



# BYLAWS

*Approved January 29, 2008*

Southwest Michigan Planning Commission

376 West Main Street, Suite 130

Benton Harbor, MI 49022

269-925-1137

Amended through January 2008

*In recognition of his years of service to the  
Southwest Michigan Planning Commission,  
and especially for his commitment to the revising of these bylaws:  
this document is dedicated to the memory of*

***John Newcomer***

*Berrien County Citizen Representative*

## **ARTICLE I: COMMISSION ESTABLISHED**

There is hereby established a Regional Planning Commission, to be known as the Southwest Michigan Planning Commission (hereafter called the “Commission” or “SWMPC”) as a service agency for business and government in Southwestern Michigan, that being the Counties of Berrien, Cass, and Van Buren.

## **ARTICLE II: AUTHORITY**

This Commission is established under the authority of the Regional Planning Commission Act 281, 1945, as amended, to coordinate Regional Planning and Development Programs in the Counties of Berrien, Cass, and Van Buren, all located in the State of Michigan.

## **ARTICLE III: PURPOSE**

The Southwest Michigan Planning Commission shall be a voluntary organization of local governments which fosters a cooperative effort in resolving problems, policies, and plans that are common and regional. The purpose of this organization is:

1. To serve as a mutual forum to identify, discuss, study, and bring into focus regional challenges and opportunities;
2. To serve as a vehicle for the collection, exchange and dissemination of information;
3. To provide a continuing organizational mechanism to insure effective communication and coordination among governments and agencies;
4. To foster, develop, and review policies, plans, and priorities for regional growth, development, and conservation;
5. To facilitate agreements and cooperative action proposals among member governments for specific projects or other interrelated developmental needs and for the adoption of common policies and plans with respect to common regional challenges;
6. To maintain liaison with members, governmental units, and groups or organizations and to serve as regional spokesman and advocate for local government upon their request;
7. To furnish general and technical aid to member governments, as they request and direct, to promote and accomplish Commission approved agreements, policies and plans;
8. To review and coordinate federal state, and local programs of regional importance; and,

9. To provide necessary assistance to local governments, agencies, and individuals in securing state and federal funding programs that would have regional significance.

## **ARTICLE IV: COMMISSION DUTIES AND RESPONSIBILITIES**

### **A. Functions and Operations**

The duties and responsibilities of the Commission shall be to carry out the functions and operations associated with meeting the letter and the intent of Michigan Public Act 281.

### **B. Regional Clearinghouse Review Duties**

1. The Commission will retain an agenda item for discussion and submittal of comments on any Clearinghouse Review applications.
2. The Commission will take action to “clear” all applications and record same in minutes.

### **C. Ballot Proposals and Legislative Issues**

The Commission may take positions on matters before the voters or the legislature upon review by the Administration Committee. Members wishing to have a position taken will so request at least ten (10) days prior to an Administration Committee meeting. Staff will provide analysis, both pro and con. All such positions are subject to full Commission approval by a two-thirds majority of the entire membership.

## **ARTICLE V: MEMBERSHIP AND REPRESENTATION**

### **A. Membership Eligibility**

All counties, townships, cities, and villages included in the counties of Berrien, Cass, and Van Buren in Michigan shall be eligible for membership according to the stipulations hereinafter contained.

### **B. Representation**

The membership of the Commission shall consist of members appointed in the following manner:

1. Members from each of the three member County Boards of Commissioners, apportioned as follows: Up to 75,000 population, two members; 75,001 – 150,000, three; +150,000,

four. These County Commissioners are to be selected by each of the individual County Boards of Commissioners of Berrien, Cass, and Van Buren Counties for two-year terms commencing at the first full board meeting of the year.

2. The mayor of any city with a population of more than 9,000 people based upon the most recent United States Census of Population is also eligible for membership. If no city within a county has a population of 9,000 the mayor of the largest city of each county is automatically eligible for membership on the Commission.
3. The township supervisor of any township with a population of more than 9,000 based upon the most recent U.S. Census is also eligible for membership.
4. Also, townships with populations less than 9,000 as determined by the most recent U.S. Census shall be grouped together by county and entitled to two representatives per group per county. The representatives, who shall be township supervisors, or their designees, shall be chosen by official action of the respective county chapters of the Michigan Townships Association for two-year terms.
5. Fifteen non-elected residents of Berrien, Cass, and Van Buren Counties are also eligible for membership. These members shall be appointed by the three County Boards of Commissioners according to the following formula: Berrien County, seven appointees; Cass County, four appointees; Van Buren County, four appointees. One member of each shall be a member of a County Planning Commission. These citizen appointments shall be made with the goal of attaining the necessary representation to qualify the SWMPC as an Economic Development District. These citizen appointees may be individuals representing business, business organizations, industry, finance, agricultural professions, organized labor, utilities, education, public health agencies, racial or ethnic minorities, seniors, youth, and the unemployed.

The Commission's goals include meeting the qualifications as an U. S. Economic Development Agency Economic Development District. The Commission membership shall meet the necessary criteria for an EDA Economic Development District. In order to insure this, the Commission hereby retains to itself the right to set the qualifications of citizen members to be appointed by the three counties.

6. Any federally recognized tribe headquartered within the region shall have the right to appoint one at-large member for a term of three years, the first term commencing January 1, 1999.
7. It is the intent of the Commission to be representative in terms of minority membership on its governing board. Therefore, to achieve this goal, the make-up of the Commission shall at least reflect the minority representation as found in the total population of the region. The percentage of minorities as established by the most recent U.S. Census shall be the basis for determining a like percentage as a minimum for minority representation on the Commission.
8. The Commission will also strive to maintain adequate female representation upon its governing board.
9. For all appointed citizen members the term of office shall be three years. 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.
10. In the event a position selected by the county MTA Chapter remains vacant in excess of 90 days, the County Board of Commissioners from the county in which the vacancy occurs shall appoint an appropriate representative.
11. The legislative body of constituent counties, cities, villages, and townships which are represented by a Commissioner on the SWMPC may appoint an alternate Commissioner by the same method and manner as the Commissioner was appointed. Such alternate Commissioner shall serve in the place of the Commissioner in the event of the Commissioner's absence at any SWMPC meeting. The appointment of such alternate shall be made known in writing to the SWMPC by the legislative body appointing the alternate Commissioner, and such appointment shall be subject to the approval of the SWMPC. The alternate Commissioner shall have the same powers and duties as the Commissioner has, in accordance with these bylaws, in the Commissioner's absence.

## **ARTICLE VI: MEETINGS**

### **A. Regular Meetings**

Regular meetings of the Commission shall be held on such date and at such place as the Commission may approve. Meetings of the Commission shall be open to the public.

**B. Special Meetings**

Special meetings of the Commission may be called at any time by direction of the Chair or upon written request to the Chair by ten or more Commission members. Notice of special meetings shall specify the business to be transacted.

**C. Notice of Meetings**

Proper notice of regular or special meetings shall be made in accordance with the State of Michigan Open Meetings Act.

**D. Location of Meetings**

1. Regular meetings of the Full Commission may be held in the county of the current Commission chair. The exact location will be selected by the chair in consultation with the Executive Director.
2. Administration Committee meetings held in conjunction with other committee meetings will also conform to point #1.
3. Other Administration Committee meetings may be held in the Commission’s offices, or at another suitable location.
4. Locations for the following meetings will be selected by the Commission Chair or respective committee chair in consultation with the Executive Director:
  - a. Special Commission Meetings
  - b. Meetings of the Commission for strategic planning or training purposes
  - c. Special meetings of any committee or subcommittee
  - d. Other meetings sponsored by the Commission for training, information, etc

**E. Quorum**

A quorum at any regular or special meeting of the Full Commission shall consist of fifteen or more members or alternates of the Commission, with at least two representing each county.

**ARTICLE VII: EXECUTIVE DIRECTOR**

The Commission shall employ an Executive Director, who shall hold office by written agreement with the Commission. The Executive Director shall be the chief administrative officer of the

Commission, providing direction to its work and management of its activities. He/she shall supervise the operating staff of the Commission, and may employ or discharge any employee except as otherwise provided by the Commission in the personnel policies. He/she shall have such other powers and duties as may be delegated to him/her by the Commission. These shall include the following:

1. The Executive Director shall submit a report of staff activities at all regular meetings of the Commission, and shall submit a report on the accomplished, current and proposed SWMPC programs at least once each year.
2. The Executive Director shall be an ex-officio member of all advisory committees and subcommittees concerned with any element of the work program.
3. The Executive Director shall submit major SWMPC publications for general distribution to the Commission for acceptance.
4. The Executive Director shall certify to the Treasurer all payrolls and rates of pay and all invoices for property or services.
5. The Executive Director may delegate to any of his/her subordinates certain of the special duties and powers assigned to him/her.
6. The Executive Director will cultivate and enter into contracts for new projects including, but not limited to, technical assistance to area municipalities and the general public up to, and including, \$75,000. Contracts for services greater than \$75,000 will require the approval of the Executive Committee.

## **ARTICLE VIII: VOTING**

### **A. Voting Representation and Majority**

Voting by the Commission shall be conducted in the following manner:

1. A quorum of the Commission shall consist of fifteen or more members or alternates of the Commission, with at least two representing each county.
2. Each official representative shall have one vote. The affirmative votes of a majority of those present are required for policy recommendations or other official actions.
3. A member of the board or of a committee designated by the Commission may participate in a meeting using a conference telephone or other means of remote communication

through which all persons participating can communicate with each other. Alternative participation in this manner constitutes presence at the meeting.

**B. Voice and Roll Call Voting**

Voting in Commission meetings may be either by voice vote or roll call vote. A roll call vote shall be conducted upon the demand and support of any official representative present, or at the discretion of the presiding officer. Voting by alternative participation is acceptable.

**ARTICLE IX: FINANCE**

**A. Fiscal Year**

The fiscal year of the Commission shall be established by the Administration Committee, subject to the approval of the full Commission.

**B. Annual Contribution**

The annual contribution for participating members shall be adopted by the Commission at the regular July meeting each year and shall be forwarded to the members. The contribution for the forthcoming year shall be based upon a per capita formula using a uniform current national or state population count determined by the Commission. The local funding formula shall be composed of three separate elements:

1. a per capita rate, equal for all counties, comprising a contribution to maintain the professional staff support for required certification and/or eligibility determinations;
2. an additional contribution for the conduct of other Commission responsibilities; and,
3. a special contribution from any or all members for other specified purposes when requested, determined necessary, and approved by the Commission.

**C. Budget**

1. The Executive Director shall prepare the annual preliminary budget and submit the budget upon approval of the Administration Committee to the Commission prior to the start of the fiscal year following the approval of the members' budgets. The Commission shall approve the final budget at the first full Commission meeting of the fiscal year.

Said Commission budget shall not contain deficit spending and shall be balanced at all times with revenues equal to or greater than anticipated expenditures.

2. The Commission shall endeavor to maintain a fund balance at a level representative of three to six months operating expense.

**D. Annual Audit**

The financial records of the Commission shall be audited by a certified public accountant within one year after the end of the longest period permissible by governmental audit guidelines.

**ARTICLE X: OFFICERS, ELECTIONS, AND VACANCIES**

**A. Officers**

Officers of the Commission shall consist of a Chair, Vice Chair, Secretary, Alternate Secretary, Treasurer, and Alternate Treasurer, to be known as the Executive Committee, with all three counties represented.

**B. Terms and Nominations**

The officers shall be chosen annually for one-year terms, the Chair serving no more than two consecutive terms, from among the official representatives. A nominating committee consisting of not less than three official representatives, one from each county, shall be appointed by the Chair at least two weeks prior to the annual meeting of the Commission. This Committee shall propose a slate of candidates for the offices of Chair, Vice Chair, Secretary, Alternate Secretary, Treasurer, and Alternate Treasurer. Nominations may also be made from the floor by an official representative. A majority vote of the official representatives present is required for election to any office. In the event such a majority is not obtained for any office on the first ballot, a second ballot shall be taken with the voting limited to the two candidates receiving the highest number of votes on the first ballot for such office.

**C. Elections**

Elections shall be held at the first meeting of the year of the full Commission. Newly elected officers shall take office on adjournment of this meeting.

**D. Cessation**

Each person who is an official representative shall cease to be such immediately upon their ceasing for any reason to be the mayor of a member city, supervisor of a member township, or a member of a Board of County Commissioners of a member county. Any alternate shall immediately be disqualified and cease to be such alternate upon their ceasing to be a member of the legislative body of the member county, city or township which so designated them. Any appointed representative shall immediately cease to be such upon their ceasing to be a representative of the interest they were originally appointed for.

**E. Vacancies**

A vacancy shall immediately occur in the office of Chair, Vice Chair, Secretary, Alternate Secretary, Treasurer or Alternate Treasurer upon the resignation or death of the person holding such office, or upon their ceasing to be an official representative of a member city, township, or county. Upon a vacancy occurring in the office of Chair, the Vice Chair shall automatically and without further action become Chair for the balance of the unexpired term. Upon a vacancy occurring in the office of Secretary, Alternate Secretary, Treasurer, or Alternate Treasurer, the Commission shall elect a member from among the official representatives to serve for the balance of the unexpired term.

**ARTICLE XI: COMMITTEES AND ADVISORY COUNCILS**

**A. Appointment of Committees**

The Commission Chair shall appoint annually an Administration Committee and standing committees, and/or advisory bodies, as deemed appropriate by the Commission. All actions of the standing committees and advisory bodies shall be subject to final approval by the full membership.

**B. Executive Committee**

The Executive Committee shall consist of the elected officers. Duties include approval of project and program contracts over \$75,000, and the first level of personnel conflict resolution. The Executive Committee will be available to advise the Executive Director on critical matters arising between scheduled meetings.

**C. Administration Committee**

The Administration Committee shall consist of the Commission officers, immediate Past Chair, Chair of each Standing Committee and shall include at least one County Commissioner from each member County. When necessary to meet federal or state guidelines, the Chair is authorized to appoint additional members to the Administration Committee. The Commission Chair shall serve as the Administration Committee Chair.

The Administration Committee shall make final decisions on employee appeals in accordance with the personnel policies; expenditures and service contracts in accordance with the financial management policies and procedures; and other matters requiring immediate action. The Commission has the right to review such actions upon the request of a member. It shall be the duty of the Administration Committee to oversee the operations of the Commission and the performance review of the Executive Director.

**D. Standing Committees**

Standing Committees shall consist of members of the Commission selected to provide representation from all geographic areas. It shall be the duty of a Standing Committee to oversee the administration of a specific program or issue.

**E. Other Committees**

Other advisory or select Committees shall consist of members and others as appointed by the Chair. The purpose and operational procedures of these bodies shall be approved by the Commission.

## **ARTICLE XII: RATIFICATIONS AND AMENDMENTS**

### **A. Ratification**

These bylaws shall take affect upon approval and adoption thereof by the Commission.

### **B. Notice of Amendment**

Any proposed amendment to these bylaws shall be distributed to each member of the Commission at least two weeks prior to the meeting at which the amendment will be considered.

### **C. Adoption of Amendment**

These bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Commission.

ADOPTED AND APPROVED BY  
THE SOUTHWEST MICHIGAN PLANNING COMMISSION  
THIS THIRTEENTH DAY OF NOVEMBER, 1974  
AS AMENDED THROUGH JANUARY 29, 2008

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David Bly, Chair