

BAY-LAKE REGIONAL PLANNING COMMISSION

BYLAWS



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BAY-LAKE REGIONAL PLANNING COMMISSION BYLAWS

PREAMBLE

The Bylaws herein have been adopted by the Commission, to be effective January 1, 1973, for the purpose of self-regulation and of the regulation of those communities, offices, and officers established by and responsible to it. The term "Commission" used within this document is construed to mean the Bay-Lake Regional Planning Commission, a multi-county planning agency. It is the expressed intent of the Commission and the purpose of these Bylaws to advance the work of the Commission as provided for by Statute and to conduct the function of regional planning within the region. To maximize the benefit of this effort, and in recognition of the importance of local planning, the Commission programs will also be designed to complement and support local and metropolitan planning efforts within the region.

ARTICLE I - OFFICES

Section 1 - Principal Office: The Commission shall establish its offices within the Bay-Lake Region as determined by the then membership to the Bay-Lake Regional Planning Commission. The location will be in a reasonably central location so as to be accessible to persons from those counties which comprise the membership of the Commission.

Section 2 - Additional Offices: The Commission may from time to time establish such other offices as it may deem necessary to further its activities either generally or for specific matters.

ARTICLE II - MEETINGS

Section 1 - Annual Meetings: Each and every year that this Commission shall exist it shall meet in September at an announced time and place to adopt a Preliminary Two-Year Work Program and Annual budget; elect officers of the Full Commission; appoint members to and elect a Chairperson and Vice-Chairperson for the Executive Committee and the Finance & Personnel Committee; and to conduct such other business as deemed necessary.

Section 2 - Commission Meetings: Meetings of the Full Commission shall be held on the second Friday of March, June, September, and December and meetings of the Executive Committee shall be held on the last Friday of January, April, July, and October or as designated by the Chairperson.

Section 3 - Finance & Personnel Committee Meetings: The Finance & Personnel Committee will schedule meetings at the call of the Chairperson of the Finance & Personnel Committee.

Section 4 - Special Meetings: Special meetings may be called at any time by the Chairperson of the Commission. Special meetings shall also be called by the Chairperson upon written request of three or more Commissioners of the Commission.

Section 5 - Meeting Notice: Commission staff, at the direction of the Secretary of the Commission, shall mail to each and every Commissioner, and his/her alternate, notices of all meetings not less than 5 days prior to said meeting, and a summary of its purpose. The Commission shall, at a minimum, follow the requirements set forth in sections 19.81 to 19.98 Wisconsin State Statutes covering the "Open Meeting" Law.

Section 6 - Meeting Quorum: The majority of voting Commissioners of the Commission shall constitute a quorum at a Full Commission meeting, as well as at Executive Committee, Finance and Personnel, Nominating, and Special Committee meetings.

ARTICLE III - COMPOSITION OF COMMISSION

Section 1 - Member Counties: Counties that have paid their membership to the Commission are considered member counties. The Commission shall consist of three (3) elected and appointed persons to serve as Commissioners from those member counties, which comprise the Commission and shall meet the requirements of s. 66.0309, Wisconsin Statutes.

Section 2 - Non-Member Counties: Any county within the Bay-Lake Region that withdraws their paid membership in the Commission as stated in s. 66.0309, Wisconsin Statutes will be reduced to one non-voting Commissioner at the beginning of the following calendar year and shall be subject to the Commission's Accrued/Committed Member Debt Policy.

The Commission shall maintain one (1) Commissioner from any non-member county who is elected or appointed by the County Board. The Commissioners serving as joint representatives from the County Board and Governor of the State of Wisconsin and the Governor's appointment will have their appointments terminated on December 31st of the year in which the withdrawal proceedings occurred. A written letter signed by the Commission Chairperson will be sent to the affected Commissioners, the respective county, and Governor explaining the withdrawal of the county as a member of the Commission and subsequent policy on representation of nonmember counties on the Commission.

Section 3 - Term of Office: The Commissioners of this Commission who are appointed by the County Boards shall serve on the Commission during the 2-year term of their elected office, or as otherwise determined by the County Board appointment. The Commissioners who serve a joint appointment of the member county and the State of Wisconsin Governor will serve a 6-year term. The Commissioners who are appointed by the Governor of the State of Wisconsin serves a 6-year year term. If a successor has not been named by the end of each Commissioner's term, the Commissioner shall continue into the succeeding term until a successor is named.

Section 4 - Commissioner Alternates: Each Commissioner shall designate one alternate as a representative to the Commission in his or her absence. The alternate will be entitled to the full privileges and responsibilities of the Commissioner represented; however, alternates cannot hold committee or officer positions. The designation of an alternate shall be made in writing by the Commissioner represented and the communication directed to the Commission Chairperson.

Section 5 - Meeting Attendance: Commissioners who do not attend and fail to inform the Commission of their intended absence or assign an alternate to serve in their place for any two (2) consecutive scheduled Full Commission, Executive Committee, Finance and Personnel Committee, and/or Special committee meetings will be sent a letter signed by the Commission Chairperson requesting in writing their intentions on continuing to serve as a Commissioner. A copy of the letter will be sent to the represented county and/or Governor for their files. If no written response is received within 30-days of notification,

the Commissioner will be notified in writing that their position as Commissioner will be discussed at the next scheduled Full Commission or Executive Committee meeting and a vote taken on their continued involvement as a Commissioner of the Commission. A majority vote of the Full Commission or Executive Committee will need to be secured in order to remove a Commissioner from their position as a Commissioner. Upon removal, the county and/or Governor of the State of Wisconsin will be notified in writing of the decision and the process to seek a replacement will begin immediately. For those individuals who have stated in writing their desire to continue as a Commissioner, any further unexcused absence will result in a vote for their removal.

ARTICLE IV - MANAGEMENT

Section 1 - Executive Committee: The Executive Committee shall be appointed by the Commission Chairperson at the Annual Meeting of the Full Commission scheduled each year in September. The Chairperson, Vice Chairperson, and Secretary-Treasurer of the Full Commission, and one representative from the remaining five (5) counties shall comprise the Executive Committee.

Section 2 - Executive Committee Authority: The Executive Committee shall have the authority to act on behalf of the Full Commission when the Full Commission is not seated. This authority includes the government and management of the Commission to incur obligations, to authorize payment, and to generally act with the full power of the Commission.

The Commission's annual budget and 2-year Work Program shall be approved by a two-thirds vote of the Full Commission.

Section 3 - Standing/Special Committees: The Commission may from time to time create committees, determining both their membership and terms of office at the time of establishment. These committees may be requested by the Commission to perform functions under delegated authority of the said Commission or requested to act in an advisory capacity only. The Executive Committee in any event will, however, remain solely responsible for the government and management of the Commission. The Chairperson of each special committee shall be elected by the committee members.

Section 4 – Finance & Personnel Committee: The Finance & Personnel Committee shall consist of five Commissioners appointed by the Chairperson of the Commission and approved by the Full Commission. The officers of the Finance & Personnel Committee will be elected at the next scheduled Finance & Personnel Committee meeting after the September Annual Meeting. The Finance & Personnel Committee is responsible for reviewing agency financials, updating and administering the Commission's Employment Manual, evaluating the Commission's Executive Director, and assisting the Executive Director in resolving employee matters.

Section 5 - Nominating Committee: The Nominating Committee shall consist of three Commissioners from separate counties appointed by the Chairperson and approved by the Executive Committee and/or Full Commission. No standing officer may serve on the Nominating Committee.

Section 6 - Staff: The Commission shall hire permanent staff to carry out the goals, duties, responsibilities and functions of the Commission.

Section 7 - Depository: The Full Commission or the Executive Committee shall determine a depository for funds received, and shall have full authority over the investment and expenditures of such funds.

Section 8 - Per Diem Compensation and Expenses: Per diem allowances of \$35.00 per day shall be allowed for all Commissioners of the Commission who are not serving in any full time position with a public entity effective June 1, 2018. This allowance shall be available for all Full Commission, Committee meetings, and meetings and/or activities formally approved by the Commission (*revised March 9, 2018*).

Cost reimbursements will be allowed to all Commissioners to cover their actual out-of-pocket expenses incurred for activities undertaken on behalf of the Commission, including payment of mileage at the approved annual IRS rate for miles driven when utilizing their private vehicles. Commissioner per diems, mileage, and other expenses will be accounted for on the approved Commission expense form and submitted for payment in a timely manner.

ARTICLE V - OFFICERS

Section 1 - Number: The officers of this Commission shall be three: the Chairperson, the Vice-Chairperson, and the Secretary-Treasurer.

Section 2 - Election: Officers of the Commission shall be elected at the September Annual meeting of the Full Commission by a vote of the voting Commissioners of the Commission. No Commissioner shall be seated as an officer unless he/she has received a majority vote from those present at said meeting. Nominations for officers shall be received at said meeting.

In the event that no nominees shall receive a majority vote, a runoff election shall be conducted between the two candidates that receive the highest number of votes for a particular office.

Section 3 - Term of Office: The officers of the Commission shall serve for a term of one (1) year. Officers, however, may succeed themselves by re-election. Officers cannot hold their respective office for longer than three (3) consecutive years.

Section 4 - Vacancies: In the event that any office shall become vacant, the Executive Committee shall appoint a successor from a list of Commissioners to serve until the next meeting of the Full Commission, at which meeting an election to fill the vacancy shall be conducted in a manner as heretofore stated.

Section 5 - Removal: Any officer of the Full Commission or Executive Committee shall be considered for removal from office if incapacitated or unable to attend meetings and perform the duties of his/her office. This fact shall be brought to the attention of the Full Commission at a legal meeting. Any office that stands vacant shall be affirmed by a two-thirds majority vote of the Commission present at the said meeting. In the event that there shall be a failure of necessary vote, the office shall remain filled by the incumbent. Any

officer may be removed from office upon motion and a two-thirds majority vote of the Commissioners present at any regular meeting at which a quorum is present.

Section 6 - Duties of Officers:

- A. Chairperson: The Chairperson of the Commission shall preside, and shall vote, at all meetings of the Full Commission and at all meetings of the Executive Committee. The Chairperson shall make all Committee appointments subject to the approval of the Full Commission.
- B. Vice-Chairperson: The Vice-Chairperson shall preside in the absence of the Chairperson or in the event that the Chairperson is unable to serve.
- C. Secretary-Treasurer: The Secretary-Treasurer of the Commission shall direct Commission staff to keep and distribute minutes of all meetings of the Full Commission and established committees and shall be required to countersign 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 Chairperson 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. Commission staff, at the direction of 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. Commission staff, under direction of the Secretary-Treasurer and/or Full Commission or Executive Committee, shall make all disbursements as authorized. A report of such disbursements should be made at the next meeting of the Full Commission. These duties shall be performed in cooperation with the Commission's Executive Director.

ARTICLE VI - FUNDS

Section 1 – Commission Budget: The Commission shall annually on or before October 1st prepare and approve a budget reflecting the cost of its operation and services to the local governmental units within the region. The amount of the budget charged to any local governmental unit shall be in the proportion of the equalized value for tax purposes of the land, buildings, and other improvements of the land of the local governmental unit, within the region, to the total equalized value within the region. The amount charged to a local governmental unit will be in accordance with s. 66.0309, Wisconsin Statutes. The Commission will apply for and receive funding from other sources to complete the elements of its Work Program and other operating obligations.

Section 2 - Fiscal Year: The fiscal year of the Commission shall be the calendar year.

ARTICLE VII – ACCRUED AND COMMITTED MEMBER LIABILITY, OBLIGATION, AND DEBT POLICY

Section 1 - Purpose: The Accrued and Committed Member Liability, Obligation, and Debt Policy and associated procedures are adopted pursuant to the powers and authorities given to RPCs contained in Wisconsin Statutes 66.0309(16) which states: “A local unit

may withdraw.....However, the local unit shall be responsible for its allocated share of the contractual obligations of the regional planning commission continuing beyond the effective date of its withdrawal”.

The policy is intended to provide a framework and process to address financial obligations that may arise when a member considers withdrawal of their membership from the Commission. By adopting and implementing this policy, the Commission hopes to achieve the following:

- A. Acknowledge the true, ongoing operational costs of the Commission which are reliant on our counties’/communities’ membership commitments and active participation in its regional planning efforts; and
- B. Identify a procedure by which the Accrued and Committed Member Liability, Obligation, and Debt Policy would be applied and implemented; and
- C. Better inform current and future members of Bay-Lake RPC that withdrawal of membership may have financial impacts which extend beyond the year of their withdrawal.

Section 2 - Procedures: The Accrued and Committed Member Liability, Obligation, & Debt Policy will be reviewed and applied at the discretion of the Executive Committee using the following criteria and methods:

- A. Upon receipt of proper notification and documentation of a members withdrawal, consistent with the requirements set forth in Wisconsin State Statutes 66.0309(16), the Executive Committee shall place an item on the next available Executive Committee agenda for review, discussion and possible action approving the calculation of the outstanding liabilities, obligations, and debts owed; and
- B. The Executive Committee shall review the circumstances under which withdrawal was requested and will evaluate any accrued/committed obligation, liability and/or debts which may occur for which the withdrawing member may be obligated to pay on a pro rata basis. A pro rata basis is based on the members tax levy when compared to the full tax levy of all members. These items include, but are not limited to:
 - 1. Existing or future Wisconsin Retirement System Unfunded Pension Liabilities (or similar obligations); and
 - 2. Operating lease costs such as office rental and lease obligations; and
 - 3. Copier and plotter equipment rental costs and lease obligations; and
 - 4. Any other legal operating obligations, leases, debts, or liabilities outstanding in which the Bay-Lake RPC is responsible.
 - 5. A withdrawing member shall be responsible for 50% of the unemployment or related employee costs due to the member withdrawal in cases where membership withdrawal causes staff reductions.
 - 6. The Bay-Lake RPC shall not allocate any new obligation, debt, or liability to a withdrawing member once the Commission has been notified of its intent to withdraw. However, the Bay-Lake RPC may create an exact calculation of the

liabilities, obligations, and debts owed upon notification of a member's intent to withdraw as prescribed in item A. above.

- C. A withdrawing member may pay the Bay-Lake RPC for any obligation, liability, or debt as follows:
1. The withdrawing member may request an immediate invoice for all outstanding obligations, liabilities, or debts owed which shall be due within 30 days of invoicing.
 2. The withdrawing member may request a payment schedule based on when the obligations, liabilities, or debts are owed. In no case, shall the payment schedule extend beyond the period in which the obligations, liabilities, or debts are owed.
 3. The Executive Committee may approve any other negotiated agreement with a withdrawing that is most advantageous to the Bay-Lake RPC and its remaining members.
 4. Any prepaid obligation, liability, or debt by a withdrawing member shall be restricted for its use to reduce the obligation, liability, or debt.

ARTICLE VIII - OFFICIAL SEAL

Section 1 - Official Seal: The Commission shall procure an official seal which shall contain the following legend: "BAY-LAKE REGIONAL PLANNING COMMISSION".

ARTICLE IX - AMENDMENTS

Section 1 - Bylaw Amendments: These Bylaws may be amended at any meeting of the Full Commission called by the Chairperson in accordance with these Bylaws for the specific purpose of amending the Bylaws. Commission staff, at the direction of the Chairperson, shall mail to each Commissioner and his/her alternate of the Commission a copy of the proposed amendment to the Bylaws not less than ten (10) days prior to the date of the next Full Commission meeting. Amendment of these Bylaws shall require a two-thirds (2/3) vote of the voting Commissioners present at a Full Commission meeting.

ARTICLE X - COMPLIANCE WITH WISCONSIN LAW

Section 1 - Inconsistencies: In the event that these Bylaws, or any provisions herein contained, should in any manner be contrary to or violate the provisions of the Wisconsin Law, the Statutes prevail.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The conduct, except where otherwise provided in these Bylaws of the Commission and its committees, shall comply with the most current edition of Robert's Rules of Order.

Adopted December 13, 1972

Revised June 19, 1974

Revised February 6, 1976

Revised December 1978

Revised June 20, 1980

Revised June 10, 1988

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Revised February 9, 2007
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