

BYLAWS OF THE BADGER OVERSIGHT MANAGEMENT COMMISSION

ARTICLE I

Name, Authority, Location, Purpose

Section 1. Name. The name of this organization is Badger Oversight Management Commission.

Section 2. Authority. This Commission is created pursuant to the authority contained in Sections 66.0301, 59.03, 60.22, 60.23(1) of the Wisconsin Statutes, the Intergovernmental Cooperation Act of 1968, and other applicable legal authorities. The Memorandum of Understanding and the Intergovernmental Agreement that created this Commission shall serve as the constitution for this Commission.

Section 3. Location. The principal office and regular place for the transaction of business of this Commission shall be the Sauk County Department of Planning & Zoning, Sauk County West Square Building, 505 Broadway, Baraboo, Wisconsin 53913. Commission meetings shall customarily be held at the Badger Army Ammunition Plant or another designated location

Section 4. Purpose. The purpose of this Commission is to carry out all the duties and responsibilities prescribed in the Memorandum of Understanding for the Oversight and Management Board, to carry out all the duties and responsibilities prescribed in the Intergovernmental Agreement for the Oversight and Management Commission, and to be guided by the principles of the Badger Reuse Plan in all actions and activities of its work.

ARTICLE II

Membership, Voting and Participation of Members

Section 1. Commission Members. The Commission is composed of Commissioners appointed by each Jurisdiction that has approved the Memorandum of Understanding and Intergovernmental Agreement, and Stakeholder Members appointed by the Stakeholder Groups approved by the Commission. Collectively, the commissioners and stakeholder members are considered members of the Commission. In addition, liaisons are entitled to take an active role in the presentation of information and providing input to the Commission.

a. Commissioners. Each Jurisdiction shall select and appoint one representative to serve as its Commissioner in accordance with the rules established by the jurisdiction. Commissioners shall serve a term of two (2) years, except that if the commissioner no longer meets the qualifications of the jurisdiction to continue to serve, the jurisdiction may appoint a new Commissioner to fill the unexpired term of that jurisdiction's commissioner.

b. Stakeholder Members. Organizations representing a recognized interest in the outcome of the efforts and goals described in the Memorandum of Understanding and the Intergovernmental Agreement may apply to the Commission for authority to appoint a Stakeholder Member to the Commission. Approved stakeholder groups shall submit applications for consideration to the Commission and said applications shall be considered at open meetings

of the Commission. No stakeholder group shall be allowed to appoint more than one Stakeholder Member to the Commission. No appointee shall represent more than one stakeholder.

c. Liaisons to the Commission. United States Dept. of Agriculture (USDA), the U.S. Army and the General Services Administration (GSA) shall each appoint one individual to serve as its liaison to the Commission.

Section 2. Voting and Participation of Members. Each commissioner shall be vested with the authority to vote on matters coming before the Commission for decision. Stakeholder members and liaisons shall not be vested with the right to vote on the Commission, but shall be vested with the following rights:

a. The same opportunity for participation in Commission discussions on matters coming before the Commission;

b. The same opportunity to voice opinions, ideas and/or suggestions on the matters coming before the Commission on the same basis as any other member of the Commission;

c. The same right to recommend matters for consideration by the Commission as any other member; and

d. The same opportunity to propose modifications to these bylaws or other rules by which the Commission operates.

ARTICLE III

Officers

Section 1. Officers. The elective officers of the Commission shall be Chairman, Vice-Chairman, and Secretary-Treasurer. Only Commissioners are eligible to be officers. No Commissioner shall hold more than one elective office.

Section 2. Terms of Office. Each elective officer of the Commission shall be elected by the Commission for a term of two (2) years at the organizational meeting, and shall serve until the successor is elected and qualified.

Section 3. Vacancies. Upon the death, resignation, or dismissal of any Officer, or if the internal rules of a jurisdiction prevent a member from continuing to serve on the Commission, such office shall become vacant, and shall be filled for the unexpired term by election of the Commissioners.

Section 4. Duties of the Officers.

a. Chairperson. The Chairperson shall preside at all meetings of the Commission.

b. Vice-Chairperson. The Vice-Chairperson shall assist the Chairperson in the performance of the details and duties of his/her office. In the temporary absence or incapacity of the

Chairperson, the Vice-Chairperson shall act as Chairperson and perform all duties required of the Chairperson during the period of absence or incapacity.

c. Secretary-Treasurer. The Secretary-Treasurer shall record and preserve the minutes of all meetings of the Commission; shall maintain the books of the Commission in accordance with accounting standards generally required of public entities; shall keep all Commission documents which come to him/her officially; shall sign all documents requiring signature; shall handle all Commission correspondence; and keep a file of all Commission correspondence. In the temporary absence or inability of the Chairperson and the Vice-Chairperson simultaneously, the Secretary-Treasurer shall call meetings to order, and call for a motion to elect a Chairperson pro-tem.

ARTICLE IV

Meetings

Section 1. General Meetings. The Commission shall meet on the fourth Thursday of every other month, in January, March, May, July, September, and November at 6:30 p.m.. Meetings of the Commission shall be open public meetings held in accordance with Wisconsin Open Meetings Law.

Section 2. Special Meetings. Special meetings may be held at the call of the Chairperson provided that at least three (3) days advance notice is provided to all members of the Commission.

Section 3. Notice of meetings. All members shall be notified by mail, email or facsimile at least three (3) days in advance of General Meetings and notice shall be provided as required by Wisconsin Open Meetings Law. Meeting notices will be posted at the Sauk County West Square Building, at the Baraboo City Library, the Prairie du Sac and Sauk City Village Libraries, and at the Ho-Chunk Wellness Center.

Section 4. Quorum. A quorum of the Commission for the transaction of business shall consist of a majority of the Commissioners.

ARTICLE V

Agenda, Rules for Conducting Meetings

Section 1. Agenda. The Chairperson is responsible for preparing the agenda, which shall be provided to all members of the Commission at least three (3) days in advance of a meeting. The Agenda shall be posted in accordance with Wisconsin Open Meetings Law. The order for the presentation of business may be modified as required, but should include the following items:

- a. Call to order and roll call.
- b. Approval of agenda.
- c. Approval of minutes of the previous Commission meeting.

- d. Public comment and appearances.
- e. Chairperson's report.
- f. Financial report.
- g. Standing and Ad Hoc Committee reports.
- h. Liaison reports.
- h. Agenda items.
- i. Public comment
- j. Adjournment.

Section 2. Rules for Conducting Meetings. The Chairperson shall conduct the meeting in an orderly fashion and members of the Commission are expected to avoid personalities and preserve decorum.

- a. Requests for appearance before the Commission shall be made to the Chairperson or his/her designee no later than three (3) days prior to the meeting of the Commission. The reason for the appearance and any handout material must be provided with the request.
- b. The Chairperson, in his/her discretion, may limit the time that invited appearances may present, and may limit the amount of time individuals may speak during public comment, or limit the number of speakers on a particular topic.

ARTICLE VI

Committees

Section 1. Standing Committees. The Chairperson with the approval of the Commissioners in open session shall appoint the following standing committees. Stakeholder members may be appointed to serve as members of the committees without vote, and shall have the right to participate in the business of a committee as provided in Article II, Section 2. Liaisons may attend and participate in committee meetings. All committee chairpersons must be Commissioners.

- a. Executive and Finance Committee. The Chairperson, Vice-Chairperson, Secretary-Treasurer and two stakeholder members shall serve on the Executive and Finance Committee. The Executive and Finance Committee shall have general supervision of the business and affairs of the Commission, make recommendations to the Commission, and perform such other duties as may from time to time be required by the Commission.

b. Planning and Land Use Committee. Shall consist of at least one commissioner and any number of designated stakeholder members, and shall have general jurisdiction over coordinating, planning and land use matters pertaining to Badger.

c. Educational, Scientific, Cultural and Historical Resources Committee. Shall consist of at least one commissioner and any number of designated stakeholder members, and shall have general jurisdiction over all matters concerning educational activities, scientific resources or issues, and historical preservation and perpetuation matters.

b. Ad Hoc Committees. Other committees may be established by the Commission and may be comprised of members of the Commission and stakeholder members.

ARTICLE VII. Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Commission in all cases to which they are applicable, and in which they are not inconsistent with the statutes, rules and regulations of the State of Wisconsin nor with these bylaws nor with any special rules of order the Commission may adopt.

ARTICLE VIII Administrative Support

The Sauk County Department of Planning & Zoning shall provide administrative support to the Commission to include coordinating with the Chairperson in the preparation of agendas, posting of public notices and mailing of agendas. The availability of this support is subject to continued approval by Sauk County.

ARTICLE IX Amendment of Bylaws

Section 1. Introduction. Amendments may be proposed by a majority of the commissioners serving on the Executive and Finance Committee.

Section 2. Adoption. Adoption of amendments shall be by a two-thirds (2/3) affirmative majority of the Commissioners at a regular Commission meeting, provided the proposal to amend had been introduced at a regular Commission meeting prior to being considered at the next stated meeting, and further, provided that notice to the members of the proposed amendment has been given at least ten (10) days in advance of the meeting at which a vote is to be taken.

Amendments:

May 26, 2010 - Article IV - regular meeting date changed. Grant/Mullen.

April 17, 2014 Motion by Mullen second by Poelma to change Article IV Meetings Section 2 from seven (7) to three (3) days, to renumber the typo for the second Section 2 to Section 3, to change Article IV Meetings Section 3 from seven (7) to three (3) days, to change Article V Agenda, Rules for Conducting Meetings from seven (7) to three (3) days and to remove the word 'interim' anywhere it appears in the bylaws, including the title.

Amended/Adopted April 17, 2014