

DANE COUNTY TOWNS ASSOCIATION CONSTITUTION AND BYLAWS

ARTICLE I. PURPOSE OF ASSOCIATION

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

ARTICLE II. AFFILIATIONS

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

ARTICLE III. MEMBERSHIP

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

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

(c) The membership dues shall be established by majority vote of a scheduled meeting of the Association duly called and held and shall be paid to the Secretary-Treasurer 30 days before the Annual Meeting in order to maintain voting membership in the Association. Membership can be paid at any time with voting rights reestablished 30 days after payment.

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

ARTICLE IV. FISCAL YEAR - MEETINGS

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

(b) The annual meeting of the Association shall be held within 2 months after the Spring general election at a date, time and place selected by the Board of Directors or designated by the Association.

(c) Additional meetings of the Association membership shall be held at least 2 times annually at a date, time and place designated by the Board of Directors or by the majority vote of the Association members at its last regular meeting.

(d) Special meetings of the Association membership may be called by a majority vote of the Board of Directors. A special meeting of the Association membership may also be called on the or by petition of a majority of the membership, which may be indicated on behalf of each town by signature of the Town Chairperson or resolution of the Town Board, in which case such a special meeting of the Association membership shall be held not less than two weeks nor more than six weeks following presentation of such petition to the Association President or Secretary-Treasurer.

(e) Meetings may be held on a rotating basis in suitable public facilities throughout the County.

ARTICLE V. VOTING

(a) A majority of voting member towns shall constitute a quorum for transacting business at a meeting of the Association. Each town shall be entitled to one vote on any issue or election, provided that the town membership dues were paid as per Article III(c). The vote of each town shall be determined by a majority vote of each town board, or if only one member from a town is present, the vote cast by such member shall be construed as the vote of such town. The Town chairperson shall vote for the town if the town board members present are tied on a vote.

(b) The adoption of the annual budget and dues may be ratified by electronic ballot of the towns if necessary.

(c) Remote meeting participation is allowed at the Annual Meeting and Membership Meetings. To participate remotely the following requirements shall be met:

(i) Any member who wishes to participate remotely shall, at least 24 hours or as soon as reasonably possible prior to the meeting, notify the Secretary and President in writing of his or her desire to do so.

(ii) At the start of the meeting the meeting chair shall announce the name of any member who will be participating remotely. This information shall be recorded in the minutes.

(iii) Members who participate remotely shall have reasonable access to the same materials being used at the meeting location.

(iv) Members who participate remotely and all persons at the meeting location shall be audible to each other.

(v) Remote participants should be aware that meeting participation is not guaranteed. If technical difficulties arise as a result of utilizing remote participation, the meeting chair shall suspend discussion while reasonable efforts are made to correct any problem that interferes with the remote participant's ability to hear or be heard. If the chair determines that technical difficulties are inhibiting the progress of the meeting, the chair may elect to terminate the participation of the remote member. If technical difficulties result in a remote participant being disconnected from the meeting, the fact and the time at which the disconnection occurred shall be noted in the meeting minutes.

(vi) The remote participant must participate in a substantial part of any agenda item to be allowed to vote on that item.

(vii) All votes taken during any meeting in which a member participates remotely shall be by roll call vote. Subject to (a), above, if members from the same town are both physically present at the meeting (not participating remotely) and participating remotely, the town member physically present shall vote for that town.

(viii) Remote participation in meetings should be an infrequent event, and, as a general rule, due to the inherent benefits of physical presence at a meeting, attendance in person is encouraged and desired.

ARTICLE VI. DISTRICT REPRESENTATION

For the purpose of fair representation, the towns are hereby grouped in seven districts, with each district entitled to one Director. If a district so determines by majority vote of the district, that district may elect an alternate director who shall serve only at the request of the initially elected Director, and for a time period as requested by that Director, with such requests to be made in writing, and notification of the same must also be made to the President to become effective. The districts are set up as follows:

District 1--Bristol, Burke, Sun Prairie, York

District 2--Blooming Grove, Cottage Grove, Deerfield, Dunn, Medina

District 3--Albion, Christiana, Dunkirk, Pleasant Springs, Rutland

District 4-- Montrose, Oregon, Perry, Primrose

District 5--Blue Mounds, Madison, Middleton, Springdale, Verona

District 6--Berry, Black Earth, Cross Plains, Springfield, Vermont

District 7--Dane, Mazomanie, Roxbury, Vienna, Westport

ARTICLE VII. BOARD OF DIRECTORS

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

(b) The Board of Directors shall exercise all powers necessary for the purpose and objectives 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.

(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.

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.

(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. 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 by the Board of Directors.

(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, 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 Edition, shall govern parliamentary procedures.

(b) Notice of membership and Board meetings shall be sent by regular or electronic mail to the Town Clerks and Town Chairs and shall also be posted on the Association website. 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 15 day of January, 2020.

Gerald H. Derr,
President

ATTEST:

Renée Lauber
Secretary-Treasurer