

SOUTHEASTERN WISCONSIN REGIONAL PLANNING COMMISSION

W239 N1812 ROCKWOOD DRIVE • PO BOX 1607 • WAUKESHA, WI 53187-1607 • TELEPHONE (262) 547-6721

Serving the Counties of:

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BYLAWS OF THE SOUTHEASTERN WISCONSIN REGIONAL PLANNING COMMISSION

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| Adopted – March 9, 1961 | Revised – March 5, 1981 |
| Revised – April 5, 1962 | Revised – January 1, 1984 |
| Revised – March 7, 1963 | Revised – December 6, 1984 |
| Revised – June 6, 1963 | Revised – December 4, 1989 |
| Revised – September 3, 1964 | Revised – September 7, 1994 |
| Revised – December 5, 1965 | Revised – September 13, 1995 |
| Revised – September 5, 1968 | Revised – March 4, 1998 |
| Revised – June 1, 1972 | Revised – September 15, 1999 |
| Revised – June 1, 1978 | Revised – December 3, 2003 |
| Revised – June 5, 1980 | Revised – June 18, 2014 |
| Revised – December 4, 1980 | Revised – December 6, 2023 |

PREAMBLE

These Bylaws, consistent with the Statutes of the State of Wisconsin, further define and regulate the Southeastern Wisconsin Regional Planning Commission and those Committees and officers established by it, 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 Southeastern Wisconsin Regional Planning Commission.

ARTICLE I – OFFICES

Section 1 – The Commission shall establish its offices at such location as it may determine, to be located, however, within the Southeastern Wisconsin Region, which is comprised of the Counties of Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, and Waukesha.

ARTICLE II – MEETINGS

Section 1 – ANNUAL MEETING – There shall be an Annual Meeting of the Commission on the third Wednesday in June of each year or an alternate date at the discretion of the Commissioners. The annual budget shall be adopted at this meeting.

Section 2 – QUARTERLY MEETINGS – Quarterly meetings of the Commission shall be held on the second Wednesday following Labor Day in September and on the first Wednesday in December and March of each year except when a different date within the quarter is designated by the Chairperson.

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Section 3 – SPECIAL MEETINGS – Special meetings may be called at any time by the Chairperson. Special meetings shall also be called by the Chairperson upon written request therefor by three or more Commissioners.

Section 4 – NOTICE OF MEETINGS – The Secretary shall mail and / or e-mail to each of the Commissioners a notice in writing not less than five (5) days before the holding of any meetings, whether quarterly, special, or annual; and such notice shall state a time and place of such meeting.

Section 5 – QUORUM – A majority of the Commissioners shall constitute a quorum at any meeting. Adoption of a budget or the voting of an appropriation shall require a two-thirds (2/3) vote of the Commissioners present, voting at a legal meeting, but in no event less than a majority of the twenty-one (21) Commissioners.

Section 6 – PAYMENT FOR ATTENDANCE AT COMMISSION AND COMMISSION STANDING COMMITTEE MEETINGS AND OTHER RELATED MEETINGS AND ASSIGNED WORK – Each Commissioner attending any meeting of the Commission or of any standing committee or other committee thereof, and any adjourned meeting of the Commission or of any standing committee or other committee thereof, shall be entitled to receive a payment for attending such meetings as listed in the Commissioners' Per Diem Table. These payments shall be deemed to constitute a variable form of the per diem compensation authorized under Section 66.0309(4) of the *Wisconsin Statutes*. In addition, each Commissioner shall be entitled to payment of mileage and meals at the rates set forth in the Commission Personnel Regulations for actual expenses incurred in attending Commission meetings, Commission standing committee meetings, and other meetings as required by Commission business.

Section 7 – MEETINGS BY REMOTE COMMUNICATIONS – Notwithstanding anything to the contrary in these Bylaws, annual, quarterly, and special meetings may be held by means of remote communication, at a physical location, or both. Commissioners entitled to be present and to vote at a meeting that are not physically present at such a meeting but participate by means of remote communication shall be considered present in person for all purposes under these Bylaws and may vote at such a meeting. Any meeting at which Commissioners are permitted to participate by means of remote communication shall be conducted in accordance with guidelines and procedures that the Executive Committee may adopt, and subject to requirements of Chapter 66 of the *Wisconsin Statutes*.

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ARTICLE III – OFFICERS AND RESPONSIBILITIES

Section 1 – NUMBER AND TERM – The officers of the Commission shall be comprised of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The officers shall be selected by ballot at the December Quarterly meeting of the Commission held in even-numbered years, and shall take office on the first day of January of odd-numbered years. The officers shall hold their terms of office for a period of two years or until their successors have been duly elected and qualified.

Section 2 – SELECTION PROCESS – At least thirty (30) days prior to the December Quarterly meeting in even-numbered years, the Chairperson shall appoint a Nominating Committee for the purpose of nominating Commissioners for election as officers. The Chairperson shall advise the Commission members of proposed appointments to the Nominating Committee. The Nominating Committee shall take into account the following policies as it performs its duties:

- A. To avoid the fact or appearance of a conflict between areawide interests and the interests of a local government body, Commissioners who are also elected officials should not be nominated to serve as Chairperson.
- B. Commissioners nominated for Chairperson should have previously served on the Executive Committee.
- C. As many Commissioners as possible who are willing and able should be nominated over time to serve as Commission officers. Long-term tenures—in excess of eight (8) years in any given office—are to be discouraged.

In applying the foregoing, the Nominating Committee should consider any special conditions attendant to the Commission's work program or membership composition that may require, in the best interests of the Commission, setting aside such policies.

Section 3 – REMOVAL – Any of the Commission officers may be removed for cause, or may be removed if incapacitated and unable to attend the meetings of the Commission and of the Executive Committee and attend to the affairs of their office. Cause and incapacity shall be determined by the Commission in its discretion and removal from office shall require a two-thirds (2/3) vote of the Commissioners present, voting at a legal meeting, but in no event less than a majority of the twenty-one (21) Commissioners.

Section 4 – VACANCIES – Should any office become vacant, the Executive Committee of the Commission is empowered to designate an interim officer who shall serve in that office until the next regularly scheduled Commission meeting. The Commission shall consider the interim designation of an officer by the Executive Committee to constitute a nomination by that Committee of a permanent successor. The Commission shall

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thereupon act to elect a permanent successor at the earliest opportunity, who shall serve the remainder of the vacated term.

Section 5 – CHAIRPERSON – The Chairperson shall preside, and may vote, at all meetings of the Commission and at all meetings of the Executive Committee. The Chairperson shall be an ex-officio member of all other standing committees except the Nominating Committee. The Chairperson may present to the Commission such matters as, in their judgment, require attention; and shall perform such other duties as are entrusted to the Chairperson by Statute or by these Bylaws. Subject to any contrary requirements in these Bylaws, the Chairperson shall be guided by Robert’s Rules of Order in the conduct of a meeting.

Section 6 – VICE CHAIRPERSON – The Vice Chairperson shall preside at all meetings of the Commission and all meetings of the Executive Committee in the absence of the Chairperson or in the event that the Chairperson is incapacitated or unable to serve; and in the absence or disability of the Chairperson, the duties of the Chairperson shall be performed by the Vice Chairperson.

Section 7 – SECRETARY AND DEPUTY SECRETARY – The Secretary of the Commission shall keep and distribute minutes of all meetings of the Commission and all meetings of the Commission standing committees; 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 or as requested by the Secretary, the Deputy Secretary, who shall be the Executive Director of the Commission, shall perform the duties of the Secretary. The Secretary shall distribute an annual report of the Commission’s activities to the legislative bodies of the local governmental units within the Region. The Secretary shall also keep the official seal of the Commission.

Section 8 – TREASURER – The Treasurer of the Commission shall keep all the funds of the Commission and shall deposit them in a depository authorized by the Executive Committee. The Treasurer shall keep an accurate record of all receipts and disbursements, and shall make all disbursements under the direction of the Executive Committee.

Section 9 – ADDITIONAL OFFICERS – The Commission, at an annual, special, or quarterly meeting, may create such additional officers as it may deem in its judgment advisable and prescribe their duties.

Section 10 – COMMITTEES – The Commission shall have standing committees as it may deem necessary, including, but not limited to, those named hereafter.

There shall be an Executive Committee, Intergovernmental and Public Relations Committee, Nominating Committee, and Planning and Research Committee. The duties of these standing committees shall be as set forth in these Bylaws and as prescribed by the Commission from time to time. Ad-hoc committee members shall be appointed under the same terms as the Nominating Committee.

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A. Executive Committee:

1. Membership: The Executive Committee shall consist of the four (4) elected officers, the chairpersons of the three (3) other standing committees, at least one (1) Commissioner from each county not represented on the Executive Committee in the form of an officer or a standing committee chairperson, and such additional Commissioners from any county as the Chairperson may determine to be in the best interests of the Commission. Such Commissioner or Commissioners as are required in fulfillment of the foregoing provisions to be appointed by the Chairperson of the Commission shall be so appointed after consultation with all the Commission members residing in the county in question. The number of Commissioners on the Executive Committee shall not exceed ten (10). The Chairperson may also appoint up to two (2) additional Commissioners to serve as alternate members of the Executive Committee. The Chairperson may request that one or more of the alternate members attend and participate in Executive Committee meetings in the absence of regular members.
2. Powers and Duties: The Executive Committee shall, pursuant to the statutory authority of Section 66.0309 of the *Wisconsin Statutes*, act for the Commission on all matters except the adoption of the annual budget and the adoption of any part of the advisory master plan for the Region, as defined in Section 66.0309. The Executive Committee may, by its own rules or regulations, delegate its powers to subcommittees of not less than three Commissioners. The Executive Committee or its duly authorized subcommittees shall have the duty and power of generally administering the Commission's affairs, approving its contracts, recommending the annual budget, and establishing policy on intergovernmental relations and public information. The Executive Committee shall advise the Commission on the administration of the Commission's personnel and budget. The Executive Committee shall report its actions on all matters to the Commission at the next meeting of the Commission first following the taking of the action.
3. Quorum: A quorum of the Executive Committee shall be one more than half of members and of any of its subcommittees to which it may delegate the power of decisions, one more than half of members. Only Commissioners seated as Executive Committee members may vote.

B. Intergovernmental and Public Relations Committee:

1. Selection: The Chairperson shall appoint to the Intergovernmental and Public Relations Committee seven (7) members, plus the Treasurer, giving preference to the Commission members appointed by their county board.

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2. Powers: The Intergovernmental and Public Relations Committee shall advise and assist the Chairperson and the Executive Committee in the Commission's relations with the public and units of government within the Region.
 3. Quorum: A quorum of the Intergovernmental and Public Relations Committee shall consist of one more than half of members. Only Commissioners seated as Intergovernmental and Public Relations Committee members may vote.
- C. Nominating Committee: The Nominating Committee shall consist of one (1) Commissioner from each county appointed by the Chairperson. No officer may serve on the Nominating Committee. At the December Quarterly meeting of the Commission held in even-numbered years, the Nominating Committee shall submit to the Commission nominations for the election of officers for the two-year term to begin on the first day of January of the next year. Only Commissioners seated as Nominating Committee members may vote.
- D. Planning and Research Committee:
1. Selection: The Chairperson shall appoint to the Planning and Research Committee no fewer than seven (7) members.
 2. Powers: The Planning and Research Committee shall:
 - a. Have the duty of recommending to the full Commission for its adoption upon no less than ten (10) days' notice any part of the advisory master plan for the physical development of the Region or amendments thereto as defined in Section 66.0309 of the *Wisconsin Statutes*;
 - b. Give advice with the approval of the Chairperson of the Commission on matters referred to the Commission pursuant to Section 66.0309 (11) of the *Wisconsin Statutes*, provided the Commission shall not have suspended the duty to refer such matters to it for advice;
 - c. Determine the relative priority of Commission planning studies; and
 - d. Recommend to the Executive Committee the appointment of the members of Citizen Advisory Committees pursuant to Section 66.0309 (7) of the *Wisconsin Statutes* provided the creation of such a committee has been approved by the Executive Committee or full Commission.
 3. Quorum: A quorum of the Planning and Research Committee shall consist of one more than half of members, and of any of its subcommittees to which it may delegate the power of decisions, one

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more than half of members. Only Commissioners seated as Planning and Research Committee members may vote.

Section 11 – TRANSIT REPRESENTATION RESPONSIBILITIES – The County Executives and/or County Board Supervisors representing the Counties of Kenosha, Milwaukee, Ozaukee, Racine, Washington, and Waukesha on the Commission, all being elected officials of units of government that administer and operate major modes of transportation in the Milwaukee metropolitan area, including public transportation systems, shall have the responsibility to help ensure that the needs and concerns of the public transportation systems lying within their respective counties are effectively addressed in the transportation planning process carried out by the Commission as the Metropolitan Planning Organization (MPO) for the Milwaukee metropolitan planning area. In so doing, these Commissioners shall work with other local officials and with the public transit system managers to help ensure that the activities of the Commission as the MPO are properly addressing the needs pertaining to those systems. These Commissioners shall also bring to the Commission’s attention any specific area of concern relative to transit planning and development within their respective jurisdictions.

Section 12 – STATE REPRESENTATION RESPONSIBILITIES – The individual Commissioners who are appointed to the Commission by the Governor, one from each County, and who serve at the Governor’s pleasure, shall from time to time caucus and select from that group one Commissioner who shall have the responsibility to help ensure that the needs and concerns of the State and, in particular, the Wisconsin Department of Transportation are effectively addressed in the transportation planning process carried out by the Commission as the Metropolitan Planning Organization (MPO) for the Milwaukee metropolitan planning area. In so doing, that individual shall, as may be necessary, meet both with the Governor and the Secretary of Transportation to help ensure that the activities of the Commission as the MPO take into consideration the needs of the State. That individual shall bring to the Commission’s attention transportation planning and development issues raised by the Governor or the Secretary of Transportation.

ARTICLE IV – PERSONNEL

Section 1 – POSITIONS – The Executive Committee shall establish positions and rates of pay for regular staff positions under the Executive Director, subject to the approval of the Commission.

ARTICLE V – CONTRACTS, CHECKS, AND DEPOSITS

Section 1 – CONTRACTS – The Commission may enter into such contracts as the Executive Committee may determine, which are not inconsistent with the provisions of Section 66.0309 of the *Wisconsin Statutes* and which may be subject to review by the Commission as a body.

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Section 2 – CHECKS, DRAFTS, AND VOUCHERS – The Executive Committee 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, which are not inconsistent with the provisions of the *Wisconsin Statutes* and which may be subject to review by the Executive Committee and the Commission as a body. All disbursements of the Commission shall be by check drawn on the Commission's depository bank and co-signed by the Chairperson or Vice Chairperson, and the Treasurer. Payroll disbursements may be made by electronic fund transfer as well as by check. To facilitate prompt payment of small petty claims, there is established a petty cash fund of \$500. This principal sum is authorized to be placed in the custody of the Executive Director, Deputy Director, and / or Director of Administration, each of whom are authorized to make payments of claims up to and including \$500 from this petty cash fund. When this fund nears depletion, it shall be replenished through the regular disbursement procedure. In addition, the Executive Director, Deputy Director, and Director of Administration are each authorized to incur expenses and make disbursements to meet such expenses up to and including \$5,000, provided that such expenses shall be in conformance with the duly approved budget of the Commission. All disbursements over \$500 are to be reported to the Executive Committee at the first meeting after such disbursements are approved by the Executive Director, Deputy Director, and / or Director of Administration.

Section 3 – DEPOSITS – The Executive Committee of the Commission may select the depository for the funds of the Commission and direct the Treasurer 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 Treasurer, at the direction of the Executive Committee, shall invest funds of the Commission, which are not currently needed for the conduct of its daily business, in certificates of deposits, money market accounts, short-term United States Government Bonds, or in the Local Government Investment Pool maintained by the State Treasurer of Wisconsin.

ARTICLE VI – FISCAL YEAR

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

ARTICLE VII – SEAL

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

ARTICLE VIII – AMENDMENTS

Section 1 – These Bylaws may be amended at any annual meeting of the Commissioners or at any quarterly meeting or at any special meeting called by the Chairperson in accordance with these Bylaws for the specific purpose of amending the Bylaws. The Secretary shall mail and / or e-mail to each member of the

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Commission a copy of the proposed amendment to the Bylaws. This shall be done not less than ten (10) days prior to the date of the meeting. However, amendment of these Bylaws shall require a two-thirds (2/3) vote of the Commission present, voting at a legal meeting, but in no event less than a majority of the twenty-one (21) Commissioners.

ARTICLE IX – 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 the provisions of the Wisconsin Law, including but not limited to Section 66.0309, of the *Wisconsin Statutes*, the provisions of the Wisconsin Law shall prevail.

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SH/BRM/EAL

#271392 - BYLAWS revised December 6, 2023