

**Bylaws of Southeast Iowa Regional  
Economic and Port Authority**

**ARTICLE I  
PURPOSE**

SECTION 1. Name and Purpose. The name of the port authority shall be the “Southeast Iowa Regional Economic and Port Authority” (hereinafter “Authority”). Except as otherwise provided herein, the Authority shall have the power to engage in and to do any lawful act concerning any and all lawful business for which the Authority may be organized under the provisions of Chapter 28J of the Code of Iowa. In conducting its business, the Authority shall foster and encourage the participation of private enterprise in the development of the Authority to the fullest extent practicable.

SECTION 2. Iowa Code. Any reference in these Bylaws to the Code of Iowa shall include amendments, from time to time, to the particular provisions referenced.

SECTION 3. Jurisdiction. The Authority shall have jurisdiction over real and personal property as set forth in Chapter 28J of the Iowa Code.

SECTION 4. Eminent Domain. The Authority shall not exercise any powers of eminent domain and such powers may only be exercised on behalf of the Authority by a political subdivision comprising the Authority.

SECTION 5. Zoning. The Authority shall only exercise its ability to zone real property with respect to its Facilities (as that term is defined in Chapter 28J of the Iowa Code).

**ARTICLE 11  
OFFICES**

SECTION 1. Principal Office. The principal office of the Authority shall be located at 110 Main Street, Suite 200, Montrose, Iowa 52639, or at such other place as the Board may designate.

SECTION 2. Mailing Address. The mailing address of the Authority shall be 110 Main Street, Suite 200, Montrose, Iowa 52639, or at such other address as the Board of Directors may select.

**ARTICLE III  
SEAL**

SECTION 1. The Authority elects to have no seal.

## **ARTICLE IV** **GOVERNANCE**

SECTION I. Board of Directors. The Authority shall be governed by a Board of Directors comprised of two Directors from each political subdivision comprising the Authority. With respect to the initial Board of Directors, one of the Directors appointed by each political subdivision comprising the Authority shall serve an initial term of four years. The remaining Directors on the initial Board of Directors shall serve an initial term of six years<sup>1</sup>. All subsequently appointed Directors<sup>2</sup>, shall serve four year terms, except any person appointed to fill a vacancy shall be appointed to only the unexpired term. At the expiration of the Directors' terms<sup>3</sup>, each political subdivision comprising the Authority shall appoint one successor Director to fill one of the vacancies created by the staggered terms. In the event of a vacancy on the Board, the political subdivision that appointed the Director creating the vacancy shall be entitled to appoint a Director to fill the vacancy. Directors may be reappointed. The number of directors comprising the Board may only be changed by resolution of the political subdivisions comprising the Authority. A Director shall hold office until that Director's successor shall have been elected and qualified, unless the term of office of that Director is sooner terminated by death, resignation, or removal. Except in the case of a vacancy, the term of each Board member shall commence on May 18th.

Notwithstanding any other provision of these Bylaws, the Treasurer of State, or its designee, shall serve as an ex officio non-voting member of the Board of Directors in accordance with the provisions of Section 12.30 of the Iowa Code.

SECTION 2. No Elected Officials. Except in connection with the initial Board, the Board of Directors shall not include a member of a legislative body of any political subdivision that is a part of the Authority. Any Board member elected to any such legislative office during the Board member's term of office on the Board, shall immediately be removed from the Board and a successor shall be appointed for the remaining term of the removed Director by the political subdivision that appointed the Director creating the vacancy.

SECTION 3. Director Qualifications. Each member of the Board of Directors shall have been a qualified elector of, or owned business or been employed in, one or more of the political subdivisions comprising the Authority for a period of at least three years preceding appointment to the Board.

SECTION 4. Regular Meetings. The Board shall hold regular meetings not less than quarterly.<sup>4</sup>

SECTION 5. Special Meetings. Special meetings of the board may be called by the Chairman of the Board and shall be called by the Chairman at the written request of at least two members of the Board of Directors.

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<sup>1</sup> Amendment 1, May 21, 2008 – changed from 'two years'

<sup>2</sup> Amendment 1 – previously also included 'The remaining Directors on the initial Board of Directors'

<sup>3</sup> Amendment 1 – changed from 'Every two years,'

<sup>4</sup> Amendment 2, November 24, 2010 – changed from 'once per month'

SECTION 6. Public Meetings and Notice. All meetings of the Board of Directors shall be open to the public and preceded by a notice of the time, date, and place of each meeting, and the tentative agenda, in a manner reasonably calculated to apprise the public of that information. Reasonable notice shall include advising the news media who have filed a request for notice with the Authority and posting the notice on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the office of the Authority. Notice conforming to the requirements of this Section shall be given at least twenty-four hours prior to the commencement of any meeting, unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. Each meeting of the Board of Directors shall occur at a place reasonably accessible to the public, and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. When it is necessary to hold a meeting on less than twenty four hour's notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be included in the minutes of the meeting.

SECTION 7. Closed Session. Notwithstanding the requirements of Section 6, the Board of Directors may hold a session closed to the public for the reasons stated in, and as provided in, Section 21.5 of the Iowa Code or may close a meeting to the public during the consideration of financial and proprietary information, including trade secrets, submitted to the Authority or the agents of the Authority in connection with the relocation, location, expansion, improvement, or preservation of a business or nonprofit corporation (hereinafter "Proprietary Information") or during the consideration of any other information that is not a public record as contemplated by Section 28J.28 of the Iowa Code pursuant to a vote of the majority of the Directors present on motion stating that such information is to be considered. Other matters shall not be considered during the closed session. Except as may be otherwise provided by law, Proprietary Information becomes a public record when there is a commitment, in writing, by the Authority to proceed with the relocation, location, expansion, improvement, or preservation.

SECTION 8. Electronic Meeting. The Authority may conduct a meeting by electronic means only in circumstances where such a meeting in person is impossible or impractical and only if the Authority provides public access to the conversation of the meeting to the extent reasonably possible; complies with the requirements of Section 6 of this Article; and keeps minutes of the meeting which include a statement explaining why a meeting in person was impossible or impractical. Nothing in this Section shall preclude the Authority from considering matters in closed session as provided in Section 7.

SECTION 9. Record of Final Action. All final actions of the Authority shall be recorded and the records of the Authority shall be open to public examination and copying pursuant to Chapter 22 of the Iowa Code, except as may be otherwise provided by law.

SECTION 10. Report To Director. Not later than April 1<sup>st</sup> of each year, the Secretary shall submit a report to the Director of the Iowa Department of Economic Development detailing the projects and activities of the Authority during the prior calendar year. The report shall include, but not be limited to, all aspects of those projects and activities, including the progress and status of the projects and their costs, and any other information the Director of the Department of Economic Development determines should be included in the report.

SECTION 11. Quorum and Voting. A majority of the Directors shall constitute a quorum for the purpose of holding a meeting of the Board of Directors. Except as otherwise provided in these Bylaws or by law, the affirmative vote of a majority of a quorum shall be necessary for any action taken by the Authority. A vacancy in the membership of the Board shall not impair the rights of a quorum to exercise all the rights and perform all the duties of the Authority. If there is not a quorum present at any meeting, the majority of the Directors present at such meeting may adjourn the meeting.

SECTION 12. Compensation. Each Director shall be entitled to receive compensation for services as a Director and reimbursement for reasonable expenses in the performance of the Director's duties in amounts as may be determined by the Board.

SECTION 13. Removal. A Director may be removed from office by affirmative vote of a majority of the Directors taken at a special meeting called for that purpose if the Director fails to attend three consecutive regular meetings of the Board. A Director may be removed by the political subdivision appointing the Director for misfeasance, nonfeasance, or malfeasance in office. If a Director is so removed, a successor shall be appointed by the political subdivision that appointed the Director for the remaining term of the removed Director.

## **ARTICLE V** **OFFICERS**

SECTION 1. Election. After the initial appointment of the Board, the Board shall elect a Director as Chairperson, elect a Director as Vice Chairperson and appoint a Secretary, who need not be a Director who are to serve the following year. Said officers shall serve one year and will take office on the date they are elected to serve. Officers may be re-elected to the same office.

SECTION 2. Removal. Any officer elected by the Board may be removed from office by the Board whenever, in its judgment, the best interests of the Authority will be served thereby.

SECTION 3. Vacancies. If the position of any officer becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors, by a majority vote, shall elect a successor, who shall hold office for the unexpired term during which such vacancy occurred.

## ARTICLE VI CHAIRMAN

Section 1. Chairman. The Chairman shall be the principal executive officer of the Authority, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Authority. The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall perform, sign, execute, and acknowledge on behalf of the Authority, all instruments, bonds, contracts, and instruments affecting real estate, or which shall be authorized by resolution of the Board of Directors. The Chairman may authorize any other officer or Director or agent of the Authority to sign, execute, and acknowledge such documents or instruments in his/her place and stead. The Chairman shall generally have the general powers and duties of supervision and management usually vested in the office of president of a corporation and perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. Committees. The Chairman may appoint an advisory board and any special committees to assist the Authority. Any such advisory board or committee shall have no official capacity to act on behalf of the Authority. The Chairman shall be ex-officio a member of any such advisory board or committees. The members of any such advisory board or committee shall serve in such capacity without compensation.

Section 3. Vice-Chairman. The Vice-Chairman shall have all powers and authorities of the Chairman when the Chairman is incapable of acting for any reason. The Vice Chairman shall perform any and all duties as may be designated to him/her by the Board of Directors.

Section 4. Secretary. The secretary shall: (a) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws as required by law; (c) be custodian of the appropriate records; (d) keep a register of the post office address, phone number, and e-mail address of each Director which shall be furnished to the Secretary by such Director; (e) have charge and custody of and be responsible for all funds and securities of the Authority, (f) receive and give receipts for monies due and payable to the Authority from any source whatsoever; (g) deposit all monies in the name of the Authority in such depositories as shall be qualified to receive deposits of county funds, which deposits shall be secured in the same manner as county funds are required to be secured, (h) perform any and all duties as may be designated to him/her by the Chairman of the Board of Directors, and (i) in general perform all of the duties incident to the office of the secretary and treasurer of a corporation.

SECTION 5. Disbursement of Funds. Funds of the Authority may only be disbursed in accordance with the rules and procedures adopted by the Board and any vouchers for such disbursements shall be signed by both the Secretary and the Chairman. The Secretary shall render to the Directors, at the regular meeting of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Authority.

SECTION 6. Bond. Before receiving any revenues of the Authority, the Secretary shall furnish a bond in such amount as shall be determined by the Board with sureties satisfactory to the Board.

## **ARTICLE VII** **CIVIL IMMUNITY**

SECTION 1. Immunity. The Directors of the Authority shall not be personally liable for any monetary damages that arise from actions taken in the performance of the Director's official duties, except for acts or omissions that are not in good faith or that involve intentional misconduct, a knowing violation of law, or any transaction from which the Director derived an improper personal benefit.

## **ARTICLE VIII** **FINANCES**

SECTION 1. Budget. The Secretary shall prepare an annual budget for the Authority and submit the same to the Board at a meeting held in the third-quarter of each calendar year for approval which shall constitute the budget for the following calendar year.

SECTION 2. Audit. The books and accounts of the Authority shall be audited annually by an independent certified public accountant or firm of certified public accountants in accordance with generally accepted auditing standards and principles, who shall be selected and employed by the Board of Directors directly and not through the medium of any person or persons charged with keeping such books and accounts, and who shall report directly to said Board.

SECTION 3. Bank. The bank of the corporation shall be any such bank as the Board of Directors may determine.

SECTION 4. Surplus Funds. Any surplus of funds as contemplated by Section 28J.13 of the Iowa Code shall be paid, in equal shares, to the general funds of the political subdivisions comprising the Authority.

SECTION 5. Political Subdivisions Not Liable for Debts. Except as provided in Chapter 28J with respect to dissolution of the Authority and except as may be set forth in a written agreement to which a political subdivision is a party, the political subdivisions comprising the Authority shall not be liable for any debts or obligations of the Authority.

**ARTICLE IX**  
**NEW MEMBERS**

Section 1. Application to Joining Authority. A political subdivision which is contiguous to (a) a political subdivision which participated in the creation of the Authority, or (b) a political subdivision which proposes to join the Authority at the same time which is contiguous to a political subdivision which participated in the creation of the Authority may apply to join the Authority (hereinafter “Applicant”).

Section 2. Terms Applicable to New Member. Upon receiving an application from an Applicant, the Board shall notify all political subdivisions that comprise the Authority of the application. Said political subdivisions shall provide terms acceptable to all political subdivisions that comprise the Authority upon which the Applicant can join the Authority. The Board shall notify the Applicant of the proposed terms and, if acceptable, the Applicant shall adopt a resolution proposing to join the Authority upon said terms. The Board shall, by resolution, either accept or reject the Applicant’s resolution proposing to join the Authority.

Section 3. Effective Date. The Applicant’s proposal to join the Authority shall become effective upon the Board’s resolution accepting the Applicant’s resolution proposing to join the Authority and, thereupon, the jurisdiction of the Authority shall include the joining political subdivision.

SECTION 4. Status of Member. Any applicant that joins the Authority shall be considered to have participated in the creation of the authority.

SECTION 5. Automatic Inclusion. Nothing in this article shall prevent a territory or city which was not included in the Authority from being automatically included in the Authority upon annexation to a city included within the Authority as provided in Section 28J.4(3) of the Iowa Code.

**ARTICLE X**  
**REVENUE BONDS AND PLEDGE ORDERS**

SECTION I. Issuance of Revenue Bonds. In the event the Authority issues revenue bonds as contemplated by Chapter 28J of the Iowa Code, the board must adopt a resolution to issue the bonds by a majority of the total number of Directors at a regular or special meeting called for that purpose. In addition to the requirements of Article 4, Section 6 hereof, notice of said meeting shall be published at least once, not less than four nor more than twenty days, before the date of the meeting, in at least one newspaper that meets the requirements of Section 614.3 of the Iowa Code. The notice must include a statement of the date, time, and place of the meeting, the maximum amount of the proposed revenue bonds or pledge orders, the purpose for which the revenue bonds will be issued, and the net revenues to be used to pay the principal and interest on the revenue bonds.

SECTION 2. Objections Received. At the meeting, the Board shall receive oral or written objections from any resident or property owner within the jurisdiction of the Authority and, after all objections have been received and considered, the Board, at the meeting or a date to which it is adjourned, may take additional action for the issuance of the bonds or abandon the proposal to issue bonds.

SECTION 3. Signatures Required on Bonds. The Chairman and the Secretary shall sign all revenue bonds.

SECTION 4. Pledge Orders. The Board may issue pledge orders as contemplated by Chapter 28J of the Iowa Code pursuant to a resolution adopted by a majority of the total number of Directors at a regular or special meeting, ordering their issuance and delivery in payment for all or part of the cost of a project of the Authority. Pledge order may bear interest at rates not exceeding those permitted by Chapter 7A of the Iowa Code. The Pledge orders shall be executed by the Chairman and the Secretary.

SECTION 5. Property not Collateral. Except as provided in section 28J.20, the physical properties of the Authority shall not be pledged or mortgaged to secure the payment of revenue bonds, pledge orders, or refunding bonds, or the interest thereon.

SECTION 6. No Personal Liability. The Directors and the Secretary shall not be personally liable on the revenue bonds or the pledge orders or be subject to any personal liability or accountability by reason of the issuance thereof

## **ARTICLE XI** **RULES OF ORDER**

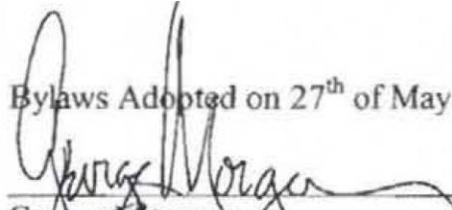
SECTION 1. The Board may adopt rules of order for the conduct of its meetings to the extent not inconsistent with these Bylaws or applicable law.

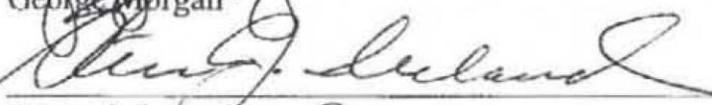
## **ARTICLE XII** **AMENDMENTS**

SECTION I. Amendments Requiring a Vote From Each Political Subdivision. Article I, Sections 4 And 5; Article VIII, Section 5, and ARTICLE XII of these Bylaws may be altered or amended by the affirmative majority vote of two-thirds of the Board of Directors at any regular or special meeting of the Board provided said two-thirds is comprised of at least one Director from each political subdivision comprising the Authority.

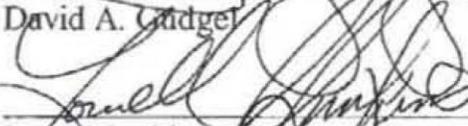
SECTION 2. Other Amendments. Except as provided in Article XII, Section 1, these Bylaws may be altered or amended by the affirmative majority vote of two-thirds of the Directors at any regular or special meeting of the Board, regardless of how said two-thirds is constituted.

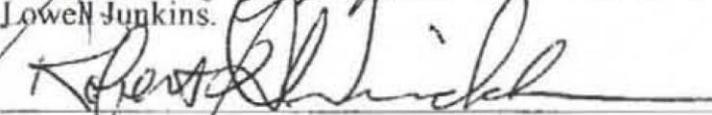
Bylaws Adopted on 27<sup>th</sup> of May 2006 by the following:

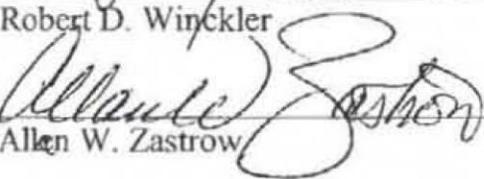
  
George Morgan

  
Steven J. Ireland

  
David A. Gidgel

  
Lowell Jenkins.

  
Robert D. Winckler

  
Allen W. Zastrow