

BY-LAWS
WCLTDR Governing Board

Article I. Introduction

The Wapello County Long Term Disaster Recovery (WCLTDR) Governing Board is fulfilling its mission as a long-term disaster relief organization by bringing together those community members necessary for the establishment of a long-term disaster recovery effort. In this role the WCLTDR Governing Board will develop a 501 (c) 3 to serve the community until such time as the Board determines it can no longer provide a service to the community and dissolves the Board at the completion of the mission of providing long-term disaster recovery.

Article II. Purpose of the WCLTDR Governing Board

Section 1. Mission Statement

To coordinate the long term disaster recovery efforts in Wapello County for individuals of natural, man-made, and technological disasters striving to serve the full range of human needs and interfacing with ecumenical and human service agencies to respond to the unmet needs of individuals in this county.

Section 2. Organization of the WCLTDR Governing Board

(a.) Designation of Annual Meeting

The annual meeting of the WCLTDR Governing Board will be held in June of each year at the close of the agency's fiscal year.

(b.) Election of Officers

The election for the office of Chair, Vice-Chair, Secretary, and Treasurer will take place at the annual meeting. Officers will serve a term of twelve months, and may be elected to an additional term as decided by the Board.

(c.) The WCLTDR Governing Board will be incorporated under the laws of the State of Iowa and shall organize and operate using the guidelines provided to nonprofit organizations in the State of Iowa and as described in Section 501 (c) 3 of the Internal Revenue Code.

(d.) Donations of money and/or property, real or personal, will be received and disbursed by the WCLTDR Governing Board as fiscally prudent.

(e.) These By-laws constitute the rules adopted by the WCLTDR Governing Board for the regulation and management of its affairs.

Section 3. Composition of the WCLTDR Governing Board

- (a.) The WCLTDR Governing Board shall include organizations and agencies that have agreed to participate by signing a letter of commitment to support the mission statement of WCLTDR. Letters of commitment will be done at the inception of the Governing Board and continue indefinitely, unless an agency wishes to dissolve their relationship with the WCLTDR Governing

Board or unless changes to the WCLTDR support the need for a change in Board membership. WCLTDR Governing Board will be comprised of 15 mandatory members. A Governing Board member may resign at any time by giving written notice to the Chair of the Executive Governing Board. A Governing Board member may be removed by a majority vote of the WCLTDR Governing Board if enough members are present to constitute a quorum. Any member will be removed from the WCLTDR Governing Board if he/she misses three consecutive meetings of the WCLTDR Governing Board without notice/reason. The fifteen mandatory participating members include:

1. A member of the Wapello County Board of Supervisors
2. A Housing Director, or designee.
3. The Salvation Army
4. The American Red Cross
5. A representative of Wapello County General Relief/CPC/Veterans Affairs
6. A representative of the Community Action Agency
7. United Way of Wapello County
8. Department of Human Services representing Wapello County
9. SENECA Area Agency on Aging
10. A Wapello County Human Resources member at large as elected by that Organization.
11. Wapello County Public Health Nursing Director or Designee
12. The Mayor of the city of Ottumwa or another incorporated city in Wapello County
13. Wapello County Emergency Management Director
14. The Sheriff of Wapello County or designee.
15. Executive Director of Southern Iowa Community Mental Health Center.

To ensure that the Board keeps the best interests of disaster survivors in mind, a volunteer survivor will be included as an ex-officio member of the Board.

(b.) Composition of the Application Review Governing Board shall include five members in good standing of the Wapello County Human Resources Helping Hands Committee. Application Review Committee will review any requests for long-term disaster recovery assistance and issue a written decision to the applicants for these funds. The purpose of including the Human Resources Helping Hands members to review applications for assistance is to keep a clear separation between those approving applications and those listening to applicant appeals.

(c.) The Wapello County Emergency Management Commission will function as the Appeals Committee, if necessary, after the Application Review Committee has issued a decision.

(d.) No members of any of the WCLTDR Governing Board above shall receive compensation for serving on the WCLTDR Governing Board.

(e.) To avoid any appearance of conflict of interest, members of the WCLTDR Governing Board will declare each year at the annual meeting any potential conflicts of interest. If circumstances change within the Board's fiscal year; each member of the Advisory Board is required to divulge this information to the Board.

Section 4. Meetings of the WCLTDR Governing Board and Application Review Committee

- (a) The WCLTDR Governing Board will meet annually, unless called together more frequently by the Chair of the WCLTDR Governing Board or Wapello County Emergency Manager.
- (b) Meetings will be held in a location that is convenient to the Board.
- (c) The WCLTDR Governing Board will meet at least semi-annually, unless called together more frequently in a disaster recovery situation.
- (d) The WCLTDR Application Review Committee will meet when needed to review applications for assistance, at a location convenient for review committee members.
- (e) A quorum of the WCLTDR Governing Board will consist 50% plus one of its membership.
- (f) A quorum of the WCLTDR Application Review Committee will be four (4) of its five (5) members
- (g) Any action which is required or permitted to be taken at any meeting of the WCLTDR Governing Board or of any sub-committee of the WCLTDR Governing Board may be taken by oral/e-mail/telephone agreement without a meeting; if within 10 days after an agreement, the text of the resolution or matter agreed upon is sent to all members of the WCLTDR Governing Board and a majority of the Board members do not object to such action in writing within 10 days of the mailing of such text.

Section 5. Dissolution of Corporation

- (a.) In the event of dissolution of the WCLTDR Governing Board the assets of the corporation will be allocated to organizations in Wapello County whose mission is also to aid in disaster recovery.

Section 6. Agency Fiscal Year

- (a.) The fiscal year of the WCLTDR Governing Board is designated as commencing on July 1 of each year, ending on June 30 of the following calendar year.

Article III. Executive Committee of the Governing Board

Section 1. General Powers

The Executive Committee of the Governing Board of the WCLTDR Governing Board constitutes its governing body. It shall manage, control, and direct the affairs of the organization as organized for assistance in disaster recovery and provide for the long-term unmet needs of area citizens. The Executive Committee or the Governing Board may delegate the day to day operation to Chair of the Governing Board, or the Long Term Disaster Recovery Case Manager, provided that the affairs of the WCLTDR Governing Board shall be managed under the direction and authority of the Executive Committee of the Governing Board.

Section 2. Officers of the Executive Governing Board

Officers shall be elected initially by the WCLTDR Governing Board when the WCLTDR Governing Board is organized. Officers will serve a term of 12 months and may be elected to an

additional 12 month term to the WCLTDR Governing Board. Elections, if needed, shall be held each June.

(a) The Chairperson

- (i) Shall be the principal officer of the WCLTDR Governing Board and is subject to the authority of the WCLTDR Governing Board.
- (ii) Shall perform all duties customary to the office of the Chair of a Board.
- (iii) Shall work in partnership with the Governing Board, Executive committee, and other Board sub-committees, and the Long Term Recovery Case Manager and any other staff and volunteers to achieve the mission of the WCLTDR Governing Board.
- (iv) Shall be a member of all sub-committees.
- (v) Shall perform such duties as the WCLTDR Governing Board prescribes.
- (vi) Will supervise and evaluate paid staff and volunteers.
- (vii) The Chair is an ex-officio member of all sub-committees created by the Governing Board.

(b) Vice-Chair Person

- (i) Shall serve as Chair in the Chair's absence from any meeting, If the Chair is unable to fulfill the functions of the office, shall have all of the duties and powers of the Chair.
- (ii) Shall perform such duties as the Chair and as the WCLTDR Governing Board shall prescribe.
- (iii) May succeed the Chair at the end of the Chair's term, if the WCLTDR Governing Board concurs. (This is a Board elected position)

(c) Secretary

- (i) Shall be responsible for keeping an accurate record of all meetings of the WCLTDR Governing Board.
- (ii) Shall be responsible for accurate Board member contact information.
- (iii) Shall perform all duties customary to the office of Secretary.
- (iv) Shall see notices are duly given in accordance with these By-laws or as required by law.

(d) Treasurer

- (i) Shall keep full and accurate accounts of receipts, disbursements, assets and liabilities of the WCLTDR Governing Board. Shall present timely and accurate reports of such transactions to the Governing Board as required.
- (ii) Shall perform all duties customary to the office of treasurer.

Article IV. Sub-Committees

Section 1. General Provisions

The WCLTDR Governing Board may create such other ad hoc or permanent sub-committees of its members or other persons as agreed upon by the Board. The sub-committees have such authority as the WCLTDR Governing Board or these By-laws direct.

Section 2. Application Review Sub-Committee aka Wapello County Helping Hands Sub-Committee of Wapello County Human Resource Association)

The Application Review Committee will be made up of at least five members of the Wapello County Helping Hands Committee and will review applications and make recommendations to the WCLTDR Governing Board for disbursement of funds to individuals for unmet disaster recovery needs.

Article V. General Provisions

Section 1. Execution of Documents

All documents and matters shall be reviewed by the WCLTDR Governing Board and may be approved and executed by the WCLTDR Governing Board or the Executive Committee.

Section 2. Gifts

The WCLTDR Governing Board shall accept or decline any contribution, gift, or bequest donated for the purposes of the WCLTDR Governing Board.

Section 3. Auditing of Financial Records

WCLTDR Governing Board will procure services of an independent auditor on an annual basis to ensure the compliance with the Federal 501 (c) 3 requirements.

Section 4. Staff and Volunteers

The WCLTDR Governing Board shall be responsible for recruitment, interviewing, hiring, and all required oversight per the US Department of Labor standards for paid staff or volunteers contracted with the WCLTDR Governing Board.

Section 5. Grievances

A grievance is a breach of a collective agreement. The breach may affect one member ("individual grievance") or many members ("direction of policy" grievance).

If there is a grievance related to employment or volunteerism, it should be discussed informally with the Chair of the WCLTDR. If the grievance is not able to be resolved with an informal discussion, the grievance should be put in writing within 10 days and submitted to the Chair of the WCLTDR for Governing Board action. A written response to the grievance should be received from the Board within ten working days. The decision of the Board is final.

Section 6. Public Statements

No persons, except the Chairperson of the WCLTDR Governing Board or the Wapello County Emergency Management Director, shall be authorized to make any public statements on behalf of the WCLTDR Governing Board.

Article VI. Confidentiality

Confidentiality statements will be signed by all WCLTDR Governing Board members and the Application Review Committee at the annual meeting and the initial application review meeting, respectively and annually thereafter.

Article VII. Conflict of Interest

The affairs of the agency will be conducted in accordance with the highest standards of integrity. There can be no deviation from complete honesty in business transactions. Use of agency funds or internal business information for improper purposes and dishonest practices is absolutely forbidden. This policy applies to all personnel, including Governing Board and Application Review Committee members.

Definition: A conflict of interest is defined as making use of any knowledge or information acquired through one's professional relationships with applicants for assistance or other Governing board Members while conducting WCLTDR business, to one's own advantage or profit.

PURPOSE:

To ensure that all agency personnel, as well as members of the Governing Board and Application Review Committee, avoid conflicts of interest within the performance of their duties for the WCLTDR Board.

PROCEDURE:

1. All personnel will:

- A. Act in the course of their duties solely in the best interests of the WCLTDR Board without consideration of the interests of any other agency, organization, or association with which they are associated and will refrain from taking part in any transaction where such person(s) do not believe in good faith that they can act with undivided loyalty to the agency.
- B. Disclose any material, financial or other beneficial interest to any entity engaged in the delivery of goods or care/services to the agency or its members.
- C. Disclose any transactions with the agency which would result in any benefit to themselves, their immediate families, or any entity in which they hold a significant financial ownership or other interests, and refrain from participation in any action on such matters except upon approval of the governing body after full and frank disclosure.

Article VIII. Whistle Blower Procedure

This Whistleblower Policy of WCLTDR Governing Board:

- (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Board;
- (2) specifies that the Board will protect the reporter(s) from retaliation; and
- (3) identifies where such information can be reported.

PURPOSE:

It is a violation of the policies of WCLTDR Governing Board for any employee, volunteer, or member of the Governing Board to take adverse employment action or retaliate against employees of WCLTDR Governing Board who disclose any information to WCLTDR Governing Board Chair, any state or federal governing entities, or the governing body of this agency.

PROCEDURE:

- A. **Encouragement of reporting.** The agency encourages complaints, reports or inquiries about illegal practices or serious violations of the agency's policies, including illegal or improper conduct by the agency itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the agency has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the agency's human resource channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
- B. **Protection from retaliation.** The agency prohibits retaliation by or on behalf of the agency against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith, but prove to be mistaken. The agency reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.
- C. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis for the complaints, reports or inquiries. They should be directed to the Chair of the WCLTDR Governing Board. If the Chair is implicated in the complaint, report or inquiry, it should be directed to the Wapello County Emergency Management Commission. The agency will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the agency may be unable to fully evaluate a vague or general complaint, report, or inquiry that is made anonymously.

Article IX. Amendments

These By-laws may be altered, amended or repealed, or new By-laws adopted by the majority of

the members of the WCLTDR Governing Board, attending any meeting with a quorum present. Each member of the WCLTDR Governing Board must be provided with at least 10 days notice with the intention to alter, amend, repeal or adopt new By-laws at such meeting.

Article X. Certification

I, hereby certify that these By-laws were adopted by the Wapello County Long Term Disaster Recovery Board at the regular meeting held on July 1, 2010.

Date Adopted

_____	_____
Chairperson (Print name)	Chairperson (Signature)
_____	_____
Secretary (Print name)	Secretary (Signature)