

# BYLAWS

## Cerro Gordo, Hancock, and Worth Empowerment Area Board

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### Article I **NAME AND DEFINITION**

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The name of the board shall be the Cerro Gordo, Hancock, Worth Empowerment Area, a public agency established by Iowa code (Chapter 28) through the empowerment designation process. The empowerment area will include the counties, and collaborate with the following School Districts of Clear Lake, Corwith-Wesley-Luverne, Garner-Hayfield, Mason City, Central Springs, Northwood-Kensett, West Fork, West Hancock, Woden-Crystal Lake, and Ventura.

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### Article II **GEOGRAPHIC AREA**

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The geographic area served by this board shall be the counties of Cerro Gordo, Hancock and Worth and all school district offices centered within these counties.

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### Article III **FISCAL YEAR**

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The Empowerment Area Fiscal year runs from July 1<sup>st</sup> to June 30<sup>th</sup> of each year.

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### Article IV **PURPOSE**

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The Cerro Gordo, Hancock, Worth Empowerment Area shall exist to improve the quality of life, well being, and future success of children ages 0-5 and their families. Our tri-county area board serves to improve the efficiency and effectiveness of local education, health, and human service programs through collaboration, coordination, assessment, and planning.

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### Article V **RESULTS**

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We strive to achieve the following results:

- Healthy children
- Children ready to succeed in school
- Safe and supportive communities
- Secure and nurturing families
- Secure and nurturing child care environments

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### Article VI **ROLE**

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According to Iowa Code, Chapter 28, IAC 349, Chapter 1, and IAC 441, Chapter 169 the role of the Community Empowerment Area Boards is to:

- Promote and demonstrate community collaboration
- Conduct community assessments
- Coordinate planning
- Establish priorities
- Develop a system for comprehensive services to support families and communities
- Coordinate program/funding to meet needs and priorities

Article VII      **MEMBERSHIP**

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Section A.      Composition

Membership shall be comprised of residents from Cerro Gordo, Hancock, and Worth Counties. Members will be persons from groups and individuals in direct support of the above-stated purpose including but not limited to: human services, faith, businesses, consumers, public health, education. An employee of a provider organization in a community, who also serves on the community board, is a representative of the organization in which they are employed and therefore is neither a citizen representative nor a consumer representative. A concerted effort will be made by the Empowerment Board to reflect all people residing within its geographic boundaries. A minimum of fifty-one percent of the Board shall consist of elected officials or persons meeting the definition of a citizen's representative.

Section B.      Number of Members

The Board shall consist of (15) members with representation from each of the (3) counties.

Section C.      Board of Directors

**Permanent Standing Positions**

**(4) Positions will be held in this category, each area of Human Service, Public Health and Education must be filled with a minimum of one member.**

- Human Service
- Public Health
- Education

**Elected Officials**

- (6) Two Elected officials from each county.  
(Must be elected in an official public election)

**Citizens**

- (1) Citizen of Faith
- (1) Citizen of Business
- (1) Citizen Volunteer

**Consumers**

- (2) Consumers (parent or grandparent of a 0-5 year old)

Section D.      Officers

The following (3) positions shall be designated to one of the previously mentioned board of directors through a general board election which is conducted annually.

1. Chairperson
2. Vice Chair/Treasurer
3. Secretary

Section E.      Terms of Office

1. Members may not serve longer than two consecutive terms (6 years). Those board members, who were appointed as a staggered term during initial board organization, may serve a full third term. There will be a (1) year gap after a member leaves the board before being able to volunteer to sit on the board for another 2 consecutive terms.

2. The four administrators or an appointee with Board approval from education, health, and human service will be exempt from the term of office limit, and will remain on the Board.
3. Elected officials can select an “alternate member” to represent their agency or group. If necessary an elected official may go to another agency or group within their county that fulfills their categorical makeup to select an alternate member. The alternate member would still need to be an elected official.
4. Upon a Board member’s resignation or an elected official’s term-ending, the new board appointee for that position or organization will begin a new (3) year term.
5. Officers: Each office will be held for a (1) year term. There will be a term limit of two consecutive years for officers with a one-year gap before being reelected as an officer.

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**Article VIII      RATIFICATION, ELECTION, AND RESIGNATION OF MEMBERS**

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**Section A.      Appointment and Ratification of Members**

A steering committee representative of the three counties will meet to plan for a Board which represents county, agency, gender, age, and interest balance among the stake holders, and prepare a list of potential members for appointment. Following the planning, those persons suggested will be contacted to secure their agreement to volunteer to serve on the Board.

**Section B.      Election of Officers**

There will be a general election from the Board to select officers.

**Section C.      Resignation**

Any member who intends to resign must send one written letter of resignation to the Chairperson and one written letter of resignation to the Coordinator of the Board. It will become final upon receipt by the Board. The Board will place the resignation on record at its next regularly-scheduled meeting. Resignations are effective with board approval at next scheduled board meeting.

**Section D.      Resignation by Absenteeism**

If a Board member is absent without providing an acceptable (acceptability determined by the executive committee that will gauge frequency and degree) explanation for more than three consecutive meetings, they shall be contacted by the Chair to determine if they desire and are able to continue to serve on the Board. A Board member who has missed 50% or more of the meetings in a calendar year will be considered to have resigned and a replacement may be appointed according to Article IV. Section G of these bylaws.

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**Article IX      DUTIES**

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**Section A.      Empowerment Board**

1. Interpret the scope of responsibilities of the Empowerment Area as set by Iowa Legislation.
2. Establish the mission and policies to support the Legislative intent.
3. At a minimum administer funds from the state.
4. Ensure that interest or earnings on the community empowerment funds be used for services in the community plan. Keep the interest earned and the two funding streams in two separate accounts.

Empowerment Board (continued)

5. Approve contracts.
6. Develop and implement the community plan with identified priorities, based on community assessments which address human service, education and health needs to support children and their families to reach desired results.
7. Evaluate the outcome of community plans.
8. Assure wide community input as part of all procedures by forming standing committees, task groups and focus groups.
9. Assign tasks to committees as appropriate.
10. Ensure that the annual report is submitted each fiscal year by September 15 to the Iowa board and to local governing bodies in the empowerment area.
11. Develop a plan to sustain community efforts to support children and their families within the empowerment area.
12. Assume other responsibilities established by law or administrative rule.

Section B. Board Member

1. Attend all meetings of the Board, including assigned committees and task forces. Notify the Board Chairperson or Empowerment Coordinator/Director of any absences in advance, if possible.
2. Thoroughly review the agenda and all background support material and come to all meetings prepared to contribute to the discussion of issues and business to be addressed.
3. Serve on at least one committee.
4. Represent the Cerro Gordo, Hancock and Worth Empowerment Board in a positive and supportive manner at all times and in all places.
5. Keep the Board Chairperson informed about any community concerns or issues that are relevant to this Board.
6. Refrain from intruding into administrative issues that are the responsibility of management, except to monitor the results and prohibit methods not in congruity with board policy.
7. Recognize conflicts of interest between position as a board member and personal and professional life. If such a conflict does arise, declare that conflict before the board and refrain from voting on matters in which a conflict exists. A member must abstain from voting in matters where there is real or perceived conflict of interest. A written declaration will be signed by all board members on an annual basis at the January board meeting. All new members must sign upon entry into the board.

Section C. Chairperson

The Chairperson must be either an elected official or citizen. He or she shall preside at all meetings of the Board, approve the agenda for each meeting, call special meetings as needed, oversee the operations of the Board, coordinate compliance with Iowa law and these bylaws, and execute documents on behalf of the Board when so authorized.

Section D. Vice Chair/Treasurer

The Vice Chair/Treasurer must be either an elected official or citizen. He or she shall assume the duties of the Chairperson in that person's absence. He or she shall be responsible for coordinating financial records with the fiscal agent and provide a report to the Board at regular meetings.

Section E. Secretary  
He or she shall be responsible for keeping notes that will be given to the coordinator to make final preparations to be stored in the empowerment office and kept track of by the empowerment coordinator. At any time these records should be produced when called upon to do so by the board or the public.

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Article XI **VOTING**

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Section A. Meeting Protocol  
All meetings will be held in accordance with Roberts Rules of Order and Iowa meeting code Chapter 21, Iowa code supersedes Roberts Rules of Order.

Section B. Quorum  
One more than half of the members (50%+1 of total filled positions), shall constitute a quorum at any Board meeting. In the event that quorum is not met, the meeting will be postponed for voting action, but an informal information meeting may continue.

A majority vote of those present shall determine all matters of business except the following (3) exceptions which require a two-thirds vote of the total membership of the Board:

- The removal of a member from the board
- Amending or repealing the bylaws
- Discontinuation of Housing Agent contract

Section C. Voting by Board Members and Alternates

1. Each Board member shall be entitled to vote upon each matter submitted to a vote at a meeting of the Board except in cases of conflict of interest.
2. The presence of a Board member and the exercise of the voting rights by a Board member by Alternates shall be permitted and recognized, subject to the limitations contained within this Section.
3. At all meetings, a Board member may designate an alternate. The alternate would need to meet the same statutory requirements of the member that they are serving as an alternate for. The alternate and the member can not both attend the same meeting and both vote.
4. Board member will designate only one alternate member at the January yearly meeting.
5. A board member may not use their alternate more than four times in a consecutive year.

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Article XII **BOARD MEETINGS**

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Section A. Schedule and Location of Meetings

1. The Board must meet at least quarterly. Meetings must be scheduled and located for the convenience of Board members and the general public, and should be held in Iowa Code Section 504A.22 approved sites. Public notice of meeting times and a proposed agenda will be made at least (24-hours) in advance of regular board meetings.

2. Notice of Regular Meetings--Notice shall be provided to all Board members at least twenty-four (24) hours in advance.

Section B. Special or Ad Hoc Meetings

The Chairperson may call a special meeting at any time with the approval of (2) additional Board members. The Chairperson must call a meeting within ten days (10) after receiving a written request for such a meeting from a minimum of (3) Board members. Notice shall be provided to all Board members at least (24) hours in advance, except for emergencies. Special meetings will have a closed agenda.

Section C. Annual Meeting

An annual meeting shall be held for the purpose of electing officers and for any other business that requires action. The annual meeting shall be held during the first regularly-scheduled meeting of the calendar year.

Section D. Compliance with Open Meeting Laws

All meetings of this Board will be held in open session as defined in the Code of Iowa Chapter 21.

Section E. Compliance with Open Records

All records of this board will be maintained in accordance with the Iowa Code Chapter 22 (open records). All records will be kept in the designated Empowerment office:

Contact: Empowerment Coordinator  
22 N. Georgia Ave, Suite 300  
Mason City, IA 50401

Section F. Tele-Conference/Electronic Conference

Meetings may be conducted via telephone or other electronic conference technology. Acceptable forms of electronic conferences is the use of speaker phone, web-telecast, or ICN.

## Article XIII COMMITTEES

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The Board shall appoint committees as necessary to conduct the business of the organization to consist of as many members as seems advisable. Committees may be advisory, ad hoc, special, or standing as determined by the board. The board will call for committee volunteers to be appointed. .

The committees include but are not limited to the following:

- Executive Committee (Chair, Vice-Chair, Secretary)
- Administration and Development Committee (Board Members)
  - Board Development
  - Nominating Committee
- Community Relations (Board Members/Community Members)
  - Marketing
  - Advocacy
- RFP Development Committee (Board Members)
- RFP Review Committee (Board Members/Community Members)
- Program Oversight Committee (Board Members)
- Community Advisory Committee (Community Members)
- Special Committees – will be appointed as necessary to conduct the business of the board

Article XIV **DESIGNATED STAFF**

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The Board will be responsible for hiring or contracting services for coordinator and operational staff.

Article XV **DESIGNATION OF FISCAL AGENCY**

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The Board will designate its own fiscal agent and a written agreement established. The fiscal agent will be responsible for providing an annual financial report and audit of empowerment area funds to the Board. The fiscal agent will meet Iowa code (Chapter28) requirements of who can serve as a fiscal agent.

Article XVI **BUDGET**

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Section A. Financial Resources

Financial resources of the Cerro Gordo, Hancock and Worth County Empowerment Area are the responsibility of the Board. The Board will:

- Have a clear plan for acquisition of financial resources to pay for the operations
- Provide guidelines for management and allocation of financial resources that will produce optimum benefit for those we serve
- Monitor and evaluate the financial plans and guidelines to ensure the financial integrity of the Empowerment Area

Section B. Board Contracts

The Board will approve all contracts by a majority vote and may seek reimbursement should the requirements of the contract not be completed satisfactorily.

Section C. Request for Proposals (RFP) Review Process

Empowerment funds may be disbursed by an RFP process. The Board will choose members of the grant review committee. The review committee will be comprised of (5-15) members that will be screened for potential conflict of interest. All programs funded must define and document how the project will address one or more of the priority areas identified by the Cerro Gordo, Hancock and Worth County Empowerment Area.

Section D. Appeals Process

Applicants have the right to appeal the funding decisions based upon a showing that the policies and procedures governing the grant selection process have not been properly applied. The decision of the board will be final.

Article XVII **LIABILITY**

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The Board shall provide adequate indemnification and liability insurance coverage for the Cerro Gordo, Hancock and Worth County Empowerment Area.

Article XVIII **LEGAL REPRESENTATION**

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The Board shall be responsible for selecting and appointing its own legal representation as needed.

**Article XIX AMENDMENT TO THE BYLAWS**

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These bylaws may be amended, altered, or repealed by a two-thirds vote of the membership of the Board, provided that at least (10) days written notice has been given. A copy of the proposed amendments must be included in the notice. A proposed amendment shall be considered for first review at one meeting, and voted on for final passage at a subsequent meeting of the Board. Each Board member's vote on an amendment shall be recorded by roll call. The bylaws will be review each year at the annual meeting.

**Article XX DISSOLUTION**

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This Board may be dissolved, in a manner consistent with the laws of the State of Iowa, and within the requirements of all funding sources.

**Article XXI CONFLICT OF INTEREST**

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A member (or spouse/family) of the Community Empowerment Area Board, who may derive any intentional personal benefit, profit or gain, directly or indirectly, by reason of membership on the board or for services contracted from the board, shall disclose such interest to the board and made a matter of record. The member's abstention from the vote and reason for it will be recorded in the meeting minutes.

A member of the Empowerment Board, who is also a board member of another organization and which organization may derive benefit by an Empowerment Board decision, shall disclose such information to the Empowerment Board. The member's abstention from the vote and reason for it will be recorded in the meeting minutes.

Board members and employees are prohibited from receiving gifts, fees, loans or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the Board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of the Empowerment Area in mind.

Since it is not possible to write a policy that covers all potential conflicts, Board members and employees are expected to be alert to and avoid situations that might be construed as conflicts of interests. The Board shall address these issues as deemed appropriate.