

**DATE:** January 12, 2022

**TO:** Local Municipalities and Towns in Outagamie County

**FROM:** Melissa Kraemer Badtke, Executive Director

**RE:** Recommendations of Amendments to Articles of Organization and By-laws

The East Central Wisconsin Regional Planning Commission (ECWRPC) is a regional planning agency serving Calumet, Fond du Lac, Menominee, Outagamie, Shawano, Waupaca, Waushara, and Winnebago Counties. Regional Planning Commissions were formed by the executive order of the governor under Wis. State Statutes §66.0309. The Wisconsin statutes specify that regional planning commissions are to provide intergovernmental planning and coordination for physical, social and economic development of the region.

The East Central Wisconsin Regional Commission Planning Commission is recommending amendments to the East Central's Articles of Organization and By-laws to remove the Gubernatorial appointments because of the extreme delays in obtaining the Appointments for the Commission Board. The Commission Board made additional changes to the Articles of Organization and the By-laws and both documents were finalized and approved by the Commission Board on April 30, 2021. Outagamie County approved a resolution of support on July 13, 2021.

Enclosed you will find a copy of the revised Articles of Organization and the By-laws for your review. For your convenience we are also enclosing a draft form resolution the Commission is recommending that you approve. The following steps would need to be taken by the local units of government, including the Counties to assist in this process:

1. A majority of the local units of governments (as defined as counties, towns, villages, and cities) would need to approve a resolution amending East Central's Articles of Organization and the By-laws.
2. A copy of the signed resolution will need to be sent Melissa Kraemer Badtke, Executive Director at [mbadtke@ecwrpc.org](mailto:mbadtke@ecwrpc.org).

If you have any questions, please contact:

Melissa Kraemer Badtke, Executive Director  
East Central Wisconsin Regional Planning Commission  
Phone: 920-886-6828  
Cell Phone: 920-2020-1479  
Email: [mbadtke@ecwrpc.org](mailto:mbadtke@ecwrpc.org)

**EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION  
COMMISSION COMPOSITION & PROPOSED BYLAWS CHANGES**

Updated: 4/30/2021

COMMISSION BOARD COMPOSITION		
	Current Board Composition	New Bylaws Board Composition as approved 4/30/2021
<b>Number of Commissioners</b>	36	31
CALUMET COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Bd. Chair	County Bd. Chair
	County Bd. Appt.	County Bd. Appt.
	Mayor of Largest City	Mayor of Largest City
	Governor's Appt.	
<b>Number of Commissioners</b>	4	3
FOND DU LAC COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Executive	County Executive
	County Bd. Chair	County Bd. Chair
	County Bd. Appt.	County Bd. Appt.
	Council Pres. of Largest City	Council Pres. of Largest City
	Governor's Appt.	
<b>Number of Commissioners</b>	5	4
MENOMINEE COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Bd. Chair	County Bd. Chair
	County Bd. Appt.	County Bd. Appt.
	Governor's Appt.	County Bd. Appt.
<b>Number of Commissioners</b>	3	3
OUTAGAMIE COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Executive	County Executive
	County Bd. Chair	County Bd. Chair
	Mayor of Largest City	County Bd. Appt.
	County Bd. Appt.	County Bd. Appt.
	County Bd. Appt.	Mayor of Largest City
	Governor's Appt.	
<b>Number of Commissioners</b>	6	5
SHAWANO COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Bd. Chair	County Bd. Chair
	County Bd. Appt.	County Bd. Appt.
	Governor's Appt.	County Bd. Appt.
<b>Number of Commissioners</b>	3	3
WAUPACA COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Bd. Chair	County Bd. Chair
	County Bd. Appt.	County Bd. Appt.
	Mayor of Largest City	Mayor of Largest City
	Governor's Appt.	
<b>Number of Commissioners</b>	4	3
WAUSHARA COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Bd. Chair	County Bd. Chair
	County Bd. Appt.	County Bd. Appt.
	Governor's Appt.	County Bd. Appt.
<b>Number of Commissioners</b>	3	3
WINNEBAGO COUNTY		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representation</b>	County Executive	County Executive
	County Bd. Chair	County Bd. Chair
	County Bd. Appt.	County Bd. Appt.
	County Bd. Appt.	County Bd. Appt.
	Mayor of Largest City	Mayor of Largest City
	Governor's Appt.	
<b>Number of Commissioners</b>	6	5
EX-OFFICIO MEMBERS APPLETON (FOX CITIES) MPO		
	Current Board Composition	New Bylaws Board Composition as approved 1/29/2021
<b>Commission Board Representatives</b>	WisDOT	WisDOT
	Valley Transit	Valley Transit
<b>Number of Commissioners</b>	2	2

**RESOLUTION NO. 11-21**

**AMENDING THE ARTICLES OF ORGANIZATION AND THE BY-LAWS OF  
EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION**

**WHEREAS**, the Articles of Organization (“Articles”) and the By-Laws authorize a majority of the counties that are members of the Commission to make certain amendments to the Articles and By-Laws; and

**WHEREAS**, however, the Articles and By-Laws reserve to the local units within the Commission the authority to determine the composition of the Commission; and

**WHEREAS**, the Commission’s Steering Committee has recommended to the Commission and is recommending to both the member counties and the local units the amendments to the Articles and the By-Laws described below; and

**WHEREAS**, the Commission’s Steering Committee has reconsidered its prior recommendation and now recommends to the Commission and to the local units, respectively, their approval of the revised set of Articles and By-Laws that are attached to this resolution;

**RESOLVED**, that the Commission does hereby approve the revisions to the By-Laws as more fully set forth in Exhibit A, which is attached and incorporated by reference; and

**FURTHER RESOLVED**, that the Commission does hereby recommend that Article III of the Articles describing the composition of the Commission also be amended as more fully set forth in Exhibit B; and

**FURTHER RESOLVED**, that the Commission’s Executive Director is authorized and directed to present the recommended amendments of the Articles and the By-Laws to both the member counties and the local units consistent with the revisions set forth in Exhibit A and Exhibit B; and

**FURTHER RESOLVED**, that the Commission’s Executive Director is authorized and directed to take such further action as may be necessary and appropriate to accomplish the intended purposes of this Resolution.

Effective Date: April 30, 2021

Submitted By: Steering Committee

Prepared By: Melissa A. Kraemer Badtke, Executive Director

*Martin Farrell*

Martin Farrell (May 4, 2021 14:31 CDT)

Martin Farrell, Chair – Fond du Lac Co.

ARTICLES OF ORGANIZATION  
OF  
EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION  
September 27, 1972

**ARTICLES OF ORGANIZATION  
OF  
EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION**

**ARTICLE I - AUTHORIZATION**

The provisions of Section 66.945 of the Wis. Stats. authorizes counties, in the form of resolutions, to petition the Governor of the State of Wisconsin to create a regional planning commission within a proposed area. Upon receipt of such petitions and the holding of a public hearing, the governor may create a regional planning commission by Order and designate the areas and boundaries of the commission's jurisdiction.

Pursuant to such statutory provisions the governing bodies of Calumet, Fond du Lac, Green Lake, Marquette, Menominee, Outagamie, Shawano, Waupaca, Waushara, and Winnebago Counties, by resolution, petitioned the Honorable Patrick J. Lucey to form a regional planning commission encompassing the general area of such counties. Thereafter a public hearing on such petitions was duly held at the Winnebago Court House located in the City of Oshkosh, Wisconsin, on the 26th day of June, 1972. Subsequent to the said public hearing, the Honorable Governor Patrick J. Lucey did by an Executive Order dated June 29, 1972, create the Regional Planning Commission and designate that the area of the Commission be comprised of the Counties of Calumet, Fond du Lac, Green Lake, Marquette, Menominee, Outagamie, Shawano, Waupaca, Waushara, and Winnebago.

**ARTICLE II - NAME**

The said counties comprising the Regional Planning Commission, as designated by the Governor's Executive Order dated June 29, 1972, are all located within the proximity of the East Central area of Wisconsin; and, therefore, the name of the Commission shall be: **EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION.**

### ARTICLE III - COMPOSITION OF COMMISSION

The area of the Commission as designated by the Executive Order of the Governor does not include a city of the first class as defined in Wis. Stat. Section 62.05. Therefore, pursuant to the provisions of Wis. Stat. Section 66.0309(3) (b) the membership of the Commission is to be determined by resolutions duly approved by the governing bodies of a majority of the local units within the region, and these units shall have in the aggregate at least half of the population of the region.

The said ten-county area comprising the Commission includes 243 local units of government with a combined population of 474,186 as shown by the last Federal census. A majority or 145 of these local units within the designated region representing a population count of 629,428 have duly adopted the following resolutions as to membership of the Commission: **[Update numbers recited in this paragraph.]**

**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 Wis. Stat. Section 66.0309 (3) (b) determined and allocated among participating counties as follows:

- A. ~~Two elected officials from each member county which comprises the Commission. The Chairperson and the County Executive from each member county within the Commission. If a member county is organized without a County Executive, the County Chairperson shall appoint a member of the County Board to serve as the second elected official from that county.~~
- B. ~~One person, who may be elected official from each participating county, selected by the Governor. One elected official from the largest city, if the member County has a population of 50,000 or more as defined by the U.S. Decennial Census. If the member County does not have a population of 50,000 or more per the U.S. Decennial Census, the member County may appoint a County Supervisor to the Commission Board. -or if no city the largest village, within each member county, appointed by the mayor, council president, or village president, depending on the specific form of government.~~

~~C. In addition to the representation specified in subsections A. and B., above, Counties with a population greater than 50,000 based on the U.S. Decennial Census are entitled to one additional member to the Commission Board for each full unit of 50,000 population that exceeds the 50,000 base number described in subsection B., above. (For purposes of illustration only, a County with a population of 180,000 would be entitled to 2 additional members to the Commission Board under this subsection C.) One (1) additional elected official from 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.~~

~~D. One ex-officio representative of the Wisconsin Department of Transportation (WisDOT) may participate on transportation issues, subjects of concern and interest to their geographic areas, or due to noted/recognized expertise. This member must be appointed by WisDOT.~~

~~DE. One ex-officio representative of a public agency that administers or operates major modes of transportation in the Fox Valley metropolitan planning organization area, including representation by providers of public transportation. [Note: This position will be held by the Transit Manager for Valley Transit.]~~

~~**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 representative 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 chairmen or town board supervisors residing within the respective County.~~

**Section 32. 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. Voting, ex-officio members shall serve continuously at the pleasure of the appointing body.

~~Those Commissioners appointed by the Governor shall serve for a four (4) year term.~~

**Section 3. COMMISSION ALTERNATES:** Any member of the Commission selected pursuant to Section 1, of this Article may designate, in writing and with the concurrence of the Commission a permanent designee.

**Section 4. RESIGNATION:** Any Commissioner -who resigns his or her Commission membership or his or her elective office shall submit his or her resignation effective as of the last day in office, and thereafter the vacancy shall be filled by appointment for the unexpired term by the County Board Chairperson (if a county) or the city council or village board.

## ARTICLE IV - PURPOSES

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 Wis. Stat. Section 66.0309.

#### **ARTICLE V - POWERS, FUNCTIONS AND DUTIES**

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 promotion 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 the relate to its objectives.
- F. The Commission may accept aid in any form for the purpose of accomplishing regional planning from all governmental agencies whether local, state or federal if the conditions under which such aid is furnished is not incompatible with the provisions of Wis. Stat. Section 66.0309.
- G. The Commission may accept gifts and grants from public or private individuals or agencies if the conditions under which such grants are made are 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. The Commission may amend, extend or add to the comprehensive planning program or carry any part of such mater 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 local governmental units within the region.

#### **ARTICLE VI - PROPORTIONATE SHARE OF COSTS**

The member counties of the Commission shall provide their proportionate share of the public funds necessary to meet the requirements of the budget in the amount represented by the percentage of their equalized valuation for tax purposes of the land, buildings and other improvements thereon of such local and governmental unit, within the region, to the total such equalized valuation within the region. The amount charged shall be in accordance with the most recent equalized valuation figures published by the Wisconsin Department of Taxation. The requested allocation from and levied upon each member county shall not exceed the statutory limits of a .003% of such equalized value under its jurisdiction within the region.

#### **ARTICLE VII - ADMINISTRATION**

The administrative affairs and the rules of procedure of the Regional Planning Commission shall be governed in the manner as provided for in the duly adopted By-laws of the Commission. In compliance with the statutory requirements, the said adopted By-laws shall provide for the election of a chairman and executive committee and an annual meeting of the said Commission.

### **ARTICLE VIII - WITHDRAWAL**

A member county of the Commission may withdraw from the Regional Planning Commission at the end of any fiscal year by a two-thirds (2/3rds) vote of the members elect of its Board of Supervisors taken at least six months prior to the effective date of such withdrawal.

### **ARTICLE IX - AMENDMENTS**

These Articles, except Article III, may be amended by resolutions duly adopted by the Board of Supervisors from a majority of the counties which are members of this Commission. Article III 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.

**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  
As Amended, October 30, 2009  
As Amended, April 29, 2011  
As Amended, October 26, 2013  
As Amended, April 25, 2014  
As Amended, July 25, 2014  
As Amended, January 30, 2015  
As Amended July 26, 2019  
As Amended \_\_\_\_\_, 2021

**BY-LAWS**  
**of the**  
**EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION**

**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 applicable law 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, 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, as amended.

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

The functions of the 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, as amended.
- G. The Commission may accept gifts and grants from public or private individuals, entities 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 of the local governmental units within the region, and shall submit two copies of such report to the Wisconsin Legislative Reference Bureau per Wisconsin State Statutes § 66.0309(8)(b), as amended.
- I. The Commission shall prepare a comprehensive planning program for the physical development of the region and adopt a regional comprehensive plan consistent with Wisconsin State Statutes §66.1001(9) as outlined in the Wisconsin State Statutes §66.0309(9) and §66.0309(10), as amended. 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 July 31 of each year prepare and approve a preliminary budget reflecting the cost of its operation and services to the participating governmental units within the region. The Commission's final budget shall be approved by or before January 31 of the year following.

### **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 Chairperson may cancel and then reschedule any meeting at their discretion, but may not cancel two consecutive meetings. The election of officers shall be conducted by the Commission at the April quarterly meeting. The levy and draft annual budget 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 Chairperson of the Commission. Special meetings shall also be called by the Chairperson upon written request by three or more members of the Commission.

**Section 4. NOTICE OF MEETINGS:** The Secretary of the Commission shall send to each and every member of the Commission notice of all meetings quarterly and the annual meeting, not less than five (5) 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 described in Section 3 shall be e-mailed, mailed, or posted not less than three (3) business days prior to said meeting. In no case, shall an agenda, or amended agenda, be e-mailed or posted less than 24 hours in advance of said meeting.

**Section 5. QUORUM:** The presence at any meetings (including Standing Committees, unless otherwise noted) of a majority (defined as  $\geq 50\%$ ) of the current Commission members, which majority shall also include representation from a majority (defined as  $\geq 50\%$ ) of the member Counties assigned to the Committee, 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), unless otherwise noted as a 2/3 vote requirement.

**Section 6. PUBLIC MEETINGS:** Member County Planning/Zoning Directors and State Legislative Representatives from the region (unless already a member of the Commission), and the Wisconsin Economic Development Corporation, 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. Meeting notices shall be e-mailed or mailed to local media, posted on ECWRPC premises, and posted to the Commission's website, [www.ecwrpc.org](http://www.ecwrpc.org) for public viewing.

## 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 § 66.0309 (3) (b) of the Wisconsin Statutes, as amended, determined and allocated among participating counties as follows:

~~A. The Chairperson and the County Executive from each member county within the Commission. If a member county is organized without a County Executive, the County Chairperson shall appoint a member of the County Board to serve as the second elected official from that county. 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.~~

~~CB. One elected official from the largest city, if the member County has a population of 50,000 or more as defined by the U.S. Decennial Census. If the member County does not have a population of 50,000 or more per the U.S. Decennial Census, the member County may appoint a County Supervisor to the Commission Board. No additional representation hereunder shall be granted for any fractional part of the required population unit. One elected official from the largest city, or if no city the largest village, within each member county, appointed by the mayor, council president, or village president, depending on the specific form of government.~~

~~C. In addition to the representation specified in subsections A. and B., above, Counties with a population greater than 50,000 based on the U.S. Decennial Census are entitled to one additional member to the Commission Board for each full unit of 50,000 population that exceeds the 50,000 base number described in subsection B., above. (For purposes of illustration only, a County with a population of 180,000 would be entitled to 2 additional members to the Commission Board under this subsection C.)~~

~~D. One ex-officio representative of the Wisconsin Department of Transportation (WisDOT) may participate on transportation issues, subjects of concern and interest to their geographic areas, or due to noted/recognized expertise. This member must be appointed by WisDOT.~~

~~ED. One ex-officio representative of a public agency that administers or operates major modes of transportation in the Fox Valley metropolitan planning organization area, including representation by providers of public transportation. [Note: This position will be held by the Transit Manager for Valley Transit].~~

~~**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 two (2) or more persons nominated by the respective County Boards,~~

~~of which at least one (1) shall be a 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. The Commission shall reimburse the member Counties for any costs incurred in seeking/fulfilling this position.~~

~~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 require or provide and subject to confirmation by the County Board [Note: see determination by Outagamie County Corporation Counsel in letter dated April 27, 2012]. 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.~~

~~D. One ex-officio representative of the Wisconsin Department of Transportation (WisDOT) may participate on transportation issues, subjects of concern and interest to their geographic areas, or due to noted/recognized expertise. This member must be appointed by WisDOT.~~

~~E. One ex-officio representative of a public agency that administers or operates major modes of transportation in the Fox Valley metropolitan planning organization area, including representation by providers of public transportation. [Note: This position will be held by the Transit Manager for Valley Transit].~~

**Section-32. 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. Voting, ex-officio members as described in Section 2.D., shall serve continuously at the pleasure of the appointing body.~~

**Section-43. COMMISSION ALTERNATES:** ~~Any member of the Commission selected pursuant to Section-21, Paragraphs A or C of this aArticle may designate, in writing and with the concurrence of the Commission, a permanent designee 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 designated as a 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 alternate 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. Temporary alternate representatives may attend all meetings of the Commission or its committees and exercise all voting powers of the member, except when the member is present.~~

**Section 54. RESIGNATION:** Any Commissioner ~~selected pursuant to Section 2, Paragraph C of this article~~ who resigns his or her Commission membership or his or her elective office shall submit his or her resignation effective as of his-the last day in office, and thereafter the vacancy shall be filled by appointment for the unexpired term by the County Board Chairperson (if a county) or the city council or village board. 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 Chairperson, Vice-Chairperson, and Secretary-Treasurer, subject to the express condition that the offices of Chairperson and Vice-Chairperson shall never be concurrently held by Commissioners from the same County.

**Section 2. ELECTION:** The offices of Chairperson and Vice-Chairperson 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 two years or until their successors have been duly elected and qualified. The Chairperson shall appoint a Nominating Committee for the purpose of nominating Commission members for election as officers, and the Chairperson shall advise the Commission of his or her 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. CHAIRPERSON:** The Chairperson of the Commission shall preside, and may vote, at all meetings of the Commission. He or she may present to the Commission such matters as, in his or her judgment, require attention, and he or she shall perform such other duties as are entrusted to the Chairperson by statute or by these By-laws. Subject to any contrary requirements in these By-laws, the Chairperson shall be guided by Robert's Rules of Order in the conduct of meetings. In no event shall any one member serve as Chairperson for more than three consecutive terms. The Chairperson may also act on behalf of the Steering

Committee and/or full Commission in the rare instances that a timely commitment of County levy funds is required in order to take advantage of state or federal grant funding opportunities. In such cases, the Chairperson's may approve such commitments for an amount equal to or less than \$50,000. In all cases, when such action is used, the item shall be placed on the next available Steering Committee agenda for review and follow up action by the Steering Committee as a whole. The Commission Chairperson will be compensated an additional annual net stipend of \$1,000 beginning in 2020, with the first payment to be made in March, 2021 and then annually thereafter.

**Section 6. VICE-CHAIRPERSON:** The Vice-Chairperson shall preside 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, his or her duties shall be performed by the Vice-Chairperson.

**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 counter-sign all documents as 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. 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 or she 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 or she shall make all the disbursements under the direction of the Commission.

**Section 8. 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.

## 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 2. STANDING COMMITTEES:** Appointments to standing committees shall be made by the Chairperson at its Annual Meeting based on recommendations of the Nominating Committee. Such appointments shall not include designation of the committee chairperson and vice-chairperson as such positions are nominated and elected by the Committees themselves.

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 at least eight (8) members who serve as their respective county board chair or their designee. The Chairperson and Vice-Chairperson positions for the Committee can, but is not required to be, the same as the current Commission Chairperson and Vice-Chairperson positions. 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 or her 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. Ensure 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 \$50,000 for any expenditure resulting from such action. Refer also to Article V, Section 5 regarding additional Chairperson authorities for the timely approval of County levy commitments for state and federal funding opportunities, and the Commission's Financial Procedures Manual for authorities of the Executive Director.
  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 a preliminary budget and work program for the purposes of establishing the levy.
  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, and overhead program elements.

- B. Planning Committees:** The composition of the various planning committees shall be determined by the Steering Committee. The general functions of the committees include:
1. Elect a Committee Chairperson and Vice-Chairperson as their first order of business at the first regular Committee meeting following the Annual Meeting. The Steering Committee Chairperson and Vice Chairperson shall generally be the same as the current Commission Chairperson and Vice-Chairperson, but it is not required.
  2. Provide orientation information for new Planning Committee members at the first meeting following the Annual Meeting.
  3. Prepare the annual work program statement of activities for their respective program element(s).
  4. Review detailed study designs for major work elements.
  5. Monitor progress on work activities, review staff drafts of analytical reports and alternative plan and program proposals.
  6. 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.
  7. Review specific project proposals for conformance with adopted plans and policies.
  8. Coordinate activities with those of other committees when necessary and desirable.
  9. Maintain liaison with appropriate citizen and technical advisory committees.

The specific duties of the Planning committees are as follows:

- (a) **Regional Comprehensive Planning Committee:** This committee directs and monitors the regional comprehensive plan and oversees other matters of regional impact.
- (b) **Economic Development Committee:** This Committee directs and monitors the economic development and housing program element and maintains liaison with respective technical advisory committees, including the Comprehensive Economic Development Strategy (CEDS) Committee. The CEDS Committee composition and operational structure is managed through the guidelines adopted by the Commission in Resolution No. 29-09.
- (c) **Transportation Committee:** This committee directs and monitors the transportation program element in accordance with state and federal regulations. Maintains liaison with the Transportation Policy Advisory

Committees and the Transportation Technical Advisory Committee.

- (d) **Open Space and Environmental Management Committee** - This committee directs and monitors the open space and environmental management program element.
- (e) **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.

**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 Chairperson and approved by the Commission at their January meeting, provided that no officer may serve on the Committee. The nominating Committee shall review the results of an internal survey of Commissioners (developed and sent out by staff) as part of their deliberations on Committee assignments. The Committee may, at its discretion, develop and institute a standard rotation schedule of Committee assignments based on agreed upon criteria.

**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 Chairperson or Vice-Chairperson, and the Secretary-Treasurer may execute the same in the name and behalf of the Commission per the limits expressed in the Financial Procedures Manual. 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 Secretary-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 made by check drawn on the Commission's depository bank shall be signed by the Secretary-Treasurer. In the Secretary-Treasurer's absence, the Assistant Director may sign checks, drafts, and vouchers. 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, or their designee, 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.** Except as described in Section 2, below, these By-laws may be amended at any quarterly meeting of the Commission. The Secretary-Treasurer shall be sent out 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 five (5) 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, Section 1 hereof shall be amended only in accordance with resolutions approved by the governing bodies of a majority of local units within the Commission, and these units shall have in the aggregate at least half of the population of the region.

## **ARTICLE XI - COMPLIANCE WITH FEDERAL AND STATE OF 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 Federal or State of Wisconsin Law, the provisions of the Federal or State of Wisconsin Law shall prevail.

## **ARTICLE XII – METROPOLITAN PLANNING ORGANIZATION FUNCTION & RESPONSIBILITIES**

**Section 1: PURPOSE:** To implement Federal and State level transportation planning requirements as the designated Metropolitan Planning Organization (MPO) for the Fox Cities and Oshkosh Metropolitan Planning Areas (MPAs).

**Section 2. OFFICIAL DESIGNATION:** The East Central Wisconsin Regional Planning Commission (Commission) through cooperative partnership agreements with the Federal Highway Administration (FHWA), Federal Transit Administration (FTA), and the Wisconsin Department of Transportation (WisDOT) is the designated Metropolitan Planning Organization (MPO) for the Appleton (Fox Cities) Transportation Management Area (TMA) and the Oshkosh Metropolitan Planning Area (MPA).

**Section 3: URBANIZED AREA BOUNDARY & METROPOLITAN PLANNING AREA:** Per the 2010 Decennial Census, the Appleton (Fox Cities) and Oshkosh Urbanized Areas and Metropolitan Planning Areas (MPAs) includes portions of Calumet, Outagamie and Winnebago Counties.

**Section 4: MPO POLICY BOARD:** The Appleton(Fox Cities) and Oshkosh Metropolitan Planning Organizations (MPOs) are governed by a single MPO Policy Board containing the same representation of elected and appointed representatives as those of the Commission. All functions, responsibilities, and authorities conveyed in these Bylaws, as they pertain to the Commission, are conferred to the MPO Policy Board when exercising such authority on transportation related policy matters or decisions.

**Section 5: MPO STAFF:** MPO staff is responsible for carrying out the federal transportation planning process in conjunction with its partners. The Commission is the hosting body for the MPO staff. As such, MPO staff are Commission employees.

**Section 6: RESPONSIBILTIES MPO POLICY BOARD:** In addition all other Bylaw responsibilities afforded to the Commission, the MPO Policy Board is the body that reviews and approves all transportation related activities of the MPO. This includes being a forum for

cooperative decision-making with the following responsibilities:

- A. Approve goals and objectives of the transportation planning process;
- B. Review and approval the Long Range Transportation Plans (LRTPs) and its updates or revisions;
- C. Review and adopt changes in transportation planning concepts;
- D. Review and approve the Unified Planning Work Program (UPWP);
- E. Review and adopt the Transportation Improvement Program (TIP) including project priorities and approve any changes in the priority schedule;
- F. Ensure the efficient and effective use of the Federal Highway Administration (FHWA) Section 112 and the Federal Transit Administration (FTA) Section 5303 planning funds;
- G. Serve as liaison representatives between various governmental units in the study area to obtain optimum cooperation of all governmental units in implementing various elements of the plan;
- H. Ensure citizen participation and transparency within the transportation planning process through proactive policies and procedures.

**Section 7: MPO SUBCOMMITTEES & INTERLOCAL AGREEMENTS:** The MPO Policy Board shall have the authority to form temporary (or permanent) subcommittees to conduct the following activities in order to carry out MPO Policy Board functions:

- A. To negotiate the terms of possible funding agreements with member agencies;
- B. To investigate how MPO functions might be improved;
- C. To evaluate the MPO Director's performance and make recommendations;
- D. To conduct research and/or fact-finding regarding MPO plans, policies or operations.

All findings, recommendations and/or proposals submitted by MPO subcommittees shall not be binding, but are subject to review and final approval of the MPO Policy Board.

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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 23<sup>rd</sup> day of May, 2001, the 26<sup>th</sup> day of April, 2002, the 27<sup>th</sup> day of April, 2006, the 25th day of April, 2008, the 29<sup>th</sup> day of April, 2011, the 26<sup>th</sup> day of October, 2013, the 25<sup>th</sup> day of April, 2014, the 25<sup>th</sup> day of July, 2014, the 30<sup>th</sup> day of January, 2015, the 26<sup>th</sup> day of July, 2019, and the \_\_\_\_ day of \_\_\_\_\_, 2021.