

WCHA Bylaws

Amended June 2011

ARTICLE I – ASSOCIATION BYLAWS

Section 1 – Authority: The Board of Directors may adopt Bylaws to implement the powers delegated to the Board pursuant to Article XI, Section 1 of the Constitution.

Section 2 – Bylaw Amendments: The Bylaws may be amended at any regular meeting of the Board of Directors at which a quorum is present upon a majority vote of the Directors present and voting.

Section 3 – Biennial Organization Meeting: The Bylaws shall be reviewed from time to time as deemed necessary by the Board of Directors, but at least once every two (2) years, at the biennial organization meeting pursuant to Article XI, Section 4.B of the Constitution.

ARTICLE II – EXECUTIVE COMMITTEE

Section 1 – Authority: The Executive Committee shall exercise all the powers of the Board of Directors as may be lawfully delegated, in writing in the Bylaws, by the Board when the Board is not in session pursuant to Article XI, Section 2 of the Constitution.

ARTICLE III – COMMITTEES

Section 1 – Authority: The Board of Directors may create committees as deemed necessary or useful to the conduct of Association business in accordance with Bylaws adopted by the Board pursuant to Article XI, Section 1 of the Constitution.

Section 2 – Authority: The President, subject to the approval of the Executive Committee, may create steering committees as deemed necessary or useful to the conduct of Association business in accordance with Bylaws adopted by the Board pursuant to Article XII, Section 1 of the Constitution.

ARTICLE IV – DISTRICT COMMITTEES

Section 1 – Authority: The Districts are encouraged by the Board of Directors to create district committees in accordance with Bylaws adopted by the Board pursuant to Article XII, Section 2 of the Constitution.

Section 2 – Membership: All Individual Members within a particular district, as defined in Article IV, Section 2 of the Constitution, shall be members of a district committee. The District Committee shall elect its own officers. The committee shall meet on call of the chair. A majority of the committee shall constitute a quorum at each meeting. The

committee may appoint subcommittees to study specific subjects. The agenda and minutes for all committee meetings shall be forwarded to the Association Secretary.

ARTICLE V – STANDING COMMITTEES

Section 1 – Authority: The Board of Directors may create standing committees in accordance with Bylaws adopted by the Board pursuant to Article XII, Section 2 of the Constitution.

Section 2 – General: Each standing committee of the Association shall operate under Bylaws created for that purpose and may create operating guidelines subject to the approval of the Executive Committee. The agenda and minutes for all standing committee meetings shall be forwarded to the Executive Director of the Association. All minutes for each standing committee shall be forwarded to the Executive Director no more than 10 days following the meeting.

The standing committees shall operate pursuant to the following Articles:

Section 3 – Committee Membership: All standing committees of the board as identified in article V shall allow for alternates to attend and vote in place of the appointed committee member. The alternate shall be a commissioner from the same district and selected by the appointed member or the district. The chairman of the committee shall be notified of an alternate participation prior to the meeting.

- VI. Machinery Management
- VII. Bridge
- VIII. Legislative
- IX. Audit
- X. Conference Coordinating
- XI. Utility
- XII. Level of Service (LOS)
- XII. Safety & Training
- XIII. Technical Advisory Committee
- XIV. CHAPPS (County Highway Association of Past Presidents)

ARTICLE VI – MACHINERY MANAGEMENT COMMITTEE

Section 1 – Committee Membership: This standing committee of the Association shall be comprised of sixteen (16) members. One (1) highway commissioner and an appropriate staff member shall be elected to serve on the committee by the Individual Members within a particular district. The committee shall elect its own officers. The committee shall meet on call of the chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees to study specific subjects. Subcommittee members may be committee members or volunteer members of the Association. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: Members of this committee shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) members having served the extent of their 4 year term shall be replaced each year by district elections held at least one month prior to the regular winter meeting of the Association and the Term shall take effect immediately upon election. Each Member of this committee shall serve until their successor is elected or appointed. Vacancies shall be filled for the remainder of a Member’s term by district election. In the event there is no district election, the Executive Committee shall appoint a member of the committee after consultation with the Board of Directors.

Section 3 – Purpose and Scope: This committee shall continuously study county highway department machinery management policy and related matters including machinery rates. Terms of state payments for county labor, equipment, materials and other costs required for maintenance of state highways.

- A. This committee shall represent the county highway departments in negotiating with the Department of Transportation to set the rates and terms of state payments for county equipment, labor and materials used in performing maintenance on state highways and to develop an annual “machinery agreement”. This agreement shall be approved by the Board of Directors before August 1st, prior to the effective year.
- B. This committee shall be recommended by the Executive Committee to serve on the Department of Transportation’s Machinery Management Committee established under Maintenance Manual, POLICY 3.21. The state’s committee shall be advisory to the State Maintenance Engineer for Highways on machinery management subjects and issues.
- C. In representing county highway departments, members of this committee are expected to work for the best interests of the counties in general, as may be recommended to them by Executive Committee and/or the Board of Directors.
- D. The committee shall report to the Board of Directors (a) for advice on areas and subjects for study and (b) to obtain approval for any policy change.

ARTICLE VII – BRIDGE COMMITTEE

Section 1 – Membership: This standing committee of the Association shall be comprised of eight (8) members. One (1) highway commissioner shall be elected to serve on the committee by the Individual Members within a particular district. The committee shall elect its own officers. The committee shall meet on call of the chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees to study specific subjects. Subcommittee members may be committee members or volunteer members of the Association. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: Members of this committee shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) members having served the extent of their 4 year term shall be replaced each year by district elections held at least one month prior to the regular winter meeting of the Association and the term shall take effect immediately upon election. Each member of this committee shall serve until their successor is elected or appointed. Vacancies shall be filled for the remainder of a Member’s term by district election. In the event there is no district election, the Executive Committee shall appoint a member of the committee after consultation with the Board of Directors.

Section 3 – Purpose and Scope: This committee shall continuously study bridge inspection, maintenance, and repair policy and all other related matters.

- A. This committee shall review federal and state policy and procedures regarding maintenance, construction and inspection of bridges in the state.
- B. This committee shall also address any issue or subject related to bridges in Wisconsin, including Section 84.17, Wisconsin Statutes, (“Bridge Inspection and Inventory”), and Trans 211, Wisconsin Administrative Code, created to interpret and implement s.84.17(3), States., and to provide standards for the continuing inspection of bridges in the state.
- C. This committee shall assist County Highway Commissioners in becoming fully aware of all bridges within his county and state and federal policies. Committee members shall report back to each district regarding bridge laws and regulations.
- D. This committee shall be recommended by the Executive Committee to serve on the Department of Transportation’s Bridge Committee established under Maintenance Manual, POLICY 3.23. The state’s committee shall be advisory to the State Maintenance Engineer for Highways on the formulation of policy and procedures for the continuing inspection of bridges in the state and also may address any issue or subject related to bridges in Wisconsin.
- E. In representing county highway departments, members of this committee are expected to work for the best interests of the counties in general, as

may be recommended to them by Executive Committee and/or the Board of Directors.

- F. The committee shall report to the Board of Directors (a) for advice on areas and subjects for study and (b) to obtain approval for any policy change.

ARTICLE VIII – LEGISLATIVE COMMITTEE

Section 1 – Membership: This standing committee of the Association shall be comprised of eight (8) members. The Secretary of the Association shall serve as Chair and represent their district. One (1) highway commissioner shall be elected to serve on the committee by the individual members within a particular district. The committee shall meet on call of the Chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees to study specific subjects. Subcommittee members may be committee members or volunteers of the Association, including County Board members. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: Members of this committee shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) members having served the extent of their 4 year term shall be replaced each year by district elections held at least one month prior to the regular winter meeting of the Association and the term shall take effect immediately upon election. Each member of this committee shall serve until their successor is elected or appointed. Vacancies shall be filled for the remainder of the Member's term by district election. In event there is no district election, the Executive Committee shall appoint a member of the committee.

Section 3 – Purpose and Scope: This committee shall continuously review and recommend actions to be taken by the Board of Directors, Association members and WCA on proposed federal and state laws, rules, policy and special issues affecting county highway departments. This committee shall also review and recommend actions to be taken on all resolutions for adoption by this Association.

- A. The Committee shall make recommendations to the Board of Directors and WCA on what course of action should be taken on any legislation dealing with county highway departments.
- B. WCA shall provide the committee with copies of all proposed legislation affecting Association members and WCA analyses and position papers when available.
- C. The Committee shall review all proposed federal and state laws, codes and rules, policies and manual documents; then analyze the pros and cons of each issue; make recommendation to the Executive Committee, Board of Directors and WCA so that an Association policy position can be approved and member county highway departments can participate in the policy approval process with a unified position.

- D. The committee shall cooperatively work with the risk management staff of the county owned mutual insurance corporation to review lawsuits and questions of legality as they pertain to county highway departments.
- E. The committee shall address common problems of county highway departments with the shared use of highway right of way issues. The committee shall formulate model solutions as appropriate so that all members may benefit from the resultant Association policy position.
- F. The committee shall address common problems and alternatives of county highway departments with personnel and union issues. The committee shall formulate model solutions as appropriate so that all members may benefit from the resultant Association policy position.
- G. The committee shall address common contractual problems and alternatives of county highway departments with private enterprise issues. The committee shall formulate model solutions as appropriate so that all members may benefit from the resultant Association policy position.
- H. The committee shall be willing to attend all meetings pertaining to any of the above subjects as requested by the Board of Directors or the Executive Committee.
- I. In representing county highway departments, members of this committee are expected to work for the best interests of the counties in general, as may be recommended to them by the Executive Committee, the Board of Directors and WCA.
- J. The committee shall report to the Board of Directors (a) for advice on areas and subjects for study and (b) to obtain approval for any policy recommendation and/or change.
- K. The committee shall receive all resolutions proposed by members of the Association at least four (4) weeks prior to the date set for the regular meetings established under Article VI of the Constitution.
- L. The committee shall hold resolutions received after the time limit set above until the following annual meeting unless the Board of Directors approves action at an earlier date.
- M. The committee shall review all resolutions submitted and prepare recommendations for (1) amendments to improve clarity or correct errors within the resolution; and (b) adoption or rejection of the resolution.
- N. The Chair shall coordinate receipt of resolutions and distribution to committee members, the Executive Committee and WCA.
- O. The Committee shall assist in monitoring pending and new legislation that may affect Counties by utilizing written media as well as internet media.

- P. The committee shall work with the WCA liaison on issues relating to the Association.

ARTICLE IX – AUDIT COMMITTEE

Section 1 – Membership: This standing committee of the Association shall consist of two (2) members; (a) the Board Chair and (b) a committee member on the Board of Directors. The committee shall meet on call of the Board Chair. The Treasurer may call special meetings.

Section 2 – Appointments: The committee member shall be appointed for a two (2) year term by the Board of Directors at their meeting held during the summer highway conference.

Section 3 – Purpose and Scope: At the winter and summer conferences, this committee shall audit the Treasurer’s financial records of the Association for the preceding six (6) months. The committee should review the general written income and expense statement for the preceding year ending December 31 to be published and made available at the annual winter and summer conferences. The committee may provide advice to the Treasurer.

ARTICLE X – CONFERENCE COORDINATING COMMITTEE

Section 1 – Membership: This standing committee of the Association shall be comprised of fourteen (14) members. One (1) highway commissioner shall be elected to serve on the committee by the Individual Members within a particular district. In addition the Executive Committee shall appoint two Committee members of the Executive Committee, two additional Highway Commissioners from Counties interested in hosting conferences, and two Associate Members to the Committee. The committee shall elect its own officers. The committee shall meet on call of the chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees to study specific subjects. Subcommittee members may be committee members or volunteer members of the Association. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: District Members shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) district members having served the extent of their four (4) year term shall be replaced each year by the District elections held at least one month before the regular Winter Conference of the Association and the term shall take effect immediately upon election. The appointed members shall be appointed by the Executive Committee every two (2) years at their first meeting after the winter meeting of the Association in even years. Each member of this committee shall serve until a successor is elected or appointed. Vacancies shall be filled for the remainder of a member’s term by district election. In the event there is no district election, the Executive Committee shall appoint a member of the committee after consultation with the Board of Directors

Section 3 – Purpose and Scope: This committee shall coordinate and be responsible for planning the Association’s annual winter and summer conference(s) as authorized under Article VI of the Constitution.

- A. The committee shall provide assistance in establishing the agenda and obtaining speakers.
- B. The committee shall provide other assistance with the host county that the Board of Directors may request.
- C. In representing county highway departments, members of this committee are expected to work for the best interests of the counties in general, as may be recommended to them by the Executive Committee and/or the Board of Directors.
- D. The committee shall report to the Board of Directors (a) for advice on areas and subjects for study and (b) to obtain approval for any policy change.

ARTICLE XI – UTILITY COMMITTEE

Section 1 – Membership: This standing committee of the Association shall be comprised of eight (8) members. One commissioner shall be elected to serve on the committee by the Individual Members within each district. The committee shall elect its own officers. The committee shall meet on the call of the chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees to study specific subjects. Subcommittee members may be committee members or other members of the Association. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: Members shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) members having served the extent of their 4 year term shall be replaced each year by the district elections held at least one month before the regular Winter Conference of the Association and the term shall take effect immediately upon election. Each member of this committee shall serve until a successor is elected or appointed. Vacancies shall be filled for the remainder of a member’s term by district election. In the event there is no district election, the Executive Committee shall appoint a member of the committee after consultation with the Board of Directors

Section 3 – Purpose and Scope: This committee shall continuously study ongoing issues and concerns regarding utilities and county trunk highway right-of-way.

- A. This committee shall review all applicable federal, state and local policies or procedures regarding utility accommodation.
- B. The committee will work with the utility companies to develop recommended model policies and procedures regarding utility accommodation.

- C. This committee shall continue to monitor and assist in resolution if issues, conflicts or concerns regarding utility installation on county trunk highway right-of-way.

ARTICLE XII – LEVEL OF SERVICE COMMITTEE (LOS)

Section 1 – Membership: This standing committee of the Association shall be comprised of eight (8) members. One commissioner shall be elected to serve on the committee by the Individual Members within each district. The committee shall elect its own officers. The committee shall meet on the call of the chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees to study specific subjects. Subcommittee members may be committee members or other members of the Association. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: Members shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) members having served the extent of their 4 year term shall be replaced each year by the District elections held at least one month before the regular Winter Conference of the Association and the term shall take effect immediately upon election. Each member of this committee shall serve until a successor is elected or appointed. Vacancies shall be filled for the remainder of a member’s term by District election. In the event there is no District election, the Executive Committee shall appoint a member of the committee after consultation with the Board of Directors.

Section 3 – Purpose and Scope: This committee shall continuously monitor the Level of Service (LOS) Model and the application of Routine Maintenance Funding (RMA) to the LOS model.

- A. This committee shall review the Level of Service Model to ensure that it meets the objectives set by the Department of Transportation.
- B. The committee shall suggest changes to the LOS model that reflect the actual activities that are performed by the Counties under the RMA, ensuring that funding is distributed equitably between the Counties utilizing the LOS model.
- C. The committee shall prioritize maintenance activities as directed by the Department of Transportation’s policy to ensure the best use of the RMA funding across the LOS model.
- D. The committee shall work with the Department of Transportation to ensure the preservation of County resources needed to provide State Highway maintenance activities.

- E. Members of this committee shall work for the best interests of the counties in general, as may be recommended to them by the Executive Committee and/or the Board of Directors.
- F. The committee shall report to the Board of Directors (a) for advice on areas and subjects for study and (b) to obtain approval of any policy change and (c) any changes to the LOS model and funding levels applied to the model.

ARTICLE XIII – SAFETY & TRAINING COMMITTEE

Section 1 – Membership: standing committee of the Association shall be comprised of eight (8) members. One commissioner shall be elected to serve on the committee by the Individual Members within each district. The committee shall elect its own officers. The committee shall meet on the call of the chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees to study specific subjects. Subcommittee members may be committee members or other members of the Association. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: Members shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) members having served the extent of their 4 year term shall be replaced each year by the District elections held at least one month before the regular Winter Conference of the Association and the term shall take effect immediately upon election. Each member of this committee shall serve until a successor is elected or appointed. Vacancies shall be filled for the remainder of a member’s term by District election. In the event there is no district election, the Executive Committee shall appoint a member of the committee after consultation with the Board of Directors.

Section 3 – Purpose and Scope: This committee shall develop accessible resources related to safety and training items necessary for efficient and safe county highway operations.

- A. The committee will seek to provide Association members with easy access to the most up-to-date and timely resources available.
- B. The committee will strive to provide a database of answers to “Frequently Asked Questions”.
- C. This committee shall study and recommend to the Association various items, which will ensure both safe operations and safety to the traveling public.
- D. This committee shall continually monitor all county highway department concerns and address training and safety related concerns on a regular basis.

- E. This committee shall study and determine all necessary training requirements for county highway departments.
- F. This committee shall prepare an outline and advisory method, by which county highway departments can obtain the necessary training required.

ARTICLE XIV – TECHNICAL ADVISORY COMMITTEE

Section 1 – Membership: This standing committee of the Association shall be comprised of eight (8) members. One commissioner, or an appropriate designated county highway department staff member, shall be elected to serve on the committee by the Individual Members of each district. The committee shall elect its own officers. The committee shall meet on the call of the chair. A majority of the committee shall constitute a quorum at each meeting. The committee may appoint subcommittees or other members of the Association. The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: Members shall serve for a period of four (4) years and may serve two (2) consecutive terms. The two (2) members having served the extent of their 4 year term shall be replaced each year by the district elections held at least one month before the regular Winter Conference of the Association and the term shall take effect immediately upon election. Each member of this committee shall serve until a successor is elected or appointed. Vacancies shall be filled for the remainder of a member’s term by district election. In the event there is no district election, the Executive Committee shall appoint a member of the committee after consultation with the Board of Directors.

Section 3 – Purpose and Scope: This committee shall provide the Association and its various committees and sub-committees with technical advice and recommendations as they pertain to Association issues.

- A. This committee shall review federal and state policy, procedures and manuals regarding planning, design, construction, construction inspection, real estate, environmental and other related items pertaining to the Associations interest.
- B. This committee shall review all proposed federal and state laws, codes and rules, policies and manual documents; then analyze the pros and cons of each issue; make recommendations and provide technical advice to the appropriate committees, subcommittees, Executive Committee and/or Board of Directors.
- C. The committee shall address common engineering problems and technical problems of county highway departments, provide alternative solutions and make recommendations for improvements.
- D. This committee shall work with WisDOT stakeholders of the various chapters of the Facilities Development Manual (FDM) as chapters are being revised and changed, representing the interests of the Association.

- E. In representing county highway departments, members of this committee are expected to work for the best interest of the counties in general, as may be recommended to them by other committees, the Executive Committee or by the Board of Directors.
- F. The committee shall work with a WisDOT liaison/s on issues relating to the Association.

ARTICLE XV – COUNTY HIGHWAY ASSOCIATION OF PAST PRESIDENTS

Section 1 – Membership: This standing committee of the Association shall be comprised of anyone who served in the capacity of President of the Wisconsin County Highway Association (WCHA). The committee shall elect its own officers. The committee shall meet on the call of the chair. A committee meeting shall be defined as having no less than three (3) voting members in attendance. The committee may appoint sub-committees of other members of the Association. Non-voting membership is open to those individuals who have served in the capacity of Chair of the Wisconsin County Highway Association (WCHA). The agenda and minutes for all committee meetings shall be forwarded to the Executive Director who shall retain permanent record of such documents.

Section 2 – Elections: The committee shall elect its own officers. Committee Chair shall be a WCHA Past President currently serving as a highway commissioner. Membership is not term limited.

Section 3 – Purpose and Scope: This committee shall provide input to the WCHA Board of Directors and to the WCHA Executive Committee on current and continuing WCHA issues.

- A. This committee shall direct the WCHA Scholarship Program; monitor, select, notify and award scholarships.
- B. This committee shall prepare and direct special events of the WCHA including the WCHA 100th Anniversary Celebration for the summer of 2011.
- C. This committee shall consider and provide advice to the Board of Directors and to the Executive Committee on issues that are directed to them by either the Board or Executive Committee.
- D. This committee shall meet at the winter and summer Wisconsin County Highway Association meetings. Conference registration for both voting and non-voting committee members shall be complimentary for those members that are not currently serving in the capacity as highway commissioner; no longer serve on a county highway committee or are no longer eligible through their current employment for registration reimbursement.
- E. This committee shall develop an annual budget which includes monies for committee meetings; the WCHA 100th Anniversary Celebration and WCHA Scholarships.

ARTICLE XVI – EFFECTIVE DATE

The amended bylaws shall take effect the day following their adoption and shall act to supersede and repeal the current Bylaws of the Wisconsin County Highway Association in effect at that time.

These amended Bylaws were adopted by the Board of Directors on June 6, 2011 at the regularly scheduled meeting of the WCHA Board of Directors.