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**BYLAWS OF THE
ASSOCIATION OF WISCONSIN REGIONAL PLANNING COMMISSIONS**

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**ARTICLE I
NAME AND ESTABLISHMENT**

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The name of this unincorporated association shall be the "Association of Wisconsin Regional Planning Commissions" (hereinafter referred to as "AWRPC"). The organization shall come into existence at such time as a majority of the eligible regional planning commissions (hereinafter referred to as "RPC"s) existing in the State of Wisconsin have resolved to become members.

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**ARTICLE II
MEMBERSHIP, PURPOSES AND POWERS**

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Section 1. Full Membership. Voting membership shall include only comprehensive areawide planning agencies formed and operating under the Wisconsin Regional Planning law that are:

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- a) Multi-county regional planning commissions (RPC's), and
 - b) Single-county regional planning commissions, serving regions where no multi-county RPC exists.

Resolutions requesting membership submitted after AWRPC is formed shall be acted upon by the AWRPC Board. A member Commission may withdraw from AWRPC with 60 days' notice by filing a resolution to that effect with the AWRPC Secretary-Treasurer, subject to the withdrawing Commission meeting all financial obligations to AWRPC.

Affiliate Membership

AWRPC will allow for non-voting affiliate memberships from other public and private agencies and organizations or individuals with common or related interests, with a cost of membership to be set at a level to cover costs of distribution of materials and the like.

1 **Section 2. Board of Directors and Executive Committee.** AWRPC shall be governed by a
2 Board of Directors that shall be comprised of two representatives from each member entity.
3 One such representative shall be the Commission Chair or a duly appointed alternate
4 Commissioner from each member entity, and the other representative shall be the chief
5 executive officer (executive director) or designee of such officer from each member
6 Commission. Each commission shall have one vote. If AWRPC has membership from nine
7 member Commissions, the quorum of the Board of Directors shall be a majority. That
8 number shall be scaled up or down depending on the number of member Commissions at any
9 time.

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11 The Director's Committee shall consist of the CEO of each member Commission and shall be
12 chaired by the CEO of the commission chairing the Board.

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14 The Board shall adopt and periodically update a Resolution defining the quorum requirements
15 and defining the authority of the Director's Committee.

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17 **Section 3. Purposes and Powers.** The purposes of AWRPC shall be to:

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19 a) Encourage the coordination of planning activities among and between regions.
20 b) Encourage the coordination of activities among and between local
21 governments.
22 c) Facilitate studies of common problems.
23 d) Arrange training programs.
24 e) Exchange information of mutual interest to regional planning agencies.
25 f) Exchange information with state and federal agencies, public officials,
26 legislative bodies and others as may be appropriate.
27 g) Secure federal, state or private funding to undertake these and other related
28 activities.
29 h) Provide a common voice for positions taken by AWRPC.
30 i) Engage counsel and/or lobbyists to pursue the activities and goals of AWRPC.
31 j) Prepare and distribute information in print and electronic formats.
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33 The stated purpose of AWRPC shall not preclude direct relationships between any
34 Commission and any other Commission or any state or federal agency. AWRPC shall
35 recognize and respect the differences in each region in Wisconsin and the basic right of each
36 commission, as a statutory organization of representatives of communities in each region, to
37 plan according to the policies and procedures it considers best for its region. AWRPC shall
38 work toward commonality in policies and procedures only so far as it is necessary to maintain
39 coordination with established statewide plans, or to avoid conflict between adopted regional
40 and statewide plans. Actions taken by AWRPC shall be in the name of AWRPC alone, and
41 not its members or associate members, and are intended to be advisory to the members and
42 other concerned parties.

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44 Resolutions or other written positions of AWRPC which concern legislation and/or areawide
45 planning may be taken after 30 days' notice of the content of that position has been given to

1 the AWRPC voting members. Resolutions or other written positions may be taken by
2 AWRPC with less than 30 days' notice if unanimous consent is given by each voting member
3 Commission for consideration of the matter by AWRPC, or if those positions are extracts, re-
4 statements, or otherwise consistent with previously-adopted positions of AWRPC.

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6 **ARTICLE III**
7 **MEETINGS**
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9 **Section 1. Annual Meeting.** The AWRPC Board shall conduct its annual meeting on the
10 first Friday in ~~November~~March of each year for the purpose of confirming officer
11 designations and adopting a work program for the next year, subject to the meeting date being
12 changed with notification to member Commissions no less than 30 days before the
13 rescheduled date or 30 days before the first Friday in ~~November~~March, whichever comes first
14 by the then Board Chair and Board Secretary-Treasurer. A quorum for the annual meeting
15 shall be at least one representative of two-thirds of the member Commissions.

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17 **Section 2. Other Meetings.** The Board shall conduct such other meetings during the year as
18 the Board determines within the work program developed at the Annual Meeting, or otherwise
19 at the call of the Chair or his or her motion or upon consideration of requests from member
20 Commissions or the Director's Committee or others.

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22 **Section 3. Notice of Meetings.** Agendas, meeting minutes, and meeting materials will be
23 sent in advance to all AWRPC member Commission and to Board members and others as
24 appropriate. Meeting agendas will include the date, time, and place and proposed agenda of
25 the meeting. If AWRPC is staffed, it shall be the staff's responsibility to distribute meeting
26 notices and materials in a timely manner. If AWRPC is not staffed, this responsibility will be
27 assumed by the Executive Director of the member Commission represented by the Secretary-
28 Treasurer of the Board.

29
30 **Section 4. Meetings and participation in meetings by electronic means.** The Board may
31 permit any or all Directors to participate in meetings of the Association by electronic means so
32 long as all participating Directors can simultaneously hear each other during the meeting and
33 all communications during the meeting is immediately transmitted to each participating
34 Director and each such Director may immediately send messages to all other participating
35 Directors. Directors participating other than in person shall be considered to be present for
36 purposes of determining presence of a quorum.

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38 **Section 5. Director's Committee and other Committees.** Meeting procedures for the
39 Director's Committee and other Committees of the Association shall generally follow the
40 intent of **Article III, sections 3 and 4.**

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42 **ARTICLE IV**
43 **OFFICERS**
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45 **Section 1. Designation and Duties.** The officers of AWRPC shall be a Chair, a Vice-Chair,

1 who shall be commissioners, and a Secretary-Treasurer, who shall be a CEO. The Chair shall
2 preside at all AWRPC Board meetings and shall have such other duties and responsibilities as
3 prescribed in these Bylaws and as is customary to the office. The Vice-Chair shall assume the
4 powers and duties of the Chair in case of absence, in the event of inability to act, or in the case
5 of a vacancy of the office of Chair. The Secretary-Treasurer shall be an Executive Director of
6 a member Commission and shall be responsible for records as may be required by law or these
7 Bylaws, and may execute all documents and papers as authorized by the Board.
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9 **Section 2. Selection and Term.** The Officers, except for the Secretary-Treasurer, shall be
10 rotated annually on an alphabetical basis (depending on the name of the Commission) with no
11 single member Commission having more than one officer in one year. The selections made in
12 this process shall be confirmed at the Annual Meeting. The beginning rotation of officers
13 shall be selected at the initial organizational meeting.
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15 **ARTICLE V** 16 **COMMITTEES** 17

18 **Section 1. Designation.** AWRPC shall have such committees and subcommittees as it
19 deems necessary for the accomplishment of its purposes. The standing committees of
20 AWRPC shall include the Director's Committee. The Chair shall name the members and the
21 Chair of all of the committees created by the Board.
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23 **ARTICLE VI** 24 **STAFF** 25

26 **Section 1. Executive Director.** AWRPC may be staffed by an Association Executive
27 Director who shall be appointed by the Board. Responsibilities of the Executive Director shall
28 include advising the Board and Committees; representing AWRPC before state and federal
29 agencies and legislative or executive bodies; preparing and carrying out the annual work
30 program and budget; staff recruitment, direction, discipline and removal; and general office
31 management.
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33 **Section 2. Other Personnel.** AWRPC may establish such other employee positions as may
34 be provided in the budget and as it deems necessary for the fulfillment of its purposes.
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36 **ARTICLE VII** 37 **FUNDING** 38

39 **Section 1. Grants.** The AWRPC Board may accept and enter into such grant contracts as are
40 necessary to carry out its purposes. The AWRPC Chair, Secretary-Treasurer, and others so
41 authorized may execute contracts on behalf of the Board.
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43 **Section 2. Membership Dues.** Each member of AWRPC shall provide a cash and/or an in-
44 kind assessment established by the Board. These payments will be used to carry out the
45 purposes of AWRPC, which may include their use as matching funds for grants.

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3 **ARTICLE VIII**
4 **WORK PROGRAM, BUDGET, AND ANNUAL REPORT**

5 **Section 1. Work Program and Budget.** The Director's Committee shall recommend a work
6 program and budget at periodic intervals, which shall include an assessment of annual
7 membership dues needed for operations. The accounting year shall be ~~the calendar year~~ July 1
8 to June 30 annually.

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10 **Section 2. Annual Report.** The Board may also direct the preparation of an annual report
11 for distribution to members and others. This report will include a list of work accomplished
12 and an accounting of funds expended in support of this work.
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14 **ARTICLE IX**
15 **FINANCIAL TRANSACTIONS**

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17 **Section 1. Deposits.** Subject to the provision for investments in Section 2 of this Article, all
18 funds of AWRPC not otherwise employed shall be deposited in such depository or
19 depositories as designated by the Board.
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21 **Section 2. Investments.** Funds not immediately needed for expenditure may be invested by
22 the Secretary-Treasurer, or by the Executive Director with the approval of the Secretary-
23 Treasurer, to the extent and in investments permitted by law.
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25 **Section 3. Execution of Checks.** All checks, drafts, and other orders for the payment of
26 AWRPC funds may be signed by such officers or agents as the Board may designate.
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29 **ARTICLE X**
30 **MISCELLANEOUS**

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32 **Section 1. Meeting Procedural Rules.** Except where inconsistent with these Bylaws,
33 Robert's Rules of Order shall govern all meetings.
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35 **Section 2. Bylaws Adoption. Amendment and Suspension.** These Bylaws shall become
36 effective upon adoption by a majority vote of the AWRPC Board. They may be amended or
37 repealed by a similar vote except that notice of a proposed amendment, stating the content of
38 that amendment, shall be sent to all Board members and all member Commissions with the
39 meeting agenda. Any of these Bylaws may be suspended by two-thirds vote of the full Board.
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41 **Section 3. Legal Compliance.** In the event that any section of these Bylaws is found to be
42 inconsistent or contrary to any provision of the law, such provision of law shall prevail and
43 these Bylaws shall be null and void only to the extent of such contradiction or inconsistency.
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1 | Adopted this 21st day of May, ~~2002~~2009.

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Chair

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Secretary-Treasurer

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14 | *Draft 12/03/01 – Richard A. Lehman*

15 | *12/03/01 - Corrected Draft*

16 | *12/07/01 - Board Corrections*

17 | *05/14/02 - Technical Corrections, Art. 2*

18 | *05/21/09 - Revised Annual Meeting Date, - Mark A. Walter*