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*Bylaws of the Capital Area  
Regional Planning  
Commission*



*Capital Area Regional Planning Commission  
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# Bylaws of the Capital Area Regional Planning Commission

For the purposes of these Bylaws, the collective membership appointed to serve on the Capital Area Regional Planning Commission will be referred as the “Commission” and the organization will be referred to as the “Agency.”

## ARTICLE I — MEMBERSHIP

### Section 1. Commission Appointments

The Commission shall be appointed in a manner consistent with the Governor’s Executive Order #197, dated May 2, 2007. The Commission is composed of thirteen (13) members: four (4) appointed by the City of Madison, three (3) by Dane County, three (3) by the Dane County Cities and Villages Association, and three (3) by the Dane County Towns Association. All appointments will serve until a new appointment to the Commission has been made by the respective appointing authority. At no point shall an Agency employee be appointed as a Commissioner. A Commissioner is able to be an Agency employee provided he/she is appointed as a Commissioner first.

### Section 2. Removal of Members

Any member of the Commission may be removed for cause by his/her appointing authority. Cause shall be defined as neglect of duty, official misconduct, or malfeasance in office. The determination of cause by an appointing authority is final and binding.

## ARTICLE II — MEETINGS

### Section 1. Meetings

- a. Regular meetings of the Commission shall be held as determined by the body, but at least six (6) times a year.
- b. The first meeting of the Commission in January shall constitute the Annual Meeting, whereupon officers will be elected in accordance with Article III Section 2.
- c. A special meeting of the Commission may be called at any time by its Chairperson. The Chairperson must set a special meeting requested by two (2) or more Commissioners between ten (10) and twenty (20) working days from the date the written request is received by the Chairperson.

### Section 2. Notice of Meetings

Public notice of all meetings of the Commission shall be given in compliance with Wis. Stats. § 19.84. The Executive Director or designee shall prepare and distribute in writing notice of each meeting to each Commissioner. Notice shall state the date, time, and place of the meeting; whether it is to be an Annual or Special meeting; subject matter of the meeting, and if convening in closed session.

### Section 3. Public Hearing Notices

In accordance with Wis. Stats. § 66.1001(4)(d) and § 65.90, the Commission shall provide at least thirty (30) day public hearing notice for the following items: adoption of regional plans; amendments to regional plans, including adjustments of urban and limited service areas and major changes to environmental corridors; adoption of the annual budget and budget amendments; and amendments to the Bylaws of the Commission. Items not designated as needing a public hearing notice shall follow Wis. Stats. § 19.84 for public notice.

#### **Section 4. Public Meetings**

Wis. Stats. § 19.83 shall apply to all meetings of the Commission and its committees and subcommittees. Members of the public may register and speak on any item on the agenda in accordance to the policies of the Commission.

#### **Section 5. Meetings by Telephone or Similar Communications Equipment**

Commissioners may participate in a meeting of the Commission by means of telephone or similar communications equipment provided that all persons participating in the meeting can hear each other. Participation in a meeting in such manner shall constitute present for quorum.

#### **Section 6. Agendas**

Items shall be placed on the agenda:

- a. by the Chairperson;
- b. if requested by a Commissioner during a Commission meeting and approved by the Chairperson; or
- c. if requested by a Commissioner during a Commission meeting and approved by a majority vote of the Commission.
- d. if requested by any two (2) Commissioners in writing to the Chairperson at least seventy-two (72) hours before the meeting;

The order of business for all regular meetings of the Commission shall include, but not be limited to, the following: roll call; approval of minutes; and opportunity for public comments. No action will be taken on any matter at a meeting of the Commission that is not included on the agenda.

#### **Section 7. Quorum**

A quorum shall be required for the conduct of any business, determined as a majority of all Commissioners.

#### **Section 8. Voting**

Each Commissioner shall be entitled to one vote. Commissioners present shall vote in favor, in opposition, or abstain when a question is put. In the event a Commissioner recuses himself/herself from voting, that Commissioner shall not engage in discussions or actions on that item. Unless otherwise provided by Article II Section 9, the vote of a majority of the Commissioners present shall be controlling on any matter voted upon. The manner in which the Commission votes shall be determined by the body, except that no secret ballot shall be utilized except for the election of officers (Wis. Stats. § 19.88(1)).

#### **Section 9. Supermajority Vote**

- a. A Supermajority Vote of at least eight (8) Commissioners shall be required for the following actions:
  1. The amendment or adoption of any regional plan; for the purposes of this Section, “regional plan” shall include the Dane County Water Quality Plan and be further defined as set out in the state regional planning commission law, Wis. Stats. § 60.0309, and in state smart growth laws Wis. Stats. § 66.1001(2).
  2. Removal of Officers (see Article III Section 3);
  3. The appointment of the Executive Director (see Article VI Section 1); and
  4. All amendments and repeals to these Bylaws (see Article X Section 1).
- b. All Supermajority Votes shall be stated as motions to approve or accept a matter, rather than as a motion to disapprove, deny or reject a matter. Negative motions shall be out of order.
- c. A Supermajority Vote that does not receive eight (8) votes shall be deemed a final action and Article II Section 10 shall not apply.

### **Section 9. Reconsideration**

A Commissioner on the prevailing side of a decision can move for reconsideration of an action, including Supermajority Votes, after the vote is taken. The Chairperson shall receive a request in writing to reconsider by two (2) Commissioners no less than seventy-two (72) hours prior to the next Commission meeting. The request shall include the details of new relevant information to justify reconsideration action. A vote of the Commission will be used to determine if the item will be placed on the table. If the item falls under Article II Section 8, a Supermajority Vote shall be necessary to pass. Regardless of the outcome, no further reconsideration of that action will be allowed.

### **Section 10. Rescinding**

At least two (2) Commissioners can move to rescind a previously adopted action at any time as long as the action has not been implemented. The Chairperson shall receive a request in writing by two (2) Commissioners no less than seventy-two (72) hours prior to a Commission meeting. A vote of the Commission will be used to determine if the item will be placed on the table. If the item falls under Article II Section 8, a Supermajority Vote shall be necessary to pass. Regardless of the outcome, no further reconsideration of that action will be allowed.

### **Section 11. Meeting Procedural Rules**

*Robert's Rules of Order* shall govern the conduct of all meetings of the Commission and its committees and subcommittees except when these Bylaws states otherwise.

## **ARTICLE III — OFFICERS**

### **Section 1. Designation of Officers**

The officers of the Commission shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer. There may be such additional officers as the Commission deems necessary from time to time. Only Commissioners shall be eligible to serve as officers of the Commission.

## **Section 2. Selection and Term**

The Commission shall elect officers at the beginning of the Annual Meeting. Officers shall take office immediately and conduct the Annual Meeting at which they are elected. They shall hold their offices until the next Annual Meeting of the Commission, resignation or have been removed in the manner hereinafter provided.

## **Section 3. Removal of Officers**

Any officer may be removed by a Supermajority Vote of Commissioners. The Chairperson shall receive a request in writing by two (2) Commissioners no less than seventy-two (72) hours prior to a Commission meeting to be added to the next meeting agenda.

## **Section 4. Vacancies**

If any office of the Commission becomes vacant for any reason, the Commission shall elect by majority vote a successor, unless a vote is made by the Commission to hold a vacancy until a subsequent meeting.

## **Section 5. Chairperson**

The Chairperson of the Commission shall preside, with full voting rights, at all Commission meetings. The Chairperson shall be responsible for overseeing that agendas are prepared, legally noticed, and distributed to members in a timely fashion. The Chairperson is authorized to sign or execute documents on behalf of the Commission, including proclamations and citations of the Commission. The Chairperson shall perform such other duties as are required of him/her by law or these Bylaws and as are assigned from time to time by the Commission.

At the Annual Meeting the Commission may vote to designate the Chairperson as an Agency employee to perform the duties as outlined in the Commission Chairperson's position description.

## **Section 6. Vice Chairperson**

In the absence of the Chairperson or in the event of his/her inability to act, or in the event of a vacancy in the position of Chairperson,

- a. the Vice Chairperson shall perform the duties of the Chairperson; and
- b. if authorized by a majority vote of the Executive Committee, the Vice Chairperson may assume the Chairperson's responsibilities as outlined in the Commission Chairperson's position description and may be compensated for the performance of these additional responsibilities.. In the absence of other officers, the Vice Chairperson may sign on behalf of the Secretary or Treasurer on matters for the Commission. The Vice Chairperson shall also perform such other duties as are required of him/her by these Bylaws and as are assigned to him/her by the Commission.

## **Section 7. Secretary**

The Secretary of the Commission shall cause all records of the Commission, including its resolutions, transactions, findings, determinations and any other records required by law or Commission policy, to be maintained as required by law. The Secretary shall sign all adopted minutes of Commission meetings, adopted resolutions, and execute all documents and papers required to be countersigned.



The Secretary shall also perform such other duties as are required of him/her by these Bylaws and as are assigned to him/her from time to time by the Commission.

### **Section 8. Treasurer**

The Treasurer of the Commission shall cause the keeping of an accurate record of all receipts and disbursements of the Commission, including signing the monthly Treasurer's Report. The Treasurer shall also perform such other duties as are required of him/her by these Bylaws and as are assigned to him/her from time to time by the Commission.

## **ARTICLE IV — BUDGET AND PERSONNEL PANEL (“PANEL”)**

### **Section 1. Budget and Personnel Panel**

- a. The Budget and Personnel Panel shall be composed of
  1. the Mayor of the City of Madison;
  2. the Dane County Executive;
  3. the President of the Dane County Towns Association;
  4. the President of the Dane County Cities and Villages Association; and
  5. the Chairperson of the Commission, who shall serve as a non-voting member.
- b. The Panel shall have, on behalf of and with advice of the Commission, the following powers:
  1. to establish the levy and user fees and adopt the annual operating budget for the Commission. The Panel may adopt a levy less than the statutory maximum;
  2. to hire the Executive Director from a list of three candidates selected by the Commission; and
  3. to remove the Executive Director, at pleasure;
- c. The Panel may act on the business referred to in paragraphs b1. through b3. of this Section only at a meeting at which all four voting members of the Panel are present.
- d. At any time after the Commission has been in existence for one year following its creation by the Governor of Wisconsin, the Panel may, by a vote of three of its four members, change or transfer to the Commission its responsibilities referred to in paragraphs b2. and b3. of this Section.

## **ARTICLE V — COMMITTEES**

### **Section 1. Designation of Committees**

The Commission shall have an Executive Committee and other such committees as it deems necessary for the accomplishment of its purposes.

### **Section 2. Executive Committee**

The Executive Committee is to provide advice and counsel to the Executive Director and the Commission on the operations of the Agency, including management, budget, personnel, space, and contracts.

Unless delegated by the full Commission, the Executive Committee is not intended to make policy. Decisions made by the Executive Committee acting as the Personnel Committee may be appealed to the full Commission upon request by the Executive Director or employee.

The Executive Committee shall be appointed by the Commission and shall consist of five (5) Commissioners with not less than one (1) representative from each appointing authority. The Chairperson serves as the Chairperson of the Executive Committee.

- a. The Executive Committee shall have the below duties and responsibilities:
  1. Budget:
    - (a) Present a proposed annual budget to the Commission on or about June 1 of each year, and the Budget and Personnel Panel on or about July 1 of each year;
    - (b) Approve or disapprove disbursements on behalf of the Commission; and
    - (c) Approve transfers between expenditure line items of the adopted Commission budget unless the transfer changes the gross total expenditures.
  2. Personnel:
    - (a) Conduct the performance evaluations of the Executive Director or, in the event of a vacancy of the Executive Director, the Deputy Director;
    - (b) Review staff appeals of disciplinary actions, including proposed terminations;
    - (c) Review staff appeals of decisions regarding employee grievances; and
    - (d) Recommend to the Commission the hiring of the Deputy Director and the Division Directors.
  3. Other:
    - (a) Have additional powers and responsibilities as specified by the Commission.
- b. The Executive Committee may administer exit interviews of employees who are leaving Commission employment.
- c. The Executive Committee shall not adopt any item requiring a Supermajority Vote under Article II Section 9.
- d. The Executive Committee shall report its actions to the Commission.

**Section 3. Personnel Committee**

The Executive Committee shall be considered the Personnel Committee.

**Section 4. Advisory Committees**

The Commission may seek the advice and cooperation of interested individual citizens, public officials, and agency administrators. The Chairperson, on behalf of the Commission, may appoint such citizen and technical advisory committees as it deems necessary to the effective fulfillment of its purposes.

**Section 5. Appointment to Other Boards, Commissions, and Committees**

Appointment of Commission representatives to Boards, Commissions, and Committees of other entities shall be made by the Commission at the recommendation of the Chairperson.

**ARTICLE VI — PERSONNEL****Section 1. Executive Director**

Appointment of an Executive Director shall be made by the Budget and Personnel Panel under the provisions of Article IV Section b.2. of these Bylaws or, if the hiring authority of the Budget and Personnel Panel has been transferred to the Commission, shall be made by the Commission, after consultation with the Budget and Personal Panel, and such act shall require a Supermajority Vote. The Executive Director shall be the chief administrative officer of the Commission and shall serve under a contract of up to five (5) years. Said contract may be renewed at the discretion of the Commission.

**Section 2. Duties of the Executive Director**

The Executive Director, in consultation with the Executive Committee, shall be responsible for:

- a. hiring and firing of staff;
- b. supervision, direction, and oversight of the conduct and performance of staff;
- c. planning, organization, and prioritization of the activities of the Agency;
- d. development and management of an annual budget and work plan to implement the goals and objectives of the Agency; and
- e. performance of other duties as assigned by the Commission and as described in the Executive Director position description.

The Executive Director shall be the chief administrative officer of the Commission and shall serve at the pleasure of the Budget and Personnel Panel, or if the hiring authority of the Budget and Personnel Panel has been transferred to the Commission, at the pleasure of the Commission. If the Executive Director position is vacant, these duties shall be assumed by the Deputy Director and the Chairperson, if so designated by the Commission .

**Section 3. Other Personnel**

The Commission shall establish such employee positions as necessary for the fulfillment of the Commission's purposes and set the rate of pay and other compensation and benefits for such employee positions.

**ARTICLE VII — CONTRACTS****Section 1. Nature of Contracts**

The Commission may enter into such contracts as necessary to carry out its purposes and responsibilities and are not inconsistent with its authority under the laws of Wisconsin.

**Section 2. Execution of Contracts**

On behalf of the Commission, the Chairperson or, upon authorization by the Commission the Executive Director, shall execute any contract or other instrument authorized by the Commission. The Secretary is authorized to countersign when required.

**ARTICLE VIII — BUDGET AND FINANCES****Section 1. Annual Budget**

The Executive Director shall work with the Chairperson to present to the Executive Committee a proposed annual budget, which will include a recommended levy amount, on or about May 1 of each year. The Executive Committee shall present to the Commission the recommended budget for review on or about June 1 of each year, and subsequently forwarded to the Budget and Personnel Panel on or about July 1 for final approval and adoption.

The Commission shall direct the Chairperson to certify to the County Clerk, before August 1 of each year, the proportionate amount of the budget charged to the County.

Once the County levy has been determined, the Commission's annual budget shall be adopted by the Commission prior to October 1 of each year, per Wis. Stats. § 66.0309.14(a).

**Section 2. Deposits**

Subject to the provision for investments in Article VIII Section 3, all funds of the Agency not otherwise employed shall be deposited in such depository or depositories as are designated for this purpose by the Commission.

**Section 3. Investments**

Funds of the Agency not immediately needed for expenditure may be invested by the Executive Director, with the approval of the Treasurer, to the extent and in investments permitted the Commission under the law.

**Section 4. Authorization of Disbursements**

The disbursement of Agency funds for ordinary and necessary operating expenses shall be submitted by the Executive Director for approval by the Executive Committee. When the Executive Committee

does not meet, approval of disbursement of funds may be made by the Chairperson with consultation of the Treasurer.

No disbursements for items outside the ordinary and necessary operating expenses of the Agency may be made unless approved by the Commission. This is considered to be Consultant Contracts and expenditures above a certain amount as determined by the Commission.

#### **Section 5. Execution of Checks**

All checks, drafts, or other orders for the payment of Agency funds shall be signed by the Executive Director and the Chairperson or Treasurer of the Commission.

#### **Section 6. Compensation and Expenses of Commissioners**

Commissioners shall be reimbursed for actual, reasonable, and necessary expenses incurred as members of the Commission in carrying out the work of the Commission. They shall also receive a per diem compensation for a maximum of one (1) meeting per day, regardless of the number of meetings attended in the service of the Commission. The meeting compensation and mileage reimbursement shall be determined by the Commission. If the Commission designates the Chairperson to assume some of the duties of the Executive Director, the Commission may compensate the Chairperson for the performance of those duties. If the Chairperson is compensated for the performance of the duties of the Executive Director, the Chairperson shall not also receive per diem compensation.

#### **Section 7. Accounting Year**

The accounting year of the Agency for all purposes shall be the calendar year.

### **ARTICLE IX — MISCELLANEOUS**

#### **Section 1. Legal Compliance**

In the event that any part of these Bylaws should in any manner be contrary to or inconsistent with any provision of law, such provision of law or resolutions shall prevail and these Bylaws shall be ineffective to the extent of such contradiction or inconsistency.

#### **Section 2. Seal**

The Agency shall have an official seal, which shall contain the following legend: "CAPITAL AREA REGIONAL PLANNING COMMISSION".

### **ARTICLE X — BYLAWS AMENDMENT OR REPEAL**

#### **Section 1. Procedure**

Any proposal for amendment or repeal of these Bylaws is a Supermajority Vote under Article II Section 9. The following procedure will be used:

1. Amendments must be first considered at a meeting of the Commission at which discussion but no action shall be taken and at which time a Public Hearing will be held.

2. If there are no amendments, action on the proposal shall be taken at the next Commission meeting.
3. If there are additional amendments to the proposed language, they shall be considered at the following meeting. No additional Public Hearing is necessary.

These Bylaws were originally adopted by the Commission on November 8, 2007, and last amended on March 10, 2016.

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