

Minutes  
Board of Director's Meeting  
Iowa Drainage District Association  
October 29, 2008

The meeting was called to order at 9:30 a.m. by President Ralph Christiansen. Board members present included Ralph Christiansen, Ron Smith, Ken Chalstrom, Myron Amdahl, and Phil Condon. Also present was John Torbert Executive Director and Julie Fridolfson – Secretary/Treasurer.

Julie presented the minutes of the July 23, 2008 meeting; they were approved on a motion by Ron Smith and seconded by Ken Chalstrom. All voted aye.

John reported on county visits; he has visited Harrison County in August and Palo Alto County during the last month.

Julie reviewed the financial reports (Administrative, Litigation and CFS Grant Fund) showing activity, both summary and detail, through the end of September 2008. It was moved by Myron Amdahl and seconded by Phil Condon to accept the financials as presented. All voted aye.

John gave a CFS grant reports and stated that the program is going very well and there is a waiting list for the program. The CFS employees have been very successful.

John gave an update on the New Farmers Drainage District in Monona County and their dispute with the DNR. Bob Brinton sent an email to John in September and stated that the case is moving towards hearing. We will be waiting on further updates from Bob.

John has been appointed to the Agricultural Task Force that was created after the floods of 2008 by the Rebuild Iowa Office. He will be helping to make a recommendation to the legislature on ways to prevent the devastation that was caused by the flood waters. John stated that a draft came out of the Rebuild Iowa Office and he had taken issue with wording in one paragraph. The paragraph alluded to the idea that drainage and drainage systems contributed to the floods of 2008. John responded and asked a member of the Board of the meaning of the statement and made a couple suggestions. He received an email back with the wording of the paragraph changed to a more agreeable, drainage friendly statement.

John gave an update on the Anti-degradation issue. There is now a published proposal from Attorney Scott Powers that has worded the exemption toward allowing drainage districts to keep the ditch cleaning exemption. Next the EPC will be having hearings and comment periods on the proposals that have been submitted. John will keep us posted on any new information on this exemption.

The Iowa Plan has been embraced by more entities and Dr. Stewart Melvin has been appointed to promote this plan and continue to introduce the concept to other entities.

John presented the Board with a few revisions to the By-Laws that he would like to present to the entire membership at the annual meeting.

**By Laws  
Of the  
Iowa Drainage District Association**

**ARTICLE I**

**SECTION I – NAME** – The name of the Corporation shall be the Iowa Drainage District Association, a 501(c) (6) organization.

**SECTION II – CORPORATE OFFICES** – The registered office of the Corporation required by the Iowa Non-Profit Corporation Act shall be initially as provided in the Articles of Incorporation subject to change from the time to time by resolution of the board of directors and filing of statement of said changes as required by said act. The principal office of the Corporation shall be located as per majority approval of the ~~Executive Committee annually.~~ **Board of Directors.**

**ARTICLE II  
PURPOSE**

**It is the purpose of the Iowa Drainage District Association to promote the benefits of drainage districts and levee districts and to safeguard the rights and privileges of established districts and levee districts as provided by the Code of Iowa.**

**ARTICLE III  
MEMBERSHIP**

**SECTION I – QUALIFICATION** – Any drainage district, levee district, individual business, corporation, firm, manufacturer or association who subscribes to the purposes and basic policies of the corporation, is eligible to become a member of the corporation subject only to the compliance with the provisions of these bylaws and payment of annual membership dues as set pursuant to Article III Section III.

**SECTION II – MEMBERSHIP CLASSES** – Membership classes of the corporation shall be the following:

**(A) VOTING MEMBERS** – Any drainage district or levee district is entitled to membership in the corporation in the voting member category. Each county with member drainage districts or levee districts where the county Board of Supervisors is acting as the trustees for the district(s) shall designate one individual from the county to be its voting representative at all meetings of the membership of the Corporation. Each county is also entitled to designate an alternate voting representative who, in the absence of the designated voting representative shall assume all privileges and responsibilities of the designated voting representative at any meeting of the membership of the Corporation. In districts with individual trustee representation, each district will decide the individual that will cast that district's vote.

**(B) ASSOCIATE MEMBERS** – Engineers, attorneys, county officials and other interested individuals are entitled to become associate members of the Corporation. Associate members do not have voting privileges.

**(C) SUSTAINING MEMBERS** – Manufacturers, business, firms, corporations or associations are entitled to become sustaining members of the corporation. Sustaining members do not have voting privileges.

**SECTION III – DUES** – Membership dues shall be determined ~~and set~~ by the Board of Directors.

**SECTION IV – PRIVILIGES** – Each county with member drainage or levee districts where the Board of Supervisors is acting as the trustee of the district(s) shall be entitled to one vote per district to be cast by its voting representative at meetings of the membership of the Corporation. Any person associated with an entity which is a voting member, associate member or sustaining member of the Corporation may attend and speak at meetings of the membership of the Corporation and meetings of the Board of Directors.

**SECTION V – EXEMPTION** – The members of this Corporation and their property shall be exempt from the debts and obligations of the Corporation.

## **ARTICLE IV MEMBERSHIP MEETINGS**

**SECTION I – ANNUAL MEETINGS** – The annual meeting of the membership of the Corporation shall be held at a time and place chosen by the Board of Directors.

**SECTION II – SPECIAL MEETINGS** – Special meetings of the membership of the Corporation may be called from time to time by a two-thirds' vote of the Board of Directors or by a quorum of the voting representatives of the counties.

**SECTION III – NOTICE** – Each member of the Corporation shall be notified in writing at least ten (10) days in advance of the date, time, place and agenda of all annual and special meetings of the membership of the Corporation.

**SECTION IV – QUORUM** – At any membership meeting of the Corporation, 50% plus one of member districts shall constitute a quorum. The act of the majority of those present shall be considered the act of the whole membership of the Corporation.

## **ARTICLE V DIRECTORS**

**SECTION I – ELECTION OF DIRECTORS** – The Board of Directors shall be elected by a majority of the voting representatives present at the annual meeting from a slate submitted by the Nominating Committee. Nominations for the office of Director may be made by voting members from the floor.

**SECTION II – NUMBER AND TERM OF OFFICE** – The number of Directors shall be seven (7). Directors shall serve three-year terms. ~~Directors shall be elected each year at the annual business meeting to fill the seats of directors whose terms are expiring.~~ The term for each director

will commence on the first of January immediately following their election, reelection or appointment.

**SECTION III – POWERS** – The affairs and management of the Corporation, including the control and distribution of its property and funds, are vested in the Board of Directors.

**SECTION IV – QUALIFICATION OF DIRECTORS** – Persons elected to the Board of Directors must be members and subscribe to the purposes and basic policies of the Corporation.

**SECTION V – QUORUM AND MANNER OF ACTING** – A simple majority of the Board of Directors shall constitute a quorum for the transaction of the business of the Corporation and the action of the majority of the Directors present at such meeting shall be deemed the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No director shall vote by proxy.

**SECTION VI – RESIGNATION** – Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary-Treasurer of the Corporation. A resignation of any Director shall take effect upon receipt of written notice or at such later date as shall be specified in such notice; unless otherwise specified therein. The acceptance of such resignation shall be necessary to make it effective.

**SECTION VII – VACANCIES** – Any vacancy occurring on the Board of Directors through death, resignation or other means shall be filled by appointment by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the remainder of the un-expired term of his or her predecessor in office.

**SECTION VIII – NUMBER OF DIRECTORS INCREASED** – In the event the number of directors is increased by amendment to the Bylaws, the additional Directors shall be elected in accordance with Section I of this article.

**SECTION IX – BOOKS AND RECORDS** – Books and records of the Corporation shall be maintained at such place or places within the State of Iowa as the Board may from time to time determine.

**SECTION X – MEETINGS** – Meetings may be called from time to time by the President, or by a two-thirds vote of the Board of Directors. Notice of all meetings of the Board of Directors shall be given to all members of the Board either orally or in writing, at least five days in advance of such meetings, and shall specify the date, time and place of such meetings.

~~**SECTION XI – ORDER OF BUSINESS** – At meetings of the Board of Directors, and at all such meetings of the membership of the Corporation, business shall be transacted in such order as the Board of Directors, from time to time, may determine by resolution.~~

**SECTION XII – PRESIDING OFFICER** – At all meetings of the Board of Directors, and at all meetings of the membership of the Corporation, the President, or in the absence of the President, the Vice President, and furthermore, in both of their absences the senior member of the Executive Committee shall preside.

## **ARTICLE VI COMMITTEES**

**SECTION I – NOMINATING COMMITTEE** – The Board of Directors shall appoint a Nominating Committee two months prior to the annual membership meeting. The Nominating Committee shall consist of three members – two from the Board of Directors and one from any class of membership of the Corporation. The Committee shall exercise its discretion as to the number of individuals to be placed on the slate of nominees.

**SECTION II— SPECIAL COMMITTEES** – Special committees may be appointed by the President of Board of Directors for designated purposes. Each special committee shall include at least three persons, all of whom shall be members in any of the three memberships classes of the Corporation. ~~Committee members shall serve for a term of one year.~~ Each committee shall have the powers and duties delegated to it by the Board of Directors ~~from time to time, but such delegation of powers and duties shall not be broader than permitted by Section 504A.21 of the 1989 Code of Iowa, as amended.~~ Each committee shall fix its own rules governing the conduct of its activities as the Board of Directors may request. Once the designated work of the committee has been completed, the committee shall be dissolved.

## **ARTICLES VII OFFICERS**

**SECTION I – NUMBER** – The officers of the Corporation shall be a President and a Vice President ~~and a Secretary-Treasurer.~~

**SECTION II – ELECTION, TERM OF OFFICE AND QUALIFICATIONS** – The officers of the Corporation shall be chosen annually by the Board of Directors, by majority vote, ~~and such election shall take place immediately following the annual membership meeting.~~ Election of officers shall take place at the next regularly scheduled Board of Directors meeting following the annual meeting. Each officer shall hold office for a term of one year or until a successor shall have been duly chosen or until death or resignation. All officers shall be Directors.

**SECTION III – SUBORDINATE OFFICERS AND AGENTS** – The Board of Directors may appoint an Executive Director, and such other officer or agents as it may deem necessary or advisable from time to time, to hold office for such period as approved, and have such authority and perform such duties as the Board of Directors from time to time may determine. The Board of Directors may delegate to any officer or agent the power to appoint any such subordinate officers or agents and to prescribe their respective terms of office, authorities and duties. The employment of an Executive Director shall be by written employment agreement and the duties of such Executive Director will be enumerated in a written job description.

The Board, at its first meeting of each calendar year, shall, upon the recommendation of the Executive Director, appoint a secretary/treasurer. The secretary/treasurer shall have the responsibility for maintaining all of the financial and investment records of the corporation, processing payroll, filing the appropriate tax forms and keeping minutes of all Board of Directors meetings, and other such duties as may be required by the Executive Director or the Board of Directors.

**SECTION IV – REMOVAL** – Officers specifically designated in Section I of this Article may be removed, with or without cause, at any meeting of the Board of Directors, by the vote of a majority of the Board members.

## **ARTICLE VIII DUTIES OF OFFICERS**

**SECTION I – PRESIDENT** – The President shall be the Chief Executive Officer of the Corporation and, subject to the supervision and control of the board of directors shall have general and complete management and supervision of the operations of the Corporation, and shall perform all duties incidental to the office of President and be responsible for the executive of all directives and resolutions of the Board of Directors. The President shall have authority to sign in the name of the Corporation all official documents, including checks, which may be necessary to the business of the Corporation. The President shall insure that the Corporation adheres to its intended purposes and shall represent the corporation when required or requested by other agencies. The President shall insure that the Corporation adheres to its intended purposes and shall act as the presiding officer at all meetings of the Board of Directors, Executive Committee and Special Committees with the exception of the Audit Committee.

The President, if there is a duly appointed Executive Director, shall not be the Chief Executive Officer of the Corporation. The President shall relinquish these duties described in Section III of the Article: described as Executive Director responsibilities and/or authority.

**SECTION II – VICE PRESIDENT** – The Vice President shall direct programs and projects in furtherance of the Corporation’s goals and shall perform other duties as assigned by the President or Board of Directors, to include presiding at meetings and performing the duties of the President in the President’s absence.

**SECTION III – EXECUTIVE DIRECTOR** – The Executive Director if employed shall act as the Chief Executive Officer of the Corporation and, subject to the Code of Iowa and the supervision of the Board of Directors, shall have general and complete management and supervisory responsibility of the operations of the Corporation, and shall perform all duties incidental to the Office of Executive Director and shall be responsible for execution of all of the directives, policies, and resolutions of the Board of Directors. Subject to limitations set by the Board of Directors, the Executive Director shall have authority to sign in the name of the Corporation all official documents, including checks, which may be necessary to the business of the Corporation. The Executive Director shall also have the authority to enter into contracts upon the approval of the Board of Directors. The Executive Director or his designee shall act as the Corporation Secretary-Treasurer in charge of the Association’s records, funds and investments.

## **ARTICLE IX AMENDMENTS**

**All bylaws of the Corporation shall be subject to amendment, alteration or repeal, and the new Bylaws or amendments, alterations or repeals may be made by the vote of a majority of the voting representatives present at any meeting of the**

membership, provided that written or published notice shall be sent to each member at least ten (10) days prior to date of such meeting, which shall state an intention to alter, amend or reject or to adopt new provisions at such meeting. Amendments to the Articles of Incorporation shall be made in the manner provided by the Code of Iowa.

## **ARTICLE X MISCELLANEOUS PROVISIONS**

~~**SECTION I – CORPORATE SEAL** – There shall be no corporate seal.~~

**SECTION II – FISCAL YEAR** – The fiscal year of the Corporation shall be July 1 – June 30.

**SECTION III – CONDUCTING OF MEETINGS** – All meetings of the Board of Directors and of the membership of the Corporation shall be conducted pursuant of Robert’s Rules of Order, Revised, except to the extent and degree that other procedural requirements are set forth by law, the Articles of Incorporation or Bylaws.

**SECTION IV – COMPENSATION** – The compensation of agents and employees of the Corporation shall be fixed, from time to time, by the Board of Directors. No Director shall hold a salaried position in the Corporation.

**SECTION V – INFORMAL ACTION BY MEMBERS OF DIRECTORS** – Any action required or permitted by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

## **ARTICLE XI EXECUTION OF INSTRUMENTS AND DEPOSIT OF CORPORATE FUNDS**

**SECTION I – EXECUTION OF INSTRUMENTS** – All instruments of assignment, transfer, conveyance, release and contract requiring execution of the Corporation shall be signed by any authorized officer or agent provided, however, that such person or persons may delegate, from time to time, by instruments in writing, all or any part of such authority to any other person or persons, if authorized to do so by majority vote of the Board of Directors.

**SECTION II – DEPOSITS** – All funds of the Corporation, not otherwise employed shall be deposited from time to time to its credit in such financial institutions, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents authorized to do by the Board of Directors.

**SECTION III – CHECKS, DRAFTS, ETC.** – All notes, drafts, acceptances, checks, endorsement and all evidences of indebtedness of the Corporation whatsoever shall be signed by such officers, or such agent or agents, of the Corporation and in such manner as the Board of Directors from time to time may determine and as provided by these Bylaws.

## **ARTICLE XII PROHIBITED TRANSACTIONS**

**SECTION I** – No part of the income of the Corporation shall inure to the benefit of any members, Director, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purpose) and no member, Director, Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**SECTION II** – The Corporation shall not:

- (A) Lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest, or:
- (B) Make any part of its services available on a preferential basis.

REVISED - 12/7/2001

REVISED – 12/8/2006

The board was in agreement with the changes proposed but took no formal action.

John went over the agenda for the annual meeting and stated that all speakers have confirmed. Lieutenant Governor Patty Judge was invited to speak at lunch and may come but will not confirm until a later date.

Ralph Christianson appointed a nominating committee for the annual meeting. The nominating committee consists of two Directors and one regular member. Ron Smith, Phil Condon and Julie Fridolfson have been appointed to the nominating committee. The two members of the Board that are up for election are: Harlan Hansen and Myron Amdahl.

The next meeting date has set for November 19, 2008 at 9:30 a.m.

Adjourn.

Respectfully Submitted  
Julie A. Fridolfson  
IDDA Secretary/Treasurer