

## **BYLAWS OF THE SOUTHEASTERN WISCONSIN REGIONAL PLANNING COMMISSION**

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

### **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, 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. 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 Chairman.

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 therefor by three or more Commissioners.

Section 4 - NOTICE OF MEETINGS -- The Secretary of the Commission shall mail to each of the members of the Commission 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 -- The majority of the voting members of the Commission shall constitute a quorum at any meeting. Adoption of a budget or the voting of an appropriation shall require a two-thirds (2/3rds) 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 or other Committee thereof, and any adjourned meeting of the Commission or of any standing or other Committee thereof, shall be entitled to receive a payment of \$50.00 for attending such meeting. These payments shall be deemed to constitute a variable form of the per diem compensation authorized under Section 66.945(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 and Commission Committee meetings and other meetings as required by Commission business.

For performing services in connection with the duties of any Commission offices held, or duties duly assigned by the Chairman or Executive Committee that require a day or a fraction of a day, Commission Officers and Commissioners may receive a payment of \$50.00 for each day or partial day of service performed for the Commission.

### **ARTICLE III – OFFICERS AND RESPONSIBILITIES**

Section 1 – NUMBER AND TERM -- The officers of the Commission shall be comprised of a Chairman, Vice-Chairman, 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 Chairman shall appoint a Nominating Committee for the purpose of nominating Commission members for election as officers. The Chairman shall advise the Commission members of his appointments to the Nominating Committee. The Nominating Committee shall take into account the following policies as it performs its duties:

- A. In order to avoid the fact or appearance of a conflict between areawide interests and the particular interests of a local government body, Commissioners who are also elected officials should not be nominated to serve as Chairman.
- B. Commissioners nominated for Chairman 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 take into account 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 and may be removed if incapacitated or unable to attend the meetings of the Commission and of the Executive Committee and attend to the affairs of their office. Removal from office shall require a two-thirds (2/3rds) 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 for any cause, 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 thereupon act to elect a permanent successor at the earliest opportunity, who shall serve the remainder of the vacated term.

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

Section 6 - VICE CHAIRMAN -- The Vice Chairman shall preside at all meetings of the Commission and all meetings of the Executive Committee 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, the duties of the Chairman shall be performed by the Vice Chairman.

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, and shall keep an accurate record of all receipts and disbursements; and the Treasurer shall be required to supply a bond in an amount equal to \$100,000, the premium for which shall be paid out of the Commission's funds; and the Treasurer shall make all the disbursements under the direction of the Administrative Committee of the Commission.

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 committees as it may deem necessary, including, but not limited to, those named hereafter.

There shall be an Executive Committee plus three (3) other standing committees, namely, (1) - Administrative, (2) - Intergovernmental and Public Relations, and (3) - Planning and Research. The duties of these standing committees shall be as set forth in these Bylaws and as prescribed by the Commission from time to time.

A. Executive Committee:

1. Membership: The Executive Committee shall consist of the four (4) elected officers, the Chairmen 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 chairman, and such additional Commissioners from any county as the Chairman 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 Chairman 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 Chairman may also appoint up to two additional Commissioners to serve as Alternate Members of the Committee. The Chairman may request that such Alternate Members attend and participate in Committee meetings in the absence of regular members.
2. Powers and Duties: The Executive Committee shall, pursuant to the statutory authority of Section 66.945 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 66.945. 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 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 four (4) members and of any of its subcommittees to which it may delegate the power of decisions, two (2) members.

B. Planning and Research Committee:

1. Selection: The Chairman shall appoint a Committee of not less than seven (7) members.
2. Powers:
  - a. The Planning and Research Committee shall 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 66.945;
  - b. To give advice with the approval of the Chairman of the Commission on matters referred to the Commission pursuant to Section 66.945-(11) of the *Wisconsin Statutes*, provided the Commission shall not have suspended the duty to refer such matters to it for advice;
  - c. To determine the relative priority of Commission planning studies; and
  - d. To recommend to the Executive Committee the appointment of the members of Citizen Advisory Committees pursuant to Section 66.945-(7) 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 four (4) members, and of any of its subcommittees to which it may delegate the power of decisions, two (2) members.

C. Intergovernmental and Public Relations Committee:

1. Selection: The Chairman shall appoint to this Committee seven (7) members, plus the Treasurer, giving preference to the County Board appointed Commission members.
2. Powers: The Committee shall advise and assist the Chairman 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 four (4) members.

D. Administrative Committee:

1. Selection: The Chairman shall appoint an Administrative Committee of such size as the Chairman shall deem appropriate, but in no event less than three members.
2. Powers: The Committee shall advise the Executive Committee on the administration of the Commission's personnel and budget and act for the Commission on such administrative matters as may be delegated to it by these Bylaws or the Executive Committee.
3. Quorum: A quorum of the Administrative Committee shall consist of three (3) members.

- E. Nominating Committee: The Nominating Committee shall consist of one Commissioner from each county appointed by the Chairman. No officer may serve on the 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.

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 and concerns of 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 needs and concerns of 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 his designee as the Secretary of Transportation to help ensure that the activities of the Commission as the MPO are properly addressing the needs and concerns of the State. That individual shall also bring to the Commission's attention any specific area concern relative to transportation planning and development raised by the Governor or the Secretary of Transportation.

#### **ARTICLE IV - PERSONNEL**

Section 1 -- The Administrative 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 66.945 of the *Wisconsin Statutes* and which may be subject to review by the Commission as a body.

Section 2 - CHECKS, DRAFTS, AND VOUCHERS -- The Administrative Committee of 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, 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 Chairman or Vice Chairman and 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 \$100. This principal sum is authorized to be placed in the custody of the Executive Director. The Executive Director is authorized to make payments of claims up to and including \$100 from this petty cash fund. When this fund nears depletion, it shall be replenished through the regular disbursement procedure. In addition, the Executive Director is 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 \$100 are to be reported to the Administrative Committee at the first meeting after such disbursements are approved by the Executive Director. The Chairman of the Administrative Committee, together with one member of such Committee, is authorized to approve disbursements for the payment of bills over \$5,000 up to and including \$10,000. The Administrative Committee is authorized to approve disbursements for the payment of bills in excess of \$10,000.

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 time deposits, in 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 members of the Commission or at any quarterly meeting or at any special meeting called by the Chairman in accordance with these Bylaws for the specific purpose of amending the Bylaws. The Secretary shall mail to each member of the 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 (2/3rds) 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, the provisions of the Wisconsin Law shall prevail.

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