

BY-LAWS
of the
EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION

September 27, 1972

As Amended February 8, 1973

As Amended March 11, 1976

As Amended May 13, 1976

As Amended May 8, 1980

As Amended May 14, 1981

As Amended May 13, 1982

As Amended April 25, 1985

As Amended April 28, 1988

As Amended April 26, 1990

As Amended April 30, 1993

As Amended April 28, 1995

As Amended May 23, 2001

As Amended April 26, 2002

As Amended April 27, 2006

As Amended, April, 25, 2008

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PREAMBLE

These By-laws, consistent with the statutes of the State of Wisconsin, and the Articles of Organization of the East Central Wisconsin Regional Planning Commission, further define, regulate, and provide rules of procedure for the East Central Wisconsin Regional Planning Commission and those Committees and officers established by and responsible to it, and have been adopted by the Commission for that purpose. Where the word "Commission" appears hereinafter, it shall be construed to mean the East Central Wisconsin Regional Planning Commission. It is the express intent of the Commission and the purpose of these By-laws to advance the regional function of the Commission as provided for by the statute and to carry on the business of regional metropolitan and non-metropolitan planning and development in all of its ramifications and branches and to render professional and technical services in conjunction therewith.

ARTICLE I - OFFICES

Section 1. The Commission shall establish its offices at such location as it may from time to time, except that such location will be within the East Central Wisconsin Region, which is comprised of the Counties of Calumet, Fond du Lac, Green Lake, Marquette, Menominee, Outagamie, Shawano, Waupaca, Waushara and Winnebago.

ARTICLE II -POWERS, DUTIES AND RESPONSIBILITIES

Section 1. PURPOSE: The purposes for which the Commission is created are to engage in any lawful activity within the purposes for which regional planning commissions may be created under Section 66.0309 of the Wisconsin Statutes.

Section 2. POWERS, FUNCTIONS AND RESPONSIBILITIES: In general, the Regional Planning Commission shall have all of the powers necessary to enable it to perform its functions and promote regional planning.

The functions of the Regional Planning Commission shall be solely advisory to the local governments and local governmental officials comprising the area and shall include but not be limited to the following because of enumeration.

- A. The Commission may conduct all types of research studies, collect and analyze data, prepare maps, charts and tables and conduct all necessary studies for the accomplishment of its other duties.

- B. The Commission may make plans for the physical, social and economic development of the region and may adopt by resolution any plan or the portion of any plan so prepared as its official recommendation for the development of the region.
- C. The Commission may publicize and advertise its purposes, objectives and findings and may distribute reports thereon.
- D. The Commission may provide advisory services on regional planning problems to the local government units within the region and to other public and private agencies in matters relative to its functions and objectives.
- E. The Commission may act as a coordinating agency for programs and activities of such local units and agencies as they relate to its objectives.
- F. The Commission may accept aid in any form for the purpose of accomplishing regional planning for all governmental agencies whether local, state or federal if the conditions under which such aid is furnished is not incompatible with the provisions of Section 66.0309 of the Wisconsin Statutes.
- G. The Commission may accept gifts and grants from public or private individuals or agencies if the conditions under which such grants are made in accordance with the accomplishment of its objectives.
- H. The Commission shall make an annual report of its activities to the legislative bodies, the local governmental units within the region, and shall submit two copies of such report to the Legislative Reference Bureau.
- I. The Commission shall prepare a comprehensive planning program for the physical development of the region and adopt a regional comprehensive plan consistent with Section 66.1001 of the Wisconsin Statutes. The Commission may amend, extend or add to the comprehensive planning program or carry any part of such matter into greater detail.
- J. The Commission shall annually on or before October 1, of each year prepare and approve a budget reflecting the cost of its operation and services to the participating governmental units within the region.

ARTICLE III - MEETINGS

Section 1. ANNUAL MEETING: There shall be an annual meeting of the Commission in conjunction with, and following, the April Quarterly Meeting for the appointment of standing committee membership, a presentation of the Commission's Annual Report of its activities and any other business as may properly come before it.

Section 2. QUARTERLY MEETINGS: In addition to the annual meeting, quarterly meetings of the Commission shall be held on the last Friday of January, April, July and October, except when a different date is designated by the officers. When the agenda of any meeting does not include resolutions for deliberation by the Commission or consideration of said resolutions may be delayed to the next meeting without adversely impacting the work flow of the Commission, the Chairman may cancel and then reschedule any meeting at his discretion but may not cancel two consecutive meetings. The election of officers shall be conducted by the Commission at the April quarterly meeting and the annual budget, levy, and work program shall be adopted by the Commission at the July quarterly meeting. The annual budget and work program (not levy) shall be re-affirmed at the subsequent January meeting.

Section 3. SPECIAL MEETINGS: Special meetings may be called at any time by the Chairman of the Commission. Special meetings shall also be called by the Chairman upon written request by three or more members of the Commission.

Section 4. NOTICE OF MEETINGS: The Secretary of the Commission shall mail to each and every member of the Commission notice of all meetings quarterly, annual, not less than ten days prior to said meetings and such notice shall state the day, time, place and general purpose of such meeting. Notices for Special Meetings, as spelled out in Section 3 shall be mailed not less than three (3) business days prior to said meeting.

Section 5. QUORUM: The presence at any meetings of a majority of the current Commission members, which majority shall include representation from a majority of the member Counties, shall be necessary and sufficient to constitute a quorum for the transaction of any business and the election of officers. All matters relating to business shall require an affirmative vote of a simple majority of those members attending a legal meeting (when a quorum is present).

Section 6. PUBLIC MEETINGS: The County Planners and State Legislative Representatives from the region (unless already a member of the Commission), and the State Department of Development, the Department of Natural Resources and other agencies, as may be determined from time to time, shall be notified of all meetings pursuant to Article III, Section 4.

ARTICLE IV - COMPOSITION OF COMMISSION

Section 1. GENERAL: Adhering to the principle of representation based on population, the membership of the Commission shall be created pursuant to the provisions of Section 66.0309 (3) (b) 1. of the Wis. Stats. determined and allocated among participating counties as follows:

- A. Two elected officials from each member county which comprises the Commission.
- B. One person, who may be an elected official from each participating county, selected by the Governor.
- C. One (1) additional elected official for each 50,000 unit of population residing within a member county as determined by the last federal decennial census. No additional representation hereunder shall be granted for any fractional part of the required population unit.

Section 2. SELECTION OF MEMBERSHIP: The Commission membership as set forth in the preceding Section 1 of this Article shall consist of members to include the following:

- A. The Chairman of the County Board of each participating County and the County Executive, if any, of each participating County shall be members of said Commission.
- B. One member from each participating County shall be appointed by the Governor from a list of six or more persons nominated by the respective County Boards, of which at least four shall be private citizens. In nominating private citizens, the County Board shall give preference to those persons having experience in multi-jurisdictional efforts in one or more of the following areas: land use planning, transportation, law, finance, engineering, recreation and natural resources development, social or economic planning.
- C. The remaining elected officials comprising the representation allocated to each participating County under Section 1, Paragraph A, shall be appointed by the Chairman of the County Board or by the County Executive as the Wis. Stats. so provide and subject to confirmation by the County Board. In those counties having additional representation as specified in Section 1, Paragraph C, the first such representation shall be the mayor, or council president in cities with a council manager plan, of the largest city in the County. All additional representatives shall be either county supervisors, city mayors, aldermen or councilmen, village presidents or board members, town board chairman or town board supervisors residing within the respective County.

Section 3. TERM OF OFFICE: Those Commissioners who are appointed by the County Board Chairman or the County Executive shall serve for a term of two (2) years, or until they cease to hold their public office whichever comes first. Those Commissioners appointed by the Governor shall serve for a four (4) year term.

Section 4. COMMISSION ALTERNATES: Any member of the Commission selected pursuant to Section 2, Paragraphs A or C of this article may designate, in writing and with the concurrence of the Commission, a permanent representative as an alternate provided the representative meets the provisions of Section 2, Paragraph C of this article. Alternatively, for members serving under the provisions of Section 1., Paragraph C of this article as the first additional representative in counties having a population greater than 50,000, and then only when representing cities with council-manager forms of municipal government, the current city manager may be designed as permanent alternate by action of the member with concurrence by resolution of the council of said community. Such alternate representative may attend all meetings of the Commission or its committees and exercise all voting powers of the member, except when the member is present. Any member of the Commission may designate, in writing, a temporary representative for any meeting of the Commission or its committees, except that an alternate may not be designated for more than two Commission meetings in succession and further except that an alternate may not vote on the Commission's budget or its election of officers.

Section 5. RESIGNATION: Any Commissioner selected pursuant to Section 2, Paragraph C of this article who resigns his Commission membership or his elective office shall submit his resignation effective as of his last day in office, and thereafter the vacancy shall be filled by appointment for the unexpired term only, pursuant to Section 2, Paragraph C of this article. Any Commissioner selected pursuant to Section 2, Paragraph B of this article who resigns shall submit his resignation to the Governor with a copy to the County Board Chairman or County Executive, and thereafter the vacancy shall be refilled pursuant to the provisions of Section 2, Paragraph B and Section 3 of this article.

ARTICLE V - OFFICERS

Section 1. NUMBER: The officers of the Commission shall be comprised of a Chairman, Vice-Chairman, and Secretary-Treasurer, subject to the express condition that the offices of Chairman and Vice-Chairman shall never be concurrently held by Commissioners from the same County.

Section 2. ELECTION: The offices of Chairman and Vice-Chairman of the Commission shall be selected by ballot as the last order of business at the April quarterly meeting of the Commission, to take office effective as of said date, and they shall hold their terms of office for a period of one year or until their successors have been duly elected and qualified. The Chairman shall appoint a Nominating Committee for the purpose of nominating Commission members for election as officers, and the Chairman shall advise the Commission of his selection of such a Nominating Committee at the January meeting.

Section 3. REMOVAL: Any of the officers may be removed for cause and may be removed if incapacitated or unable to attend meetings and perform the duties of his office. Removal from office shall require a two-thirds (2/3rds) vote of the Commissioners present, voting at a legal meeting.

Section 4. VACANCIES: Should any office become vacant for any cause, the Commission shall select a successor from among the Commission members who will serve until the next April quarterly meeting of the Commission when the regular elections are held.

Section 5. CHAIRMAN: The Chairman of the Commission shall preside, and may vote, at all meetings of the Commission. He may present to the Commission such matters as, in his judgment, require attention, and he shall perform such other duties as are entrusted to the Chairman by statute or by these By-laws. Subject to any contrary requirements in these By-laws, the Chairman shall be guided by Robert's Rules of Order in the conduct of meetings. In no event shall any one member serve as Chairman for more than three consecutive terms.

Section 6. VICE-CHAIRMAN: The Vice-Chairman shall preside in the absence of the Chairman or in the event that the Chairman is incapacitated or unable to serve, and in the absence or disability of the Chairman, his duties shall be performed by the Vice-Chairman.

Section 7. SECRETARY-TREASURER: The Executive Director of the Commission shall be designated as the Secretary-Treasurer of the Commission and shall keep and distribute minutes of all meetings of the Commission and shall be required to counter-sign all documents required

to be executed, and shall keep and preserve all resolutions, transactions, findings and determinations of the Commission. In the absence of the Secretary-Treasurer, the Chairman may name a Deputy Secretary-Treasurer who shall perform the duties of the Secretary-Treasurer at that meeting, or until the office shall have been filled as heretofore provided. The Secretary-Treasurer of the Commission shall keep all the funds of the Commission except those funds held by governmental agencies in trust for the Commission, and shall deposit them in a depository authorized by the Commission, and shall keep an accurate record of all receipts and disbursements. He shall be required to supply a bond in the amount of Fifty-Thousand Dollars (\$50,000), the premium for which shall be paid out of the Commission's funds, and he shall make all the disbursements under the direction of the Commission.

Section 8. ADDITIONAL OFFICES: The Commission, at an annual, special or quarterly meeting, may create such additional offices as it may deem in its judgment advisable and prescribe their duties.

ARTICLE VI - MANAGEMENT

Section 1. EXECUTIVE COMMITTEE: The Executive Committee shall be comprised of the entire Commission membership as set forth in Article IV, Section 1 and 2 hereof.

Section 2. STANDING COMMITTEES: Appointments to standing committees shall be made by the Chairman annually at the May meeting. Such appointments shall include designation of the committee chairman and vice-chairman and such appointments shall be subject to confirmation by the Commission.

There shall be Standing Committees and sub-committees including but not limited to the following:

- A. **Steering Committee:** The Steering Committee shall be composed of seven (7) members who serve as their respective county board chair, chair of each of the five standing committees and one representative from the counties not serving as Commission chair or chairing a standing committee. The Secretary-Treasurer of the Commission shall be the secretary of the Steering Committee and shall attend all meetings of the Committee, keep a record of the proceedings and perform such other duties as may be designated to him by the Committee. The Secretary-Treasurer shall be an ex-officio member of this Committee without voting privileges. The duties of the Committee shall include:
1. Insure proper coordination and cooperation among the planning committees of the Commission and their respective citizens' or technical advisory committees.
 2. Act in emergency situations with the full power and authority of the Commission taking appropriate action until action is taken at the next Commission meeting, subject only to the limitation of \$5,000 for any expenditure resulting from such action.
 3. Keep the Commission advised of pending legislation affecting the Commission, its policies and its programs.

4. Prepare and submit at the quarterly July meeting an annual work program based on statements of work program activities presented to it by the planning committees and including budget and staffing recommendations.
 5. Recommend entering into contracts with member governmental units for the provision of staff planning services.
 6. Recommend the employment of auditors to audit the books of the Commission.
 7. Direct the payment of any bills, claims or expenses incurred on behalf of and approved by the Commission.
 8. Recommend the appointment of employees necessary to administer and carry out the functions of the Commission.
 9. Recommend the salaries and wages of all employees of the Commission.
 10. Recommend a per diem compensation, mileage and other expenses to be paid members of the Commission.
 11. Direct and monitor the current planning, information system and administration program elements.
- B. **Planning Committees:** The various planning committees shall be composed of five (5) or six (6) members. The general functions of the committees include:
1. Prepare the annual work program statement of activities for their respective program element(s).
 2. Review detailed study designs for major work elements.
 3. Monitor progress on work activities, review staff drafts of analytical reports and alternative plan and program proposals.
 4. Report, advise and recommend on activities for their respective program element(s) including their responsibilities for elements of the regional comprehensive plan to the full Commission for action.
 5. Review specific project proposals for conformance with adopted plans and policies.
 6. Coordinate activities with those of other committees when necessary and desirable.
 7. Maintain liaison with appropriate citizen and technical advisory committees.

Planning committees and their specific duties follow:

1. **Regional Comprehensive Planning Committee:** This committee directs and monitors the regional comprehensive plan and oversees other matters of regional impact. The committee is also responsible for intergovernmental coordination and serves as the Regional Clearinghouse Review Sub-Committee which administers the review process according to procedures outlined in the Clearinghouse Review Manual. The committee shall consist of five (5) or six (6) members dependent upon annual committee assignments.
2. **Economic Development Committee:** This Committee directs and monitors the economic development and housing program element and maintains liaison with respective technical advisory committees. The committee shall consist of five (5) or six (6) members dependent upon annual committee assignments.
3. **Transportation Committee:** This committee directs and monitors the transportation program element and maintains liaison with the Transportation Policy Advisory Committees and the Transportation Technical Advisory Committee. The committee shall consist of five (5) or six (6) members dependent upon annual committee assignments.
4. **Open Space and Environmental Management Committee** - This committee directs and monitors the open space and environmental management program element and maintains liaison with the Open Space Technical Advisory Committee and the Environmental Management Technical Advisory Committee. The committee shall consist of five (5) or six (6) members dependent upon annual committee assignments.
5. **Community Facilities Committee** – This committee directs and monitors the community facilities program element. The committee has responsibility to act on-behalf of the Commission for sewer service area amendments and reviews. The committee maintains liaison with the Sewer Service Area Technical Advisory Committee. The committee shall consist of five (5) or six (6) members dependent upon annual committee assignments.

Section 3. SPECIAL PROJECT COMMITTEES: The Commission may from time to time create special project committees from the Commission membership to perform under delegated authority of the Commission.

Section 4. ADVISORY COMMITTEES: The Commission shall seek the advice and cooperation of interested citizens, public officials and agency administrators. Citizen and Technical Advisory Committees shall be established as the Commission shall deem necessary to effectively carry out the purposes of the organization. The membership of the Citizen and Technical Advisory Committees shall be established in such manner as determined by the Commission.

Section 5. NOMINATING COMMITTEE: The Nominating Committee shall consist of one Commissioner from each County appointed by the Chairman and approved by the Commission, provided that no officer may serve on the Committee.

Section 6. STAFF: The Commission may conduct its operations through a permanent staff hired in a manner that the Steering Committee may determine, or through retention of part-time professional, technical and clerical employees, through consultants or through other personnel that it may deem qualified to assist in its business. The Commission may delegate to the staff and to those persons hired by it those functions that the Commission may determine, but the said Commission will remain solely responsible in all matters.

Section 7. DEPOSITORY: The Commission shall determine a depository for the funds of the Commission and direct the Secretary-Treasurer therein to deposit the funds in such designated depository in such manner so the deposits will not be made inconsistent with Wisconsin Law and which may be subject to review by the Commission as a body. The terms and conditions of the agreements between the depository and the Commission shall be incorporated as a part of the By-laws of the Commission.

Section 8. MEETING PAYMENTS AND EXPENSES: A payment for meetings, mileage, and other expenses shall be paid to Commissioners by the Commission. All members shall be reimbursed for actual expenses incurred as members of the Commission in attending meetings and in carrying out the work of the Commission.

ARTICLE VII - CONTRACTS AND EXECUTION OF INSTRUMENTS, CHECKS AND DRAFTS

Section 1. CONTRACTS: The Commission may enter into such contracts which are necessary to carry out the purposes and duties of the Commission and which are not inconsistent with the provisions of the Wisconsin law. The Commission may apply, contract for, receive and expend for its purposes, any funds, grants, gifts or donations from any local governmental unit, the State of Wisconsin, the Federal Government or any other source.

Section 2. EXECUTION OF INSTRUMENTS: When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the Chairman or Vice-Chairman, and the Secretary-Treasurer may execute the same in the name and behalf of the Commission. The Commission shall have the power to designate the officers and agents who shall have authority to execute any instrument in behalf of the Commission.

Section 3. CHECKS AND DRAFTS: The Commission may authorize and direct the Treasurer to issue such checks, drafts and vouchers as it may deem necessary for the payment of bills and expenses incurred for and on behalf of the Commission. All disbursements of the Commission shall be by check drawn on the Commission's depository bank and co-signed by the Chairman or Vice-Chairman and Treasurer. The Chairman or Vice-Chairman's signature may be a facsimile. To facilitate prompt payment of small bills and expenses, there is established a petty cash fund of \$100. This petty cash fund is authorized to be placed in the custody of the Secretary-Treasurer who may make payment of claims up to \$100.

ARTICLE VIII - FISCAL YEAR

Section 1. The fiscal year of the Commission shall be the calendar year.

ARTICLE IX - SEAL

Section 1. The Commission shall procure an official seal which shall contain the following legend: "EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION."

ARTICLE X - AMENDMENTS

Section 1. These By-laws, may be amended at any quarterly meeting of the Commission. The Secretary-Treasurer shall mail to each member of the Commission a copy of the proposed amendment or amendments to the By-laws. This shall be done not less than ten (10) days prior to the date of the meeting at which they will be considered. Amendment of these By-laws shall require a majority vote of the Commissioners present, voting at a legal meeting (when a quorum is present).

Section 2. Article IV, Sections 1, 2, and 3 hereof shall be amended only in accordance with resolutions approved by the governing bodies of a majority of local units within the region, and these units shall have in the aggregate at least half of the population of the region.

ARTICLE XI - COMPLIANCE WITH WISCONSIN LAW

Section 1. INCONSISTENCIES: In the event that these By-laws, or any provisions herein contained, should in any manner be contrary to or violate of the provisions of the Wisconsin Law, the provisions of the Wisconsin Law shall prevail.

These By-laws were adopted by the Commission on the 27th day of September, 1972, as further amended on the 8th day of February, 1973, the 11th day of March, 1976, the 13th day of May, 1976, the 8th day of May, 1980, the 14th day of May, 1981, the 13th day of May, 1982, the 25th day of April, 1985, the 28th day of April, 1988, the 26th day of April, 1990, 30th day of April, the 28th day of April, 1995 the 23rd day of May, 2001, the 26th day of April, 2002, the 27th day of April, 2006, and the 25th day of April, 2008.