

BYLAWS
of the
COUNCIL OF THE
EAST CENTRAL INTERGOVERNMENTAL ASSOCIATION

SECTION I

- A. ARTICLES OF AGREEMENT. The authority and basic rules for this Council are established through agreement by, between and among the member governments of the Association. Such agreements shall not hereby or herein be violated. The Bylaws shall clarify and expand upon the Association Articles of Agreement as understood by the Council. Any time there is a conflict, the Articles of Agreement shall prevail.
- B. RULES OF ORDER. These Bylaws shall constitute the standing rules of the Council. The rules contained in the latest version of Robert's Rules of Order shall govern the Council in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of the Council or Articles of Agreement of the Association. Further rules of order shall be made as amendments to these Bylaws.

SECTION II MEETINGS AND QUORUM

- A. MEETINGS. The Council may hold Regular or Special meetings.
1. REGULAR. The Council may hold monthly meetings which shall be held on the third (3rd) Wednesday of any calendar month. Notice of such meetings, including agenda and related materials, shall be mailed to representatives and alternates at least seven (7) days prior to such meetings. Public news media shall receive a notice and agenda at the same time. Agendas will be posted for the public as outlined by the Iowa Open Meetings Law. Agendas will also be available on the ECIA web site.
 2. SPECIAL. The chairperson or any two (2) representatives residing in separate county jurisdictions may call a special meeting of the Council by notifying representatives and alternates by mail, telephone or email at least three (3) full days in advance stating the time, place and purpose of such meeting. Public news media shall receive similar notice. Agendas will be posted for the public as outlined by the Iowa Open Meetings Law. Agendas will also be available on the ECIA web site.
 3. ANNUAL. The regular meeting of the Council first held after the beginning of the Association's fiscal year shall be the Council's Annual Meeting.
- B. QUORUM. A quorum of the Council shall consist of a majority of the members or alternates in good standing. The vote needed shall be determined by the ratio of those representatives present and voting (per Articles amendment, January 1993, Article X,

Section 2). A quorum of any subsidiary committee shall consist of not less than a majority of elected or appointed members to that committee.

SECTION III OFFICERS

- A. ELECTION. The Council officers shall be elected by vote at the annual meeting of the Council. The Executive Committee shall serve as the nominating committee.
- B. NUMBER AND QUALIFICATION. Officers are to serve one-year terms beginning upon election at the annual meeting. No officer shall serve more than two consecutive terms. All officers except the secretary shall be elected from among the duly appointed representatives to the Council. The Secretary shall be the Executive Director of the Association.
 - 1. CHAIRPERSON. The Chairperson shall preside at all regular and special meetings of the Council; make appointments to functional and special committees, subject to ratification by the Council; give signature when authorized; serve as the Council's spokesperson; and serve as chairperson of the Executive Committee.
 - 2. VICE CHAIRPERSON. The Vice Chairperson shall preside in the absence of the Chairperson at all regular and special meetings as well as meetings of the Executive committee and perform all other functions and responsibilities of the Chairperson in his/her absence. The Vice Chairperson shall assume the position of Chairperson if that position becomes vacant due to the resignation or death of the Chairperson or other situation that causes the position to become vacant. It is the intent of the Council that the Vice Chairperson upon expiration of the Chairperson's term will succeed the office of the Chairperson, but it is not mandatory.
 - 3. TREASURER. The Treasurer shall be a non-voting member of the ECIA Council and shall work with the Executive Director on monitoring the fiscal operating policies and fiscal procedures specified by the ECIA Council and Executive Committee. The Treasurer shall be the Director of Finance, who is the chief financial officer of the ECIA. He or she shall perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Executive Committee and ECIA Council. The Treasurer shall be a designated co-signer on all accounts of the Association.
 - 4. SECRETARY. The Secretary shall be the Executive Director of the Association and shall take and keep the official records of the Association with the assistance of such staff members as shall be designated by the Secretary; assist the presiding officer in determining a quorum, counting ballots and votes, and determining questions of procedure in accordance with standing rules of the Council and Association; and receive and file reports of functional and special committees.

SECTION IV COMMITTEES

- A. EXECUTIVE COMMITTEE. The Council shall form and appoint an Executive Committee to review and make formal recommendations on the business and policy affairs of the Council.
- B. MEMBERSHIP. The Executive Committee shall consist of five (5) members; to be elected from the members of the Council with each county jurisdiction apportioned one seat. In addition, the Chairperson or their designee of any functional planning committee formed under Section VI. B. shall be a voting member of the Executive Committee where said Committee is not represented in the first five members. When the Executive committee is not constituted by an uneven number of voting members, the Council shall elect from its members one additional committee person. The Chairperson of the Council shall serve as Chairperson of the Executive Committee.
- C. MEETINGS. The Executive Committee may hold monthly meetings or as it may otherwise determine, at such place and at such times as it may in its discretion determine. Regular and special meetings of the Executive Committee may be called at any time by the Chairperson of the committee or by any two of its members by mail, email or telephone with three (3) days notice. Public news media shall receive a notice and agenda at the same time. Agendas shall be posted by the Iowa Open Meetings Laws. Agendas will also be available on the ECIA web site.
- D. DUTIES. The Executive Committee shall oversee the fiscal affairs of the Association, review and recommend approval to the Council of expenditures and commitments according to prescribed rules and carry out directives of the Council. The Executive Committee shall oversee the activities and responsibilities of the Executive Director of the Council and will make staff and personnel policy recommendations to the full Council. The Executive Committee shall prepare an annual work program and budget and recommend the same to the Council with an annual assessment. In order that the Executive Committee can coordinate the work program of the Council, it shall receive annual budget submissions from each committee formed under Section V. B. and review the same for continuity and adequacy.

The ECIA Council employs and removes the Executive Director of the Council and legal counsel.
- E. FUNCTIONAL PLANNING COMMITTEES. The Council may form functional planning committees or may recognize any existing functional planning committee serving in whole or in part within the Council's jurisdiction. These committees shall be formed for the purpose of coordinating single function and comprehensive planning and programming activities, keeping local elected officials informed and responsible about areawide activities, and gaining some economics through joint staffing and administration of areawide programs.

1. ORGANIZATION. The Council shall establish functional planning committees to operate specific functional planning programs by drafting agreements authorized under Article II of the East Central Intergovernmental Association Articles of Agreement. Such agreements shall specify the responsibilities and limits of the committees' authority and duties. The committee shall become formally recognized when listed below through an amendment to these Bylaws.

Existing organizations desiring to be recognized as Functional Planning Committees shall be considered duly recognized after mutual ratification of an agreement between such committee and the Council, and inclusion of such committee in the following listing which requires a formal amendment to these Bylaws.

Dubuque Metropolitan Area Transportation Study Committee

Eastern Iowa Regional Housing Authority

Regional Workforce Investment Board (RWIB) of Delaware and Dubuque Counties or Local Elected Officials of Delaware and Dubuque Counties

Regional Planning Affiliation (RPA)

2. MEMBERSHIP. All Functional Planning Committees shall consist of membership representing criteria established through federal, state or local programs for which such committees are formed. However it is recognized as beneficial that each Functional Planning Committee have at least one member appointed from the Council and/or Executive Committee. Membership on each committee shall be recommended by the Executive Committee and ratified by the Council.
- F. SPECIAL COMMITTEES. The Council may from time to time form special committees to conduct specific activities or perform some special task for the Council.
1. ORGANIZATION. Special committees shall be considered properly organized upon passage of a motion and/or resolution of the Council specifying the committees' purpose, membership, tenure, responsibilities, and relationships.

SECTION V STAFF

- A. EXECUTIVE DIRECTOR. The Council shall employ an Executive Director who shall be the chief administrative officer of the Council.
1. APPOINTMENT AND REMOVAL. The Executive Committee shall act as a personnel selection committee and recommend a candidate or alternate candidates to the Council. The Executive Director Employment Contract shall be reviewed by the Executive Committee and recommended to the full Council for action. The

Executive Committee shall conduct an annual performance evaluation of the Executive Director soliciting input from ECIA Council members and providing a summary report to the full Council at the time of the Executive Director's contract renewal. The Executive Director may be removed by majority vote of the full Council after just cause is spread upon the record of the full Council. Non-renewal of the Executive Director's Employment Contract requires full Council action at least one hundred twenty (120) days prior to the contract expiration date by a majority vote of the full Council. At no time shall the Executive Director serve as a representative or alternate on the Council.

2. DUTIES. The Executive Director shall be responsible for carrying out the mission of the Association; advising the Council in its deliberations; interpreting and communicating policies of the Council; administering personnel and operations policies established by the Council; overall supervision and management of the Association's programs and services; appointing and removing staff including setting their duties and responsibilities not specifically identified in this section; preparing and presenting work programs, budgets, and contracts to the Council; acting as the official spokesperson for the Association and its staff unless otherwise delegated to Association staff; and administering the same and performing such additional duties as the Council may require. The Executive Director shall serve as the Secretary of the Council and does not serve as a voting member of the Council.

B. LEGAL OFFICER. The Council may retain an attorney admitted to practice in the State of Iowa who shall be the legal officer of the Council.

1. APPOINTMENT. Representative legal council shall be appointed on a yearly basis at, or as near after as possible the annual meeting. The Legal Officer may not be an attorney representing or employed by public entities within the Association's jurisdiction. The Legal Officer may be an employee of the Association.
2. DUTIES. The Legal Officer shall advise the Council in its deliberations, review contracts presented to or by the Council, and advise the Executive Director on legal ramifications of administrative and program activities.

SECTION VI SERVICES

- A. AREAWIDE PLANNING. The Council and staff shall work toward maintaining recognition and/or certification, its jurisdiction, and member agencies for State and Federal programs. Upon completion of any areawide plan; or change, supplement, or abolition thereof; the Council shall forward a copy thereof to the Association members whereupon such entity may adopt the same and it shall have the same force and effect within such entity as provided by law for such entity. The basic premises, policies, criteria and other contents may be expanded upon in such adoption.

- B. TECHNICAL SERVICES. The Council and Executive Director shall attempt to allocate as much staff resources as may be available to assist member governments and their various agencies in the preparation of documents, applications and such other materials as may require special expertise or need guideline or legislative clarification. The staff and Council shall also keep member governments up to date on federal and state programs affecting such agencies.
- C. LOCAL PLANNING SERVICES. Special staff assistance may be provided to member governments and their agencies in preparation of plans, reports, base maps, ordinances, or such other documents as may be determined to be beneficial to that agency. Such assistance shall require a special assessment to the recipient agency in accordance with Section VII. B. 2. of these Bylaws.
- D. PLAN IMPLEMENTATION SERVICES. In accordance with Article II of the Association Articles of Agreement in regard to implementation of a plan or project, the Council may of its own volition or in the creation of a subsidiary legal entity organize and operate a project of mutual benefit to two or more member governments or their agencies.

SECTION VII FINANCES

- A. FISCAL YEAR. The Association shall operate on a fiscal year beginning July 1 and ending June 30.
- B. BUDGET.
 - 1. PRELIMINARY BUDGET ASSUMPTIONS. The Executive Director shall submit preliminary budget assumptions to the Executive Committee for recommendation to the Council at their regular meeting in March of each year. Such assumptions shall be based upon estimated federal and state grants, special service fees, and required per-capita assessments/membership fees.
 - a. The Council shall review and approve the preliminary budget assumptions at their March meeting of each year and set the capita assessment and billable hourly rates to local governments.
 - b. The Executive Director shall submit a notice of any increase in the adopted per-capita assessment/membership fee to all local governments within five working days following the March council meeting for an increase to become affective one year after the start of the upcoming fiscal year in which the budget is being presented.
 - 2. WORK PROGRAM. The Executive Director shall develop a Work Program for all the Association activities based upon the preliminary budget and submit a work program summary to the Executive Committee for recommendation to the Council at its July meeting of each year.

3. FINAL BUDGETS. The Executive Director shall submit a final budget to the Council at its May meeting but no later than the July annual meeting of each year. Such final budgets will be based upon grant contracts negotiated with federal, state, and local agencies, per-capita membership fees, special service fees, and such other income as may be available.
 4. OPERATIONS. The Executive Committee shall monitor the budget and Work Program during the fiscal year. Operating statements shall be reviewed by the Executive Committee on a regular basis. Monthly balance sheets shall be reviewed by the Executive Committee. **Reports to the Council shall be made by submission of Executive Committee minutes to the Council.**
 5. AMENDMENTS. The Council may accept additional contracts, grants, or special services during the fiscal year which will be presented and reviewed by the Executive Committee with recommendations to the full Council for action. Any motion to approve additional contracts, programs, or projects shall be considered to be amendments to the budget and Work Program. The Executive Director will present a budget amendment to the full Council for the current fiscal year at the May Council meeting annually based upon actual fiscal year financial reports. The Executive Committee will review and make a recommendation to the full Council on the amended budget.
- C. GENERAL FUND. Assessments to be levied upon each member government to help pay operating costs. There are two types of fees:
1. PER CAPITA ASSESSMENT/MEMBERSHIP FEE. An assessment based upon population to each member government to assist in implementing plans and programs. The per capita assessment/membership fee will be set by the Council at the regular March meeting as outlined in Section VII, B. of this document. These fees are used by the Association as local matching funds for such programs as transportation and planning, economic development planning, Community Development Block Grant writing, and general technical assistance.
 2. FEES FOR SERVICE. For services furnished to member governments beyond the per capita assessment/membership fee. Fees shall be established by the Council as of July 1 of each year and will be reviewed annually with the budget assumptions. New programs and services rendered to member governments in administering local programs such as administering grants, implementing special programs or conducting local studies will be charged from the start of such projects. Such services shall be based upon an agreement by and between the local government and the ECIA Council. Non-member governments shall receive low priority and shall be charged double the established hourly rates unless otherwise negotiated.

- D. The Association is authorized, upon proper Council approval, to purchase and dispose real property using Association funds, bond proceeds, loans and/or funds from federal, State, local agencies, public or semi-private individuals or corporations.

SECTION VIII CAUCUS, VACANCIES

Reserved

SECTION IX AMENDMENTS

These Bylaws may be amended by a two thirds (2/3) majority vote of the Council.

(Last Amended May 16, 2007, ECIA Council Meeting)

(Last Amended September 19, 2018, ECIA Council Meeting)

(Last Amended March 24, 2021, ECIA Council Meeting)