



Southcentral Michigan Planning Council

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BYLAWS ADOPTED 12-17-12, AMENDED ON 10-03-2017

ARTICLE I ESTABLISHMENT

SECTION 1: The Southcentral Michigan Planning Council was created under the authority of Act 281 of Michigan Public Acts of 1945, as amended. It was reorganized on October 18, 2012.

SECTION 2: The official title of this Council is the Southcentral Michigan Planning Council, hereinafter referred to as the Council or SMPC.

ARTICLE II DEFINITIONS

SECTION 1: Definitions

- A. COUNCIL - The governing and policy body of the SMPC.
- B. FISCAL YEAR - October 1 through September 30.
- C. IN GOOD STANDING - Current fiscal year local funding contribution is paid in full. Under extenuating circumstances, a grace period for payment may be granted by resolution of the Council.
- D. MEMBER - A local unit of government within the Region in good standing with the Council.
- E. REGION - Geographic area defined by the counties of Branch, Calhoun, Kalamazoo, and St Joseph.
- F. REPRESENTATIVE - A person on the Council appointed by a member county.
- G. SMPC - Southcentral Michigan Planning Council.

ARTICLE III MEMBERS

SECTION 1: Membership Composition

- A. The Council shall be composed of 11 members representing each of the region's counties.
- B. Representation Plan:
 - a. Each county shall have two representatives
 - b. A county shall receive an additional representative for every 100,000 residents as determined by the most recent decennial Census
 - c. The representation plan results in the following membership from 2011 through 2021:
 - i. Branch County - two Representatives
 - ii. Calhoun County - three Representatives
 - iii. Kalamazoo County - four Representatives

iv. St Joseph County - two Representatives

- C. Each County shall allocate half (rounding down) of its membership positions on the Council to individuals who reside outside of the Census defined Urbanized area. If no willing representatives are available, the Council is allowed to waive the rural representation requirement.
- D. Additional units of government may apply for membership at any regular board meeting. The unit must have a resolution from its governing body to apply for membership. New members require a two-thirds majority approval of the SMPC board.

SECTION 2: Appointment of Representatives

- A. Member units are responsible for appointing or removing their representatives.
- B. Member units should appoint elected officials, whenever possible, as their representatives. If elected officials are not available, the member unit should appoint a public official.

SECTION 3: Term of Office

- A. Representatives should serve three-year terms.
- B. Any representatives may be reappointed by their Member unit.
- C. Appointments shall be the exclusive prerogative of the appointing authority and shall not be subject to challenge by any member of the Council, or the Council. The council may formally submit a request for the removal of a representative to a member unit.

SECTION 4: Forfeiture of Membership

- A. A member unit may forfeit its membership by resolution of its governing body.
- B. A forfeiture of membership that results in a geographic boundary change for SMCP requires a resolution of concurrence by SMPC and acceptance by the State of Michigan.
- C. Financial implications of forfeiture are governed by Article IX of this document.

ARTICLE IV COMPENSATION

SECTION 1: The SMPC shall not pay compensation to Representatives for their services as a Representative.

ARTICLE V PURPOSE AND FUNCTION

SECTION 1: SMPC is a regional planning organization that aims to improve the economic, environmental, and fiscal health of member organizations through transportation, land use and environmental planning, economic development, and efficient local staffing.

SECTION 2: The Council may have the following additional functions:

- A. To provide a mutual forum to identify, study, discuss, and define regional issues and opportunities.
- B. To assure a continuing practical vehicle to promote communication and cooperation for the exchange of information among area governmental units and agencies.
- C. To foster, develop and review plans for growth, development and conservation of the environment in the region.

- D. To encourage and assist in the development of region wide policies and proposals for coordinating human services, land use, transportation and other related physical planning programs among area local governments.
- E. To furnish general and technical aid to member governments and groups or organizations.
- F. To review and coordinate federal, state and local programs of regional importance as defined and approved by the Council.
- G. To provide necessary assistance to local governments, agencies and individuals in securing federal and state funding programs that would have regional significance as defined by the Council.
- H. To undertake such other activities consistent with the purposes as set forth under the authority of the State of Michigan's Regional Planning Act 281 of 1945, as amended which provides for regional planning; the creation, organization, powers and duties of regional planning Councils; the provision of funds for the use of regional planning Councils; and the supervision of the activities of regional planning Councils under the provisions of this act.
- I. To consider other matters that may benefit and be of value in promoting and accomplishing the purposes of the Council.
- J. To encourage region wide cooperation to enhance economic opportunity between the public and private sectors in development, expansion, attraction, and retention of business and industry.
- K. Other actions determined necessary by the council.

SECTION 3: The Council shall make an annual report of its activities to the member counties and the Executive Office of the Governor, and make that report available publicly.

ARTICLE VI OFFICERS

SECTION 1: The officers of this Council shall be:

- A. A Chairperson who shall preside at regular meetings or call and preside at any special meeting. The Chairperson shall have additional duties as prescribed by the Bylaws.
 - i. Other duties are outlined in the following section: Article XI, Section I
- B. A Vice Chairperson who shall function in the same capacity as the Chairperson in the case of the Chairperson's absence or inability to act.
- C. A Treasurer whose duties shall be to function in the same capacity as Chairperson in case of the Chairperson's and Vice Chairperson's absence or inability to act, and such other duties as are usual to the office. The Treasurer and such other officers and staff members as are responsible for the handling of funds and shall be bonded in an amount to be determined by the Council.
- D. A Secretary whose duties shall be to function in the same capacity as Chairperson in the case of the Chairperson's, Vice Chairperson's and Treasurer's absence or inability to act, and to recommend to the Council a correct copy of minutes of any meeting at which SMPC business shall have been transacted, and such other duties as are usual to the office.

SECTION 2: The officers of the SMPC shall be elected each year for a one-year term by the Council from the voting members, at its Annual Meeting, or at such times as vacancies may occur.

During the election of officers at the annual meeting, the Executive Director shall assume the chair until such time as the elected person shall assume the chair having been duly elected as prescribed by these Bylaws.

ARTICLE VII PERSONNEL

SECTION 1: The Council may employ an Executive Director or other employees as it deems necessary for its work, or may hire consultants for part-time or full-time service as may be necessary for the execution of its responsibilities and obligations.

SECTION 2: The Council may prepare and adopt personnel policies and procedures which shall apply to the conduct of all personnel.

SECTION 3: The Executive Director or directed staff shall keep a written record of all business transacted by the Council, serve notification to members of all meetings, keep on file all official records and reports of the Council, respond to Freedom of Information Act requests, serve notice of all hearings and public meetings, and shall submit the Annual Report of the Council's activities to the member units of government and the Office of the Governor.

ARTICLE VIII MEETINGS

SECTION 1: The regular meetings of the Council shall be held as prescribed by the Council and adopted at the annual meeting as recorded and posted. Special meetings may be held as required, subject to call of the Chairperson, or the Vice Chairperson when the Chair is unable to act, or by no less than four (4) voting members.

The Executive Director or directed staff shall attend all meetings and keep minutes of all business conducted at meetings. At regular meetings, the Executive Director shall make a report of activities between meetings.

SECTION 2: A simple majority of the non-vacant appointed Representatives shall constitute a quorum. No business shall be considered without the presence of a quorum, except to adjourn or recess.

SECTION 3: Representatives are responsible for attending each meeting of the Council. In the event that a Representative is unable to attend a scheduled meeting, the Representative shall provide advance notice to the Executive Director or Chairperson or be considered absent. Staff shall keep a record of attendance.

SECTION 4: All meetings are held in accordance with the Open Meetings Act, Public Act 267 of 1976, as amended, and other applicable statutes. All regular meetings are open to the public and meeting notices are available through each member county's office or the Council's website.

SECTION 5: The Council may make any part of a regular meeting closed or call a special closed meeting. The Council may invite any member of its staff or other person to be present at closed proceedings.

SECTION 6: The Annual Meeting shall be the first meeting of the fiscal year.

SECTION 7: All regular and special meetings of the Council and its Committees shall be conducted in accordance with procedures as set forth in the Merriam-Webster *New Robert's Rules of Order*.

ARTICLE IX FINANCIAL CONSIDERATIONS

SECTION 1: The Council shall adopt an annual budget that promotes financial sustainability.

SECTION 2: Upon adoption of the annual budget, the Council shall fix membership assessments for members of the Council. Assessments are proportional to the member's representation on the Council.

Any member which does not pay its assessment within ninety (90) days of due date shall be considered delinquent and shall be ineligible to vote at Council meetings.

SECTION 3: If dissolved, any and all assets of SMPC are distributed in accordance with the proportion of dues paid. If a member county voluntarily forfeits its membership, a refund of cash dues paid for the current fiscal year is distributed on a prorated basis. No more than half of the dues paid shall be refunded. No refunds are given on in-kind contributions.

ARTICLE X COMMITTEES

SECTION 1: Committees, as deemed necessary by the Council, shall be appointed by the Chairperson. Committees may elect a chairperson as needed.

ARTICLE XI AMENDMENTS

SECTION 1: The Bylaws may be amended by a majority vote of the full membership of the Council at any meeting. Any proposed amendment to the Bylaws shall be submitted to the membership at least ten (10) days prior to such meeting.

ARTICLE XII STATUTE

SECTION 1: Regional Planning Enabling Act (Act 281 of Michigan Public Acts of 1945, as amended), is incorporated in and is hereby a part of these Bylaws.