

**BYLAWS
FOR
WOODBURY COUNTY LAW
ENFORCEMENT CENTER AUTHORITY**

**ARTICLE I
GENERAL**

Section 1.1. Name. The name of this Authority as established in the Articles of Incorporation shall be the Woodbury County Law Enforcement Center Authority (hereinafter sometimes referred to as the “Authority”).

Section 1.2. Incorporating Units. The Authority is incorporated by Woodbury County, State of Iowa, and the City of Sioux City, State of Iowa, which is the county seat of Woodbury County in accordance with the authority of Iowa Code Section 346.27 (2019). The Articles of Incorporation were adopted by the affirmative vote of a majority of the members of the governing body of each incorporating unit.

Section 1.3. Effective Date. The Authority became effective at such time as the Articles of Incorporation were recorded in the Woodbury County Recorder's office (technically known as the Woodbury County Auditor and Recorder's office), filed with the Iowa Secretary of State, and published once in the Sioux City Journal.

Section 1.4. Earnings. No part of the earnings of the Authority shall inure to the benefit of or be distributable to its incorporating units, Commissioners, officers, employees, or other private persons.

**ARTICLE II
PURPOSE**

Section 2.1. Purposes. The purpose of the Authority is to exercise any and all powers afforded under Iowa Code Section 346.27, or any successor legal authority thereto, including, but not limited to acquiring, designing, constructing, demolishing, improving, enlarging, equipping, furnishing, repairing, maintaining, and operating one or more public buildings, the first of which is the law enforcement center, and acquiring and preparing any necessary site for the joint use of the incorporating units.

**ARTICLE III
POWERS**

Section 3.1. Powers. The intent of these Bylaws is to empower the Authority with any and all powers and functions allowed under Iowa Code Section 346.27, or any successor legal authority thereto. The Authority is a body corporate with the power to sue and be sued in any court in Iowa, to have a seal and alter it at its pleasure, and to make and execute contracts, leases, deeds, and other instruments necessary or convenient to the exercise of its powers. In addition, it

has and may exercise the following public and essential governmental powers and functions and all other powers incidental or necessary to carry out and effectuate its express powers:

- a. To select, locate, and designate an area lying wholly within the territorial limits of the City of Sioux City as the site to be acquired (the "Building Site") for the construction, alteration, enlargement, or improvement of one or more public buildings. The Building Site selected is subject to approval by a majority of the members of the governing body of each incorporating unit.
- b. To acquire in the corporate name of the Authority the fee simple title to real property, including the Building Site, by purchase, gift, devise, or by the exercise of the power of eminent domain, or to take possession of real estate by lease.
- c. To demolish, repair, alter, or improve any building within the Building Site, to construct a new building on the Building Site and to furnish, equip, maintain, and operate the building.
- d. To construct, repair, and install streets, sidewalks, sewers, water pipes, and other similar facilities and otherwise improve the Building Site.
- e. To make provisions for off-street parking facilities.
- f. To operate, maintain, manage, and enter into contracts for the operation, maintenance, and management of buildings, and to provide rules for the operation, maintenance, and management.
- g. To employ and fix the compensation of technical, professional, and clerical assistance as necessary and expedient to accomplish the objects and purposes of the Authority.
- h. To lease all or any part of a building to the incorporating units for a period of time not to exceed fifty years, upon rental terms agreed between the Authority and the incorporating units. The rentals specified shall be subject to increase by agreement of the incorporating units and the Authority, if necessary, in order to provide funds to meet obligations.
- i. To procure insurance of any and all kinds in connection with a building. The bidding procedures provided in Iowa Code Section 73A.18 shall be used in the procurement of insurance.
- j. To accept donations, contributions, capital grants, or gifts from individuals, associations, municipal and private corporations, and the United States, or any agency or instrumentality thereof, and to enter into agreements in connection therewith.
- k. To borrow money and to issue and sell revenue bonds in an amount and with

maturity dates not in excess of fifty years from date of issue, to provide funds for the purpose of acquiring, constructing, demolishing, improving, enlarging, equipping, furnishing, repairing, maintaining, and operating buildings, and to acquire and prepare sites, convenient therefor, and to pay all incidental costs and expenses, including, but not limited to, architectural, engineering, legal, and financing expense, and to refund and refinance revenue bonds as often as deemed advantageous by the Board of Commissioners of the Authority.

1. The provisions of Iowa Code Chapter 73A applicable to other municipalities are applicable to the Authority.

ARTICLE IV **BOARD OF COMMISSIONERS**

Section 4.1. Governance. The Authority shall be directed and governed by the Board of Commissioners, consisting of three commissioners.

Section 4.2. Election of Commissioners. One commissioner shall be elected by the Board of Supervisors of Woodbury County, Iowa, from the area outside of the county seat. One commissioner shall be elected by the City Council of the City of Sioux City, Iowa, from the area inside the City. One commissioner shall be elected by the joint action of the Board of Supervisors and the City Council, and if the governing bodies are unable to agree upon a choice for the third member within sixty days after the election of the first member, then the third member shall be appointed by the Governor of Iowa. Any vacancy in the Board of Commissioners shall be filled by election of the governing body of the incorporating unit or units that elected the prior Commissioner, and the person filling such vacancy shall serve out the remainder of the term of the prior Commissioner.

Section 4.3. Terms. Each Commissioner shall serve for a six-year term, except as set out below:

- a. The first Commissioner elected by the Board of Supervisors of Woodbury County will serve for a term of two years.
- b. The first Commissioner elected by the City Council of the City of Sioux City will serve for a term of four years.
- c. The first Commissioner elected by joint action of the Board of Supervisors of Woodbury County and the City Council of the City of Sioux City (or appointed by the Governor of Iowa) will serve for a term of six years.

Section 4.4. Regular Meetings. The Board of Commissioners of this Authority shall hold regular meetings at such time and place as they shall determine.

Section 4.5. Special Meetings. Special meetings of the Board of Commissioners may be called by a majority of the Board of Commissioners upon the written demand – signed, dated, and

delivered to the Secretary. 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 Commissioners.

Section 4.6. Notice. Notice stating the place, day, and hour of any meeting of the Board of Commissioners shall be delivered to each Commissioner entitled to vote at such meeting not less than one (1) nor more than sixty (60) days before the date of such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voicemail, email, or other electronic means. Notice of any Board of Commissioner meeting shall be distributed to Commissioners and posted in accordance with Iowa Code Chapter 21.

Section 4.7. Waiver of Notice. Any Commissioner may waive in writing any notice required by law or these Bylaws, whether before or after the date and time stated in such notice. Such a waiver shall be equivalent to notice to such Commissioner in due time as required by law or these Bylaws. Any such waiver shall be delivered to the Authority for inclusion in the minutes or filing with the records of the Authority.

A Commissioner's attendance at a meeting, in person or by proxy, waives (a) objection to lack of notice or defective notice of such meeting (unless the Commissioner at the beginning of the meeting or promptly upon the Commissioner's arrival objects to holding the meeting or transacting business at the meeting), and (b) 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 Commissioner objects to considering the matter when it is presented).

Section 4.8. Quorum. At any meeting of the Board of Commissioners, called with proper notice, a quorum for the transaction of any business shall be a majority of the Commissioners.

Section 4.9. Voting. In the ordinary course of the Board of Commissioner's business, each Commissioner shall have one vote, and the majority vote of those Commissioners present and voting shall decide such matters.

Section 4.10. Compensation. No commissioner shall receive any compensation in connection with his or her services as a commissioner. Each commissioner shall be entitled to reimbursement for any actual and necessary expenditures in connection with the performance of the commissioner's duties.

Section 4.11. Removal of a Commissioner. A Commissioner may be removed from office by the affirmative vote of two-thirds of the members of the governing body of the incorporating unit or units that elected the Commissioner.

ARTICLE V **OFFICERS**

Section 5.1. Officers. The Board of Commissioners shall designate one commissioner to serve as Chairperson, one commissioner to serve as Secretary, and one commissioner to serve as

Treasurer. The Board of Commissioners may appoint such other officers as it deems necessary or appropriate.

- a. Chairperson. It shall be the duty of the Chairperson to preside at all meetings of the Authority and to perform all duties incident to the office of the Chairperson and such other duties as may be prescribed from time to time by the Board of Commissioners and these Bylaws.
- b. Secretary. The Secretary shall be responsible for maintaining the records and accounts of the Authority and shall keep the minutes of the meetings of the Authority and of the Board of Commissioners; shall see that all notices are duly given in accordance with the Authority's Articles of Incorporation and these Bylaws; shall be the custodian of the corporate records and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or by the Board of Commissioners and these Bylaws. It shall be the duty of the Secretary to perform the duties of the Chairperson in the absence of the Chairperson, or in the event of the Chairperson's inability or refusal to act. The Secretary when thus acting shall have the powers of and be subject to all restrictions placed upon the Chairperson.
- c. Treasurer. The Treasurer shall be responsible for monitoring the maintenance of accurate records of the Authority's financial transactions; preparing the monthly bank reconciliations; assist in the preparation of the annual budget; annually review and make recommendations to the Board of Commissioners on the investments of the Authority; monitor the monthly financial reports submitted to the Board of Commissioners; assist in the preparation of records for the annual independent audit of the financial records; and perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Commissioners and these Bylaws.

Section 5.2. Election of Officers. Election of officers shall be by a majority vote of the Board of Commissioners on or before July 1 of every odd numbered year (e.g., July 1, 2021, July 1, 2023, etc.).

Section 5.3. Term of Office. The term of office for the Chairperson, Secretary, and Treasurer shall be two years. The terms of office for these officers commence July 1 and end June 30 (e.g., July 1, 2021 to June 30, 2023) or until their successors are elected and qualified. Notwithstanding the foregoing, the term for the initial officers shall commence at the initial meeting of the Board of Commissioners and end on June 30, 2021.

Section 5.4. Compensation. No officer shall receive any compensation in connection with his or her services as an officer. Each officer shall be entitled to reimbursement for any actual and necessary expenditures in connection with the performance of the officer's duties.

ARTICLE VI

PARLIAMENTARY AUTHORITY

Section 6.1. Rules of Order. "Robert's Rules of Order, Revised" shall govern all activities

of this Authority except as limited by the Articles of Incorporation, or these Bylaws. Such rules may be amended at any time by a majority vote of the Board of Commissioners and subject to the approval by the affirmative vote of a majority of the members of the governing body of each incorporating unit.

ARTICLE VII **EXECUTION OF INSTRUMENTS**

Section 7.1. Bonds, Promissory Notes, and Other Obligations. All bonds, promissory notes, checks, funds, debentures and such other obligations drawing upon funds of this Authority shall require the signature of the Chairperson and Secretary of this Authority. No such obligation shall be deemed a debt or obligation of either incorporating unit.

Section 7.2. Contracts, Deeds and Leases. All employment contracts, deeds and leases shall require the signature of the Chairperson and Secretary of this Authority upon resolution approving such instrument by the Board of Commissioners. The Chairperson is authorized to sign all other contracts on behalf of the Authority after approval of the contracts by the Board of Commissioners.

ARTICLE VIII **INDEMNIFICATION**

Section 8.1. This Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of this Authority) by reason of the fact that the person is or was a Commissioner, officer, employee, agent, member or volunteer of this Authority, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding except as to any matter as to which the person shall have been adjudicated to have involved intentional misconduct, knowing violation of the law or to have derived improper personal benefit, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person was involved in intentional misconduct, knowing violation of the law or derived improper personal benefit, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 8.2. This Authority shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this Authority to procure a judgment in its favor by reason of the fact that the person is or was a Commissioner, officer, employee, agent, member or volunteer of this Authority, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudicated to have been involved intentional misconduct, knowing violation of the law or derived improper personal

benefit unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 8.3. To the extent that a Commissioner, officer, employee, agent, member or volunteer of this Authority has been successful on the merits or otherwise in deference of any action, suit or proceeding referred to in sections 8.1 and 8.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 8.4. Any indemnification under sections 8.1 and 8.2 (unless ordered by a court) shall be made by this Authority only as authorized in the specific case upon a determination that the indemnification of the Commissioner, officer, employee, agent, member or volunteer is proper in the circumstances because such person has met the applicable standard of conduct set forth in sections 8.1 and 8.2. Such determination shall be made (a) by the Board of Commissioners by a majority vote of a quorum consisting of Commissioners who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Commissioners so directs, by independent legal counsel in a written opinion.

Section 8.5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by this Authority in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in section 8.4 upon receipt of an undertaking by or on behalf of the Commissioner, officer, employee, agent, member or volunteer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by this Authority as authorized in this Article.

Section 8.6. This Authority has the power to purchase and maintain insurance on behalf of any person who is or was a Commissioner, officer, employee, agent, member or volunteer of this Authority, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not this Authority would have the power to indemnify such person against such liability under the provisions of this Article.

Section 8.7. The rights of the indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any bylaw, agreement, statute, vote of members or otherwise at the time of incurring or becoming subject to such liability and expense. Service on the Board of Commissioners of this Authority or as an officer, employee, agent, member or volunteer is deemed to have been undertaken and carried on in reliance by such persons on the full exercise by this Authority of all powers of indemnification which are granted to it under this Article. Accordingly, this Authority shall exercise all of its powers whenever, as often as necessary, and to the fullest extent possible, to indemnify such persons. Indemnification shall be limited or denied only when and to the extent provided above unless the Iowa Code or other applicable legal principles limit or deny this Authority the power to so act. This Article shall be construed liberally in favor of the indemnification of such persons.

The rights of indemnification provided in this Article shall not abrogate any right of immunity of any Commissioner, officer, employee, agent, member or volunteer of this Authority as may be provided by Iowa law as amended from time to time. This Article is intended as an exercise of the Authority's powers and functions incidental to or necessary to carry out and effectuate its obligations and powers under Iowa Code Section 346.27, or any successor legal authority thereto.

ARTICLE IX
FUNDS, INVESTMENTS, AND AUDIT

Section 9.1. Funds Generally. Nothing to the contrary withstanding, all funds utilized for the purposes of the Authority shall be deposited in the lawful depository of this Authority and be disbursed only by resolution of the Board of Commissioners, or as provided in the budget, or as required by existing contracts previously approved by the Board of Commissioners.

Section 9.2. Funds and Investments. The Authority shall establish and maintain appropriate funds and accounts for the purposes set forth herein including, but not limited to, separate accounts for operation and maintenance, administrative expenses, debt service on any bonds, and reserves for operating and working capital. All funds held by the Authority shall be accounted for, managed and invested in compliance with Iowa law, including but not limited to Iowa Code Chapters 12B and 12C.

Section 9.3. Annual Audit. Annually the audit of the financial statements of the Authority shall be conducted in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in Government Auditing Standards, issued by the Comptroller General of the of the United States and Chapter 11 of the Code. The annual audit shall be conducted by an independent auditing firm engaged by the Authority. Following the receipt of the audit report, the Authority shall deliver a copy of the same to the incorporating units and may appoint an audit committee or schedule a meeting of the Board of Commissioners for the purpose of having representatives of the independent auditing firm submit an oral presentation of the audit and answer questions as may be posed to them.

ARTICLE X
BUDGET

Section 10.1. Schedule for Budget Preparation. Each year the Authority shall cause there to be prepared and submitted to the Board of Commissioners and to the incorporating units, a proposed preliminary budget for the Authority for the next fiscal year. The Board of Commissioners shall establish the date, time and place for a hearing on the proposed budget before the Board of Commissioners, and each incorporating unit shall be notified thereof in writing not less than thirty days prior to the hearing. Upon the request of any incorporating unit, the Board of Commissioners shall make available such reasonably accessible information, schedules, comparisons and analysis as may be deemed reasonably necessary by such incorporating unit in order to fully analyze the proposed budget.

Section 10.2. Budget Hearing. At or before the hearing on the budget, any incorporating unit may file with the Secretary of the Board of Commissioners such objections as it deems appropriate and at such hearing may appear and present such information as it desires in support of its objections. The Board of Commissioners shall consider all such objections and upon the termination of the hearing may, but need not, modify the budget, and shall thereafter adopt the budget as submitted or as modified; provided, however, that final action on the budget shall occur each year by no later than March 1st. Absent such final action thereon by the Board of Commissioners on or before such date, the budget shall be deemed adopted as of such date, subject to any modifications previously approved by the Board of Commissioners.

ARTICLE XI **FISCAL YEAR**

Section 11.1. Fiscal Year. The fiscal year of this Authority shall be from the first day of July through the last day of June.

ARTICLE XII **DISPOSITION OF ASSETS, DISSOLUTION, AND WITHDRAWAL**

Section 12.1. Disposition of Assets. The Authority's assets are dedicated exclusively to and shall be used exclusively for the purposes stated. In the event of dissolution or liquidation of the Authority, its entire assets remaining after payment or making provision for the payment of all liabilities of the Authority and compliance with mandatory provisions of applicable law shall be distributed exclusively to Woodbury County, State of Iowa and the City of Sioux City, State of Iowa, as directed by the Board of Commissioners or by a court of competent jurisdiction if the Board of Commissioners fails to make the selection within a reasonable time.

Section 12.2. Dissolution. In the event all Authority assets are disposed of in accordance with Section 12.1, or in the event that the Authority unsuccessfully submits to the voters the question of whether the authority shall issue and sell its initial revenue bonds on two separate occasions, the incorporating units may adopt Articles of Dissolution adopted by the affirmative vote of a majority of the members of the governing body of each incorporating unit. The Authority shall cease to exist at such time as both incorporating units adopt the Articles of Dissolution and the Articles of Dissolution have been recorded in the Woodbury County Recorder's office, filed with the Iowa Secretary of State, and published once in the Sioux City Journal.

Section 12.3. Restrictions on Withdrawal. Except as herein provided, no incorporating unit may withdraw or in any way terminate, amend, or modify in any way its obligations to the detriment of the holders of any bonds while any bonds are outstanding and unpaid. If an incorporating unit desires to withdraw or in any way terminate, amend, or modify its obligations, it shall provide one year's written notice to the Authority of the proposed withdrawal or modification, and the same shall not become effective unless and until approved by the Authority acting through its Board of Commissioners. The Board of Commissioners, in its sole discretion, may require the incorporating unit seeking withdrawal to pay over to the Authority an amount determined by the Authority to be necessary to fully fund the future payment of obligations of the incorporating unit with respect to any lease between the incorporating unit and the Authority.

If so approved by the Authority, the incorporating unit may withdraw, but shall, in all events, forfeit its interests in any and all of the assets of the Authority including any disposition of assets pursuant to this Article and shall be entitled to no compensation in respect to the interests, if any, being forfeited. Withdrawal by an incorporating unit shall not constitute termination of the Authority.

ARTICLE XIII
NO LIABILITY

Section 13.1. No Liability. No incorporating unit shall be liable to any other incorporating unit by reason of any failure to finance or construct any of the facilities contemplated hereunder or for any negligence or error of judgment on the part of the Board of Commissioners, except for any bad faith or willful disregard for the terms of these Bylaws.

ARTICLE XIV
APPROVAL, ADOPTION, AND AMENDMENT

Section 14.1. Approval and Adoption. These Bylaws shall be effective immediately on the affirmative vote of a majority of the Commissioners present and voting at a meeting called for that purpose.

Section 14.2. Amendments. These Bylaws may be amended, repealed, or altered by a majority vote of the Board of Commissioners of this Authority, provided that all amendments to the Bylaws shall be subject to the approval by the affirmative vote of a majority of the members of the governing body of each incorporating unit.

01671692-1\18799-028