

BY-LAWS

DANE COUNTY

CITIES AND VILLAGES

ASSOCIATION

Revised May 2020

BY-LAWS
DANE COUNTY CITIES AND VILLAGES ASSOCIATION

ARTICLE I – NAME

The name of this organization shall be the “Dane County Cities and Villages Association” (DCCVA).

ARTICLE II – MISSION AND PURPOSE

A. Mission

The mission statement adopted by the DCCVA defines it as “a partnership to promote the improvement of the Dane County region by serving as an advocate for common goals.” The mission is fulfilled through the regular establishment of goals determined by the members.

B. Purpose

The primary purposes of the DCCVA shall be:

1. To maintain and exchange information and discuss problems/solutions of mutual concern.
2. To monitor and inform members of pertinent legislative matters of the State of Wisconsin, Dane County, or other units of government which are of potential importance to the membership.
3. Through appropriate means, to contact and attempt to influence these other units of government to be more responsive to the needs and interests of the incorporated municipalities in Dane County. All such contacts shall be made in strict conformance with applicable laws and regulations that regulate political lobbying activities.
4. To address any other matters of common interest to the membership.

ARTICLE III – MANAGEMENT OF AFFAIRS

The affairs of the DCCVA shall be managed by its members, and between member meetings, by the Executive Board.

The actions of the DCCVA, of its officers, of any of its committees or other subsidiary bodies, and of any other representative of the DCCVA, shall not be binding on any of the Association's members. Such actions shall be in the name of the DCCVA alone, and not of its member municipalities.

ARTICLE IV – MEMBERSHIP

Any city or village located in whole or in part in Dane County is eligible for membership in the DCCVA and will become a voting member upon payment in full of annual dues and fulfillment of any other requirements established by the Executive Board as prerequisites to membership.

ARTICLE V – DUES

In January of each year, the Treasurer will issue a dues invoice to all members. In order to remain as a full standing member, the dues must be paid in full by March 1 of each year.

All members will be granted full voting rights from January 1 to March 1 of each year, unless they notify the Treasurer in writing that they do not intend to renew or pay their annual dues.

ARTICLE VI – MEETINGS

A. Voting and Quorums

1. For those portions of any regular or special meeting which are being conducted in strict accord with these By-Laws, each member municipality shall be entitled to one vote. If a municipality is represented at the meeting by more than one individual it shall designate one individual who is authorized to act and vote on its behalf except in the case in which no elected representative is present, the highest ranking non-elected representative should be selected.
2. Regular and special meetings may be conducted informally, in-person or virtually, and binding votes may be taken and received under whatever procedure the President deems appropriate until individuals authorized to represent any two or

more members request that the meeting be conducted in strict accord with the By-Laws. In that event, then only authorized representatives of members may conduct business and vote. The current version of Robert's Rules of Order shall govern all proceedings. Except to the extent these By-Laws provide otherwise, all actions of the members shall be determined by majority vote of those present and authorized to vote.

3. The attendance of individuals representing one-third (1/3) plus one (1) of DCCVA members shall constitute a quorum at all regular and special meetings.

B. Regular Meetings

1. Regular meetings of the Association shall be held on a consistent day and time during the months of January, March, May, July, September and November. In the event of emergencies or other circumstances which the Executive Board deems appropriate, the date of the meeting in any of those months may be changed to another day in the same month as close to the normal meeting date as possible. The location, starting time, agenda, variations in the date and other matters relating to the meetings shall be determined by the Executive Board.
2. The business of the May meeting shall include the election and installation of officers. The business of the September meeting shall include the adoption of the budget and establishment of dues for the ensuing year.
3. Regular meetings shall take place in rotating fashion. It shall be the responsibility of the host community, working with the Executive Board, to assist with the meeting arrangements. In the event that emergencies or other circumstances which the Executive Board deems appropriate the venue of the meeting can be held in-person, by conference call or virtually.
4. The order of business at regular meetings shall generally be as follows:
 - Call to Order
 - Approval of Minutes
 - Communications
 - Officers' Reports
 - Committee Reports
 - Old Business
 - New Business
 - Program
 - Adjournment
5. Any member may request that an item be placed on the agenda under Old Business or New Business, provided that the request is provided to the Secretary at least 10 calendar days prior to the meeting.

C. Special Meetings

The President, any two individuals of the Executive Board, or any four members, through individuals authorized to represent such members, may call a special meeting of members. A meeting called by four members shall be made in writing to the Secretary, and the purpose of the meeting must be identified at the time. The Executive Board shall determine the date, time and place of such meeting.

D. Notice of Meeting

1. Notice of regular meeting locations, starting times, agendas, variations in date and other matters which the Executive Board deems appropriate shall be sent by the Secretary to the members in electronic form as early as practicable, but at least 10 calendar days prior to the meeting. Notices shall be sent to the chief elected and the chief appointed official of each member municipality.
2. All meetings shall be noticed and conducted in conformity with Wisconsin's open meeting laws (Sections 19.81-19.99 Wisconsin Statutes). Agendas shall be officially posted a minimum of forty-eight (48) hours in advance of the meeting in the home communities of the President, Secretary, and Treasurer and the host municipality. The agenda will also be disseminated to the media.
3. Individuals calling a special meeting shall provide the Executive Board with notice of the call, and the Executive Board shall be responsible for providing each member municipality with at least forty-eight (48) hours written notice of the place, date, time, individuals calling, and subjects of such meeting. Such notice shall be directed to the standard electronic mailing list of members.
4. Other official correspondence from individual officers, the Executive Board, or the DCCVA Government Relations Director, shall be deemed to be properly distributed to a member municipality when it has been sent by electronic mail to the chief elected and the chief appointed official.

E. Presumption of Assent

The authorized voting representative of a member community (see V-A-1) present at a regular or special meeting of the DCCVA at which action on any matter is taken shall be presumed to have assented to the action taken unless: the dissent of the representative shall be entered in the Minutes of the meeting; or unless the representative files written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to an individual who voted in favor of such action.

ARTICLE VII – BUDGETING AND FINANCIAL REPORTS

Before the September meeting each year, the Executive Board shall prepare an annual budget of the projected dues, other revenues, and the expenses of the DCCVA for the following year. That budget shall be presented to, and adopted by, the members at the September meeting.

The Executive Board shall report at each regular meeting on the financial status of the Association, including current and year to date revenues, and expenses and current assets and liabilities.

ARTICLE VIII – ASSOCIATION OFFICERS

A. Officers

The officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and the Past President. Each officer shall be elected for a one (1) year term by the members at the May regular meeting each May. Each elected officer shall take office at the May meeting, and serve until the next May meeting or until his/her successor is elected and takes office.

1. President. The President shall preside at all membership and Executive Board meetings, appoint committees and committee chairpersons (except where those appointments are set out by these By-Laws or reserved by the members for themselves), call special meetings, and generally perform other duties and responsibilities customary to the office and as assigned by these By-Laws, the Executive Board, or by a vote of the members at a regular or special meeting.
2. Vice President. The Vice President shall perform such duties as may be requested by the President, the Executive Board or by a vote of the members at a regular or special meeting. If the President resigns, is removed, dies or is otherwise ineligible or unable to serve, the Vice President shall assume the powers and duties of President.
3. Secretary. The Secretary shall coordinate meeting activities and make or cause to be made a record of the regular and special meetings of members and of the Executive Board. The Secretary shall also perform other duties as may be assigned by the President, the Executive Board, or by a vote of the members at a regular or special meeting.
4. Treasurer. The Treasurer shall be responsible for supervision of the financial affairs of the DCCVA, collect and deposit dues, submit periodic financial reports to the membership, and perform other duties as may be requested by the President, the Executive Board, or by a vote of the members at a regular or special meeting.

5. Past President. The Past President shall represent the DCCVA at meetings of governmental entities and other organizations and perform other special duties as assigned by the President.
6. Executive Board Member-at-Large. In the absence of a member in good standing to fill the position of Past President, the Executive Board Member-at-Large will be elected to fill these duties.

B. Eligibility for Office

The offices of President, Vice President, Past President, and Executive Board Member-at-Large must be filled by a current elected official of a member city or village. The offices of Secretary and Treasurer may be filled by either an elected official or appointed official of a member city or village.

The Past President shall be the most recent President who is a current elected official of a member community. If there is no Past President who is eligible or willing to serve, the office will be filled by the election of an Executive Board Member-at-Large. This position will be filled in accordance with the By-Laws of the organization.

C. Removal from Office

Officers may be removed at any time for any reason by three-fourths (3/4) vote of the members at a regular or special meeting called for that purpose.

D. Filling of Vacancies

Vacancies in elected officer positions which occur during the year may be filled by appointment by the President, with the approval of the Executive Board.

ARTICLE IX – EXECUTIVE BOARD

A. Board Members

The Executive Board shall consist of the Association officers and the Immediate Past President. The Government Relations Director serves ex officio without vote.

B. Quorum and Meetings

Three of the individuals on the Executive Board shall constitute a quorum. Except where Robert's Rules of Order or these By-Laws provide otherwise, all actions of the Executive Board shall be by majority vote.

The Executive Board shall determine the times, places and agendas of its meetings. Meetings may be called by the President or by any two individuals on the Executive Board.

C. Duties

The Executive Board shall manage the affairs of the DCCVA between member meetings, coordinate the activities of the Government Relations Director, and oversee the operations and the day to day business of the Association.

ARTICLE X – GOVERNMENT RELATIONS DIRECTOR

A. Appointment

The DCCVA may, at its discretion, retain a firm or an individual to perform the duties of Government Relations Director. The term and compensation for such employment shall be determined by majority vote of the members.

B. Duties

The Government Relations Director shall be responsible for the following:

1. Monitoring the legislative activities of other units of government and reporting to the members on issues of interest to the DCCVA.
2. Assisting the members in formulating legislative strategies and communicating the positions of the DCCVA in a manner that encourages other units of government to be responsive to the needs and interests of member municipalities.
3. Attending Association and Executive Board meetings and helping arrange appearances of guest speakers at meetings.
4. Be an information and referral resource for DCCVA members.
5. Stimulate and generate interest in key issues.
6. Promote the benefits of DCCVA membership.
7. Comply with all applicable laws, regulations, and reporting requirements for lobbying activities.

ARTICLE XI – COMMITTEES

Standing or special committees may be appointed as needed by the President. Committees may not establish changes or policies for the Association, but may make recommendations to the

Executive Board or the Association. Certain committee or Executive Board functions may require the use of funds. If no funds have been provided in the budget for the specific purpose required, the Executive Board may authorize the expenditure by a two-thirds (2/3) vote. No more than \$500 may be authorized per calendar year under this section. No expenditure in excess of this limit may be authorized without Association approval.

ARTICLE XII – APPOINTMENT OF DCCVA REPRESENTATIVES TO SERVE ON EXTERNAL COMMITTEES

A. Appointed Representatives

The DCCVA is officially recognized and accepted as a voluntary organization that represents the collective interests of cities and villages in Dane County. In this capacity, it is called upon to appoint or nominate persons to represent the interests of cities and villages on a variety of external committees. DCCVA appointees serve on the Capital Area Regional Planning Commission (CARPC) and the Radio Governance Board. DCCVA nominees serve on the Dane County Lakes and Watershed Commission.

In accordance with Dane County Board Resolution 88, in order to serve as the DCCVA member to the Radio Governance Board, the elected officials' community must also have entered into the Intergovernmental Agreement regarding the radio system governance.

In addition, the Association may also be authorized or requested to have Association members serve on a board, commission, or committee of another organization. These appointments will follow the same process as outlined in this article.

B. Representatives to Be Elected Officials

To ensure greater accountability, all representatives appointed or nominated by the DCCVA to serve on external committees should be elected officials currently holding office.

C. Application Process

When an opening(s) for a DCCVA representative on an external committee becomes available, notice of the opening will be given to the chief elected and chief appointed official of each community. It will be the responsibility of these officials to distribute notice of the opening to local elected officials in their community. Any eligible local official may express their interest in serving as a particular representative by completing and submitting an application prior to the established deadline. The standard application form (see attached) will contain information about the applicant's qualifications, public service experience, and reasons for interest in serving in this particular capacity. The

application must be reviewed and endorsed by the Mayor/Village President of the community. No more than one applicant from a given community may apply for each opening to serve as a representative.

D. Nominating Committee

A Nominating Committee comprised of three (3) chief elected officials will be appointed at each Annual Meeting by the Association President. As needed, the Nominating Committee will receive and review the applications and qualification statements of all applicants for openings to serve as a representative of the DCCVA on external committees. Following review, the Nominating Committee will forward for consideration of the general membership the names of all applicants deemed qualified for each available opening, along with their non-binding nominations(s) of which applicant(s) should be appointed. All nominees must appear before the Nominating Committee and answer questions prior to the vote on the appointments.

E. Voting Procedures

Each member community in attendance at the meeting will have a single vote (see V-A-1) on the appointment/nomination of each representative, except for those appointments to positions that do not represent the full DCCVA membership.

Member communities that have direct appointment authority to an external committee are not eligible to vote on DCCVA appointments to that body. Examples include appointments to CARPC by Madison.

F. Terms of Office

The President shall determine the length of the term of office of appointed representatives when it is necessary to vary the length in order to create an appropriate staggering in the expiration of the terms.

G. Filling of Vacancies

In the event that a DCCVA representative on an external committee becomes ineligible to serve because they are no longer an elected official holding a local or county office, and more than one (1) year remains in the unexpired term of office, the vacancy will be filled in accordance with the appointment procedures outlined above. If less than one (1) year remains in the unexpired term, the vacancy will be filled by interim appointment made by the President.

H. New DCCVA Appointments

As outlined in Section A of this article, from time to time the DCCVA may be asked to appoint a member to an outside organization.

If a new appointment by the DCCVA is authorized outside of the normal process outlined in this section, the Executive Board will serve as the Nominating Committee.

Prior to the request for nominations, the Board will issue a summary of the process to all members. The Executive Board will serve as the interview panel and will forward the nominations to the membership.

ARTICLE XIII- MISCELLANEOUS

A. Amendment

These By-Laws may be amended by the members at one of their regular meetings or at a special meeting called for that purpose.

To the extent that any action of the members needed an amendment to these By-Laws to be effective, and the action taken had the support of the number of members necessary to amend these By-Laws, then these By-Laws shall be implicitly deemed as temporarily amended to accommodate such action.

B. Effect of Invalidity

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity of enforceability or any other provision.

C. Effective Date

These By-Laws shall become effective upon their adoption or as revised from time to time.