

**BYLAWS
GRAND VALLEY METROPOLITAN COUNCIL**

As originally adopted (1992) and as amended by:

Amendment No. 1 (2/4/10) Creation of Advisory Committees & Board Representation

**SECTION I
COUNCIL MEETINGS AND PROCEDURES**

1.1 Council Representation; Weighted Voting. The incorporating units of government ("Units") shall appoint Members to the Council as provided in the Articles of Incorporation ("Articles"). Members of the Council shall cast weighted votes as provided in the Articles.

1.2 Meetings; Notice. The Council shall meet regularly at least once a month at times and places designated by resolution of the Council. The Chairperson or a majority of the Members of the Council may call a special meeting of the Council provided that at least twenty-four (24) hours' notice of the meeting is given to Members of the Council. The notice shall state the place, time and purpose of the special meeting. Except for the provisions of this section, special meetings are subject to the same rules as regular meetings. No special or regular meeting may be conducted without a quorum as provided in the Articles.

1.3 Agenda. The Chairperson shall establish the agenda for all regular meetings. The Chairperson may, at the Chairperson's discretion, determine the time by which agenda items must be submitted for inclusion in the next succeeding agenda and shall notify the Council Members of the due dates. Items not on the agenda may be brought before the Council by separate motions supported by a majority of Members present at a meeting. All resolutions proposed by Members for the agenda shall be referred to the Chairperson for consideration to be included on the agenda. The Chairperson may refer each resolution to an appropriate committee of the Council for a recommendation by the committee. Notice of the referral shall be in writing and distributed to the Members.

1.4 Minutes.

a) Minutes of each meeting shall be prepared by the Secretary of the Council, and shall include at least the following information:

(i) all Members of the Council present;

- (ii) all motions, proposals, resolutions, orders, and rules proposed and their disposition;
 - (iii) the results of all votes; and
 - (iv) a summary of the substance of any discussion on any matter.
- b) Written minutes shall be available to the public within a reasonable time after the meeting and shall be maintained as a permanent record of the actions of the Council by the Secretary of the Council.

1.5 Rules. All procedural matters not provided for by these Bylaws or the Articles shall be governed by the most recent edition of *Robert's Rules of Order*.

1.6 Resolutions. All matters before the Council shall be decided by motion or resolution. Motions and resolutions shall become effective immediately upon adoption unless otherwise specified.

1.7 Council Meetings; Public Comment. Public comment on matters germane to the Council's functions shall be received, provided, however, that a person shall address the Council after gaining recognition of the Chairperson and after stating his or her name and address. The Chairperson may limit the amount of time each person shall be allowed to speak.

1.8 Compensation. The Council may provide for a *per diem* compensation of its Members by adopting a resolution approving the compensation.

SECTION II FUNCTIONS OF COUNCIL

2.1 Functions. The functions of the Council shall include the following:

- a) Economic Development and Planning. This function includes the planning of and promotion of economic development in the greater metropolitan area.
- b) Metropolitan Road and Highway Planning. This function will be to review and plan for major road and highway needs in the metropolitan area.
- c) Public Transit. This function involves activities which cover the metropolitan bus system and other transit efforts.
- d) Water/Sewer Planning. This function involves water and sewer planning for the greater metropolitan area, including the extension of trunklines and treatment facilities.

e) Land Use Planning Coordination. This function will provide review and coordination assistance to local governments with regard to their land use planning efforts.

f) Intergovernmental Liaison. This function includes representing interests of the Metropolitan Area at the State government in Lansing, and possibly at the federal governmental level, with regard to funding and budgetary needs and with regard to various planning matters, legislative issues and other matters that are under study or review by those governments.

The Council may also undertake the following functions:

g) Health Care Planning. This function involves the oversight for the emergency medical systems and advisory organizations with regard to certificates of need and related functions.

h) Public Facilities Planning and Coordination. This function involves area-wide planning and coordination of cultural and recreational facilities of a metropolitan scale and will serve to promote the enrichment of the quality of life in the area. It shall also include the promotion of convention, trade and tourist activities within the metropolitan area.

The powers and duties of these agencies as listed above shall be subject to the direction of the Council.

2.2 Additional Functions. The Council may undertake additional functions not identified in Section 2.1 only by amendment of these Bylaws by the Council.¹

SECTION III OFFICERS

3.1 Officers. In accordance with the Articles, the Council shall annually elect a Chairperson, Vice Chairperson, Secretary, and Treasurer.

3.2 Duties of Chairperson. The Chairperson shall act as the principal executive officer of the Council and shall preside at all meetings of the Council. In addition, the Chairperson shall have all other powers and duties prescribed by the Articles and these Bylaws.

3.3 Duties of Vice-Chairperson. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson.

¹But see Article XVII of Articles of Incorporation regarding two-thirds vote by legislative bodies of member units.

3.4 Duties of Secretary. The Secretary shall be responsible for preparing and maintaining minutes of each Council meeting and for other record-keeping duties as prescribed by the Council.

3.5 Duties of Treasurer. The Treasurer shall generally supervise the collection and disbursement of funds as directed by the Council.

SECTION IV EXECUTIVE COMMITTEE

4.1 Executive Committee; Meetings; Voting. In accordance with the Articles, the Council shall establish an Executive Committee. The Executive Committee shall meet upon the call of the Chairperson or, in the absence of the Chairperson, upon the call of the Vice Chairperson, upon not less than twenty-four (24) hours' notice except in emergency situations. A quorum shall consist of a majority of voting members of the Executive Committee. All matters before the Executive Committee shall be decided by a majority vote of the voting members present at the meeting. Each voting member of the Executive Committee shall be entitled to one (1) vote.

SECTION V STANDING COMMITTEES

5.1 Standing Committees; Establishment. The Council may establish standing committees as it deems necessary. Members of all standing committees shall be appointed by the Chairperson subject to confirmation of the Council for a term of one (1) year commencing in October of each year. The chairperson and vice chairperson of the standing committee shall be designated by the Chairperson subject to confirmation of the Council.

5.2 Standing Committees; Quorum; Voting. A majority of the members of the standing committee shall constitute a quorum for the transaction of business before the committee. Except as otherwise provided in this section, the procedures of all standing committees of the Council shall be governed by the most recent edition of *Robert's Rules of Order*. All standing committees shall meet at the call of the chairperson of the committee or upon the request of a majority of the members of the committee. Any matter before a committee may be decided by a majority of a quorum present at a meeting of the committee. Each member of the committee shall be entitled to one (1) vote on any issue before the committee.

5.3 Standing Committees; Functions. The functions of standing committees of the Council are to:

- a) make studies of and inquiries into areas of concern and interest of the Council;
- b) report information to the Council; and

- c) prepare and submit recommendations and proposed resolutions to the Council.

5.4 Standing Committees; Removal of Matter. By action of the Council or of the Chairperson, any matter referred to a standing committee may be removed from the committee and reassigned to another committee or be considered by the Council at a subsequent meeting.

5.5 Standing Committees; Removal of Member. The chairperson, the vice chairperson, or committee members may be removed from committee assignments by the Council.

SECTION VI ADVISORY COMMITTEES

6.1 Advisory Committees.

A. The Council may establish the following types of advisory committees:

- (1) Advisory committees comprised of local citizens and government officials who may assist the Council in the performance of its duties. Members of the Council are eligible for appointment to such advisory committees.
- (2) An advisory committee consisting of representatives of one or more public colleges and universities that have at least one campus in the Council Area.
 - (a) The committee, if consisting of representatives of more than one such college or university, shall be designated the Higher Education Advisory Committee; if the Committee consists of a representative of only one such college or university, the college or university shall be deemed a Higher Education Participant.
 - (b) A college or university that is a Higher Education Participant or a member of the Higher Education Advisory Committee shall have one representative, nominated by the Chairperson of the Council and approved by the Council.
 - (c) The Higher Education Advisory Committee or the Higher Education Participant, as the case may be, shall advise the Council on higher education matters

and such other matters assigned by the Council. It may attend all Council meetings and participate in Council deliberations, but shall have no vote on any matter before the Council.

(d) A college or university that is a member of the Higher Education Advisory Committee or that is a Higher Education Participant shall pay Council dues on such basis as is determined by the Council's resolution establishing the advisory committee or appointing the Higher Education Participant.

(e) Other aspects of the authority, responsibilities and perquisites of the members of the Higher Education Advisory Committee and the Higher Education Participant shall be as determined by Council resolution.

(3) Such other advisory committees as the Council may establish.

B. The number of members of each advisory committee and the term of each committee member shall be determined by the Council. The chairperson and vice-chairperson of an advisory committee shall be designated by the Council chairperson, subject to confirmation by the Council.

C. Other aspects of the duties, responsibilities and perquisites of advisory committees shall be as determined by the Council.

6.2 Advisory Committee; Meeting. All advisory committees shall meet at the call of the chairperson of the committee, upon request of a majority of the committee members, or upon request of the Council. A majority of the committee members shall constitute a quorum. Each committee member shall be entitled to one (1) vote on any matter before the committee.

6.3 Advisory Committee; Functions. The functions of advisory committees are to:

- a) Prepare and submit proposals and recommendations as requested by the Council.
- b) Perform other advisory functions assigned by the Council.

SECTION VII CREATION OF AGENCIES

7.1 Establishment. The Council may establish such agencies as the Council shall deem appropriate to carry out its functions. If the Council believes it will be beneficial to bring into the Council an agency which was established outside of the Council's auspices, it may do so by resolution, contract or such other lawful action as may be appropriate in the circumstances. At the time of establishing each agency, the Council shall state the agency's purpose and the extent of its responsibility.

7.2 Services. Each agency shall undertake those duties and responsibilities directed by the Council. The agency may undertake those actions and provide those services in any portion of the Council Area and in such additional areas as are permitted by the Council. If permitted by the Council, the agency shall be allowed to enter into contracts with private individuals or other governmental units or authorities to either provide services to others for a fee or to have services provided for the agency.

7.3 Delegation of Powers. Each agency established by the Council under this section shall have only those powers directly granted by the Council. Each agency shall be subject to all restrictions promulgated by the Council. In each event the Council shall retain, at a minimum, the following control over each agency:

a) Approval of the annual capital and operating budget of the agency. The agency shall not have authorization to make any expenditures in excess of those which are approved in the annual budget. To the extent that any expenditures in excess of those approved in the annual budget are desired, they shall first receive approval by the Council as an amendment to the agency's budget.

b) Unless specifically exempted by these Bylaws, the Council shall retain the right to overrule or modify any action (resolution, policy decision, rule or regulation, or other action) by an agency within thirty (30) days of receipt by the Council of written notice of the action taken by the agency. Receipt by the Secretary of the Council of a copy of the agency's minutes delineating the action taken shall constitute receipt of notice of that fact by the Council. If the Council desires to overrule or modify an action of the agency, it shall do so by passage of a resolution of the Council, a copy of which shall promptly be sent to the agency.

c) Each agency shall be subject to compliance with all policies, rules and regulations approved by the Council unless they are specifically exempted by resolution or bylaw of the Council.

d) All funds received by each agency shall be received in the name of and be the property of the Council.

7.4 Representation. The size of each agency and the number of members shall be determined by the Council. The Council shall be solely responsible for appointing members to each agency. To the extent that terms on any agency exceed one (1) year, the Council shall structure the agency so that its members' terms expire in alternate years. The Council shall seek to ensure that each Unit which receives services from the agency has a member to represent it on the agency unless the Council believes that this will create an agency too large in size. The Council may agree to include representation on the agency from non-Units who have contracted for services from the agency and are within the agency's service area. If such an agreement exists, any member who is nominated to the agency by a non-Unit shall be approved by the Council prior to becoming a member of the agency.

SECTION VIII PERSONNEL

8.1 Staff Employees. The Council may employ employees on terms and conditions the Council may establish. In lieu of hiring employees, the Council may contract for necessary services.

8.2 Executive Director. Upon the recommendation of the Chairperson, the Council may appoint an Executive Director, in accordance with such terms as it may prescribe, to serve at the pleasure and under the supervision of the Council, as the principal operating administrator for the Council. The Executive Director shall be selected on the basis of training and experience in the field of municipal and urban affairs.

8.3 Executive Duties of Chairperson or Executive Director. The Chairperson shall be responsible for the following duties, unless an Executive Director is appointed, in which case they shall be the responsibility of the Executive Director: 1) the administration of the affairs and programs of the Council pursuant to policies adopted by the Council; and 2) supervision of the Council's staff, subject to budgets, personnel policies, and procedures adopted by the Council.

SECTION IX FISCAL ADMINISTRATION

9.1 Budget. The Budget of the Council shall be established in accordance with the Articles. A public hearing on the budget shall be held prior to its adoption.

9.2 Depository. The Council shall designate a depository which shall be a federally or state regulated bank or savings institution and shall establish accounts for deposit of the revenues of the Council. All disbursements exceeding One Thousand Dollars (\$1,000) from the accounts held by the depository shall be authorized in writing by at least two persons as directed by the Council. The

Council may invest its funds as permitted by state law.

9.3 Annual Audit. The Executive Committee shall cause an annual audit of the financial affairs of the Council to be performed by an independent certified public accountant. The annual audit shall be submitted to the Council and to the legislative body of each Unit.

SECTION X
AMENDMENT OF BYLAWS

10.1 Amendment. These Bylaws may be amended only by a vote of the Council in accordance with the Articles.

These Bylaws were adopted by the Grand Valley Metropolitan Council at a meeting duly held on the 19th day of November, 1992.

Amendment No. 1

Creation of Advisory Committees & Board Representation

Amended February 4, 2010

GRAND VALLEY METROPOLITAN COUNCIL

At a regular meeting of Grand Valley Metropolitan Council held on the 4th day of February, 2010 at 9:00 a.m. at the Kent County Commissioners Chambers, Grand Rapids, Michigan.

PRESENT: Alkema, Arends, Carlton, Delabbio, DeBruin, DeVries, Donovan, Fehsenfeld, Fox, Frost Parrish, Heartwell, Helmholdt, Hayes, Hilton, Hoemke, Holtrop, LaPeer, May, McGraw, Meek, Moore, Poll, Pasquale, Porter, Rohwer, Root, Snow, Vanderberg, Van Noord, VerHeulen, VerHulst, Yonker

ABSENT: Bergman, Buck, Bulkowski, Burns, DeLange, Eppler, Harrison, Luben, Lumpkins, Miedema, Nevins, Patrick, VanEss, Young

The following resolution was offered by Donovan and seconded by Heartwell.

**RESOLUTION TO AMEND SECTION VI OF COUNCIL BYLAWS TO PROVIDE FOR
ADDITIONAL ADVISORY COMMITTEES, INCLUDING HIGHER EDUCATION
ADVISORY COMMITTEE AND HIGHER EDUCATION PARTICIPANTS**

WHEREAS, Article XV of the Council's Articles of Incorporation and Section VI of the Council's Bylaws provide for the establishment of advisory committees to the Council; and

WHEREAS, Section VI of the Council Bylaws includes certain provisions with respect to the establishing and activities of advisory committees, but the Council now desires to provide an advisory role for certain public colleges and universities located in the Council Area, in the interest of advancing more fully the Council's authorized purposes under the terms of the Metropolitan Councils Act.

IT IS, THEREFORE, RESOLVED AS FOLLOWS:

Section 1. Section VI of the Council Bylaws is hereby amended so as to read in its entirety as follows:

SECTION VI

ADVISORY COMMITTEES

6.1 Advisory Committees.

- A. The Council may establish the following types of advisory committees:

- (1) Advisory committees comprised of local citizens and government officials who may assist the Council in the performance of its duties. Members of the Council are eligible for appointment to such advisory committees.
- (2) An advisory committee consisting of representatives of one or more public colleges and universities that have at least one campus in the Council Area.
 - (a) The committee, if consisting of representatives of more than one such college or university, shall be designated the Higher Education Advisory Committee; if the Committee consists of a representative of only one such college or university, the college or university shall be deemed a Higher Education Participant.
 - (b) A college or university that is a Higher Education Participant or a member of the Higher Education Advisory Committee shall have one representative, nominated by the Chairperson of the Council and approved by the Council.
 - (c) The Higher Education Advisory Committee or the Higher Education Participant, as the case may be, shall advise the Council on higher education matters and such other matters assigned by the Council. It may attend all Council meetings and participate in Council deliberations, but shall have no vote on any matter before the Council.
 - (d) A college or university that is a member of the Higher Education Advisory Committee or that is a Higher Education Participant shall pay Council dues on such basis as is determined by the Council's resolution establishing the advisory committee or appointing the Higher Education Participant.
 - (e) Other aspects of the authority, responsibilities and perquisites of the members of the Higher Education Advisory Committee and the Higher Education Participant shall be as determined by Council resolution.

(3) Such other advisory committees as the Council may establish.

B. The number of members of each advisory committee and the term of each committee member shall be determined by the Council. The chairperson and vice-chairperson of an advisory committee shall be designated by the Council chairperson, subject to confirmation by the Council.

C. Other aspects of the duties, responsibilities and perquisites of advisory committees shall be as determined by the Council.

6.2 [No change]

6.3 [No change]

Section 2. The Executive Director of the Council is requested to arrange for the printing and distribution of updated copies of the Council Bylaws, so as to include the amended provisions adopted by the terms of this resolution.

AYES: Alkema, Arends, Carlton, Delabbio, DeBruin, DeVries, Donovan, Fehsenfeld, Fox, Frost Parrish, Heartwell, Helmholtz, Hayes, Hilton, Hoemke, Holtrop, LaPeer, May, McGraw, Meek, Moore, Poll, Pasquale, Porter, Rohwer, Root, Snow, Vanderberg, Van Noord, VerHeulen, VerHulst, Yonker

NAYS: Arends _____

RESOLUTION DECLARED ADOPTED