

AGENDA

Chippewa-St. Croix Passenger Rail Commission
Tuesday, August 30, 2022, at 12:30 p.m.

Virtual Meeting Only

Join from Meeting Link:

<https://eau Clairecounty.webex.com/eau Clairecounty/j.php?MTID=m70599b4bfdecde87842aa3a153f0a641>

Join by meeting number: 2592 655 8045 **Password:** RedXfq6Km44

Join by Phone: 1-415-655-0001 **Access Code:** 2592 655 8045

1. Call to Order and confirmation of meeting notice
2. Roll call
3. Public Comment
4. Chippewa-St. Croix Passenger Rail Commission Bylaws - **Discussion/Action**
5. Adjourn

Prepared by: Samantha Kraegenbrink – Assistant to the County Administrator

Please note: Upon reasonable notice, efforts will be made to accommodate the needs of disabled individuals through sign language, interpreters or other auxiliary aids. For additional information or to request the service, contact the County ADA Coordinator at 839-6945 (FAX) 839-1669 or (TDD) 839-4735 or by writing to the ADA Coordinator, Human Resources Department, Eau Claire County Courthouse, 721 Oxford Ave., Eau Claire, Wisconsin 54703.

BY-LAWS

CHIPPEWA/ ST. CROIX RAIL COMMISSION

1. NAME.

The name of this Commission shall be the “Chippewa/St. Croix Rail Commission,” hereinafter referred in this document as “Commission.”

2. OFFICE.

The Commission may have such offices and places of business at such locations that the Commission may from time to time designate.

3. PURPOSE.

The purpose of the commission is to advance the public interest by pursuing the implementation of passenger rail service and other public transportation improvements to serve the St. Croix Valley and the Chippewa Valley.

The activities that the commission could participate in may include:

- Identify the public benefits of passenger rail and other public transportation improvements to connect the Chippewa/St. Croix region to the Twin Cities, as well as Madison, Milwaukee, and Chicago.
- Identify, support, and facilitate initiatives to implement passenger rail service, including public-private partnerships, sponsors, operators, federal and state funding opportunities, relationships among governments and stakeholders, feasibility studies, and the like.
- Pursue opportunities for transit orientated development, value capture financing, and other community-related benefits at station locations to ensure the fullest possible economic benefits from service implementation.
- Foster cooperation among Wisconsin and Minnesota governments, agencies, and other entities. Determine the long-term role of the Commission, or other organization that might be created to coordinate public involvement in the service, including any legislative or other action that might be needed. Participate in determining the appropriate project roles for the Commission, state DOTs, counties and municipalities, private partners, real estate developers, and advocacy or educational organizations like the West Central Wisconsin Rail Coalition.

- Determine and coordinate zoning, environmental, safety, and other regulatory-related requirements.
- Participate in current and future planning processes, including the Wisconsin and Minnesota State Rail Plans, Federal Railroad Administration Midwest Corridor Study, and the local MPO.

4. TERM

These Bylaws shall become effective upon approval by the Commission and shall continue in full force and effect, **including any approved amendments**, for such time as the Commission remains in effect.

5. MEMBERS OF THE COMMISSION.

Membership shall consist of local units of government in Western Wisconsin including Counties, Cities and Villages where or near to where the proposed passenger rail corridor will be located, and have passed a resolution committing to the creation and development of the Commission. The following governmental bodies are the initial members (hereinafter referred to as “Member”) of the Commission: City of Altoona, City of Eau Claire, City of Hudson, City of Menomonie, City of New Richmond, Village of Baldwin, Dunn County, Eau Claire County, St. Croix County, **and two members from the West Central Wisconsin Rail Coalition**. Each Member shall designate ~~a single~~ individual(s) to be ~~its~~ representative(s) to the Commission. The representative shall have the authority to vote on behalf of the Member. A Member can change who will act as their representative at any time but must notify the Commission of any changes in writing. The Commission may add or remove a member from the Commission from time to time as reflected in these Bylaws, by a resolution adopted by a majority of the Members of the Commission. With one hundred twenty (120) days written notice to all Members of the Commission, a Member may withdraw its membership from the Chippewa/St. Croix Rail Commission.

6. VOTING

Each Member will have one vote on matters that come before the Commission.

7. Quorum

A Quorum shall consist of a majority of the voting membership.

8. OFFICERS

A. Number, Term.

At its first meeting the Commission shall elect a Chair and Vice Chair from its Members to serve until the first annual meeting in the year 2022. Thereafter,

each year at the annual meeting the Commission shall elect a Chair and Vice Chair to serve for 1-year terms. The Secretary/Treasurer shall be elected at the first annual meeting starting with the year 2022 and shall serve a three (3) year term, with subsequent elections occurring at the annual meeting in the corresponding year for the end of the Secretary/Treasurer's term.

B. Chair

The Chair shall preside at all regular and special meetings of the Commission, except as otherwise provided in these Bylaws. All actions approved by the Commission for which documents must be executed shall be executed by the Chair on behalf of the Commission. The Chair's signature, attested to by the Secretary/Treasurer of the Commission, shall be binding as the signature of the Commission. The Chair shall exercise all power and perform all duties assigned by resolution or motion of the Commission for by the parliamentary authority adopted by the Commission. The Chair of the Commission may make a motion and has the same voting rights and responsibilities as other Members.

C. Vice Chair

The Vice Chair shall have such powers and duties as are assigned by resolution of the Commission, except as limited by these Bylaws. The Vice Chair shall perform the duties and have the powers of the Chair during the absence or incapacity of the Chair.

D. Secretary/Treasurer

The Secretary/Treasurer shall be responsible for keeping the records of the Commission, including the meeting minutes, and a record of the finances of the Commission. The Secretary/Treasurer shall have the responsibility to attest to the signature of the Chair as the signature of the Commission.

9. MEETINGS AND NOTICES

A. Place of meeting

The Commission shall hold meetings, may have an office, and keep full and accurate records of all proceedings at the principal office or at any other place or places as the Commission from time to time may determine.

B. Regular meetings

At the annual meeting, the Commission will establish a schedule of meetings for the following year, setting the date, time, and location of the meeting and determine if meetings will be held in person, by a virtual method, or a hybrid format with some Members appearing virtually and others attending in person. Virtual and hybrid meetings will be conducted in compliance with the open meetings law allowing the public access to the meeting by electronic means. For virtual or hybrid meetings, the Commission will post

on the meeting notice information on how the public can access the meeting electronically through a web address and/or a phone number.

C. Special and emergency meetings

The Commission may hold special meetings at any time upon call of the Chair, or any two Members with the consent of the Chair and with notice at least three (3) days before the meeting given to each Member of the Commission unless waived, or by and three Members with notice at least three (3) days before the meeting given to each member of the Commission unless waived. Notice shall be given to the public of such meetings in accordance with Wisconsin Open Meetings Law, Wis. Stats. §§ 19.83, 19.84.

D. Annual meeting

The Commission shall hold an annual meeting in the month of May of each year for the purpose of electing officers, establishing a schedule of regular meetings for the year, and conducting such additional business as the Commission deems appropriate.

E. Open meeting law

All Commission and Committee meetings of the Commission are subject to the Wisconsin Open Meetings Law, Wis. Stats. §§19.83,19.84. The Secretary/Treasurer is determined to be the custodian of the Commission's records.

10. COMMITTEES

A. Commission Committees

The Commission may establish standing committees and the Chair may establish ad hoc committees of the Commission. The Chair shall appoint the Members to each committee. Each committee shall solely be advisory to the Commission and no committee shall have the authority to exercise the Commission's authority or bind the Commission. Such committees shall at all times be subject to the direction and control of the Commission and shall report to the Commission upon request or as otherwise specified in these Bylaws. Each Member of a committee shall have one vote. Standing committees of the Commission may include an Executive Committee and such other committees as determined by the Commission.

B. Advisory Committees

The Commission may establish advisory committees. The Commission shall appoint Members to and the chairs of the advisory committees. Meetings shall be held at the call of each advisory committee chair. Each committee shall solely be advisory to the Commission and no committee shall have the authority to exercise the Commission's authority or bind the Commission. Such committees shall at all times be subject to the direction and control of the Commission and shall report to the Commission upon request or as

otherwise specified in these Bylaws. Each Member of a committee shall have one vote.

The Commission shall elect one or more delegate(s) and alternate(s) to be a representative for the Commission at WisDOT, MnDOT or state legislative committees.

C. Ex-Officio Members.

The Commission shall have the authority to add non-voting Ex-Officio member(s) who have knowledge, a background, or expertise in areas such as passenger rail development, jurisdictional issues, or business development related to rail transportation corridors. The Ex-Officio member(s) could include regional officials from a department of transportation, business development groups or others with expertise in the development and operation of a rail corridor.

At the time of appointment of an Ex-Officio member, the board shall determine if the Ex-Officio member shall be a temporary or permanent member of the board. If the member is to be temporary the board will set an expiration date for the membership.

11. ORDER OF BUSINESS:

The order of business at all regularly scheduled meeting so the Commission shall be as follows:

- a. Call to order
- b. Approval of agenda
- c. Approval of minutes of preceding meeting
- d. Approval of checks and claims
- e. Committee reports
- f. Business items
- g. Other Business
- h. Adjournment

12. WORK PLAN AND BUDGET

Each year, the Commission shall review and discuss a preliminary annual Work Plan and Budget, together with a statement of sources of funding including any expenses to be paid by the Commission. The Commission shall adopt a final annual Work Plan and Budget no later than Six (6) months after adoption of these by laws and by the end of each calendar year thereafter.

The Commission may contract with one of the Members or with an outside firm to provide any and all budgeting and accounting services necessary or convenient for the Commission's Work Plan and Budget. Such services may include, but not be limited to: management of all funds, including contributions and grant monies,

payment for contracted services, keeping of the books, minutes documents and records of the Commission and other relevant bookkeeping and recordkeeping.

13. PARLIMENTARY PROCEDURE/AUTHORITY

The meetings of the Commission shall be governed by the rules contained in the current edition of *Robert's Rules of Order Newly Revised* as applicable and which are not inconsistent with these Bylaws, or any special rule or order adopted by the Commission.

14. ACTIONS OF THE COMMISSION

Any official action shall be taken by resolution or motion by a recorded vote in accordance with the Agreement. A written record all oral resolutions or motion will be made and reflected in the minutes of the meeting.

The Chair may conduct voting on uncontested items by general consent by asking the question of the Members as to whether there is any objection. If an objection is made, a formal vote must be taken.

All actions of the Commission require a simple majority vote of the voting Members present. The Commission may determine, by amendment of these bylaws which items may require a super majority vote(2/3rd).

15. AMENDMENT

These bylaws may be amended on a 2/3 vote of entire membership. Proposed amendments, showing current language, proposed amendment language, and final language if amendment is approved shall be provided to members on no less than 30 days' advance notice.

These Bylaws were **initially** adopted by a majority of the Members of the Commission on the 25th day of April, 2022, and amended on the _____ day of _____, 2022.