CORPORATE BYLAWS
OF
IOWA STORM WATER EDUCATION PARTNERSHIP

ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1.1. Principal Office. The location of the principal office of the corporation in the State of Iowa shall be 5215 Maryland St. Ames, IA 50014.

Section 1.2. Registered Office and Registered Agent. The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the board of directors.

ARTICLE II. MEMBERS

Section 2.1. Classes of Members. The corporation shall have jurisdictional & organization members as well as companies and individuals, provided, however, that the Board of Directors shall have the authority to establish additional classes of members and define the rights of such classes. The designation of each class and the qualifications and rights of the members of all classes shall be as follows: Any interested jurisdiction, organization, company or person wishing to participate in the stated purpose of the nonprofit may be a Member of the Corporation so long as they have completed all necessary paperwork and waivers, and have paid their membership dues.

Section 2.2. Voting Rights. There are two categories of members, voting and non-voting. Voting members shall be from an entity with a Municipal Separate Storm Sewer System (MS-4) as determined by the board of Directors. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 2.3. Expulsion, Suspension or Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may expel, suspend or terminate a member for cause after providing not less than fifteen (15) days’ notice to the member of the proposed expulsion, suspension, or termination and reasons therefore and an opportunity for a hearing. Membership automatically terminates at the completion of each calendar year, and must be renewed on an annual basis by payment of dues. Expulsion, suspension or termination shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid. Dues will not be refunded.
Section 2.4. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 2.5. Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership upon such terms as the board of directors may deem appropriate.

Section 2.6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. The annual meeting of members shall be held during the 4th quarter of each year or such other date as the board of directors shall by resolution specify. At each annual meeting the election of the directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the election of directors shall not be held during the time period designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.

Section 3.2. Special Meetings. Special meetings of the members may be called by the chairperson or the board of directors, and shall be called by the board of directors upon written demand, signed, dated and delivered to the secretary by not less than one-half of the members having voting rights. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the board of directors or by the chairperson. Unless otherwise provided in the articles of incorporation, a written demand for a special meeting may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of demands sufficient in number to require the holding of a special meeting.

Section 3.3. Place of Meeting. The board of directors may designate any place within the state of Iowa as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the state of Iowa.

Section 3.4. Notice of Meetings. Notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than fourteen (14) days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice.
Section 3.5. Waiver of Notice.

(a) Meeting notice may be waived by Chair.

(b) Any member may waive any notice required by law or these bylaws if in writing and signed by any member entitled to such notice, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such member in due time as required by law or these bylaws. Any such waiver shall be delivered to the corporation for inclusion in the minutes or filing with the corporate records.

(c) A member’s attendance at a meeting, in person or by proxy, waives (i) objection to lack of notice or defective notice of such meeting, unless the member at the beginning of the meeting or promptly upon the member’s arrival objects to holding the meeting or transacting business at the meeting, and (ii) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.6. Record Date. The board of directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than sixty (60) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If a record date is not fixed, members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of the meeting. When a determination of members entitled to vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the board of directors selects a new record date or unless a new record date is required by law.

Section 3.7. Members’ List. After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of a members’ meeting. The list must show the address of and number of votes be entitled to be cast at the meeting by the member. The members’ list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation’s principal office or at a place identified in the meeting notice in the city where the meeting will be held. A member, or a member’s agent or attorney, is entitled on written demand to inspect and, subject to the requirements of law, to copy the list, during regular business hours and at the person’s expense, during the period it is available for inspection. The corporation shall make the members’ list available at the meeting, and any member, or a member’s agent or attorney, is entitled to inspect the list at any time during the meeting or any adjournment.

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Section 3.8. Quorum and Action. The members holding one-half of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. If quorum exists, action on a matter is approved if the votes cast by the members favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

Section 3.9. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member’s authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. A member or member’s agent or attorney-in-fact may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission that complies with Article XIII (Electronic Transmission) of these bylaws. An electronic transmission must contain or be accompanied by information from which one can determine that the member, the member’s agent, or the member’s attorney-in-fact authorized the electronic transmission.

Section 3.10. Ballot Voting. An action based on a written ballot may be taken provided the number of votes cast meets the quorum and number of approvals meets the number requirements set forth in Section 3.8. A written ballot may be transmitted and a vote may be cast on that ballot electronically in accordance with Article XIII (Electronic Transmission) of these bylaws.

Section 3.11. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by at least eighty (80) percent of the members entitled to vote with respect to the subject matter of the action. The member consent may be transmitted electronically in accordance with Article XIII. Written notice of member approval must be given to all members who have not signed the written consent. If written notice is required, member approval shall be effective ten days after such written notice is given. A written consent may be revoked by a writing to that effect received by the corporation prior to the receipt by the corporation of unrevoked written consents sufficient in number to take the corporate action.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 4.2. Number, Tenure and Qualifications. The number of directors shall be no fewer than nine (9) and no greater than thirteen (13). The directors shall serve staggered three year terms, with the terms of the initial board of directors to be determined at the first meeting of the board. Each director shall hold office until the director’s successor shall have been elected and qualified. Geographic diversity amongst the board of directors is strongly encouraged. In the event of the resignation of a director or directors, the remaining members of the board of directors may, thereafter, by the affirmative vote of two-thirds of the remaining directors, elect a successor or
successors to fill the unexpired term or terms. A Board member is expected to fully participate in all activities. Duties of the board should be divided equally amongst its members. A director shall be elected as an authorized representative of a voting member.

Section 4.3. Regular Meetings. The regular meeting of the board of directors shall be held on such date as the board of directors shall by resolution specify. A regular annual meeting of the board of directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board of directors may provide by resolution the time and place within the state of Iowa for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4.4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the chairperson or any two directors. The persons authorized to call special meetings of the board may fix any place within the state of Iowa as the place for holding any special meeting of the board called by them.

Section 4.5. Notice. Notice of any special meeting of the board of directors shall be given at least fourteen (14) days previously by any means approved by the board. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 4.6. Place of Meetings. The board of directors may hold its meetings at such place or places within the State of Iowa as the board may from time to time determine. A director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.7. Quorum. A simple majority of the current board of directors shall constitute a quorum for the transaction of business at any meeting of the board; 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 4.8. Manner of Acting. 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 bylaws.
Section 4.9. Resignation. Any director of the corporation may resign at any time by delivering written notice to the chairperson, the board of directors, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4.10. Removal. Removal of Directors is governed by Iowa Code sections 504.808 & 504.809.

Section 4.11. Vacancies. Any vacancy occurring in the board of directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director’s predecessor in office.

Section 4.12. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing contained here shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such services.

Section 4.13. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. The director consent may be transmitted electronically in accordance with Article XIII (Electronic Transmission) of these bylaws. A director’s consent may be withdrawn by a revocation signed by the director and delivered to the corporation prior to the delivery to the corporation of unrevoked written consents signed by all of the directors.

ARTICLE V. OFFICERS

Section 5.1. Officers. The officers of the corporation shall be a chairperson, a vice-chairperson, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint the other officers, including an executive director, one or more support staff, and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the board of directors. Any two offices may be held by the same person. A person’s election to the board of directors shall not preclude such person from also being elected or appointed as an officer.

Section 5.2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified. Term limits of any office shall be two consecutive years.

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Section 5.3. Removal. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such director’s removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5.5. Chairperson. The chairperson shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

Section 5.6. Vice-Chairperson. In the absence of the chairperson or in event of the chairperson’s inability or refusal to act, the vice-chairperson shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. The vice-chair shall chair committees on special subjects as designated by the board.

Section 5.7. Secretary. The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Section 5.8. Treasurer. The treasurer shall make a report at each board meeting. The treasurer shall assist in the preparation of the budget, and make financial information available to board members and the public.

ARTICLE VI. COMMITTEES

Section 6.1. 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, each of which shall consist of a minimum of one director, which committees, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that no such committee shall have the authority of the board of directors in reference to authorized distributions; approve or recommend to members dissolution, merger, or sale, pledge, or transfer of all or substantially all of the corporation’s assets; elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or adopt, amend, or repeal the articles or bylaws. The appointment of any such committee and the delegation of authority shall not operate to relieve the board of directors of any responsibility imposed upon it by law.

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Section 6.2. Executive Committee. The officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 6.3. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the corporation, and the chairperson of the corporation shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 6.4. Term of Office. Each member of a committee shall continue as a member until the next annual meeting of the members of the corporation and until the member’s successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to qualify as a member of the committee.

Section 6.5. Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee.

Section 6.6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.7. 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.

ARTICLE VII. EXECUTIVE DIRECTOR

Section 7.1. Executive Director. The executive director will be hired by the board and has day-to-day responsibilities for the organization, including carrying out ISWEP’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description as approved by the Board of Directors. The board can designate other duties as necessary.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, GIFTS, and GRANTS

Section 8.1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into
any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8.2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chairperson or a vice-chairperson of the corporation.

Section 8.3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 8.4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation, unless prohibited by law.

Section 8.5. Grants. The board of directors or a designated committee will review and consider all applications for grants funds before submission. The board of directors shall grant the executive director the authority to sign grant applications. Grant contract shall be approved by the board and signed by the board chair.

ARTICLE IX. CERTIFICATES OF MEMBERSHIP

Section 9.1. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the board. The certificates shall be signed by the chairperson and executive director. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation.

Section 9.2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in such member’s name, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of this section.

ARTICLE X. BOOKS AND RECORDS

Section 10.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record identifying the names and addresses of the members entitled to vote as well as other documents required to be maintained pursuant to the Revised Iowa
Nonprofit Corporation Act.

Section 10.2. Members’ Right to Information

(a) A member of the corporation is entitled to inspect and copy, during regular business hours at the corporation’s principal office, any of the following records of the corporation: (i) Articles or restated articles of incorporation and all amendments currently in effect; (ii) bylaws or restated bylaws and all amendments currently in effect; (iii) minutes of all members’ meetings and records of all action taken by members without a meeting, for the past three (3) years; (iv) all written communications to members generally within the past three years, including the financial statements furnished for the past three (3) years; (v) a list of the names and business addresses of the corporation’s current directors and officers; and (vi) the corporation’s most recent biennial report delivered to the Iowa Secretary of State. Provided the member shall have given the corporation written notice of the member’s demand at least five (5) business days before the date on which the member wishes to inspect and copy.

(b) Subject to paragraphs (e) and (f) below, if a member makes a demand in good faith and for a proper purpose, the member describes with reasonable particularity the member’s purpose and the records the member desires to inspect, and the records requested, are directly connected with the member’s stated purpose, then the member shall be entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation provided the member gives the corporation written notice of the member’s demand at least ten (10) business days before the date on which the member wishes to inspect and copy any of the following: (i) excerpts from minutes of any meeting of the board of directors, records of any actions of a committee of the board of directors while acting in place of the board of directors on behalf of the corporation, minutes of any meeting of the members, and records of action taken by the members or the board of directors without a meeting to the extent not subject to inspection under paragraph (a) above; (ii) accounting records of the corporation; and (iii) the membership list of the corporation.

(c) Upon written request from a member, the corporation, at its expense, shall furnish to that member the annual financial statements of the corporation, including a balance sheet and income statement and, if the annual financial statements are reported upon by a public accountant, that report must accompany them.

(d) The corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to the member. The charge shall not exceed the estimated cost of production or reproduction of the records.

(e) Without the consent of the board of directors, no corporate record may be obtained or used by any person for any purpose unrelated to the member’s interest as a member.
(f) The corporation may, within ten (10) days after receiving a demand for the inspection of the membership list, deliver a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. A reasonable alternative may include a member-prepared communication mailed by the corporation at the expense of the member.

Section 10.3. Director’s Access to Records. A director is entitled to inspect and copy the books, records, and documents of the corporation at any reasonable time to the extent reasonably related to the performance of the director’s duties as a director, including any duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the corporation.

ARTICLE XI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in the same calendar year. The Board shall adopt a budget at each annual meeting, and shall set forth the policies and procedures for an annual audit of the company’s finances.

ARTICLE XII. DUES

Section 12.1. Annual Dues. The board of directors may determine the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 12.2. Payment of Dues. Dues shall be payable within 30 days after receipt of invoice. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Section 12.3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable, such member’s membership may be terminated by the board of directors in the manner provided in Article II (Members) of these bylaws.

ARTICLE XIII. ELECTRONIC TRANSMISSION

"Electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient. Notice by electronic transmission is written notice. Notices and written consents may be given by electronic transmission. Each written consent given by electronic transmission shall contain an electronic signature of the person giving such written consent. Electronic signature shall mean a facsimile of a signature previously affixed to an original document, or demarcation by electronic means unique to the individual so demarcated.
ARTICLE XIV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ARTICLE XV. NON-LIABILITY OF DIRECTORS

A director of this corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (c) for any transaction from which the director derived an improper personal benefit, (d) for any unlawful distribution voted for or assented to by a director, or (e) for the failure of the director to comply with the standards of conduct for directors set forth under section 490.833 of the Code of Iowa. If applicable state law is amended after the effective date of these Articles to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by such amendment. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or appeal.

These Bylaws of the Company were adopted on the 17th day of February, 2016.

Brian Stinemans, Director
Jenny Corkrean, Director
Steve Cooper, Director
Darice Baxter, Director
Matt Greiner, Director
Amy Bryant, Director

Mark Augustine, Director
Tracy Warner, Director
Phillip Schuppert, Director
Dan Holderness, Director
Karen Oppelt, Director

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