

RESOLUTION # 27-2015

Resolution offered by Bob Mott and Bill Freudenberg.

Resolved by the Board of Supervisors of Oneida County, Wisconsin:

WHEREAS, The Oneida County Department on Aging currently provides certain transportation services to the community; and

WHEREAS The Oneida County Department on Aging has become aware that certain grant opportunities are likely to be available to assist in providing certain transportation services to the community; and,

WHEREAS, In order to obtain such grants, the County would need to be a member of a multi-County transit commission; and

WHEREAS, Oneida, Forest and Vilas Counties have contracted with a consultant to explore the feasibility of a multi-county transit commission, and, the study produced by said consultant has caused the County to determine that it would like to help create, and be a member of such a commission; and,

WHEREAS, by resolution 58-2014, the Oneida County Board, on August 19<sup>th</sup>, 2014, expressed its tentative intent to create and be part of a multi-county transit commission.

NOW, THEREFORE, BE IT RESOLVED THAT Oneida County, hereby agrees that it shall, with Forest and Vilas County, create, and be a member of a multi-county transit commission under Wis. Stats. Sections 59.58(2) and 66.0301, with said commission to be formed by use of a charter, in the form of the draft charter attached hereto, or one that is substantially the same.

BE IT FURTHER RESOLVED THAT the transit commission charter shall be signed by the County Board Chair and the Chair of the County Health and Aging Committee.

BE IT FURTHER RESOLVED THAT the County Board Chair shall appoint two members of the board of supervisors, and one citizen, not a member of the board of supervisors, to serve as commissioners of the transit commission.

Vote Required: Majority = \_\_\_\_\_ 2/3 Majority = \_\_\_\_\_ 3/4 Majority = \_\_\_\_\_

The County Board has the legal authority to adopt: Yes  No \_\_\_\_\_ as reviewed by the Corporation Counsel, \_\_\_\_\_, Date: 3/11/15

Approved by the \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

Offered and passage moved by: Bob Mott, Supervisor

Seconded by: Bill Freudenberg, Supervisor

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\_\_\_\_\_ Ayes

\_\_\_\_\_ Nays

\_\_\_\_\_ Absent

\_\_\_\_\_ Abstain

\_\_\_\_\_ Adopted

by the County Board of Supervisors this                      day of                      2015.

\_\_\_\_\_ Defeated

\_\_\_\_\_  
Mary Bartelt, County Clerk

\_\_\_\_\_  
Dave Hintz, County Board Chair

# Charter

## **Forest-Oneida-Vilas Transit Commission**

The parties to this agreement do hereby create a commission to be known as the Forest-Oneida-Vilas Transit Commission.

### ARTICLE I

#### CREATION, NAME, PURPOSE AND DEFINITIONS

Section 1 – Authority: This commission is created under, by virtue of, and pursuant to the provisions of S. 59.58(2) and S. 66.0301, Wisconsin Statutes, as amended.

Section 2 – Name: The commission shall be known as the Forest-Oneida-Vilas Transit Commission, hereinafter referred to as the “Commission.”

Section 3 – Purpose: The purpose of the Commission shall be to provide, preserve, promote, protect, plan, assist, finance, acquire, operate, maintain and enhance existing and future transportation systems in the Counties of Forest, Oneida and Vilas, State of Wisconsin, and in any other areas which the Commission is legally allowed to serve, and that a majority of the Member Municipalities of the commission decide to serve. In addition to serving as the charter of the commission, this document shall serve as a contract between the Counties of Forest, Oneida and Vilas for cooperation under Wis. Stat. Section 66.0301.

Section 4 – Definitions: For the purpose of this agreement:

- a. “Board” means the Board of Commissioners of the Forest-Oneida-Vilas Transit Commission.
- b. “Commissioner” means a person designated by a Member Municipality in the manner stated herein. “Commissioner”, as used herein is synonymous with the term “Member”, as that term is used in Wis. Stat. Sec. 59.58(2)(d)&(e).
- c. “Fiscal Year” means January 1 through December 31 of any calendar year.
- d. “Governing body” means (1) the common council of a city; (2) the board of trustees or board of supervisors of a village or town; (3) the board of supervisors of a county; (4) the tribal council of a federally recognized Indian tribe or Band; or (5) the board of commissioners or trustees of a public transit commission, district or authority.
- e. “Member Municipality” means a municipality which is a Member of the Commission under the terms of Article II of this agreement.
- f. “Municipality” means any city, village, town, county or federally recognized Indian tribe or band.
- g. “Neglect of Duty” shall mean an unexcused absence from three consecutive meetings of the Board, or an unexcused absence from 50% of the meetings in any fiscal year.
- h. “Transportation System” means any public or private passenger or freight transportation facility or operation including, but not limited to, motor buses, shared-ride taxis or any other systems of public transportation utilized by or for the benefit of citizens of Wisconsin. The

term “transportation system” will be broadly construed to include auxiliary facilities such as, but not limited to, depots, maintenance facilities and parking areas for motor vehicles.

## ARTICLE II MEMBERSHIP

Section 1 – Creators: The Counties of Forest, Oneida and Vilas, State of Wisconsin, are the creating municipalities of this commission.

Section 2 – Member Municipality Eligibility and Procedure: Any additional municipalities in the State of Wisconsin are eligible for Membership upon ordinance or valid resolution of their governing bodies accepting this agreement, filing a certified copy of such ordinance or valid resolution with the Commission and approval by a majority of the then existing Member municipalities. The municipality shall suggest its chief elected official submit the names of individuals it desires be appointed to the Board. These municipalities shall then be Member Municipalities of the Commission subject to compliance with Wisconsin Statutes with rights and responsibilities as specified in the by-laws.

Section 3 – Financial Contributions: Any Member Municipality which fails to comply with the provisions of this charter concerning payment of allocated costs and unbudgeted capital expenditures, shall, upon resolution of the Board, cease to be a Member Municipality in good standing and its representatives on the Board shall be ineligible to vote until payment is made.

Section 4 – Withdrawal: Any Member Municipality may withdraw from the Commission upon a majority vote of its governing body, but, in order to withdraw, a withdrawing Member Municipality shall first give ninety (90) days written notice to the Commission. A withdrawing Member Municipality shall remain responsible for all obligations incurred by that Member Municipality during Membership. Unless released by the remaining Member Municipalities, a withdrawing Member Municipality shall pay all unpaid obligations before withdrawal, or, if such withdrawing Member Municipality cannot reasonably know any such commitments prior to withdrawal, then, upon withdrawal, such Member Municipality, and the remaining Member Municipalities shall take all reasonable steps to ascertain such commitments, and the withdrawing Member Municipality shall pay such commitments within a reasonable amount of time. In the case of withdrawal after full budget approval by the Commission and all Member Municipalities, but before payment of its budget share, commitments shall be deemed to include the full budget share of the withdrawing Municipal Member.

Section 5 - Number of Commissioners per Member Municipality: The number of Commissioners shall, at the inception of the Commission, be as follows: three (3) Commissioners appointed by each Member municipality, two from its board of supervisors, and one citizen commissioner. Such citizen Commissioners should represent the users of the transit system and shall not be employees, supervisors or other officials of any of the Member municipalities. Each Commissioner shall have one vote in all matters coming before the Commission. In the event that any Commissioner loses his or her seat on the Board of Supervisors of the Member Municipality which appointed him or her as Commissioner, either by election, resignation, or otherwise, the Member Municipality which appointed such Commissioner shall, within sixty (60) days of the loss of seat, appoint a Member of its board of supervisors to replace such Commissioner. Such Commissioner who has lost his or her supervisory seat shall remain a

Commissioner until he or she is replaced. In the event that any citizen Commissioner shall gain a seat on the Board of Supervisors of any Member Municipality of the Commission, either by election, appointment, or otherwise, the Member Municipality which appointed such Commissioner shall, within sixty (60) days of the gain of seat, appoint another citizen to replace such Commissioner. Such Commissioner who has gained a supervisory seat shall remain a Commissioner until he or she is replaced.

Each additional Member Municipality, following the steps outlined in Section 2 of this Article, shall be represented by three (3) Commissioners of sort described above, with terms as stated below, and subject to all requirements and rules of this Charter. Each representative (Commissioner) shall have one vote.

Section 6 – Term: The initial Commissioners shall be appointed for staggered three-year terms. For each Member Municipality, one Commissioner shall have an initial term of one year, one shall have an initial term of two years, and one shall have an initial term of three year. Each Member municipality shall decide, in the manner that it sees fit, which of its initial Commissioners shall have a one year term, which of its initial Commissioners shall have a two year term, and which of its initial Commissioners shall have a three year term. Thereafter, all terms shall run for three years. Alternate Commissioners may be appointed by each Member municipality to act in the absence of a regular Commissioner. Any new Member municipality shall appoint Commissioners as set forth herein. Appointments of Commissioners among constituents of each Member municipality shall be made in accordance with the recommendation of the affected municipality's governing body. Each commissioner shall hold office until his or her successor takes office, except in the case of removal hereunder or immediate resignation.

Section 7 – Compensation: The Commissioners shall be reimbursed for meeting attendance, with the Commission establishing the rate for the first year, within a reasonable time of inception, and the following calendar years at its final meeting of the preceding years. The Commissioners shall be compensated for authorized travel and other expenses by the commission.

Section 8 – Removal: A Commissioner may be removed from office by a two-thirds vote of the Board of Commissioners, or a two thirds vote of the board of the Member Municipality which appointed such Commissioner, for misconduct, malfeasance or neglect of duty in office. Any vacancy so created shall be filled as provided in Section 10.

Section 9 – Succession: A Commissioner shall hold office until his or her successor has been appointed, except in the case of immediate resignation or removal pursuant to Art. II, Sec. 8.

Section 10 – Vacancies: Vacancies on the Board shall be filled within sixty (60) days after occurrence of the vacancy by appointment by the relevant Member Municipality.

Section 11 – Indemnification: The Commission agrees to hold harmless and indemnify its officers, commissioners, employees and agents against any claims or judgments arising out of or in connection with their work under the provisions of this agreement. The Commission shall obtain appropriate counsel to defend any claims filed against those individuals concerning work done under the charter, and shall pay for such legal services. At all times during the existence of the Commission, the Commission shall carry at least the following types of insurance in at least the following amounts:

1. Comprehensive General Liability Insurance - \$1,000,000 single limit bodily injury/property damage.
2. Workers' Compensation Worker's Compensation
  - a. Coverage A: Limits – Statutory
  - b. Coverage B: Employer's Liability Limits
  - c. Bodily Injury by Accident - \$100,000 each accident minimum
  - d. Bodily Injury by Disease - \$100,000 each employee minimum
  - e. Bodily Injury by Disease - \$300,000 policy limit minimum

The Commission may, upon majority vote of the Commissioners, carry additional types and amounts of insurance, and/or increase the amounts of the above types of insurance. The Commission shall bi-annually obtain the recommendations of a qualified risk manager regarding the types and amounts of insurance to be carried, and shall, follow the recommendations of such risk manager unless it decides to carry greater amounts of insurance. The Commission shall carry reasonable amounts of casualty insurance, approved by a qualified risk manager, on all personal property, such as vehicles, owned by the Commission.

Section 12 – Liquidation: The Commission may be dissolved by action by a majority of the governing bodies of all then current Member Municipalities of the commission. In the event of liquidation, the assets shall be used for payment of the obligations and debts of the Commission, and the remaining assets, if any, shall be distributed to the then current Member Municipalities at the time of liquidation and in ratio to past capital contributions by those Member Municipalities. Any Member Municipalities who have withdrawn from the commission prior to liquidation shall receive nothing.

### ARTICLE III ORGANIZATION

Section 1 – Officers and Funds: The Board shall, at its first official meeting, elect one of the commissioners as Chair, one as Vice-Chair, one Secretary and one Treasurer. The posts of Secretary and Treasurer may be held by one person at the discretion of the Commissioners. The Board shall, after the initial election of officers, elect officers for a one (1) year term that will expire at its third meeting in a calendar year. At least one appointed Commissioner from each Member Municipality shall occupy an Officer position at all times.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Commission shall be signed by the treasurer and one other officer.

All funds of the Commission not otherwise employed shall be deposited in a timely manner to the credit of the Commission in such banks, trust companies or other depositories as the Board of Commissioners may select.

Section 2 – Quorum: The presence of a simple majority of the commissioners in good standing shall constitute a quorum for Commission action. In the absence of a quorum, any number of Commissioners may adjourn a meeting to a later date.

Section 3 – Majority: All resolutions, ordinances and by-laws must be approved by a majority of the Commissioners present, unless otherwise specified in this Charter.

Section 4 – By-Laws: Bylaws, not inconsistent herewith, may be created, altered, amended or repealed by a majority vote of the Commissioners present at the meeting following the meeting at which the action is proposed. New By-laws may be adopted by a majority vote of the Commissioners present at the meeting following the meeting at which the action is proposed. The chairperson shall have the power to designate a by-laws committee.

#### ARTICLE IV POWERS OF THE COMMISSION

Section 1: The Commission, under this agreement, may exercise the power granted by law to it. If the Member municipalities have varying powers and duties under Wisconsin law, each may act under this agreement to the extent of its lawful powers and duties. The Commission has the status of a municipality. This section shall supersede any conflicting charter provisions, and shall be liberally construed. The Commission possesses all powers of its Member Municipalities relating to the promotion and operation of transportation systems which enhance the purposes of the Commission as expressed in Article I, Section 3 of this charter. The Commission's powers include, but are not limited to, the following:

- (a) To purchase, lease, use, sell, subsidize, contract for, own, operate or provide for the operation of any transit system or any part thereof or any property or franchise necessary or desirable for the purpose of the Commission, with or from any governmental or private body, including the right to contract for management or any other services.
- (b) To conduct or contract for transportation studies and planning, and to coordinate these plans with any political subdivision or public agency, including Wisconsin State agencies.
- (c) To employ a transit manager and other employees as it deems necessary to accomplish its purposes. The Commission shall be responsible for hiring the Transit Manager, who shall serve at the will of the Commission. The Transit Manager shall be responsible for the recruitment, hiring and dismissal of all other Commission employees.
- (d) To make, amend and repeal all by-laws, rules and regulations not inconsistent with applicable law and the purposes of this agreement as deemed necessary to the discharge of the powers, duties and other functions of the Commission.
- (e) To establish and alter rates, fares and other charges for services and facilities.
- (f) To establish and alter schedules and routes and other service parameters.
- (g) To apply for and/or accept gifts or grants or money or other property.
- (h) To promulgate policies to enhance the operational efficiencies of the transit system.

- (i) To adopt, use and alter at will a corporate seal.
- (j) To do all acts and things necessary or convenient for the conduct of its business and the general welfare of the Commission in order to carry out the powers granted to it by this charter or any other law.

Section 2 – Board of Commissioners: All actions of the Commission shall be exercised under the control and direction of the Board.

Section 3 – Financing: The Commission, upon approval of all the Member municipalities, may under Section 66.0301 (4) of the Wisconsin Statutes finance the acquisition, development, remodeling or construction of buildings and facilities for the purposes of the Commission under Wis. Stat. Sec. 59.58(2). Upon approval of all Member Municipalities of the Commission, Member municipalities may jointly or separately finance such projects or an agreed upon share of the cost thereof, under Chapter 67 of the Wisconsin Statutes. Upon approval of all Member Municipalities of the Commission, the Commission may exercise any power of any of its Member Municipalities to borrow funds in the furtherance of the Commission’s contractual functions.

Section 4: Under Wis. Stat. Section 194.33, no common motor carrier of passengers shall operate any motor vehicle within or through any Member Municipality except in compliance with action taken by the Commission on behalf of its Member Municipalities.

#### ARTICLE V

#### INTERGOVERNMENTAL COOPERATION

Section 1 - Intergovernmental Agreements: This Commission may enter into agreements under Section 66.0301, Wis. Stats. and any future amendments to that section, with any municipality, as defined in Sec. 66.0301, Stats. or with any private entity.

#### ARTICLE VI

#### FINANCING

Section 1 – Budget Preparation: The Transit Manager or the Manager’s designee, or any other person directed by the Board shall, annually, prior to the 15<sup>th</sup> day of September, prepare an operating budget for the Transit System, and shall present it to the Board for consideration and approval. The person presenting the budget to the board shall attach to the budget a statement of each Member Municipality’s share of the budget, which shares shall be calculated to, as closely as is reasonably possible, reflect each Member Municipality’s portion of services anticipated to be received during the calendar year that the budget is for. Board approval of the budget shall be accomplished prior to the expenditure of funds in the following fiscal year beginning on January 1.

Section 2 – Budget Review: The Board shall have full authority to amend in any manner the proposed budget, and, before final passage of the budget, shall send copies of it to the Member Municipalities for their review and approval. The Board, when amending any proposed budget, shall also amend the statement of each Member Municipality’s share of the budget so that each Member Municipality’s share of the of the budget reflects, as closely as is reasonably possible, each Member Municipality’s portion of services anticipated to be received during the calendar year that the budget is for . The board

shall not pass any budget which does not include a statement of each Member Municipality's share of the budget so that each Member municipality's share of the of the budget, which reflects, as closely as is reasonably possible, each Member Municipality's portion of services anticipated to be received during the calendar year that the budget is for.

Section 3 – Budget Hearing: The Board shall establish a date and place for a public hearing and review of the proposed budget after its initial presentation to the Board but before the Board's final approval.

Section 4 – Final Approval: Final approval of the budget shall be made by the Board. The Board shall not approve any budget, or budget amendment that has not, along with the statement of each Member Municipality's share of the budget, first been approved by all Member Municipalities of the commission. Upon final approval of the budget by the Board and the Wisconsin Department of Transportation, the Board shall certify it to each Member Municipality together with a statement of the Member Municipality's share thereof. Each Member Municipality's share of the budget shall be an integral part of the budget, and should, as closely as is reasonably possible, reflect that body's portion of services anticipated to be received during the calendar year. Cash contributions from partners may be reduced by the provision of "in-kind" service of state and federal matching items, as agreed upon by all Member Municipalities of the commission.

Section 5 – Unbudgeted Capital Expenditures Capital expenditures not planned for and approved in the regular budget, shall be approved by a majority of the Commissioners, except that, such capital expenditures which require new contributions of capital by the Member Municipalities shall be approved by all of the Member Municipalities.

Section 6- Payment: Each Member Municipality shall pay its allocated local share of the budget by June 30 of the Commission's fiscal year. Budget allocations as provided for in Section 4 hereof, approved by all Member municipalities shall be a legal debt for which the Commission may bring legal action.

## ARTICLE VII

### PUBLIC NOTICE OF MEETINGS

Section 1 – Notification: The Commission shall provide notice to the public of all meetings in accordance with the Wisconsin Open Meetings Law and all other applicable laws. The Commission shall mail, by first class mail, or email, notice of all meetings, with copies of the proposed agenda, and including notice of the times and places of such meetings, to the commissioners, with such notice to be given in a timely fashion at least as far in advance of the meeting as notice of the same meeting must be given to the public under the Wisconsin Open Meetings Law.

Section 2 – Rules: Except as required or allowed by law, all meetings shall be open to the public, and the Board shall establish reasonable regulations to enable Members of the public to be heard as required by law, and additionally as decided by the Board. The Commissioners shall meet at least weekly for purposes of receiving, considering, or acting upon complaints or applications presented to the commission except in the months of July and August, and shall meet monthly in July and August, and may meet more frequently as established in the by-laws, or at special meetings called by the Chair of the Commission or at the request of the board. All meetings shall be subject to the Wisconsin Open Meetings Law, and legal exceptions thereto, and all other applicable laws.

Section 3 – Records: All minutes and budget records of the Commission shall be deemed public records, and shall be made available to the public pursuant to Wisconsin’s Public Records Law. The Board may establish charges for copies of documents made available to the public. Documents and records exempted from disclosure under either the Public Records or the Open Meetings laws shall not be made public.

ARTICLE VIII  
ACCOUNTING AND BUDGETARY PROCEDURES

Section 1 – Procedures: The Commission shall establish appropriate accounting and budgetary procedures in its by-laws.

Section 2 – Annual Audit: An annual audit shall be performed by an independent certified public accountant hired by the Commission to audit the accounting and budgetary records of the Commission. This shall be started within 180 days after the close of each fiscal year, and completed within 60 days of inception. Certified copies of the annual audit shall be filed with the governing board of each Member municipality. The Commission shall cooperate with all audits performed by the Wisconsin Department of Transportation.

Section 3 – Financial Statement: Upon completion of the audit, the Commission shall publish an annual financial statement which shall be furnished to the governing bodies of each Member municipality and made available to the public.

ARTICLE IX  
EFFECTIVE DATE

Section 1 – Effective Date: This charter shall become effective upon ratification and execution by the Members and shall continue to be operative until the Commission is dissolved pursuant to applicable law and the portions of this charter relating to dissolution.

ARTICLE X  
AMENDMENTS

Section 1 – Procedure: This Charter may be amended by a two-thirds vote of the Board and subsequent ratification by a majority vote of the governing bodies of all the Member Municipalities.

Section 2 – Effective Date: Upon ratification, amendments shall become effective when copies of said amendments have been made public by the official county newspapers.

ARTICLE XI  
SEVERABILITY

If any article, section, subsection, subsection, sentence, clause or provision of this Charter is held invalid, illegal or unenforceable, the remainder of this document shall not be affected.

Oneida County, by:

\_\_\_\_\_  
Dave Hintz, Chair, Oneida County Board  
of Supervisors

\_\_\_\_\_ (SEAL)  
Date

\_\_\_\_\_  
Bob Mott, Chair, Oneida County Health  
and Aging Committee

\_\_\_\_\_ (SEAL)  
Date

Forest County, by:

\_\_\_\_\_  
Paul Millan, Chair, Forest County Board  
of Supervisors

\_\_\_\_\_ (SEAL)

\_\_\_\_\_  
Edith Huettl, Chair, Forest County  
Office on Aging

\_\_\_\_\_ (SEAL)

Vilas County, by:

\_\_\_\_\_  
Ron De Bruyne, Chair, Vilas County Board  
of Supervisors

\_\_\_\_\_ (SEAL)

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Mary Kim Black, Chair, Vilas County  
Commission on Aging

\_\_\_\_\_ (SEAL)