

1 **DANE COUNTY TOWNS ASSOCIATION**
2 **CONSTITUTION AND BYLAWS**

5 **ARTICLE I. PURPOSE OF ASSOCIATION**

7 To organize, unify and strengthen the governing bodies of the towns of Dane County
8 pursuant to section 60.23 (14) of the Wisconsin Statutes, for the cooperative exercise of the powers,
9 duties, prerogatives and activities authorized by statute, in defense of the interests of the residents
10 and taxpayers of the towns represented in the Association and in furtherance of inter-governmental
11 cooperation to preserve the role of towns as the closest and most responsive local government.

13 **ARTICLE II. AFFILIATIONS**

15 The Dane County Towns Association shall also be the Dane County Unit of the Wisconsin
16 Towns Association.

18 **ARTICLE III. MEMBERSHIP**

19 (a) All Dane County Towns meeting requirements of (c) below shall be eligible for full
20 voting membership.

22 (b) Associate, non-voting memberships may be extended under terms and dues as determined
23 by a vote of a scheduled meeting to other Dane County governmental units, associations and
24 organizations.

26 (c) The membership dues shall be established by majority vote of a scheduled meeting of the
27 Association duly called and held and shall be paid to the Secretary-Treasurer ~~no later than July 15 of~~
~~the same year~~ 30 days before the Annual Meeting in order to maintain voting membership in the
29 Association. Membership can be paid at any time with voting rights reestablished 30 days after
30 payment.

32 (d) Special assessments, levies on member towns only shall be determined at a duly called
33 meeting.

35 **ARTICLE IV. FISCAL YEAR - MEETINGS**

37 (a) The fiscal year of the Association shall be on a calendar year basis.

39 (b) The annual meeting of the Association shall be held ~~within 2 months after the Spring~~
~~general election on the second Wednesday in May~~ at a date, time and ~~8:00 p.m. at a~~ place selected by
41 the Board of Directors or designated by the Association.

43 (c) Additional meetings of the Association membership shall be held ~~not less than quarterly~~
~~at least 2 times annually at a date~~, time and place designated by the Board of Directors or by the
45 majority vote of the Association members at its last regular meeting.

47 (d) Special meetings of the Association membership may be called by a majority vote of the
48 Board of Directors. A special meeting of the Association membership may also be called on the or by
49 petition of a majority of the membership, which may be indicated on behalf of each town by

50 signature of the Town Chairperson or resolution of the Town Board, in which case Such a special
51 meeting of the Association membership shall be held not less than two weeks nor more than three six
52 weeks following presentation of such petition to the Association President or Secretary-Treasurer.
53 (e) Meetings may be held on a rotating basis in suitable public facilities 40 throughout the County.
54

55 **ARTICLE V. VOTING**

56
57 A majority of voting member towns shall constitute a quorum for transacting business at a
58 meeting of the Association. Each town shall be entitled to one vote on any issue or election, provided
59 that the town **membership dues were** **is paid up in membership dues** as per Article III(c). The
60 adoption of the annual budget and dues may be ratified by a mail **or electronic** ballot of the towns if
61 necessary. The vote of each town shall be determined by a majority vote of each town board, or if
62 only one member from a town is present, the vote cast by such member shall be construed as the vote
63 of such town. The Town chairperson shall vote for the town if the town board members present are
64 tied on a vote.

65
66 **ARTICLE VI. DISTRICT REPRESENTATION**

67
68 For the purpose of fair representation, the towns are hereby grouped in seven districts, with
69 each district entitled to one Director. **If a district so determines by majority vote of the district**
70 **[NOTE: could be any meeting or even by email vote]**, that district may elect an alternate director
71 who shall serve only at the request of the initially elected Director, and for a time period as requested
72 by that Director, with such requests to be made in writing, and notification of the same must also be
73 made to the President to become effective. The districts are set up as follows:

74
75 District 1--Bristol, Burke, Sun Prairie, Windsor, York
76
77 District 2--Blooming Grove, Cottage Grove, Deerfield, Dunn, Medina
78
79 District 3--Albion, Christiana, Dunkirk, Pleasant Springs, Rutland
80
81 District 4-- **Blue Mounds**, Montrose, Oregon, Perry, Primrose
82
83 District 5--**Blue Mounds**, Madison, Middleton, Springdale, Verona
84
85 District 6--Berry, Black Earth, Cross Plains, Springfield, Vermont
86
87 District 7--Dane, Mazomanie, Roxbury, Vienna, Westport
88

89 **ARTICLE VII. BOARD OF DIRECTORS**

90
91
92 (a) The terms of Directors shall be for two years, elected at the annual meeting in odd
93 numbered years. The Board of Directors shall **by a 2/3rds vote** determine the policy of the
94 Association. **However, such policies shall be consistent with the directives of the membership and**
95 **shall be reviewed annually.**

96
97 (b) The Board of Directors shall exercise all powers necessary for the purpose and objectives
98 for which this Association has been organized.

(c) The Board of Directors shall meet after the election and elect a President of the Board from among the membership of the Board, and in the same manner, they shall elect a Vice President. The terms of the President and Vice President shall be for two years. It shall be a duty of the President to call meetings of the Board of Directors and for the Board of Directors to call special meetings of the Association, if necessary.

(d) In the event that a vacancy occurs in the Board of Directors during midterm, for any reason, the member towns in that district shall elect a replacement. There shall be a meeting called of the member town boards in the affected district, and those towns shall be notified by the Secretary-Treasurer as to the time and place of the meeting, called for the purpose of electing a new Director. Each member town shall be entitled to one vote. All vacancies shall be filled no later than the next scheduled membership meeting.

(e) The President and Vice President of the Association's Board of Directors shall also serve as President and Vice President of the Association.

(f) Any elected Town Chairman, Supervisor, Clerk, or Treasurer is eligible to be elected to and serve on the Board of Directors. An appointed Town Clerk, Treasurer, or Administrator may be elected to the Board of Directors, with the prior approval of the Town Board by whom they are appointed. If a member of the Board of Directors resigns or is removed from their town office, they also shall cease to be members of the Board of Directors and that director position shall be vacant.

(g) The Board of Directors shall meet after the election referenced in subsection (a) and elect a President of the Board from among the members of the Board, and in the same manner, they shall elect a Vice President. The terms of the President and Vice President shall be for two years. Special meetings of the Board of Directors may be called by the President or at the written, faxed or e-mail request of a majority of the Board of Directors, transmitted to the secretary-treasurer. Special meetings may not be held less than 24 hours after written notice of the time, date and place of the meeting is provided to all Board members. ~~Notice is deemed to be provided two days after a notice is mailed or after it is actually delivered to a director.~~

ARTICLE VIII. OFFICERS

(a) The President shall be the presiding officer of the Board and the Association. The President shall represent the Association and direct the conduct of the Association's work on behalf of towns. The President shall represent the adopted position of the membership or Board of Directors. The President may state a position on pending issues if an issue arises which, in the judgment of the President, requires that the Association's position be asserted before the Board or the membership can discuss the matter, but in formulating such a position, the President shall be generally guided by the Association's overall goals and objectives.

(b) The Vice-President of the Association shall act in place of the President when the President informs the Vice President that the President is incapacitated or unable to attend a meeting or perform a function. If the President is unable due to incapacity to inform the Vice President of the President's incapacity, the Vice President may act as President by agreement of a majority of the Board Directors. In the event of the death, removal from office or resignation of the President, the Vice President shall act as President until the Board elects a new President to complete the unexpired term. ~~of the President.~~

(c) At the annual meeting of the Association in odd numbered years, the Board of Directors, shall elect ~~or appoint~~ a Secretary-Treasurer for a term of two years who shall serve at the pleasure of the Board of Directors ~~or the Annual Meeting, respectively.~~ (b) The Secretary-Treasurer shall be responsible for the

finances of the Association, forwarding necessary or pertinent information to members, and perform such other services as may be required ~~of him or her~~ by the Board of Directors. ~~or the Annual Meeting.~~

(d) Officers and directors of the Association are free to express their personal opinions on issues, but their statements do not represent positions of the Association unless the position has been endorsed by the Board or the membership.

ARTICLE IX. COMMITTEES

The Board of Directors may appoint committees composed of members of towns to assist in the functions of the Association, including a committee to annually audit the books of the Secretary-Treasurer.

ARTICLE X. SALARIES

The salary of the ~~elected~~ Board of Directors, other ~~elected~~ officers, if any, ~~and the salary and other compensation of the Secretary Treasurer~~ shall be set by the Annual Meeting. ~~The salary of an appointed Secretary-Treasurer shall be set in the Annual Budget.~~

ARTICLE XI. RULES OF ORDER

(a) Robert's Rules of Order, Revised, shall govern parliamentary procedures.

(b) Notice of ~~the~~ membership and Board meetings shall be sent by regular or electronic mail to the Town Clerks and shall also be posted on the Association website ~~made in the Association newsletter. Notice of Board of Directors meetings and special membership meetings shall be made by mail to the Towns.~~ Meetings are generally open to the public.

ARTICLE XII. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any regular meeting of the Association. Any proposed amendment shall be published in the agenda of the meeting at which such amendment is proposed to be acted upon, provided at least thirty (30) days notice of proposed action on such amendment shall be given.

This Constitution and Bylaws shall become effective upon adoption.

Passed and adopted by Dane County Towns Association this _____ day of _____, 200~~3~~18.

Gerald H. Derr,
President

ATTEST:

Renée Lauber
Secretary-Treasurer

Revised: