

IOWA NORTHLAND REGIONAL COUNCIL OF GOVERNMENTS

BYLAWS

ARTICLE I. NAME

The name of this body is the Council of the Iowa Northland Regional Council of Governments (INRCOG).

ARTICLE II. MEMBERSHIP

Section 1. Voting. The membership of the Council shall consist of the chief elected officials (mayor or chairperson) of the county, city, or town having membership in INRCOG. The chief elected official may appoint another elected official from his/her area of jurisdiction to serve in his/her absence or place. The term of office of the members of the Council shall coincide with their elected term of office.

Section 2. Non-Voting. Ex officio non-voting members of the Council are hereby provided, to permit coordination and improved functioning of the Council. From time to time the Council may deem it necessary to create committees, commissions, or agencies to carry out specific activities such as programs for housing, economic development, regional transit, human resources, etc. The chairperson of these Advisory Committees or Delegated Authority Groups shall serve as a non-voting member of the Council.

ARTICLE III. POWERS & DUTIES

The powers and duties of the Council shall be and are assumed by the Council to be those powers and duties authorized by Chapter 28H of the State Code of Iowa. In addition, the Council shall have the power to delegate authority to and regulate the functioning of Advisory Committees and Delegated Authority Groups which it may from time-to-time appoint. The Council shall have the power to transact business, adopt a budget, assess member dues, enter into contracts, employ staff, and review and make recommendations pertaining to state and federal grant and aid programs on behalf of INRCOG. In addition, the Council shall prepare and adopt Bylaws which will govern its functioning. Recognizing the spirit and intent of INRCOG and the laws of Iowa, the actions of the Council, Advisory Committees or Delegated Authority Groups, are in no way mandatory upon actions, programs, or undertakings of the individual counties, cities, or towns which are members of INRCOG.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Council shall consist of a Chairperson, a Vice Chairperson, Secretary, and Treasurer. The officers shall be elected by the Council to serve annual terms and shall be elected at the annual meeting in December and take office the following January.

Section 2. Chairperson. The Chairperson shall call and conduct meetings of the Council. The Chairperson shall appoint the chairperson and members of the Advisory Committees. Such Advisory Committees may be established or discontinued upon the decision of the Chairperson, except committees which are established as Delegated Authority Groups by the Council.

Section 3. Vice Chairperson. The Vice Chairperson shall be elected by the Council to serve in the absence of the Chairperson. In such a case, his/her duties and responsibilities shall be the same as the Chairperson.

Section 4. Secretary. The Secretary shall be elected by the Council to maintain records and certify actions of the Council. Minutes and records of all meetings of the Council will be prepared and transmitted through the office of the Secretary.

Section 5. Treasurer. The Treasurer shall be responsible for the collecting of member dues and for maintaining financial records of the Council.

ARTICLE V. MEETINGS

Section 1. Meetings. Meetings of the Council shall be held at least four times a year and shall be conducted in accordance with rules and procedures adopted in the official Bylaws of the Council. Included as one of these four meetings, an annual meeting shall be held on the third Thursday of December each year or at such a time as determined by the Executive Committee. Meetings will be held in accordance with the provisions of the Bylaws except that the Chairperson of the Council may at his/her discretion, or shall upon petition of twenty (20) percent of the Council, call a special meeting of the Council.

All Council and committee meetings shall be conducted in accordance with the provisions of the *Iowa Open Meetings Law* (Iowa Code, as may be amended).

Section 2. Notice. The Secretary of the Council shall mail or deliver written notice of each regular or special meeting to each member of the Council at least five (5) days prior to such meetings. Notices of special meetings shall state the purposes for which such meeting is called. Notice of all Council and committee meetings shall be posted and sent to the local news media, member governments and organizations, and interested parties requesting such notice. Meeting minutes shall be kept for all Council and committee meetings.

Section 3. Quorum. A quorum of fifteen (15) percent of the voting members of the Council shall be present, in person or by proxy, and so recognized by the Chairperson to conduct the business of the Council.

For the purposes of quorum requirements defined in these bylaws, presence at a meeting via electronic means in accordance with the Iowa Code, as may be amended, shall be equivalent to being present in-person at said meeting. All related powers and duties shall then apply.

Section 4. Voting. A majority vote of those present, in person or by written proxy, shall be required to approve matters voted upon by the Council.

Section 5. Voting by Written Proxy. At all meetings of the Council, a member of the Council may vote either in person or by written proxy, executed by the absent Council member and presented to the Executive Director as soon as possible but in advance of the meeting. No proxy shall be valid after thirty (30) days from the date of its execution.

Section 6. Rules. Council meetings shall be conducted in accordance with the Roberts' Rules of Order, Revised.

Section 7. Open Public. Council meetings shall be open to the public.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Chairperson, the Vice Chairperson, the Council Secretary, and the Council Treasurer. In addition, three (3) Council members at-large shall be elected by the Council each December to serve on the Executive Committee and the Mayors of Waterloo and Cedar Falls also shall serve as voting members.

a. This Committee shall be responsible for the administration of the Council's activities and, in addition, shall serve as the Budget and Personnel Committee. The Executive Committee shall establish salaries, adopt qualifications for personnel, and hire the Executive Director subject to confirmation by the Council. The Executive Director shall be responsible for the hiring of all staff, and reporting personnel actions to the Executive Committee. The Executive Committee shall prepare a guide for personnel relating to duties, salaries, classifications and reclassifications, annual leave, sick leave, and such other related items necessary for a Council staff. The Executive Committee shall prepare the annual budget for submission to the Council for approval.

b. The Executive Committee shall attempt to meet monthly, or at the call of the Chairperson.

c. During the months the full Council does not meet, either intentionally or due to lack of quorum, the Executive Committee shall meet to conduct the affairs of the Council. At those times, the Executive Committee shall have all the powers of the Council. All members of the Council shall have normal voting powers at such meetings if they so desire to attend.

Section 2. Advisory Committees. For the purposes of effectively and efficiently operating the functions of the Council, Advisory Committees shall be established and duties and responsibilities assigned thereto. Such Advisory Committees shall be determined by the Council or Executive Committee. The Chairperson of the Council shall make the appointments to the Advisory Committee and appoint an Advisory Committee chairperson.

Section 3. Delegated Authority Groups. Delegated Authority Groups (DAG) may be established from time-to-time by the Council to expedite the functioning of business and activities of specific work areas. The Council may establish specific guidelines or limits within which the DAG must perform its functions.

a. Membership of the DAG shall be determined by the Council. The Chairperson of the Council shall make the appointments with the approval of the Council.

b. The DAG shall adopt its own Bylaws governing its activities, appointment of officers, Meeting dates, etc.

ARTICLE VII.
PLANNING SERVICES

The Council may, upon request, authorize its staff or consultants to prepare plans or programs for its members. The costs for preparing such plans or programs shall be borne by the requesting member. The request for such service shall be contained in a memorandum of understanding (MOU), resolution and/or contract by the member which specifies the work to be done and the assurance of payment for such services.

ARTICLE VIII.
CONTRACTS

The Executive Director is the authorized party to sign and execute contracts, agreements, and other instruments on behalf of the Council, and its various Advisory Committees and Delegated Authority Groups.

ARTICLE IX.
AMENDMENTS

The Bylaws may from time-to-time be changed or amended by a majority vote of the members of the Council present at any regular or special meeting. Notification of intent to change or amend Bylaws must be mailed to all Council members at least five (5) days prior to the regular or special meeting. Included in the notice will be a copy of the proposed Bylaw changes.

Adopted:
March 16, 2023