

**AMENDED AND RESTATED 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 Members thereto and filed as provided by law, as it may be amended or amended and restated from time to time, (the "28E Agreement"). These Rules and Bylaws have been adopted pursuant to authority of the 28E Agreement, as amended, and for avoidance of doubt as to validity, shall be filed as provided by law for 28E agreements. These Amended and Restated Rules and Bylaws shall be effective as the Effective Date of the Amended and Restated 28E Agreement approved by vote of the Governing Board on August 18, 2010.

ARTICLE II.

PURPOSES

The purposes of CIRDWC are to: (a) enable the Members to jointly plan and coordinate implementation for water supply, treatment, distribution and storage facilities for the benefit of the Members and their respective customers, (b) enable the Members to jointly address source water issues, which may include but are not limited to, monitoring, protection, and preservation of ground water, surface water, and watersheds, (c) enable the Members to jointly provide services in a cost-effective manner to each other, and (d) enable the 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 have accepted the 28E Agreement as it was amended in 2010, or that have executed an acceptance of the 28E Agreement after approval of its application for membership as provided herein (“Members”). Members that have elected to pay, and have paid, all current dues shall be Governing Members. Members that have not paid all current dues are Non-Governing Members. A Non-Governing Member may become a Governing Member by paying all dues for the then current fiscal year plus any unpaid dues for the immediately prior fiscal year.
- 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 Governing Board, and approval of that application at a duly constituted meeting of the Governing Board. A Central Iowa Water Agency shall become a Member only upon execution of acceptance of the 28E Agreement.
- Section 3. Termination of Membership. The Membership of any Member may be terminated if the Governing Board shall propose such termination after a hearing on such termination at a special Meeting of the Governing Board 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. Failure to accept an amendment to the 28E Agreement adopted by majority vote of the Members within the time allowed by the terms of such amendment shall also terminate the Membership.
- 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 Governing Board may, by the affirmative vote of a majority of the Voting Governing Board Members of the Board, reinstate the former Member to membership upon such terms as the Governing Board 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, and file an amendment to the 28E Agreement to reflect such change, in accordance with the procedure set forth in Article XVI, except that no Member vote or approval shall be required for such amendment.

ARTICLE V.

REPRESENTATIVES

Section 1. Each Member shall designate a Representative and an Alternate Representative, and a Ex Officio Representative and an Alternate Ex-Officio Representative that are authorized to represent the Member as provided in the 28E Agreement and as provided in these Rules and Bylaws. Each Representative and Alternate Representative shall be an elected or appointed official of the Member or an interested citizen residing in the service area of the Member. Each Ex Officio Representative and Alternate Ex Officio Representative shall be a full time employee of a Member. After appointment each Representative, Alternate Representative, Ex Officio Representative and Alternate Ex-Officio Representative shall serve without term and until terminated as provided herein.

Section 2. Each Representative, Alternate Representative, Ex Officio Representative and Alternate Ex-Officio 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, 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 Representative or Alternate Representative fails to attend three consecutively scheduled meetings of CIRDWC, the CIRDWC Chair may notify the Member to request appointment of different persons as Representatives.

ARTICLE VI.

GOVERNING BOARD

Section 1. CIRDWC shall be governed by, and managed by, a Governing Board that

shall consist of a Representative of each of the Members, but with voting power on such Board reserved to Representatives and Alternate Representatives of Governing Members. The Representative of each Member shall represent such Member, but if the Representative is not present at any meeting of the Governing Board the Alternate Representative may act in place of the Representative. Representatives and Alternate Representatives of Non-Governing Members and Ex Officio Representative and Alternate Ex-Officio Representatives of all Members shall not vote on the Governing Board, but may otherwise participate at any meeting of the Governing Board. The Representative or Alternate Representative when representing a Governing Member are referred to herein as "Voting Governing Board Members".

- Section 2. The presence of at least the number of Voting Governing Board Members equal to thirty-three per cent (33%) of the Governing Members shall constitute a quorum for the transaction of business at any meeting of the Governing Board; but if less than a quorum of Voting Governing Board Members are present at the meeting, a majority of the Voting Governing Board Members present may adjourn the meeting from time to time without further notice.
- Section 3. The act of a majority of the Voting Governing Board Members present at a meeting at which a quorum is present shall be the act of the Governing Board, unless the act of a greater number is required by law or by these Rules and Bylaws.
- Section 4. The Governing Board 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 Governing Board may be called by written notice issued by the CIRDDWC Chair, or by written notice signed by a minimum of three 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 the Iowa Open Meeting Law, one or more or all of the Voting Governing Board Members may participate in meetings of the Governing Board by conference telephone or by other electronic means of communication as provided in Article X. A Voting Governing Board Member 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"). There shall also be a Recording Secretary.
- Section 2. The CIRDWC Chair shall be selected from among the Representatives of Governing Members 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 Immediate Past Chair shall serve as an officer of CIRDWC in an advisory capacity for one year following the selection of a new CIRDWC Chair in order to provide advice and counsel to the newly elected Chair and consistency and continuity with respect to ongoing matters. The Immediate Past Chair need not continue to be a Representative of a Member in order to so serve in such capacity.
- Section 4. The CIRDWC Vice-Chair shall be selected from among the Representatives of Governing Members 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 5. The CIRDWC Secretary/Treasurer shall be selected from among the Representatives of Governing Members and shall:
- a. Oversee 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. Oversee the work of the Recording Secretary and the Fiscal Agent;
 - e. Oversee fiscal matters in accordance with Article XII;

- 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 6. The Recording Secretary shall be selected from among the employees of the Board of Water Works Trustees of the City of Des Moines, Iowa and shall be responsible to establish and maintain the official records of CIRDWC including, but not limited to, agendas, minutes, agreements and correspondence.

Section 7. The CIRDWC Officers shall be elected annually during January by the Governing Board from among Representatives of Governing Members 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 8. Each of the CIRDWC Officers shall be from a different Governing Member of CIRDWC.

Section 9. 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 Representatives.

Section 10. The CIRDWC Officers shall perform the duties prescribed by these Rules and Bylaws and by the authority assigned from time to time by CIRDWC.

Section 11. In addition to the CIRDWC Officers, the Governing Board 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 Representatives, to have the authority and perform the duties prescribed by the Governing Board. Any two or more offices may be held by the same person. Such additional Officers shall be appointed for such term as the Governing Board shall specify.

Section 12. Any officer appointed by the Governing Board under Section 9 may be removed by the Governing Board whenever in its judgment the best interests of CIRDWC would be served by such Officer's removal.

Section 13. If assistant secretaries are appointed, such persons shall perform the duties assigned to them by the Secretary/Treasurer or by the Chairperson or the Governing Board but such persons shall not serve on the Executive Committee.

ARTICLE VIII.

EXECUTIVE COMMITTEE

- Section 1. The CIRDWC Executive Committee shall consist of the following CIRDWC Officers as voting members: the Chair, the Vice Chair, and the Secretary/Treasurer. The Immediate Past Chair, the Recording Secretary, and one or more other persons appointed by the Chair shall serve as nonvoting members of the Executive Committee.
- Section 2. The Chair of CIRDWC will preside at Executive Committee meetings. In the absence of the Chair, the Vice Chair will preside. Two voting members of the Executive Committee shall constitute a quorum, and at least two votes shall be required for any Executive Committee action.
- 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 Governing Board.
- 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 Governing Board.

ARTICLE IX.

OTHER COMMITTEES

- Section 1. General Committees of Voting Governing Board Members. The Governing Board, by resolution adopted by a majority of the Voting Governing Board Members in office, may designate and appoint one or more committees of Voting Governing Board Members, each of which shall consist of two or more Voting Governing Board Members, which committees, to the extent provided in the resolution, shall have and exercise a part of the authority of the Governing Board in the management of CIRDWC; provided, however, that no such committee shall have the authority of the Governing Board 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 Voting Governing Board Member 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 Governing Board 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 Governing Board, but shall not make policy decisions. Policies and procedures for the operation of CIRDWC Technical Committee shall be established by the Governing Board.

Section 3. The CIRDWC Chair will annually appoint a Nominating Committee with no more than one person from any Member appointed as a voting member of the Committee:

- a. The Nominating Committee shall consist of three Representatives of Governing Members together with one or more Ex Officio Representatives. The Nominating Committee shall select one of the three Representatives of Governing Members as chairperson. Ex Officio Representatives shall not vote on the Nominating Committee. The Recording Secretary shall attend meetings of the Nominating Committee and assist it as follows.
- 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 Recording Secretary will supply the following:
 1. A list of Representatives;
 2. A history of attendance for those representatives;
 3. An indication of the tenure of each Representative to 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 4. The CIRDWC Chair may appoint resource persons to serve on any 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. However, only Representatives of Governing Members shall have a vote on any committee.
- Section 5. Appointments to all committees shall be reviewed and updated during January of each year, at a minimum.
- Section 6. Quorum. Unless otherwise provided in these Rules and Bylaws or by resolution of the Governing Board designating a committee, a majority of the voting members of the committee shall constitute a quorum and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.
- Section 7. Rules. Each committee may adopt rules for its own activities not inconsistent with these Rules and Bylaws.

ARTICLE X.

IOWA OPEN MEETINGS LAW - IOWA CODE CHAPTER 21

All meetings, including all meetings of the Governing Board, the Executive Committee, 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 Members 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 Governing Board 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, Voting Governing Board Members participate by electronic means of communication.

ARTICLE XI.

MEETING PROCEDURES

- Section 1. All meetings of the Governing Board shall be conducted, and other meeting may be conducted, in general accordance with the current edition of Robert's Rules of Order. The nature and extent of public participation at any meeting shall be in the discretion of the chair of the meeting.
- Section 2. The Recording Secretary 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 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. The presiding officer may vote and participate in discussion, but shall not make or second a motion.
- Section 5. 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 6. On all roll call votes, the Recording Secretary shall list the representatives or members and their corresponding votes.
- Section 7. Agendas and supporting materials for regularly scheduled CIRDWC meetings shall be distributed to CIRDWC Representatives and Alternate Representatives, and Ex Officio Representatives and Alternates at least five working days prior to such meetings by means of fax, email or other electronic means.
- Section 8. The Chair shall act as arbiter of any disputes on points of order.
- Section 19. 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. Budget, dues, and other financial affairs of CIRDWC shall be established by the Governing Board in the manner as provided in the 28E Agreement.
- Section 2. The Governing Board shall appoint a Member, that is willing to so act, as its fiscal agent to receive, hold, disburse, invest, and secure funds and to account for the same as provided by law and the 28E Agreement. The fiscal agent shall present an accounting to the Governing Board for all receipts and disbursements for the preceding fiscal quarter at each meeting of the Governing Board, and shall present an accounting for the fiscal year at the first quarterly meeting following the end of the fiscal year.
- Section 3. The full authority to direct the Fiscal Agent disburse CIRDWC funds shall be exercised by the Governing Board. For expenditures that are within the limits of the duly adopted CIRDWC budget or that are specifically authorized by the Governing Board, the authority to direct specific disbursement shall be

either exercised by written authorization signed by any two members of the Executive Committee, or in the case of individual expenditures of less than \$200 each and that total less than \$1,000 in any fiscal quarter, such expenditures may be directed by the Recording Secretary orally or in writing.

ARTICLE XIII.

RECORDS

CIRDWC, or its fiscal agent, 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 the Recording Secretary, 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 to reflect changes in membership without any action of the Members. It may also be amended to change the terms of the 28E Agreement if the proposed amendment is approved at any regularly scheduled meeting of the Governing Board or at any special meeting of the Governing Board called solely for that purpose, upon an affirmative vote of the majority of Voting Governing Board Members 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 execution of a written acceptance thereof following adoption by the Governing Board. In the event any amendment of the 28E Agreement is approved under this Section, the Chair and Secretary/Treasurer shall execute and file the amendment as provided by law for 28E Agreements.

Section 2. These Rules and Bylaws may be amended at any regularly scheduled

meeting of the Governing Board, upon an affirmative vote of the majority of Voting Governing Board Members 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 Governing Board. These Rules and Bylaws may also be amended at any special meeting of Governing Board 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 and file such Rules and Bylaws and any amendment thereof as provided by law for 28E agreements.