

Region 2 **PLANNING COMMISSION**

Serving Hillsdale, Jackson & Lenawee Counties

BYLAWS OF

REGION 2 PLANNING COMMISSION

As adopted July 9, 1998 and November 11, 1999 and

As amended and adopted May 9, 2024

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Pursuant to the provisions of Act 281 (Regional Planning Commission Act) of the Michigan Public Acts of 1945, as amended, and Act 46 (Regional Economic Development Commission) of the Michigan Public Acts of 1966, as amended, the County Boards of Commissioners of Hillsdale, Jackson, and Lenawee Counties have established the Region 2 Planning Commission.

The Region 2 Planning Commission's primary mission is to promote and foster regional development in the three county region through cooperation amongst local governments and regional partners.

Therefore, this Commission does hereby promulgate and adopt the following by-laws for governing the Region 2 Planning Commission.

ARTICLE 1 ESTABLISHMENT

SECTION 1: This Commission was created under the authority of Act 281 of Michigan Public Acts of 1945, as amended. The Commission was formed as the Jackson Metropolitan Planning Commission in 1956 by the Townships of Blackman, Leoni, and Summit and grew to include all of Jackson County in 1965, including the City of Jackson. The current organization was formed in 1974 when local units of government within the counties of Hillsdale and Lenawee became eligible to join the Region 2 Planning Commission.

SECTION 2: The official title of this Commission is the Region 2 Planning Commission, hereinafter referred to as the "Commission."

ARTICLE II DEFINITIONS

SECTION 1: Definitions

- A. Commission – Region 2 Planning Commission as an organization.
- B. Board of Commissioners – Region 2 Planning Commission governing and policy board.
- C. Board of Commissioners Member – An individual appointed by a local unit of government, dues paying organization, or Commission appointee.
- D. Board Officer(s) – Chair, Vice-Chair, Secretary, and Treasurer of the Board of Commissioners.
- E. Executive Committee – Subcommittee of the Board of Commissioners consisting of the Chair, Vice-Chair, Secretary, Treasurer, and Executive Director.
- F. Fiscal Year – October 1 through September 30.

- G. 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 Commission.
- H. Member – A local unit of government or organization within the Region in good standing with the Commission.
- I. Region – Geographic area defined by the counties of Hillsdale, Jackson, and Lenawee.
- J. R2PC – Region 2 Planning Commission.

ARTICLE III JURISDICTION

SECTION 1: Jurisdiction: The Commission’s jurisdiction is to include the geographic area bounded by the counties of Hillsdale, Jackson, and Lenawee. The area of jurisdiction may include geographic areas outside of the region when the federal or state programs operated by the Commission utilize a different boundary.

ARTICLE IV MEMBERSHIP

SECTION 1: Membership Structure: The Commission shall be composed of those units of government within and including the Counties of Jackson, Lenawee, and Hillsdale which make regular annual contributions to the operating costs of the Commission, with each member providing representative Commissioners to the Board of Commissioners as follows.

- A. County membership: A member county shall have one (1) representative Commissioner per 20,000 population, as follows:
 - a. Jackson County – Eight (8) Commissioners
 - b. Lenawee County – Five (5) Commissioners
 - c. Hillsdale County – Two (2) Commissioners
- B. City and Village: A member city or village shall have one (1) representative up to its initial 20,000 population; and a second representative for its population between 20,001 and 60,000.
- C. Township membership: A member township shall have one (1) representative up to its initial 20,000 population; a second representative for its population between 20,001 and 60,000; and a third representative for its population between 60,001 and 100,000.
- D. School Districts: Shall be provided a non-voting membership.
- E. Alternate Membership: Counties, municipalities, townships, and educational institutions, may appoint alternates to their regular Commissioners. Alternates to Commission Appointments may be made by the Commission.

SECTION 2: Qualifications for Commissioners: The Commission shall be comprised of no less than fifty-one (51) percent local elected officials, however the units of government comprising the Commission recognize that the cooperative contributions of both elected officials and private citizens are essential to the successful performance of the Commission's function. The Commission will attempt to encourage active citizen participation on its membership. County representatives shall be appointed by the member County Board of Commissioners from among their own membership or citizen appointees. City, village, or township representatives shall be appointed by the governing bodies of said local units from among their own membership or citizen appointees. Educational institutions' representatives shall be appointed by their governing board. Commission at large appointments shall be recommended by the Executive Director for consideration and nomination by the Executive Committee with final appointment by the R2PC Board of Commissioners. Executive Committee members may also recommend at large appointments. Commission appointments at large shall be geographically distributed.

SECTION 3: Term of Office: Representative Commissioners shall serve three (3) year terms. Whenever a vacancy occurs for any reason, the resulting vacancy shall be filled in the same manner as the original appointment, for the balance of the unexpired term of such member. Further, this Commission shall have the power to determine, that Commissioners appointed at large may serve shortened or extended terms so that approximately one-third (1/3) of such terms shall expire in each year.

SECTION 4: Resignation: Commissioners may resign at any time, effective immediately or at a specified later date, by giving written notice to the Chair or Executive Director of the Commission. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 5: Removal: A Commissioner may be removed at any time, with or without cause, by a two-thirds vote of all remaining Commission members. The Commission will also consider a position to be vacated if a Commissioner has three (3) unexcused absences in a calendar year. In this case, the Chair will advise the appointing body and request a new appointment.

SECTION 6: Official Commission Communication.

- A. **Communication with Employees:** Communication between Commissioners and Commission employees shall be made only with the knowledge of the Executive Director. Similarly, communications by employees of the Commission with Commissioners shall be made with the knowledge of the Executive Director. The Executive Director shall receive copies of all written communications.
- B. **Information Requests:** Individual Commissioners or Commission Officers may request information from employees; however, requests must be made through the Executive Director unless the Executive Director directs otherwise. Requests to employees shall be in writing with copies made to the Executive Director. In the event a Commissioner requests information from an employee that results in a material amount of time, funds, or

is disruptive to the judgement of the Executive Director, the request may be refused. Such refusal shall be communicated in writing to the requesting Commissioner by the Chair.

SECTION 7: Compensation: The R2PC shall not pay compensation to representative Commissioners for their services as a Commissioner.

SECTION 8: Admission to Membership: Admission of additional counties to membership in the Commission is allowable upon petition of such counties and approval of that petition by the Commission, by the County Boards of Commissioners of the existing member counties, and by Executive Order of the Governor of Michigan.

SECTION 9: Forfeiture of Membership: A member unit may forfeit its membership upon a minimum of six (6) month notice to the Commission offices of a resolution to withdraw by its governing body. Membership dues will not be returned to member units in the case of withdrawal and are payable for the entire six (6) months from the date a written resolution of withdrawal is received by the Commission. A forfeiture of membership that results in a geographic boundary change for R2PC requires a resolution of concurrence by R2PC and acceptance by the State of Michigan.

ARTICLE V PURPOSE AND FUNCTION

SECTION 1: The Region 2 Planning Commission 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 Region 2 Planning Commission 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 continual 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 economic development, land use, transportation, recreation and other physical planning programs among local area 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 Commission.
- 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 Commission.
- 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 commissions; the provision of funds for the use of regional planning commissions; and the supervision of the activities of regional planning commissions 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 Commission.
- 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 and residents.

SECTION 3: The Commission shall make an annual report of its activities to the legislative bodies of the participating local governmental units and the Executive Office of the Governor. The report shall also be made available publicly.

ARTICLE VI ORGANIZATION

SECTION 1: Quorum: The appointed Commissioners shall constitute the general and overall policy-making body of the Commission. Each Commissioner shall have one (1) vote. A quorum at any regular or special meeting shall consist of one-sixth (1/6) of the total Commissioners as of the date of such meeting.

SECTION 2: Officers of the Commission: The officers of the Commission shall include a Chairman, Vice-Chairman, immediate Past Chairman, Treasurer, and Secretary.

- A. **Qualifications of Commission Officers:** Commission Officers shall be an elected official and/or representative from a dues paying organization or governmental unit.
- B. **Election of Commission Officers and Term:** The Nominating Committee shall be responsible for recommending a slate of officers selected from the membership, with at least one officer from each county. Each officer shall serve for a period of not more than one (1) two-year term in each position with the Chairman position rotated among the three Region 2 counties. Election of officers is held in January of even numbered years.

- C. Resignation: Commission officers may resign at any time, effective immediately or at a specified later day, by giving written notice to the Executive Committee of the Commission. The acceptance of such resignation shall not be necessary to make it effective.
- D. Removal: A Commission officer may be removed at any time, with or without cause, by a two-thirds (2/3) vote of all remaining Commission members. The Executive Committee will advise the Commission members and request a new appointment.
- E. Vacancies: Shall be filled in line with Article VI, Section 2(A) with the exception that the election of a Commission officer take place at the Commission meeting following the occurrence of the vacancy.

SECTION 3: Duties of the Officers:

A. Chairman. The Chairman shall:

- a. Exercise the functions of the Office of the Chair of the Region 2 Planning Commission.
- b. Preside at all meetings of the Commission and Executive Committee.
- c. Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Region 2 Planning Commission as directed by the organization's Commissioners.
- d. Appoint all committees, or advisory committees or councils established by the Commission unless otherwise provided by the Commission.
- e. Shall have a vote upon all business considered by the Commission and shall be, ex officio, a member of all committees except the Nominating Committee.
- f. Sign and deliver, in the name of the Commission, all deeds, mortgages, bonds, contract, or other instruments requiring a Commission officer's signature, unless otherwise directed by the Commission.
- g. Have the general powers and duties usually vested in the office of the Chair.

B. Vice-Chair. The Vice-Chairman shall:

- a. Exercise the functions of the Office of the Chair of the Region 2 Planning Commission in the absence of the Chair.
- b. Preside at all meetings of the Commission in the absence of the Chair.
- c. Perform such duties and exercise such powers as are necessary or incident to the supervision and management of the business and affairs of the Region 2 Planning Commission as directed by the organization's Commissioners, in the absence of the Chair.
- d. Sign and deliver, in the name of the Commission, all deeds, mortgages, bonds, contract, or other instruments requiring a Commission officer's signature, unless otherwise directed by the Commission, in the absence of the Chair.

- e. Have the general powers and duties usually vested in the office of the Chair, in the absence of the Chair.
- f. In the event that the office of the Chair shall become vacant by death, resignation, or otherwise the Vice-Chairman shall become Chairman for the unexpired term of the Chairman.

C. Treasurer. The Treasurer shall:

- a. Perform the usual duties of the office, and other such duties as the Commission may direct.
- b. Have charge and custody of all Commission funds and securities, and shall deposit all monies, securities and other valuable effects in the name of the Commission in such depositories as may be designated for that purpose by the Commission.
- c. Be responsible to the Commission for a record of all property acquired by the Commission and shall cause to be kept accounting record showing all financial transactions of the Commission in accordance with generally accepted governmental procedures and standards. Make a financial report at each regular meeting of the Commission, and shall permit inspection of all financial records by any Commissioner at any reasonable time.
- d. Disburse funds of the Commission in accordance with the adopted budget and as otherwise authorized by the approval of the Commission or Executive Committee, taking proper vouchers for such disbursements. In the absence of the Treasurer, withdrawal vouchers on the funds of the Commission may originate with the Secretary or the Chairman or the Vice-Chairman. All vouchers other than payroll must be countersigned by any of the above officers.

D. Secretary. The Secretary shall:

- a. Perform the usual duties of the office, and such other duties as the Commission may direct.
- b. Attend all meetings of the Commission and Executive Committee, and record the minutes of the meetings and have custody of the official minute books of the Commission.
- c. Have charge of all correspondence and notices pertaining to the meetings and official actions of the Commission and Executive Committee.

SECTION 4: Executive Director: The Commission may employ and Executive Director, who shall hold the office at the will and pleasure of the Commission. The Executive Director shall be the chief administrative officer of the Commission, and direct all work programming, staff, and consultants, prepare budgets and financial statements, and generally direct and conduct the day-to-day business and otherwise represent the Commission. The Executive Director shall have general supervision of the operating staff of the Commission, and may employ or discharge any employee, except as otherwise provided by the Commission. The Executive Direc-

tor shall have such other powers and duties as may be delegated by the Commission, including:

- A. The Executive Director shall submit a report of staff activities at all regular meetings of the Commission, and shall submit a report on accomplished, current, and proposed programs at least once (1) each year.
- B. The Executive Director shall be an ex officio member of the Commission, Executive Committee, and all advisory and subcommittees concerned with any element of the work program.
- C. The Executive Director shall submit to the Commission in writing the purpose of, and estimated cost, for all in-state and out-of-state travel, anticipated to cost in excess of \$750. Such travel shall not be undertaken at the expense of the Commission except upon prior authorization by the Commission or its Executive Committee. However, any travel that is necessary in order to undertake an approved project of the Commission that cannot be authorized due to a lack of advance notice, can be taken at the discretion of the Executive Director and approval of at least one (1) officer of the Commission and reported at the following Commission meeting.
- D. Except as stated above, the Executive Director may make commitments or purchases in amounts not exceeding \$5,000.00 without prior authorization by the Commission; provided that the amount does not exceed the funds remaining in the approved budget allocation for that type of expenditure.
- E. The Executive Director shall certify to the Treasurer all payrolls and rates of pay and all invoices for property or services.
- F. With the approval of the Commission the Executive Director may delegate to any of his/her subordinates certain of the special duties and powers assigned to him/her.
- G. The Executive Director shall have such management and administrative employees as deemed necessary and shall determine the hiring process, duties, and responsibilities of such employees.

SECTION 5: Meetings: The Full Commission shall meet six (6) times per year, on a bi-monthly basis, in the months of January, March, May, July, September, and November for the transaction of such business as may be brought before the Commission. Full Commission meetings shall be rotated among the three R2PC counties so that two Full Commission meetings per year are held in each location. The regular meeting schedule of the Region 2 Planning Commission shall be established in September before the start of each fiscal year. All Full Commission meetings, and notices of such meetings, shall comply with the Michigan Legislature Section 16.263, Open Meetings Act, Act 267 of 1976.

- A. Executive Committee Meetings shall be held, as needed, between regular meetings of the Full Commission to exercise all powers of the Commission, subject to the Full Commission's review and approval, and provided such actions are not inconsistent with general policy of the Commission. A majority of the Executive Committee in office at the time shall be necessary to constitute a quorum and, in every case, an affirmative vote of

a majority of the members of the committee present at a meeting shall be necessary for the taking of any action. The Executive Committee shall also meet at the call of its Chair or any other two (2) members of the committee.

- B. Special Meetings of the Commission may be called at any time by direction of the Executive Committee, the Chairman, or upon written request to the Chairman by ten (10) or more Commission members. Notice of special meetings shall specify the business to be transacted and no other business shall be considered.
- C. Notice. Due and proper notice of regular or special meetings shall be considered to have been given if such notice is placed in the mail at least five (5) days prior to such meeting. Any Commissioner, however, shall have been deemed to waive such notice by his attendance at any such meeting.

SECTION 6: Rules of Order: The Region 2 Planning Commission shall conduct its business in accordance with the most recent Robert's Rules of Order.

SECTION 7: Amendments: These by-laws may be amended, revised, repealed, or expanded by a two-thirds (2/3) majority of the Commissioners present and voting at any regular or special meeting.

SECTION 8: Repeal of Conflicting Rules: These by-laws adopted; supersede all other rules of operating previously adopted by the Full Commission. Any rules inconsistent with these by-laws are hereby repealed.

ARTICLE VII STANDING COMMITTEES

SECTION 1: All standing committees shall consist of a minimum of five (5) members appointed, with the exception of the Executive Committee, from the membership of the Commission. Committees may elect a chairperson, as needed.

SECTION 2: Executive Committee: The Executive Committee shall consist of the Chair, the Vice-Chair, the Treasurer, the Secretary of the Full Commission, and Executive Director. During intervals between Full Commission meetings, the Executive Committee shall possess, and may exercise, all the powers and functions of the Full Commission, as needed. A majority of the Executive Committee in office at the time shall be necessary to constitute a quorum and, in every case, an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action. The Executive Committee shall also meet at the call of its Chair or any other two (2) members of the committee.

SECTION 3: Personnel and Finance Committee: A Personnel and Finance Committee shall be appointed annually at the September meeting of the Commission in advance of each fiscal year by the Chairman. One of the Commissioners appointed shall be the Treasurer.

- A. The purpose of the committee is to review personnel and financial concerns of the Commission and provide recommendations to the Executive Director, the Executive Committee, and/or the Commission. Meetings shall be held at the request of the Executive Director or at the call of one the Committee members.

SECTION 4: Nominating Committee: A Nominating Committee shall be elected at the November Commission meeting in every other odd numbered year, beginning in 2025, or as needed to recommend a replacement for any vacant office position. The Nominating Committee shall be responsible for recommending a slate of officers selected from the membership of the Full Commission. Election of officers will take place at the January Full Commission meeting, in every other even numbered year, beginning in 2026.

ARTICLE VIII JACKSON AREA COMPREHENSIVE TRANSPORTATION STUDY (JACTS)

SECTION 1: Purpose: The Jackson Area Comprehensive Transportation Study (JACTS) Metropolitan Planning Organization (MPO) is the designated MPO for the Jackson Urbanized Area. The study area is defined by the adopted Metropolitan Area Boundary, or MAB, which encompasses all of Jackson County. The Jackson MPO, or JACTS, is staffed and assisted in its work by the Region 2 Planning Commission. The JACTS Policy Committee provides coordinated leadership and direction for the development and conduct of the continuing, cooperative and comprehensive transportation planning process in the Jackson Urbanized Area, in accordance with the provisions of Title 23 United States Code, Section 134. The membership of the JACTS Policy Committee shall consist of a duly appointed representative from each local unit of government comprising the Jackson Urbanized Area as defined by the most current United States Census Bureau Decennial Census and one representative from the Michigan Department of Transportation.

SECTION 2: Duties: The JACTS Policy Committee shall constitute the forum for cooperative transportation decision making by elected officials of the general purpose governments organized to develop area wide transportation plans and programs within the Jackson MPO boundary. The JACTS Policy Committee shall:

- A. Approve policy for a continuing, cooperative and comprehensive transportation planning process.
- B. Review and adopt the MPO Metropolitan Transportation Plan (MTP) and update as necessary.
- C. Review and adopt the MPO Transportation Improvement Program (TIP) and review the allocation of federal eligible projects within each year of the TIP.

- D. Approve MPO Transportation Improvement Program (TIP) amendments as requested by participating agencies and forward approval submittals to Michigan Department of Transportation.
- E. Ensure the MPO, MTP, and TIP conform to the Michigan Transportation Conformity Air Quality State Improvement Plan (SIP), pursuant to Title 23 Code of Federal Regulations, Section 450 as determined in accordance with the U.S. Environmental Protection Agency conformity regulation (Title 40 code of Federal Regulations part 51).
- F. Review and approve the MPO Unified Planning Work Program that details work activities and proposed budget.
- G. Adopt and implement a Public Participation Process that outlines the promotion and utilization of public involvement and is described in the Participation Plan.
- H. Act on recommendations of the JACTS Technical Committee.
- I. Ensure the efficient and effective use of Federal Highway Administration (FHWA) Metropolitan Planning (PL) and Federal Transit Administration (FTA) Section 5303 funds.
- J. Annually certify that the Transportation Planning Process is meeting the requirements of 23 Code of Federal Regulations 450.

SECTION 3: Reporting: Region 2 Planning Commission staff, acting as staff for JACTS, will provide a report of JACTS activities and approvals to the R2PC Full Commission at each Commission meeting.

ARTICLE IX FINANCIAL AFFAIRS

SECTION 1: Dues: The Commission shall set annual membership dues to be paid by each member, on a per capita basis utilizing the most recent Census data. Dues shall be required of counties, cities, villages, townships, educational institutions, and school districts as a condition of membership.

SECTION 2: Contracts and Grants: The Board of Directors may authorize the Executive Director by an annual resolution to enter into any contract or execute and deliver any instrument in the name and on behalf of the Commission, and any such authority may be general or confined to specific instances pertaining to the annual work plan and budget.

SECTION 3: Records and Audits: An annual audit shall be conducted each fiscal year by a third-party certified public accounting firm and made available to members within 120 days of the end of the year being audited.

SECTION 4: Signatories: The Chair, Vice-Chair, Treasurer, and Secretary are authorized to sign checks drawn on the Commission's accounts in payment for authorized expenditures or necessary withdrawal of savings. It shall be Commission policy to require two (2) signatures on all manual checks.

SECTION 5: Deposits: All funds of the Commission shall be deposited to the credit of the Commission in such banks, trust companies, or other depositories.

SECTION 6: Documents Kept at Registered Office: The Commission shall cause to keep at the registered office of the Region 2 Planning Commission originals, or copies, of:

- A. Records of all proceedings of the Full Commission and all committees having any authority of the Full Commission, including minutes of meetings,
- B. Records of all votes and actions of the Full Commission,
- C. Accounting records, including financial statements of the Region 2 Planning Commission,
- D. Bylaws of the Region 2 Planning Commission, and any other applicable organizational documents, all amendments and restatements thereof.

ARTICLE X STATUTE

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