

WISCONSIN COUNTY HIGHWAY ASSOCIATION CONSTITUTION AS ADOPTED ON JANUARY 16, 2013

ARTICLE I – NAME AND TYPE

Section 1 - Name: The name of the Association shall be the “Wisconsin County Highway Association Inc.,” a not for profit corporation.

Section 2 – Affiliation: The Wisconsin County Highway Association, hereinafter referred to as the Association, shall be in cooperation with the Wisconsin Counties Association.

Section 3 – Address: The Association’s principal office shall be located at ***22 East Mifflin Street, Suite 900, Madison, WI 53703***, but meetings may be held at any other place designated by the Board of Directors or Executive Committee.

ARTICLE II – PURPOSE AND POLICY DETERMINATION

Section 1 – General: The Association is a ***not for profit corporation***, non-partisan association of county governments in the state of Wisconsin organized for the purpose of protecting and furthering the common interests of county governments in performing the governmental function of constructing and maintaining highways. The Association’s policies shall be determined by the Board of Directors and by the vote of the Member Counties of the Association at annual or special Association meetings.

Section 2 – Specific: The association is organized for the following purposes:

- A. To solve problems common to county governments relating to the construction and maintenance of highways.
- B. To allow the Member Counties of the Association to receive the benefits of improved service and reduced costs through cooperative efforts, such as publishing a magazine, holding Association meetings, and conducting educational and training services for county highway commissioners and committee members.
- C. To provide information to the state Legislature for the development of sound legislation affecting county highways.
- D. To promote harmonious relations between its Member Counties and other public officials and the people they represent.

- E. To create and develop county highway construction and maintenance standards and specifications that will serve the needs of modern transportation.
- F. To formulate and recommend changes in county highway policies as occasion requires to improve administration methods in carrying out the provisions of the law.
- G. To provide advice to the Wisconsin Department of Transportation on administration of the state highway maintenance program consistent with the intent of Section 84.07(1), Wisconsin Statutes.
- H. To serve as the initial point of contact for a county highway department concerned with existing Wisconsin Department of Transportation policy, issues or matters of mutual concern.
- I. To represent all county highway departments for negotiation of rates and terms of state payments for county labor, equipment, materials and other costs required for maintenance of state highways consistent with the intent of Section 84.07(2), Wisconsin Statutes.
- J. To complete the annual negotiations with the Wisconsin Department of Transportation on rates and terms of payments for maintenance of state highways by August 1st preceding the effective year.
- K. To encourage Individual Members to perform the duties of county government office (Commissioners and Committee members) in a manner that will reflect a sense of responsibility as administrative officers in the public interest and to participate in matters of civic betterment and welfare.
- L. To transact and carry on any business as may be necessary for the betterment and welfare of the Association, and to call and hold meetings at such times as may be deemed necessary to obtain the expressed opinions and judgment of its members in establishing and carrying out the policies of the Association.
- M. To enter into contracts necessary or incidental to the carrying out of the business and purposes stated.

Section 3 – Cooperation with Wisconsin Counties Association: The Association shall cooperate with the Wisconsin Counties Association (WCA) for the purposes of professional enrichment, information sharing and enlargement of the issue orientation of elected policy makers. The Association shall provide advice to the WCA Board of Directors in the development of WCA policy.

ARTICLE III – MEMBERSHIP AND DUES

Section 1 – County: Any county of the state of Wisconsin which is a member of the WCA may become a Member County of the Association upon payment in full of annual dues. The Association dues shall be established by action of the Board of Directors for each ensuing year, subject to majority approval by vote of the Member Counties at the annual summer conference of the Association. Association dues shall be paid by each Member County not later than January 31 of each year.

Section 2 – Individual: Individual membership in the Association shall be limited to those persons who are either a highway commissioner elected or appointed under Section 83.01, Wisconsin Statutes, or a highway committee member elected or appointed under Section 83.015, Wisconsin Statutes, in a Member County of the Association.

Section 3- Associate Member: Associate membership in the association shall be limited to agencies, businesses, and individuals who share an interest of our goals and missions in promoting transportation. Associate members, shall not have voting rights in any association business, except that the two (2) associate members elected to serve on the Association’s Conference Coordinating Committee shall have voting rights for issues affecting said committee. Association dues shall be paid by each member not later than February 1 of each year based upon a fee schedule determined by the Board of Directors.

Section 4 – Technical Members: Technical membership in the Association is limited to those individuals who are employed by County Highway Departments in the areas of engineering; business management; fleet management or operations management. Voting rights for these individuals shall be as determined in the WCHA Bylaws unless otherwise defined in the WCHA Constitution.

Section 5- Executive Director: The Executive Director shall be a non-voting member of the association. There will be no dues associated with this membership.

Section 6 – Honorary Members: Past Chairs and Past Presidents of the Association shall retain honorary membership status and shall have voting rights on the CHAPPs Committee after leaving County government.

ARTICLE IV – DIVISIONS AND DISTRICTS

Section 1 – Divisions: The Association shall be divided into divisions for Association purposes.

- A. Commissioners: Individual membership in the Commissioners Division shall be limited to persons holding the office of county highway commissioner or the individual serving in the comparable position as designated under Wisconsin Statute Chapter 83.
- B. Committee members: Individual membership in the Committee members Division shall be limited to those persons who are highway committee members or the individual serving in the comparable position as designated under Wisconsin Statute Chapter 83.

Section 2 – Districts: The State of Wisconsin shall be divided into Districts for Association purposes. The Association shall allocate each county into a district as designated by the Wisconsin County Highway Association Board of Directors, and as follows:

<u>Northwest District</u>	<u>West Central District</u>	<u>Southwest District</u>	<u>South Central District</u>
Ashland County	St. Croix County	LaCrosse County	Columbia County
Bayfield County	Dunn County	Monroe County	Dodge County
Burnett County	Chippewa County	Juneau County	Dane County
Barron County	Eau Claire County	Vernon County	Iowa County
Douglas County	Clark County	Crawford County	Jefferson County
Polk County	Pierce County	Grant County	Lafayette County
Rusk County	Pepin County	Richland County	Green County

Sawyer County
Washburn County

Buffalo County
Taylor County
Trempealeau County
Jackson County

Rock County
Sauk County

North Central District

Iron County
Vilas County
Forest County
Price County
Oneida County
Lincoln County
Langlade County
Florence County

Central District

Marathon County
Shawano County
Wood County
Portage County
Waupaca County
Adams County
Waushara County
Marquette County
Green Lake County
Menominee County

Northeast District

Marinette County
Oconto County
Door County
Kewaunee County
Outagamie County
Brown County
Winnebago County
Calumet County
Sheboygan County
Fond Du Lac County
Manitowoc County

Southeast District

Washington County
Ozaukee County
Waukesha County
Milwaukee County
Walworth County
Racine County
Kenosha County

ARTICLE V – ASSOCIATION FUNDS

Section 1 – Funds: The funds of the Association shall be used only for the purpose of defraying the expenses of the Association incurred in carrying on the affairs of the Association. The funds may include, but are not limited to: Association dues, conference and training fees, and the sale of publications, materials and services. If any assets of the Association are to be distributed during the existence of the Association or upon its dissolution, the assets must be distributed only to Member Counties. No part of the Association’s earnings may inure to the benefit of any private interest.

Section 2 – Depository: The Executive Committee shall designate the depository of Association funds.

Section 3 – Annual Report: The Treasurer shall prepare a general written income and expense statement for the preceding year ending December 31 which shall be published and made available at the annual winter conference.

Section 4- Annual audit: The Treasurer shall do or cause to have done an annual review of the association funds with an independent reviewer approved by the Board of Directors for the year ending December 31 and completed by March 1st of the next year.

ARTICLE VI – REGULAR MEETINGS

Section 1 – Annual Winter Road School: An Association regular meeting shall be held in Wisconsin in conjunction with a winter road school scheduled for that purpose during the month of January and held at the place and time approved by the Executive Committee.

Section 2 – Annual Summer Road School: An Association regular meeting shall be held in Wisconsin in conjunction with a summer road school scheduled for that purpose during the month of June and held at the place and time approved by the Executive Committee.

Section 3 – Division Meetings: Commissioner Division and Committee members Division regular meeting may be held in conjunction with the winter and summer road schools at the call of the presiding officer, as specified in Article X, Sections 7 and 9.

ARTICLE VII – SPECIAL MEETINGS

Special meetings of the Association may be held at any time and any place within the state of Wisconsin upon call of the President of the Association or the Executive Committee or by a two-thirds majority of the Board of Directors, and it shall be the duty of the President to call such special meetings at any time upon request in writing signed by twenty or more Individual Members. Such meetings may also be decided upon as to time and place at the regular annual meeting.

ARTICLE VIII – QUORUM AND VOTING RIGHTS

Section 1 – Quorum: A majority of the Member Counties entitled to vote at an Association meeting shall constitute a quorum necessary for the transaction of business. No business shall be transacted at any meeting of the Association unless a quorum shall be present.

Section 2 – Voting Rights: Each Member County shall have one vote at regular and special Association meetings of the Member Counties which shall be cast by the official representative of the county. A majority of the votes entitled to be cast by the Member Counties present in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the Member Counties. Individual Members shall not have any voting rights at any meeting of the Member Counties.

Section 3 – Official Representative: The official representative of the Member County shall be the Chair of the County Highway Committee. In the Chair's absence, a present or virtually present representative of the Member County may cast a vote for the county.

Section 4 – Official Division Representatives: The official committee member division representative shall be the Chair of the County Highway Committee. The official commissioner division representative shall be the County Highway Commissioner or the individual serving in the comparable position as designated under Wisconsin Statute Chapter 83. Each County Member shall be entitled to one vote at any Division meeting. Alternates may be designated by the Chair of the County Highway Committee by written notice to the Secretary prior to the beginning of the meeting at which the alternate is to vote.

ARTICLE IX – ORDER OF BUSINESS AND PROCEDURE

Section 1 – Order of Business: The regular order of business for the annual and special meetings of the Association, unless directed otherwise by a majority of those present, shall be as follows:

1. Call to order by the President.
2. Roll call of Member Counties by county.
3. Minutes of last meeting.
4. Approval of the agenda.
5. Report of the Board of Directors.
6. Report of the resolutions committee.
7. New business.
8. Election of officers.

Section 2 – Procedure: The procedure of all meetings shall conform to Roberts' Rules of Order. The manner of voting at regular and special meetings shall be by voice vote unless a roll call is requested.

ARTICLE X – OFFICERS, ELECTION, DUTIES AND TERMS

Section 1 – Officers: The officers of the Association shall consist of a Board of Directors Chair, Vice-Chair, Past President, Past Chair, President, Secretary and Treasurer.

Section 2 – Elections: All officers except the Treasurer shall be elected at an Association regular meeting by a majority of Member Counties. The term of office for all new officers shall commence the day following the end of the regular meeting at which they are elected. Persons elected shall remain in office throughout their term and thereafter until their successors are elected. Each officer shall be an Individual member of the Association. If any officer ceases to be a County Highway Commissioner, or the individual serving in the comparable position as designated under Wisconsin Statute Chapter 83, or County Highway Committee member, his or her office becomes vacant. All vacancies shall be filled within thirty (30) days by appointment by Executive Committee from the Board's membership.

Section 3 – Board of Directors Chair, Vice-Chair, and Past Chair: These offices shall be progressive offices held by a highway committee member. The Vice-Chair shall be elected every year at the summer regular meeting for a *three (3) year term*. After serving one year, the Vice-Chair shall become the Board Chair, and after one year as Board Chair shall become the Past Chair.

Section 4 – Past President, President and Secretary: These offices shall be progressive offices held by highway commissioners or the individual serving in the comparable position as designated under Wisconsin Statute Chapter 83. The Secretary shall be elected every two (2) years, the even years, at the winter regular meeting for a six (6) year term. After serving two (2) years, the Secretary shall become the

President. After serving two (2) years as President, the President shall become Past President for a two (2) year term.

Section 5 – Treasurer: The Treasurer shall be highway commissioner, or the individual serving in the comparable position as designated under Wisconsin Statute Chapter 83, elected for a two (2) year term by the Board of Directors from Individual membership and may serve no more than three (3) full and consecutive terms as Treasurer. The Treasurer shall be elected at the Board’s August biennial organization meeting pursuant to Article XI, Section 4.B. The term of office for Treasurer shall commence on January 1 of every odd year.

Section 6 – Terms: Except for the office of Treasurer, and except where a person has filled a vacancy for the remainder of an unexpired term by appointment of the Board of Directors, no officer shall be elected for a consecutive term.

Section 7 – Board of Directors Chair: The Board Chair shall preside at all meetings of the Board of Directors, and in case of a vacancy in the office of President, or in the absence or disability of the President, perform all duties of the President until that position is filled by the Board of Directors. The Board Chair in cooperation with the President shall serve as a team in performing these duties to promote the traditional committee member and commissioner relationship in the Association. The Board Chair shall also serve as President of the Committee members Division and shall preside over all meetings of that Division and shall perform such other duties as may be prescribed by that Division.

Section 8 – Board Vice-Chair: The Vice-Chair shall, in case of a vacancy in the office of Board Chair, or in the absence or disability of the Board Chair, perform all duties of the Board Chair until that position is filled by the Board of Directors. The Board Vice-Chair shall also serve as Secretary of the Committee members Division by preparing minutes for all Committee members Division meetings and conducting its correspondence. Such Committee members Division records and correspondence shall be forwarded to the Association Secretary.

Section 9 – President: The President shall preside at all meetings of the Association and the Executive Committee, be the Chief Executive Officer of the Association, perform such other duties as may be prescribed by the Board of Directors, sign all documents requiring the signature of the Chief Executive Officer of the Association and shall appoint committees as are established by the Constitution and Bylaws or the Board of Directors. The President may sign checks and orders. The President in cooperation with the Board Chair shall serve as a team in performing these duties to promote the traditional commissioner and committee member relationship in the Association. The President shall also serve as President of the Commissioners Division and shall preside over all meetings of the Division and shall perform such other duties as may be prescribed by that Division. The Past President shall aid the President in all duties to ensure a uniform transition and promote continuance of the Association issues, in addition the Past President shall be the Executive Committee representative on the conference Coordinating Committee and representative in relation to all Association Conference planning. The President shall appoint a Past President of the Association as the NACE Wisconsin Director.

Section 10 – Secretary: The Secretary or designee shall keep a record of the proceedings of all meetings of the Association. The Secretary shall conduct, or cause to have done, the correspondence of the Association, mail all notices required by the Constitution and Bylaws, and shall perform such other duties as the Board of Directors shall from time to time prescribe. The Secretary, or designee, shall keep all official records of the Association for a period of Seven (7) calendar years and shall deliver possession and/or control of such records and properties to his or her successor in office. The Secretary may appoint

an Individual Member of the Association as Recording Secretary to assist in carrying out these duties. The Secretary shall also serve as Secretary of the Commissioners Division and shall assist, as needed, the Vice-Chair of the Committee members Division.

Section 11 – Treasurer: The Treasurer shall safely keep all monies and funds of the Association and may sign checks and orders, and shall deliver all the books, funds and properties in his or her possession or under his or her control as Treasurer to his or her successor in office, or to such other person as the Executive Committee from time to time orders or directs. The Treasurer shall exercise the responsibilities pursuant to Article V of the Constitution. The Treasurer may appoint an Individual Member of the Association as Assistant Treasurer to assist in carrying out these duties. The Treasurer shall notify the Board of Directors whenever an expenditure line item in the annual Association budget is exceeded. The Treasurer may appoint the Assistant Treasurer or other designee to assist in the management of finances associated with the WCHA’s Road School; the Superintendents’ and Foremen’s Road School; or other specific special events sanctioned by the WCHA. The Treasurer shall maintain a line item account within the WCHA budget for the Superintendents’ and Foremen’s Road School from which all income and disbursements for the event will be accounted for.

Section 12 – Nominations: The Executive Committee shall serve as the Nominating Committee for the Association Officers. The Executive Committee shall determine the candidate’s willingness to serve a full term prior to making the nomination. The Executive Committee shall accept recommendations in writing no later than 60 days prior to the election.

Section 13 – Election: The Executive Committee shall submit its nominations for Association Officers to the Board of Directors for approval by majority vote prior to the regular Association meeting. In addition to the nominations submitted to the Association, additional nominations may be made from the floor with the consent of the nominee.

- A. Vice-Chair Election: A Board of Directors Vice-Chair shall be elected for a three (3) year term as an Association Officer at every year’s summer regular meeting.
- B. Secretary Election: A Secretary shall be elected for a six (6) year term as an Association Officer at the even year winter regular meeting.
- C. Treasurer Election: A Treasurer shall be elected for a two (2) year term at the even year Board of Directors August Meeting.

ARTICLE XI – BOARD OF DIRECTORS

Section 1 – Make-up and Powers: The Association powers, objectives and business shall be exercised, conducted and controlled by a Board of Directors consisting of the elected officers of the Association and Directors from divisions and districts as specified in the Article. The Board shall consist of no *less than sixteen (16) members and no more than twenty four (24), with a balance to be achieved between the number of commissioners and committee representatives.* The Board may adopt Bylaws to implement the powers delegated to the Board by the Constitution.

Two representatives of the Superintendents’ and Foremen’s Leadership Development Group shall serve on the Board of Directors. One representative shall have voting rights on any issue pertaining to Article XVI of the By-laws. The other representative will be a non-voting member. The Superintendents’ and

Foremen's Leadership Development Group representative to the Board shall only count as part of a quorum when issues related to Article XVI of the By-laws are being discussed or acted upon.

One representative from the Associate Members shall sit on the Board of Directors in a non-voting advisory capacity. This representative shall be elected by the Associate members and shall serve under the same term constraints as are identified for other members of the Board of Directors.

Section 2 – Executive Committee: The Executive Committee of the Association shall consist of the elected officers of the Association. The President of the Association shall be the Chair of the Executive Committee. *The Treasurer shall be an ex officio member of the Executive Committee without voting rights.* The Executive Committee shall exercise all the powers of the Board of Directors as may be lawfully delegated, in writing in the Bylaws, by the Board when the Board is not in session.

- A. Duties so delegated in the Bylaws shall be specified and/or reviewed from time to time as deemed necessary by the Board, but at least once every two (2) years, at the biennial organization meeting pursuant to Section 4.B of this Article.
- B. Every member of the Executive Committee shall be entitled to one vote at meetings of the Executive Committee and all matters shall be decided by majority vote of the Executive Committee members present and voting at a meeting at which a quorum is present. A majority of the Executive Committee shall constitute a quorum.

Section 3 – District Directors: One (1) highway commissioner and one (1) highway committee member shall be elected to serve as a District Director by the Individual Members of each Division within a particular district, unless represented on the Board of Directors by a duly elected officer of the Association.

- A. Elections: Directors shall serve for a period of two (2) years and may serve no more than three (3) consecutive terms. The highway commissioner shall be elected during the Odd years and the highway committee member shall be elected during the even years. Such election shall be held at least one month prior to the annual winter meeting of the Association and as soon after County Board Elections as the District provides, and the term shall take effect immediately upon election. Each Director shall serve until his or her successor is elected or appointed.
- B. Vacancy: A vacancy on the Board of Directors shall occur if a Director has three consecutive, unexcused absences from properly called and noticed meetings of the Board of Directors. Vacancies shall be filled for the remainder of a Director's term by means of the same process as election. In the event there is no election of a Director from a District as provided herein, the President shall appoint a Director or Directors.
- C. Each district may send an alternate director, in their respective official capacity, from the district in the event the seated director cannot be present. *(i.e. a different Highway Commissioner from the district shall represent the absent Highway Commissioner or a different Highway Committee member from the district shall represent the absent Highway Committee member)* The alternate shall have voting rights for the district in all association business in the absence of the seated director and must notify the Executive Director or the president in advance of the meeting.

Section 4 – Regular Meetings: Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine adequate. Notice of all meetings shall be given to all Directors.

- A. Regular Association Meetings: The Board of Directors may hold meetings preceding the regular winter and summer meetings of the Association pursuant to Article VI.
- B. Biennial Organization Meeting: An organization meeting of the Board of Directors should be held at least once every two (2) years, the even years, at a regular meeting of the Board of Directors scheduled during the month of August. The purpose of this meeting shall be to review the Bylaws, evaluate the committee structure, elect the Treasurer and conduct other business.

Section 5 – Special Meetings: Special meetings of the Board of Directors may be called by the President at any time by notice to all Directors indicating the place and subject matter of the meeting. A special meeting may also be called by written notice signed by a majority of the Board of Directors, which is mailed to each member of the Board indicating the time, place and subject matter of the meeting. The written notice signed by a majority of the Board of Directors must be given not less than seven (7) days prior to the special meeting.

Section 6 – Quorum: A majority of the Board of Directors shall constitute a quorum at each meeting of the Board of Directors.

ARTICLE XII – COMMITTEES AND DISTRICT ORGANIZATIONS

Section 1 – Committees: The Board of Directors shall appoint steering and other committees as deemed necessary or useful to the conduct of Association business. Such committees shall be created and operate in accordance with Bylaws adopted by the Board of Directors. In addition, the Board of Directors may, by resolution, appoint special committees as deemed necessary or useful to the conduct of Association business.

Section 2 – District Committees: The Association encourages district committees for purposes of professional enrichment, information sharing and enlargement of the issue orientation of commissioners and committee members. District committees shall provide advice to the Board of Directors in the development of policy and shall support only those positions consistent with Board of Directors policies. Such Committees shall be created and operate in accordance with Bylaws adopted by the Board of Directors.

Section 3 – Standing Committees: Association standing committees shall serve the Association in program areas of continuous concern to county highway departments. The following standing committees shall be created and operate in accordance with Bylaws adopted by the Board of Directors.

- A. Machinery Management
- B. Bridge
- C. Legislative
- D. Audit
- E. Conference Coordinating

- F. Utility
- G. Level of Service (LOS)
- H. Safety & Training
- I. Technical Advisory
- J. CHAPPS (County Highway Association Past Presidents)
- K. Superintendents' and Foremen's Leadership Development Group
- L. Work Zone Safety

Section 4 – Department of Transportation Committees: The Association encourages participation in Department of Transportation committees and in particular advisory committees for cooperative management of the state highway maintenance program which correspond to Association committees. Such committees shall be created and operate in accordance with Bylaws adopted by the Board of Directors.

ARTICLE XIII – AMENDMENTS OF THE CONSTITUTION

Section 1 – Proposed Amendments: Amendments may be proposed by a Member County or by the Board of Directors. Proposed amendments shall be submitted to the President 60 days prior to a regular winter or summer meeting of the Association at which such amendments are to be considered. Amendments shall be referred to the Board of Directors which shall hold an announced meeting to review, discuss and make its recommendation to the Association.

The Secretary shall publish and mail (a) an amendment notice, (b) the proposed amendments and (c) the Board's recommendation to each Individual Member in the commissioner Division at least 30 days prior to the Association meeting at which the amendments are to be considered.

Section 2 – Amendment Approvals: The Constitution may be amended at any regular winter or summer meeting of the Association upon a majority vote of the Member Counties present and voting, but no such amendment shall be voted upon unless prior notice stating the contents of the amendment and the Board's recommendation has been mailed to each Individual Member in the commissioner Division pursuant to Section 1 of this Article.

ARTICLE XIV – DISSOLUTION

The Association may be dissolved by a majority vote of the Member Counties present and voting at any regular or special meeting of the Association at which a quorum is present. Upon dissolution of the Association, any excess funds shall be distributed to the Member Counties as determined by the Board of Directors.

ARTICLE XV – EFFECTIVE DATE

This Constitution shall take effect the day following its adoption and shall act to supersede and repeal the Constitution and Bylaws of the Wisconsin County Highway Commissioner and Committee members Association in effect at that time.

This restated Constitution was adopted January 25, 2006 at the WCHA Winter Conference.

This restated Constitution was adopted at the June 13, 2007 WCHA Business Meeting, at the WCHA Summer Conference.

This restated Constitution was adopted at the June 8, 2010 WCHA Business Meeting, at the WCHA Summer Conference.

This restated Constitution was adopted at the January 18, 2012 WCHA Business Meeting, at the WCHA winter Road School.

This restated Constitution was adopted at the January 16, 2013 WCHA Business Meeting at the WCHA Winter Road School.

This restated Constitution was adopted at the June 10, 2015 WCHA Business Meeting at the WCHA Winter Road School.

This Restate Constitution was adopted at the January 16, 2019 WCHA Business meeting at the WCHA Winter Road School.