Chair, and a Secretary/Treasurer (the "CIRDWC Officers").

Section 2. The CIRDWC Chair shall be selected from among the Primary Representatives and shall:

- a. Preside at all meetings of CIRDWC;
- b. Call special CIRDWC meetings, if deemed necessary;
- c. Sign all contracts, agreements, applications, and other instruments associated with CIRDWC operations and administration, upon authorization by CIRDWC;
- d. Appoint members of any Committee deemed necessary for the conduct of CIRDWC business;
- e. Serve as a member of CIRDWC Executive Committee; and
- f. Have such additional duties and powers as customary to the office or delegated by CIRDWC.

Section 3. The CIRDWC Vice-Chair shall be selected from among the Primary Representatives and shall:

- a. Exercise the duties and powers of CIRDWC Chair in the absence of the Chair;
- b. Serve as a member of CIRDWC Executive Committee; and
- c. Have such additional duties and powers as customary to the office or delegated by the Chair.

Section 4. The CIRDWC Secretary/Treasurer shall be selected from among the Primary Representatives and shall:

- a. Provide and maintain the records for CIRDWC including financial records, if any;
- b. Exercise the duties and powers of the CIRDWC Chair in the absence of the CIRDWC Chair and Vice-Chair;
- c. Serve as a member of the CIRDWC Executive Committee;
- d. Maintain full record of the proceedings of CIRDWC;
- e. Subject to Article XII, if and when, CIRDWC has or handles any funds:
 - (i) Cause funds received by CIRDWC, if any, to be deposited in the name of CIRDWC;
 - (ii) Disburse payments of CIRDWC authorized expenditures in the name of CIRDWC as provided

- by law;
- (iii) Review and approve, or the Chair or Vice Chair in the absence of the Secretary/Treasurer, all requests for payment to subcontractors by CIRDWC;
- (iv) Prepare all reimbursement requests to state and federal funding agencies;
- (v) Prepare a monthly financial statement and progress report for CIRDWC;
- (vi) Have all financial records kept in accordance with generally accepted accounting procedures;
- (vii) Have an investment policy adopted for the investment of all CIRDWC funds and have an annual audit of all CIRDWC financial records and accounts, and of all its subcontractors, in accordance with the Office of Management and Budget Circular A-102, Attachment P, requirements. The audit shall be conducted by an independent individual or company of recognized professional standing, or by an approved governmental entity;
- (viii) Have all financial records of CIRDWC kept in a safe place;
- f. Attest to the signature of CIRDWC Chair on all CIRDWC documents;
- g. Have maintained a current inventory of all property, if any, with all new acquisitions, transfers, or disposals of property to be recorded and the property adjusted appropriately; and
- h. Have such additional duties and powers as customary to the office.

Section 5. The CIRDWC Officers shall be elected annually during January by the Board of Directors from among Primary Representatives appointed to serve on CIRDWC. No such CIRDWC Officer shall be eligible for election to serve more than two full and consecutive terms in a particular office. Such Officers shall serve from February thru January, but Officers shall hold office until successors for their office have been duly elected.

Section 6. Each of the CIRDWC Officers shall be from a different Member of CIRDWC.

Section 7. Any CIRDWC Officer vacancy occurring during the calendar year shall be filled for the un-expired portion of that office's term by election from among the Primary Representatives.

Section 8. The CIRDWC Officers shall perform the duties prescribed by these bylaws and by the authority assigned from time to time by CIRDWC.

Section 9. In addition to the CIRDWC Officers, the Board of Directors may elect or appoint the other officers, including one or more assistant secretaries as it shall deem desirable that may be, but need not be, selected from among the Primary Representatives, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. Such additional Officers offices shall be appointed for such term as the Board of Directors shall specify.

Section 10. Any officer appointed by the Board of Directors under Section 9 may be removed by the Board of Directors whenever in its judgment the best interests of CIRDWC would be served by such Officer's removal.

Section 11. If assistant secretaries are appointed, such persons shall perform the duties assigned to them by the Secretary/Treasurer or by the Chairperson or the Board of Directors but such persons shall not serve on the Executive Committee.

ARTICLE VIII. EXECUTIVE COMMITTEE

Section 1. The CIRDWC Executive Committee shall consist of the CIRDWC Officers: the Chair, the Vice Chair, and the Secretary/Treasurer.

Section 2. The Chair of CIRDWC will preside at Executive Committee meetings. In the absence of the Chair, the Vice Chair will preside.

Section 3. The CIRDWC Executive Committee shall have general supervision of CIRDWC affairs, and have and exercise such additional powers as may be delegated by CIRDWC from time to time. All Executive Committee recommendations will be subject to approval by the Board of Directors.

Section 4. The CIRDWC Executive Committee shall meet Quarterly, or as needed.

Section 5. The Executive Committee shall act only with a quorum of at least two members.

Section 6. Special meetings of CIRDWC Executive Committee may be called by any of the members of the Executive Committee.

Section 7. All decisions of the Executive Committee are subject to review by the Board of Directors.

ARTICLE IX. OTHER COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of Directors, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise a part of the authority of the Board of Directors in the management of CIRDWC; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws or the 28E Agreement; electing, appointing or removing any Member, or any Member of a committee or any Director or Officer; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of CIRDWC; authorizing, or

recommending to the Members, the voluntary dissolution of CIRDWC or revoking proceedings therefore; adopting a plan for the distribution of the assets of CIRDWC; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any committee.

Section 2. There shall be a Technical Committee that shall consist of the Ex Officio Representatives appointed to serve by each Member. The Technical Committee shall provide advice and support to the Board of Directors, but shall not make policy decisions.

Section 3. Policies and procedures for the operation of CIRDWC Technical Committee (TC) shall be established by the Board of Directors.

Section 4. The CIRDWC Chair will annually appoint a Nominating Committee: with no more than one person from any Member.

- a. The nominating committee shall consist of three Primary Representatives. The nominating committee shall select one of the three committee members as chairperson.
- b. The nominating committee shall present a slate of candidates at the regular January CIRDWC meeting consisting of candidates for Chair and Vice Chair. To aid the nominating committee, the CIRDWC Secretary/Treasurer will supply the following:
 1. A list of Primary Representatives;
 2. A history of attendance for those representatives;
 3. An indication of the tenure of each Primary Representative to the CIRDWC; and
 4. A list of previous CIRDWC offices held, including committees and subcommittees.
- c. The nominating committee will present a slate of candidates that fairly represents geographic areas or type of governance of CIRDWC Planning Area.
- d. The nominating committee will not be constrained by any rules or presumption of ascendancy from one office or position to another.

Section 5. The CIRDWC Chair may appoint resource persons to serve on a committee if that action would be deemed of potential benefit to that committee and the issue(s) being addressed, who shall serve at the pleasure of the CIRDWC Chair.

Section 6. Appointments to all committees shall be reviewed and updated during January of each year, at a minimum.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these Rules and Bylaws.

ARTICLE X. IOWA OPEN MEETINGS LAW - IOWA CODE CHAPTER 21

All CIRDWC meetings including all meetings of the Board of Directors, the Executive Committees, the Technical Committee and any advisory group charged to make any public policy recommendations shall be conducted in accordance with the provisions of the Iowa Open Meetings Law. Notice of all CIRDWC meetings shall be posted at the offices of the Board of Water Works Trustees of the City of Des Moines, Iowa and at the offices of the Member providing the site for the meeting and sent to local news media, to each Member and to all interested parties requesting such notice, as provided by law at least 24 hours prior to the time set for the meeting. To the full extent allowed by law, meetings of the Board of Directors may be conducted by electronic means of communication whereby all participants in the meeting can hear and be heard by all other participants including meetings where all, or fewer than all, Directors participate by electronic means of communication.

ARTICLE XI. MEETING PROCEDURES

Section 1. All meetings of the Board of Directors and Committees shall be conducted in general accordance with the current edition of Robert's Rules of Order.

Section 2. The recording secretary for each meeting shall determine whether a quorum exists for each meeting. The recording secretary shall inform presiding officer of the existence or lack of a quorum. The CIRDWC recording secretary shall enter into the meeting minutes the names of those Representatives present.

Section 3. The presiding officer, recognizing a quorum, shall call the meeting to order at the appointed time.

Section 4. CIRDWC business at each meeting shall be determined by majority vote of those Primary Representative(s), present and eligible to vote, each Primary Representative having one vote. If a Primary Representative is not present, but an Alternative Representative is present, the vote of such Primary Representative may be cast by the Alternate Representative.

Section 5. The presiding officer may vote and participate in discussion, but shall not make or second a motion.

Section 6. In the normal conduct of business, an item shall be voted upon by voice vote, with nay votes and abstentions being recorded by name. If requested, an item shall be voted upon by roll call vote.

Section 7. On all roll call votes, the recording secretary shall list the CIRDWC representatives and their corresponding votes.

Section 8. Agendas and supporting materials for regularly scheduled CIRDWC meetings shall be distributed to CIRDWC designated primary and advisory representatives at least six working days prior to such meetings by means of fax, email or other electronic means.

Section 9. The Chair shall act as arbiter of any disputes on points of order.

Section 10. Minutes of all meetings shall be kept, shall be maintained and shall be made publicly available as provided by law.

**ARTICLE XII.
FINANCES AND PROPERTY**

Section 1. Until further action of the Board of Directors, CIRDWC shall neither collect, receive, nor hold funds or tangible property and its budget shall be deemed to be zero revenues and zero expenses. No Director, Officer or Representative shall be entitled to any salary or reimbursement of expenses. All support of CIRDWC shall be provided on a voluntary basis by its Members and their Representatives and Staff.

Section 2. No funds shall be received by CIRDWC or handled unless prior to receipt CIRDWC shall adopt a budget as provided in Section E of the 28E Agreement and unless provisions shall be made in advance for receipt deposit, investment and disbursement as provided by law.

**ARTICLE XIII.
RECORDS**

CIRDWC shall keep correct and complete books and records of account and of its proceedings. The records of CIRDWC shall be public records and shall be made available to the public as provided in Chapter 22, Code of Iowa. Such records shall be maintained by, and kept at the offices of, the Board of Water Works Trustees of the City of Des Moines, Iowa.

**ARTICLE XIV.
FISCAL YEAR**

The fiscal year of CIRDWC shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE XV.
SEAL**

CIRDWC shall have no seal.

**ARTICLE XVI.
AMENDMENTS TO 28E AGREEMENT AND THESE RULES AND BYLAWS**

Section 1. The 28E Agreement may be amended if the proposed amendment is approved at any regularly scheduled meeting of the Board of Directors or at any special meeting of the Board of Directors called solely for that purpose, upon an affirmative vote of the majority of Directors present and voting at that meeting, provided that the proposed amendment is also subsequently approved by not less than a majority of the Members by written ballot following adoption by the Board of Directors. In the event of any amendment of the 28E Agreement that is approved under this Section, the Chair and Secretary/Treasurer shall execute, file and record the amendment as provided by law.

Section 2. These Rules and Bylaws may be amended at any regularly scheduled meeting of the Board of Directors, upon an affirmative vote of the majority of Directors present and voting at that meeting, provided that the amendment has been submitted in writing for consideration to the previous regularly scheduled meeting of the Board of Directors. These Rules and Bylaws may also be amended at any special meeting of Board of Directors called solely for that purpose. Upon initial adoption of these Rules and Bylaws and upon any amendment of these Rules and Bylaws that is approved under this Section, the Chair and Secretary/Treasurer shall execute, file and record such Rules and Bylaws and any amendment thereof as provided by law for 28E agreements generally.