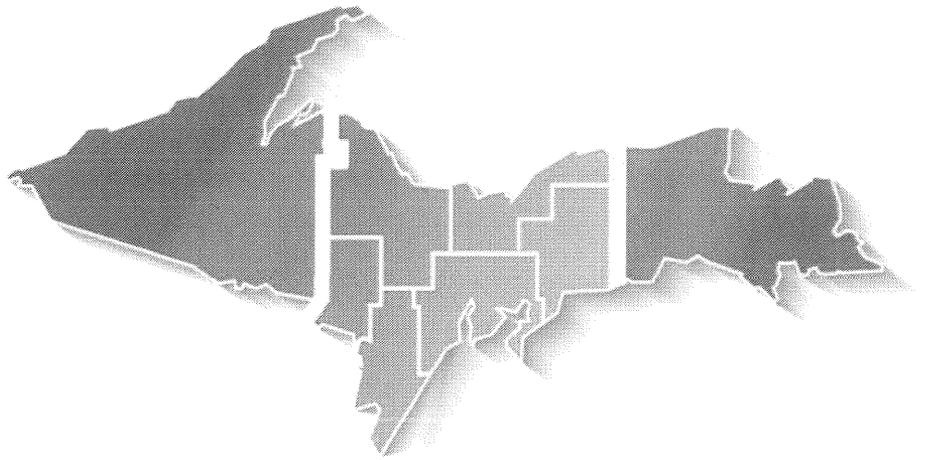


CUPPAD REGIONAL COMMISSION

BYLAWS

JANUARY, 2008



Central Upper Peninsula Planning and Development Regional Commission

*Serving Alger, Delta, Dickinson,
Marquette, Menominee and Schoolcraft Counties*

PREAMBLE

Pursuant to Act 281 of the Michigan Public Acts of 1945, as amended, we the local governmental units and private sector groups of Alger, Delta, Dickinson, Marquette, Menominee, and Schoolcraft Counties, join together to create the Central Upper Peninsula Planning and Development Regional Commission (CUPPAD).

The Commission is a voluntary association of local units of government and private sector groups and not an intermediate layer of government. Through the local issues and regional problems which transcend political boundaries.

I. PURPOSE

The purpose of this Commission shall be cooperative analysis, planning and action for economic, social and physical development and conservation within the six-county region. The Commission may be the regional contact for all pertinent local, state, and federal agencies, grants, and programs. The Commission shall engage in any fund raising, promotion, research, and technical or advisory services necessary to accomplish its objectives or fulfill its responsibilities. The Commission may perform overall comprehensive planning for activities including, but not limited to, the following:

Overall Comprehensive Regional Planning
Plan Preparation
Management
Coordination
Evaluation
Supporting Services

Industrial Development
Manpower
Energy

Water & Wastewater
Solid Waste
Recreation & Open Space
Land Use

Housing
Community Facilities
Transportation
Communication Systems

Health
Education
Social Services
Criminal Justice

Planning Assistance
Management Assistance

II. MEMBERSHIP

SECTION 1: Membership on the Commission shall be open to all local general purpose governments and all major public and private interests within the Region including, but not limited to the following member groups.

PUBLIC SECTOR

County Boards of Commissioners
Township Boards
Village Boards
Local Governmental Planning Boards
Boards of Education
College Boards of Trustees
Local Governmental Authorities
Educational Institutions

PRIVATE SECTOR

Agriculture
Banking
Communication Media
Forestry
Industrial/Economic Development Organizations
Industry
Labor
Mining
Minority Groups
Public Interest Groups
Recreation
Tourism
Transportation
Underemployed, Unemployed
Utilities

SECTION 2: To become a member of the Commission, each member group or prospective member group shall: local units of government, must pay that year's local share contribution, to the CUPPAD Regional Commission, in an amount and at a time to be determined annually by the Commission.

SECTION 3: Representation on the Commission shall be limited to 37 representatives. Each county shall be entitled to six (6) representatives on the Commission. Each county board shall appoint one (1) representative of the county board, one (1) county planning commission representative and one (1) member-at-large from the private sector; each county township association shall appoint one (1) representative; each county is entitled to one (1) city representative appointed by the city, or through caucus where there is more than 1 city; each village is entitled to one (1) representative appointed by the village or through caucus of the villages where there is more than 1 village; in counties with no villages (Dickinson, Marquette, and Schoolcraft), the county board will be entitled to one (1) additional member-at-large). These appointments shall be made by January 31st of each year. The Secretary of the Commission shall present a list of the 37 appointments at the Commission February meeting and the Commission by resolution shall then confirm all appointments that do not violate a provision of these Bylaws. A tribal community shall appoint one representative. Any individual who is qualified to be a Commission representative, may be designated as an alternate at any regular or special meeting of the Commission, and shall have the rights and duties of the regular representative for that meeting.

CUPPAD REGIONAL COMMISSION MEMBERSHIP							
	APPOINTING ENTITIES						TOTAL
	COUNTY BOARDS			CITIES	VILLAGES	TOWNSHIPS*	
	Board Member	Planning Commission	Member-at-Large				
Alger	1	1	1	1	1	1	6
Delta	1	1	1	1*	1	1	6
Dickinson	1	1	2	1*		1	6
Marquette	1	1	2	1*		1	6
Menominee	1	1	1	1*	1*	1	6
Schoolcraft	1	1	2	1		1	6
	6	6	9	6	3	6	36

* Indicates more than one local unit of government is eligible.

The 37th member is an appointment from a tribal community.

SECTION 4: A Commission representative shall serve a term of two years commencing on March 1, except as provided in Article III, Sections 1 through 3.

SECTION 5: At least 51% of the Commission shall be elected public officials. At least 10% of the Commission shall represent the retired, underemployed, unemployed, and minority groups.

SECTION 6: Every Commission representative shall fairly represent and fully inform his or her board, council, committee, association, league, or community so that this voluntary association may successfully meet regional problems with a cooperative, comprehensive, regional response. Every representative shall work as required to assure that the Commission accomplishes its objectives and fulfills its responsibilities.

SECTION 7: If a representative resigns or otherwise becomes incapable of completing his or her term, the appointing entity shall appoint a new Commission representative at its next meeting to complete that term. The new representative must be qualified under these Bylaws to serve as a Commission representative.

III. OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1: Election of Commission officers and of the Executive Committee shall be by the following, biannual, sequential process:

1. The Executive Committee at its January meeting shall appoint six members to a Nominating Committee which shall include equal county representation. The Nominating Committee shall generate a slate of Commission officers, following the guidelines in Article II, Section 5.

2. Each County's appointed members shall meet prior to February to determine which member from that County shall be appointed to the Executive Committee.
3. The representative of the tribal community to the CUPPAD Commission shall also serve as a member of the CUPPAD Executive Committee. Tribal representation shall rotate between the tribal jurisdictions every two years.
4. At the February Commission meeting, following the Commission's confirmation of the 37 elected representatives, the Nominating Committee shall present a slate of officers: a Chairperson, Vice-Chairperson, Secretary, and Treasurer, who must be Executive Committee representatives. The Commission shall then elect four officers from among the seven Executive Committee representatives. The three Executive Committee representatives not elected as officers shall be directors. The seventh member Executive Committee appointment shall be from each county in successive rotation so that each County shall have two representatives on the Executive Committee simultaneously for two years out of every twelve years contingent upon current paid membership. Regardless of tenure, the immediate past Chairperson shall be appointed as an ex-officio member of the Executive Committee to serve in an advisory capacity.

SECTION 2: The four Commission officers shall perform the duties prescribed by these Bylaws and by the current edition of Robert's Rules of Order.

- A. The Chairperson shall be the chief executive officer of the Commission and shall preside at all meetings of the Commission. The Chairperson shall appoint all special and advisory committees and be an ex-officio member of all committees. As a Commission representative, the Chairperson may vote upon all resolutions of the Commission. The Chairperson shall sign all commission contracts or other Commission authorized documents and shall countersign all checks, but the Chairperson may delegate these powers to sign or countersign to the Executive Director with the consent of the Executive Committee.
- B. If the Chairperson is unable to discharge his or her duties at any meeting, the Vice-Chairperson shall perform those duties for that meeting. If the Chairperson resigns or otherwise becomes incapable of fulfilling his or her duties, the Vice-Chairperson shall become Chairperson for the remainder of the unexpired term.
- C. The Secretary shall record and transmit all minutes of all Commission or Executive committee meetings in accordance with these Bylaws. The secretary shall be responsible for all correspondence and notices pertaining to meetings or any other business of the Commission or Executive Committee.
- D. The treasurer shall have custody of all Commission funds, securities, or other valuable effects and shall deposit same in the name of the Commission in a Commission designated depository. The Treasurer shall keep accounting records of

all Commission financial transactions, present a financial report at every regular Commission meeting, permit inspection of all financial records by any Commission representative at any reasonable time, disburse the funds and sign checks in accordance with the adopted budget or as otherwise authorized by the Commission, and arrange for an annual audit by a competent auditor of all Commission financial records within 30 days of the close of the fiscal year.

- E. The Secretary and the Treasury may delegate any of their respective duties to the Executive Director with the consent of the Executive Committee.**
- F. At its' discretion, the Executive Committee may give authorization to another member of the Executive Committee residing within close proximity to the CUPPAD office to sign checks and handle other financial affairs as approved by the Executive Committee.**

SECTION 3: The Executive Committee shall be composed of the four officers, four directors, and the immediate past chairperson as ex officio member, and shall be chaired by the Commission Chairperson. Each Executive Committee representative shall regularly report to his/her appointing entity concerning all activities of the Executive Committee and Regional Commission. In addition to all other duties prescribed in these Bylaws, the Executive Committee shall:

- 1. Review and give Executive Committee approval to a Commission budget at or before its September meeting.**
- 2. Perform necessary Commission duties between Commission meetings in accordance with these Bylaws.**
- 3. Enter into contracts in the name of the Commission.**
- 4. Establish Commission and Commission staff travel policies.**
- 5. Set Commission and Executive Committee meetings in accordance with these Bylaws.**
- 6. Hire an Executive Director to be retained at their pleasure.**
- 7. Review and authorize staffing levels.**
- 8. Establish Commission staff personnel policies.**
- 9. Review and comment on all matters submitted to it under Circular A-95.**
- 10. Establish surety bond for the Chairperson, Executive Director, Administrative Services Manager, Commission Treasurer, and any Executive Committee member**

designated by the Executive Committee to sign checks or otherwise handle Commission funds as required by law.

11. Perform any other functions delegated to it by resolution of the Commission.

SECTION 4: The four officers and four directors shall serve a term of one year commencing March 1. No officer may hold more than one office at one time.

SECTION 5: Executive Committee meetings should be held monthly at a time and place set by the Executive Committee, and all Executive Committee representatives shall receive five days written notice of a regular meeting. A meeting may be cancelled by the Chairperson if there is not important business to transact. Special meetings may be called by the Chairperson, and except in cases of emergency, shall be preceded by five days written notice. Five Executive Committee representatives shall constitute a quorum.

Agendas for any given meeting will include minutes of the previous meeting.

SECTION 6: If an Executive Committee member is absent for 2 consecutive meetings in a year without good cause, that member is automatically removed from the Committee and is replaced as stated in Article III, Section 7 of these Bylaws.

SECTION 7: If an Executive Committee representative, other than the Director chosen at the February meeting, resigns, is removed from office, or otherwise becomes incapable of completing the Executive Committee term, the affected county shall appoint a new Executive Committee representative at its next meeting to complete that term. If an officer resigns or otherwise becomes incapable of fulfilling the duties of office, the Chairperson shall appoint a new officer from among the directors to complete the unexpired term.

IV: COMMISSION MEETINGS

SECTION 1: Regular meetings of the Commission should be held Quarterly (February, April, July, October), at a time and place set by the Executive Committee. The Chairperson may cancel a meeting if there is not important business to transact. Written notice of regular meetings shall specify by agenda business to be transacted and shall precede the meeting by at least five days.

SECTION 2: Special meetings of the Commission may be called by resolution of the Executive Committee. Written notice to all Commission representatives shall specify by agenda business to be transacted and shall precede the special meeting by at least five days.

SECTION 3: A majority of appointed representatives shall constitute a quorum.

SECTION 4: Agendas for Commission meetings will include the minutes of the previous meeting.

V: COMMITTEES

The Commission may authorize committees of Commission representatives to perform such duties as it may deem advisable. If the committee is to consist of Commission representatives exclusively, the Chairperson shall appoint the members of that Committee.

VI: FINANCE

SECTION 1: The Commission shall review the budget approved by the Executive Committee and shall adopt a budget for the Commission at its October meeting which shall take effect retroactively to October 1 of that year.

SECTION 2: The fiscal year of the Commission shall commence on October 1 and end the following September 30.

VII: PROCEDURE

SECTION 1: The rules contained in the current edition of Robert's Rules of Order shall govern the Commission in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Commission may adopt.

SECTION 2: As a voluntary association of local private and governmental groups serving the Region, the Commission shall be autonomous in establishing the policies and procedures it shall follow. Conflicts between the CUPPAD Regional Commission, federal agencies, state agencies, or any combination thereof, concerning policy, administration, organization, financial accounting, or personnel procedures will be resolved by the CUPPAD Regional Commission and/or the Executive Committee.

Conflict shall be fairly resolved, keeping in mind that the purpose of the CUPPAD Regional Commission, as well as the state and federal governments, is service to the people of this Region in the most economic, efficient, and practical manner so that poverty and prejudice may be lessened and economic, social, and physical growth and conservation may be furthered.

VIII: AMENDMENT OF BYLAWS

These Bylaws may be amended at any meeting of the Commission by a two-thirds vote of members present, provided that the amendments have been submitted in writing to all Commission representatives at least fifteen days prior to the meeting at which they are considered.

ADOPTED JANUARY 28, 1977
AMENDED MARCH 31, 1978
AMENDED MARCH 29, 1985
AMENDED APRIL 26, 1991
AMENDED APRIL 26, 1996
AMENDED JANUARY 25, 2008