

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

**Adopted November 8, 2007**

**Capital Area Regional Planning Commission  
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Madison, Wisconsin 53703  
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**Bylaws  
Of  
Capital Area Regional Planning Commission  
(the "Commission")**

**ARTICLE I - MEETINGS**

Section 1. **Regular Meetings.** Regular meetings of the Commission shall be held as determined by the Commission, but at least six times a year.

Section 2. **Annual and Special Meetings.** A meeting of the Commission in January of each year shall constitute the Commission's annual meeting, whereupon officers will be elected in accordance with Article 2 Section 2 of these Bylaws. If there is more than one meeting in January, the second meeting shall be the annual meeting. A special meeting of the Commission may be called at any time by its Chairperson and must be called by its Chairperson upon his/her receipt of a written request therefor signed by three (3) or more of the Commissioners. The Chairperson shall set the date on which any special meeting is to be held, but the date of any special meeting called upon a written request therefor by three (3) or more of the Commissioners shall be set by the Chairperson within a reasonable time after his/her receipt of such request.

Section 3. **Notice and Agenda of Meetings.** Public notice of all meetings of the Commission shall be given in compliance with Wisconsin Statutes sec. 19.84. The agenda for each regular and special meeting of the Commission shall be distributed to each Commissioner. Each agenda shall state the date, time and place of the meeting and whether it is to be an annual or special meeting. The Executive Director of the Commission or his/her designated representative shall be responsible for preparing and mailing the agenda to each Commissioner.

Section 4. **Order of Business for Meetings.** The Chairperson shall set meeting agendas in consultation with the Executive Director. Additionally, an item shall be placed on the agenda if requested by any two Commissioners. 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; Review of Agenda; New business; and other items as listed in the mailed agenda. No action will be taken on any matter at a meeting of the Commission that is not included in the public notice of the meeting.

Section 5. **Quorum.** A majority of all the Commissioners shall constitute a quorum at any meeting of the Commission. A quorum shall be required for the conduct of any business at a meeting of the Commission.

Section 6. **Voting.** Each Commissioner shall be entitled to one vote on each matter voted upon at any Commission meeting at which he/she is present. Every Commissioner present shall vote in favor, in opposition, or abstain when a question is put. In the event a Commissioner recuses him/herself from voting on an item, that Commissioner shall not engage in discussions or actions on that item. Unless otherwise provided elsewhere in these Bylaws, the vote of a majority of the Commissioners present at a meeting at which a quorum is present shall be controlling on any matter

voted upon.

**Section 7. Commission Action on Matters Requiring a Supermajority Vote of Eight (8) or More Members.**

- a. Any decision of the Commission that requires a vote of at least eight (8) Commissioners pursuant to these Bylaws or by law is defined to be a “Supermajority Decision” for purposes of these Bylaws, and shall be subject to the procedure set forth in this Section.
- b. A Supermajority Decision shall be required for the following actions:
  - (1) All delineations and modifications to urban and limited service areas;
  - (2) 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, §60.0309, Wis. Stats., and in state smart growth laws §66.1001(2), Wis. Stats.; Smart growth plan elements are Issues and Opportunities; Housing; Transportation; Utilities and Community Facilities; Agricultural, Natural and Cultural Resources; Economic Development; Intergovernmental Cooperation; Land Use and Implementation;
  - (3) All decisions to delay the filling of officer vacancies until the next annual meeting (see Article 2 Section 4);
  - (4) The appointment of the Executive Director (see Article 5 Section 1); and
  - (5) All amendments to these Bylaws.
- c. All Supermajority Decisions 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.
- d. In the event a Supermajority Decision fails to receive eight (8) or more aye votes, the motion shall be placed on the agenda and taken up again at the next regularly scheduled Commission meeting, or at a special meeting called for that purpose, if:
  - (1) At least one Commission member was absent from the meeting at which the Commission voted on the Supermajority Decision; and
  - (2) The number of Commission members who voted in favor of a Supermajority Decision plus the number of Commission members who were absent from the meeting at which the Commission voted on the Supermajority Decision is eight (8) or more.
- e. The process established in Paragraph d, if initiated by Paragraph b(1), will not occur if the application is withdrawn at the request of the applicant with the consent of the Commission.
- f. A Supermajority Decision that does not receive eight (8) votes and does not satisfy the criteria of Paragraph d shall be deemed a final action on the motion that was voted upon.

**Section 8. Removal of Members.** Any member of the Commission may be removed from the Commission for cause by his/her appointing authority. Cause shall be defined as inefficiency, neglect of duty, official misconduct, or malfeasance in office. The determination of cause by an appointing authority is final and binding.

## ARTICLE II — OFFICERS

**Section 1. Designation of Officers.** The Officers of the Commission shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. There shall be such additional officers or assistant 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 its officers at the commencement of each of its annual meetings. The officers so elected 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 or until they resign or have been removed in the manner hereinafter provided.

Section 3. **Removal of Officers.** Any officer of the Commission may be removed by a majority vote of all Commissioners. Removal of an officer shall be added to the next regular meeting agenda upon written request by any two Commissioners.

Section 4. **Vacancies.** If any office of the Commission becomes vacant for any reason, the Commission shall elect a successor to serve until the next annual meeting of the Commission, unless by at least eight members of the Commission, it is decided to wait until the next annual meeting to fill such vacancy.

Section 5. **Chairperson.** The Chairperson of the Commission shall preside, with full voting rights, at all meetings of the Commission and the Executive Committee. The Chairperson shall be responsible for seeing that the agenda for each meeting of the Commission is prepared. The Chairperson is authorized to sign or execute documents on behalf 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 to him/her from time to time by the Commission. The Chairperson shall present to the Commission such matters as, in his/her judgment, require its attention.

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, the Vice Chairperson shall perform the duties of the Chairperson. 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 from time to time 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, these Bylaws and the Commission to be maintained as required by law. The Secretary shall execute all documents and papers of the Commission 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. 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 III — BUDGET & PERSONNEL 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 IV — COMMITTEES**

**Section 1. Designation of Committees.** The Commission shall have an Executive Committee, Personnel Committee, and such additional standing committees and other committees and subcommittees as it deems necessary for the accomplishment of its purposes. The responsibilities and authority of the Executive Committee and Personnel Committee shall be as set forth in these Bylaws, and responsibilities and authority of other committees shall be as assigned from time to time by the Commission.

**Section 2. Executive Committee.** The purpose of the Executive Committee is to provide advice and counsel to the Executive Director on management, budget, and personnel matters to the extent specified in this section. The Executive Committee is not intended to make recommendations on policy matters. The Executive Committee shall be appointed by the Commission. The Chairperson of the Commission shall serve as Chairperson of the Executive Committee. The Executive Committee (i) shall be responsible for seeing that a proposed annual budget is presented to each Commissioner on or about June 1<sup>st</sup> of each year, and the Budget and Personnel Panel on or about July 1<sup>st</sup> of each year; (ii) shall have the authority to approve or disapprove disbursements on behalf of the Commission; (iii) shall have the authority to approve transfers between expenditure line items of the adopted Commission budget; (iv) shall lead the performance evaluations of the Executive Director; and (v) shall have only such additional powers and responsibilities as may be specified from time to time by the Commission. In no event shall the powers of the Executive Committee extend to adoption of the annual budget, the amendment of any urban or limited service area, the voting of any appropriation, the adoption of any part of any plan for the Commission's region or the rendering of planning advice on regional problems. The Executive Committee shall report its action on all matters to the Commission at the next meeting of the Commission following the taking of

such action. A majority vote of the members when a quorum is present shall be controlling on any matter voted upon.

Section 3. **Personnel Committee.** The Personnel Committee shall be appointed by the Commission. The Personnel Committee (i) shall review appeals made by Commission staff of disciplinary actions, including proposed terminations, taken by the Executive Director; (ii) shall review appeals made by Commission staff of decisions made by the Executive Director regarding employee grievances; (iii) shall administer exit interviews of employees who are leaving Commission employment; and (iv) shall consider for approval the hiring of staff. Decisions made by the Personnel Committee may be appealed to the full Commission upon request by the Executive Director or employee. A majority vote of the members when a quorum is present shall be controlling on any matter voted upon.

Section 4. **Advisory Committees.** The Commission may seek the advice and cooperation of interested individual citizens, public officials and agency administrators. The Commission may appoint such citizen and technical advisory committees as it deems necessary to the effective fulfillment of its purposes. Any local unit of government within the Commission's region which does not currently have an individual residing in its jurisdiction serving on an existing advisory committee may request that such an individual be so appointed.

Section 5. **Appointment to Other Boards, Commissions and Committees.** Appointment of Commission representatives to Boards, Commission and Committees of other entities shall be made by the Commission.

## ARTICLE V — STAFF PERSONNEL

Section 1. **Executive Director.** The Commission shall have an Executive Director, whose appointment shall be made by the Budget and Personnel Panel under the provisions of Article III Section 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 and such act shall require a Supermajority vote of 8 Commissioners. 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. The Executive Director, in consultation with the Personnel Committee, shall be responsible for the hiring and firing of staff, subject to Personnel Committee or Commission approval. The Executive Director shall (i) supervise, direct, and oversee the conduct and performance of staff; (ii) plan, organize and prioritize the activities of the Commission; (iii) develop and manage an annual budget and work plan to implement the goals and objectives of the Commission; and (iv) perform duties as assigned by the Commission and as described in the Executive Director position description.

Section 2. **Other Personnel.** The Commission shall establish such employee positions as it deems necessary for the fulfillment of the Commission's purposes and set the rate of pay and other compensation and benefits for such employee positions under the Executive Director. At no time

shall any employee serve as a member of the Commission while working as a Commission employee. No Commission employee may be terminated by the Executive Director without the concurrence of the Personnel Committee.

## ARTICLE VI — CONTRACTS

Section 1. **Nature of Contracts.** The Commission may enter into such contracts as are 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.** The Commission may designate from time to time the officers and agents who shall have authority to execute any contract or other instrument on behalf of the Commission, and such authorization may be general or limited to specific instances. Whenever the execution of any contract or other instrument has been authorized by the Commission without specification as to who is to execute it, the Chairperson (or in his/her absence the Vice Chairperson) shall execute the same on behalf of the Commission. The Secretary is authorized to countersign where countersignature is required.

## ARTICLE VII — BUDGET AND FINANCES

Section 1. **Annual Budget.** As provided elsewhere in these Bylaws, the Executive Director shall work with the Executive Committee in the preparation of a proposed annual budget, which shall be presented to the Commission 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 Annual Budget shall be adopted by the Commission and the Budget and Personnel Panel prior to October 1st of each year. Adoption of the budget shall require a majority vote of all members of the Commission.

Section 2. **Deposits.** Subject to the provision for investments in Section 3 of this Article, all funds of the Commission, 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 Commission 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. **Execution of Checks.** All checks, drafts or other orders for the payment of Commission funds may be signed by the Executive Director and such other officers or agents as the Commission designates from time to time.

Section 5. **Authorization of Disbursements.** The disbursement of Commission funds for its ordinary and necessary operating expenses shall be approved by the Executive Committee, except that this Committee may delegate authority for the approval of such disbursements or certain of them to the Executive Director. When the Executive Committee does not meet, approval of

disbursement of funds may be made by the Commission Chairperson or in his/her absence the Vice Chairperson of the Commission. No disbursements for items outside the ordinary and necessary operating expenses of the Commission or for payments on consulting contracts may be made unless approved by the Commission.

Section 6. **Compensation and Expenses of Commissioners.** Commissioners shall be reimbursed by the Commission 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 meeting per day, regardless of the number of meetings attended in the service of the Commission. The per meeting compensation and mileage reimbursement of Commissioners shall be determined by the Commission.

Section 7. **Accounting Year.** The accounting year of the Commission for all purposes shall be the calendar year.

### ARTICLE VIII - MISCELLANEOUS

Section 1. **Public Meetings.** Section 19.83 of the Wisconsin Statutes shall apply to all meetings of the Commission and its committees and subcommittees.

Section 2. **Meeting Procedural Rules.** Except where inconsistent with these Bylaws, Robert's "Rules of Order" shall govern the conduct of all meetings of the Commission and its committees and subcommittees.

Section 3. **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 or that of the resolutions adopted by the local units of government petitioning for Commission creation, such provision of law or resolutions shall prevail and these Bylaws shall be ineffective to the extent of such contradiction or inconsistency.

Section 4. **Seal.** The Commission shall have an official seal, which shall contain the following legend: "CAPITAL AREA REGIONAL PLANNING COMMISSION."

### ARTICLE IX - AMENDMENT OR REPEAL

Section 1. **Procedure.** Any proposal for amendment or repeal of these Bylaws is a Supermajority Decision and must be first considered at a meeting of the Commission at which no action shall be taken on the proposal ("Introductory Meeting"). Action on the proposal, including any amendment thereof, shall be taken at the Commission meeting next following the meeting at which the proposal was first considered ("Actionable Meeting"). Amendments to the proposal introduced at the Actionable Meeting shall be considered at the following meeting.

The Bylaws adopted by the Commission on November 8, 2007.

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/s/ Jeff Miller, Interim Chair

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/s/ Kristine Euclide, Interim Secretary