

**VIRTUAL
MEETING NOTICE
EXECUTIVE COMMITTEE MEETING
East Central Wisconsin Regional Planning Commission**

COMMITTEE MEMBERS: *Jeff Nooyen (Chair), Alice Connors (Vice Chair), Steven Abel, Dick Koeppen, Thomas Kautza, Jeremy Johnson, Dave Albrecht*

Place: Virtual Meeting
Date: Wednesday, October 18, 2023
Time: 1:30 p.m.

Meeting Link: <https://meet.goto.com/641427117>
Phone Number: 1-571-317-3122
Access Code: 641-427-117

Members - Please contact the East Central office if you are unable to attend and arrange for an alternate to be present.

AGENDA

- 1. Welcome and Introductions**
- 2. Roll Call**
 - A. Introduction of Alternates, Staff and Guests
- 3. Approval of the Agenda/Motion to Deviate**
- 4. Public Comment**
- 5. Announcements and Discussion Items**
- 6. New Business/Action Items**
 - A. **Proposed Resolution 47-23:** Authorizing the Executive Director of the Commission to Enter into a Contract with SERDI to conduct an Assessment of ECWRPC
 - B. **Proposed Resolution 48-23:** Amending the By-Laws of the East Central Wisconsin Regional Planning Commission - Related to the Commission's Meeting Schedule
 - C. **CLOSED SESSION:** The Committee will convene into closed session pursuant to Section 19.85(1)(e) of the Wisconsin Statutes to discuss strategy regarding ongoing negotiations with another entity so as not to compromise the Commission's bargaining position.
 - D. **RECONVENE INTO OPEN SESSION:** The Committee will reconvene into open session pursuant to section 19.85(2) of the Wisconsin Statutes to take action, if necessary, on the above matters.
 - i. Action from closed session discussions
- 7. Informational/Discussion Items**

A. County Roundtable Discussion (*as time permits*)

8. Establish Time and Place for Next Commission Meeting

A. **Executive Committee Meeting: The next Executive Committee meeting scheduled for Friday, October 27, 2023 at 9:00 am (prior to the Commission Meeting) at Shawano County DHHS - W7327 Anderson Ave., Shawano. An agenda and meeting materials will be forthcoming.**

B. **Commission Meeting:** *The next Commission meeting will be held on Friday, October 27, 2023 at 10:00 a.m. at Shawano County DHHS - W7327 Anderson Ave., Shawano. An agenda and meeting materials will be forthcoming.*

9. Adjourn

Any person wishing to attend this meeting or hearing, who, because of a disability, requires special accommodations should contact the East Central Wisconsin Regional Planning Commission at (920) 751-4770 at least three business days prior to the meeting or hearing so that arrangements, within reason, can be made.

TO: Executive Committee
FROM: Melissa Kraemer Badtke, Executive Director
DATE: October 4, 2023
RE: **Proposed Resolution 47-23:** Authorizing the Executive Director of the Commission to Enter into a Contract with Southeast Regional Directors Institute (SERDI) to conduct an Assessment of ECWRPC

Background

In December, the Commission leadership staff was contacted by the National Association of Development Organizations (NADO). NADO is a national association that promotes regional development strategies, partnerships, and initiatives that strengthen economic competitiveness and quality of life within local communities across the country. NADO staff reached out to East Central leadership staff requesting input and insight regarding the roles and responsibilities of an Executive Director position. NADO is currently developing an executive director training manual template that will be shared with regional councils of government and regional planning commissions across the country. During the conversation, the NADO staff mentioned that they would be willing to connect the East Central staff with peers from across the country. Since January, we have had the pleasure of connecting with leadership staff from the following organizations:

- Former Executive Director of Buckeye Hills Regional Council
- Mid-Ohio Regional Planning Commission
- Region 9 Economic Development District of Southwest Colorado
- Apalachee Regional Planning Commission (Florida)
- Southeast Regional Directors Institute (SERDI)

One of the recommendations from the peer organizations, was to work with the Southeast Regional Directors Institute (SERDI) to conduct a board assessment. SERDI is a voluntary professional development association for regional council executive directors in the southeastern portion of the United States. SERDI has conducted 64 assessments since 1994 and they have been customized to the regional planning commission/regional council of governments. They would build an assessment tool that would be most beneficial for East Central and include the following components, per the DRAFT MOU provided by SERDI:

Online Surveys

1. **Commission.** An online survey will be available to all Commission members electronically. If there are members of the Commission that would prefer to complete a survey by hard copy we can develop and make available.
2. **Additional up to 3 total stakeholder group surveys.**

Focus Groups

1. **Commission.** The focus group is projected to be held the week of March 27. The session will be 1 ½ hours in length.
2. **Additional up to 5 total stakeholder focus groups.**

One-On-One Interviews. Up to 10 projected to be completed the week of March 27.

Commission Work Session. The purpose of the Commission Work Session will be to review the findings from the online surveys and focus group sessions, and preliminary draft recommendations for the consideration of the Commission. The session will give the Commission members the opportunity to discuss the findings, identify additional opportunities and challenges that they feel were overlooked in the feedback received, and to eliminated projected recommendations as well as add recommendations of their own. The length of session will not exceed two hours. It is projected to be held May 22, 2024.

Complete Record Report. A complete record report of the strategic assessment process will be provided to the ECWRPC Executive Director for use and distribution as they see fit. The report will be provided within 90 days of the completion of the Commission Work Session. The report will include the online and focus proceedings and responses from all participants along with specific recommendations with action steps, responsible parties, timeframes for implementation, and resources needed, financial and otherwise, to enhance the ECWRPC and maximize its relevancy and assistance to the region's local governments.

Assessment Process Costs. The cost of the SERDI Assessment Process is \$4,500 plus travel reimbursement of SERDI staff costs related to the process. The \$4,500 fee will be assessed with the submission of the complete record report. Travel reimbursement up to a maximum amount of \$3,500 will be paid upon request. **Total projects cost not to exceed \$8,000.**

With the anticipated completion of the reorganization plan, the Comprehensive Economic Development Strategy for the region, and the forthcoming reorganization of the Appleton/Fox Cities and Oshkosh MPO Policy Board, this would be a great opportunity for the Commission Board and regional stakeholders to provide input and have ownership regarding the strategic direction of the Commission over the next five years and into the future.

Executive Committee discussed this possibility at the September meeting and request a contract be brought forward for consideration, including a not to exceed travel expense.

Staff Recommendation: Staff recommends approval of **Proposed Resolution 47-23** Authorizing the Executive Director of the Commission to Enter into a Contract with SERDI to conduct an Assessment of ECWRPC, based on prior discussion and feedback from Executive Committee.

**Memorandum of Understanding
By and Between
East Central Wisconsin Regional Planning Commission
and
the Southeast Regional Directors Institute Council of Peers**

This Memorandum of Understanding (MOU) has been developed at the request of the East Central Wisconsin Regional Planning Commission (ECWRPC) by the Southeast Regional Directors Institute (SERDI) to design, assist, and facilitate a strategic assessment of the ECWRPC. The time period of the assessment will be between January 2024 and July 2024.

SERDI will provide the following deliverables:

Online Surveys

1. **Commission.** An online survey will be available to all Commission members electronically. If there are members of the Commission that would prefer to complete a survey by hard copy we can develop and make available.
2. **Additional up to 3 total TBD.**

Focus Groups

1. **Commission.** The focus group will be held the week of March 27 . The session will be 1 ½ hours in length.
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4. The focus group session will be held the week of March 27. The session will be 1 ½ hours in length.
5. The focus group session will be held the week of March 27. The session will be 1 ½ hours in length.
6. **ECWRPC Staff.** Logistics of staff input will be determined.

One-On-One Interviews. Up to 10 to be completed the week of March 27.

Southeast Regional Directors Institute

A professional development association for regional council executive directors and where appropriate, their councils and state associations in the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia

706-202-8922 <https://serdi.org> 803-327-9041



Commission Work Session. The purpose of the Commission Work Session will be to review the findings from the online surveys and focus group sessions, and preliminary draft recommendations for the consideration of the Commission. The session will give the Commission members the opportunity to discuss the findings, identify additional opportunities and challenges that they feel were overlooked in the feedback received, and to eliminated projected recommendations as well as add recommendations of their own. The length of session will not exceed two hours. It is projected to be held May 22, 2024.

Complete Record Report. A complete record report of the strategic assessment process will be provided to the ECWRPC Executive Director for use and distribution as they see fit. The report will be provided within 90 days of the completion of the Commission Work Session. The report will include the online and focus proceedings and responses from all participants along with specific recommendations with action steps, responsible parties, timeframes for implementation, and resources needed, financial and otherwise, to enhance the ECWRPC and maximize its relevancy and assistance to the region's local governments.

Cost of the Assessment Process

SERDI will provide the services and deliverables of the strategic assessment for \$4,500 payable to the Southeast Regional Directors Institute. The payments will be divided into an invoice for \$2,250 upon completion of the surveys and focus group sessions; and a second invoice for \$2,250 upon the submission of the complete record report. Travel reimbursement requests from SERDI staff will be submitted upon completion of travel with request for payment. Travel reimbursement will not exceed \$3,500 for the project.

**EAST CENTRAL WISCONSIN
REGIONAL PLANNING COMMISSION**

**SOUTHEAST REGIONAL
DIRECTORS INSTITUTE**

**Melissa Kraemer Badtke
ECWRPC Executive Director**

**J. Randall Imler
President SERDI Council of Peers**

Date: _____

Date: _____

Southeast Regional Directors Institute

A professional development association for regional council executive directors and where appropriate, their councils and state associations in the states of Alabama, Arkansas, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia

706-202-8922 <https://serdi.org> 803-327-9041

PROPOSED RESOLUTION NO. 47-23

AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO CONTRACT FOR PROFESSIONAL SERVICES WITH SOUTHEAST REGIONAL DIRECTORS INSTITUTE (SERDI)

WHEREAS, the East Central Wisconsin Regional Planning Commission, hereafter referred to as the Commission, has substantially completed the reorganization plan, refocusing on the core program areas of Transportation, Economic Development, Water Quality Management, NR-135 Program Administration and GIS, and;

WHEREAS, the East Central Wisconsin Regional Planning Commission adopted the 2021-2023 Strategic Plan on January 29, 2021, and;

WHEREAS, the Commission recently completed the 2023 Comprehensive Economic Development Strategy for the region and staff is evaluating a range of implementation activities to bolster Economic Development efforts throughout the region, and;

WHEREAS, a reorganization of the Appleton/Fox Cities and Oshkosh MPO MPO Policy Board's is forthcoming, and;

WHEREAS, for the reasons cited above, the timing is ideal to conduct an objective, third-party assessment of the current operations of ECWRPC and identify potential opportunities to help guide the future strategic direction and be included in the update of the Commission's Strategic Plan, and;

WHEREAS, through collaboration with peer agencies across the county, a recommendation was provided that a cost-effective assessment could be completed by the Southeast Regional Directors Institute (SERDI), a voluntary, professional development association that has conducted 64 such assessment over the past 30 years, and;

WHEREAS, an assessment by SERDI was brought forward to the Executive Committee for feedback, which resulted in the development of the attached DRAFT MOU detailing the scope of services, timeline, and costs for such an assessment, and

WHEREAS, the contract is a financial commitment by the Commission of up to \$8,000.

NOW THEREFORE, BE IT RESOLVED BY THE EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION

Section 1: That the Executive Director is authorized to enter into a contract for professional services with Southeast Regional Directors Institute (SERDI).

Effective Date: October 27, 2023
Submitted By: Executive Committee
Prepared By: Melissa Kraemer Badtke

Jeff Nooyen, Chair – Outagamie Co.

Attest: Melissa Kraemer-Badtke–ECWRPC Executive Director

_____ Date Approved

TO: Steering Committee
FROM: Melissa Kraemer Badtke, Executive Director
DATE: October 4, 2023
RE: Proposed Resolution 48-23: Amending the By-laws of the East Central Wisconsin Regional Planning Commission

At the last Executive Committee meeting, East Central staff and the Committee discussed proposed changes to the Commission's By-laws regarding the regular schedule of Commission Board meetings. Among the issues discussed was that the last Friday of the month has been problematic in terms of ensuring a quorum. In addition, the July meeting date conflicts with an annual WI Counties Association meeting on the even years. Additionally, the April meeting date can be challenging given County Board elections in April and the subsequent timing of appointments to the Commission. Wednesday morning was identified as a potential better time for meetings and it was recommended that staff reach out to members who were absent.

East Central staff reviewed the feedback from the Committee as well as those members who were absent and have made proposed edits to the By-Laws according, providing for a Commission Board meeting each calendar quarter, with flexibility on the specific schedule which is to be determined at the annual meeting.

A redlined version of the By-Laws with those changes is provided for reference.

Staff Recommendation: Staff recommends the approval of Proposed Resolution 48-23: Amending the By-Laws of the East Central Wisconsin Regional Planning Commission.

BY-LAWS
of the
EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION

As amended on ~~October 27~~ April 28, 2023

Adopted 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 April 30, 2021
As Amended April 28, 2023
As Amended October 27, 2023

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 23rd day of May, 2001, the 26th day of April, 2002, the 27th day of April, 2006, the 25th day of April, 2008, the 29th day of April, 2011, the 26th day of October, 2013, the 25th day of April, 2014, the 25th day of July, 2014, the 30th day of January, 2015, the 26th day of July, 2019, the 30th day of April, 2021, ~~and~~ the 28th day of April, 2023 and the 27th day of October, 2023.

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 at the 1st Quarter meeting 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 2nd April Quarterly Meeting for the appointment of standing committee membership, a presentation of the Commission's Annual Report of its activities, approval of the regular Board and Committee schedule for the subsequent year, 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 ~~in each calendar quarter 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 ~~2nd April Quarterly~~ meeting. The levy and draft annual budget shall be adopted by the Commission at the ~~3rd 2nd July Quarterly~~ meeting. ^[MKB1] The annual budget and work program (not levy) shall be re-affirmed at the subsequent ~~1st Quarter 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 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.

- B. 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.
- 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.
- 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 2. TERM OF OFFICE: Commissioners 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.

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 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.

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 2nd 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 ~~1st Quarter~~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 ~~2nd April Q~~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 Executive 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 Executive Committee agenda for review and follow up action by the Executive 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. **Executive Committee:** The Executive Committee shall be composed of at least seven (7) 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 Executive 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 ~~2nd 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 financials 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 Executive 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 Executive 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) **Economic Development Committee:** This Committee directs and monitors the economic development and housing work program elements 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.

- b) **Environmental Management Committee:** This committee oversees the Water Quality Management Program (also known as the sewer service area program), the NR-135 Non-metallic Mining Program, and environmental planning programs as outlined within the Annual Work Program.
- c) **Transportation Committee:** This committee directs and monitors the transportation work program element in accordance with state and federal regulations. In addition, this Committee maintains liaisons with the Transportation Policy Advisory Committees and the Transportation Technical Advisory Committee.

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 ~~1st Quarter~~ 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 Executive 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 Deputy 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. RESPONSIBILITIES 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.

PROPOSED RESOLUTION NO. 48-23

AMENDING THE BY-LAWS OF THE EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION

WHEREAS, the East Central Wisconsin Regional Planning Commission may amend its' By-laws at any quarterly meeting (Article X, Section 1), and;

WHEREAS, the East Central Wisconsin Regional Planning Commission Board may amend certain portions of the By-laws at a quarterly meeting after receiving a majority vote (Article X, Section 1), and;

WHEREAS, the Executive Committee has requested additional flexibility regarding the regular meeting schedule of the Commission Board, and;

WHEREAS, adjustment have been made to the By-laws in accordance with that guidance of the Executive Committee.

NOW THEREFORE, BE IT RESOLVED BY THE EAST CENTRAL WISCONSIN REGIONAL PLANNING COMMISSION

Section 1: That the Commission amends the By-laws through the repeal and re-writing of various sections and paragraphs as illustrated in the attached document and hereto made part of this resolution.

Effective Date: October 27, 2023

Submitted By: Executive Committee

Prepared By: Melissa Kraemer Badtke, Executive Director

Jeff Nooyen, Chair – Outagamie Co.

Attest: Melissa Kraemer Badtke–ECWRPC Executive Director

_____ Date Approved