
 <p style="text-align: center;"><b>BYLAWS</b></p>	<b>BOARD OF COUNTY ROAD COMMISSIONERS</b>				
<b>TITLE: BYLAWS</b>	RESOLUTION NUMBER RC20-269	SUPERCEDE RC08-373	EFFECTIVE DATE 9/15/2020	SUPERCEDE 10/07/2008	POLICY NUMBER ADMN-10

**ARTICLE I  
BOARD OF COUNTY ROAD COMMISSIONERS**

1. **Governing Body.** Pursuant to the County Road Law, Act 283 of 1909, as amended (MCL 220.1 et seq.), the governing body of the Washtenaw County Road Commission (the "**Road Commission**") is the Board of County Road Commissioners of Washtenaw County (the "**Board**").
2. **Powers and Authority.** The Board shall manage the business and affairs of the Road Commission and shall have all the powers and authority conferred by law.
3. **Transaction of Business.** All business of the Board shall be transacted at a meeting of the Board, noticed and convened in accordance with the Michigan Open Meetings Act and these Bylaws, at which a quorum is present. Individual Road Commissioners shall have no power to act for the Board in any manner except as specifically authorized by official action of the Board, as recorded in its minutes.
4. **Quorum and Action.** A majority of the Members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Members of the Board shall be the act of the Board. A roll call vote or resolution shall be taken in all of the following circumstances: (a) appropriating money; (b) a matter involving a financial liability on the part of the Road Commission; or (c) a matter being voted on by a Board Member participating remotely pursuant to Article III, Section 9. If a quorum is not present (in person or per Article III, Section 9) for any meeting, a majority of those present may adjourn the meeting to a future time.
5. **Compensation.** Members of the Board shall be compensated for services rendered to the Washtenaw County Road Commission as determined by the Board of County Commissioners of Washtenaw County. At the discretion of the Board, Members may be reimbursed for reasonable and necessary expenses incurred in the discharge of their official duties.
6. **Conflict of Interest.** No Member of the Board shall have an interest, directly or indirectly, in any contract with the Road Commission which may cause a substantial conflict of interest or the appearance of impropriety. The conduct of a Member of the Board shall conform to the Standards of Conduct For Public Officers and Employees, Act 196 of 1973, as amended (MCL 15.341 et seq.). To ensure the faithful performance of their official duties and avoid conflict of interest, Members of the Board shall conform to the Incompatible Public Offices Act, Act 566 of 1978, as amended (MCL 15.181 et seq.).


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**ARTICLE II  
OFFICERS OF THE BOARD OF COUNTY ROAD COMMISSIONERS**


1. **Officers.** The officers of the Board include a Chair and a Vice Chair. The Chair and Vice Chairs shall be Members of the Board. Officers shall serve a term of two (2) consecutive years
2. **Chair.** The Chair shall be the head of the Board and shall have the usual powers of that office. The Chair shall preside at all meetings of the Board at which he/she is physically present at the site of the meeting. If both the Chair and the Vice Chair are not physically present at the site of the meeting, the Chair shall appoint a Member to preside at the meeting. The Chair shall appoint all committees, unless the committee members are designated or their appointment otherwise provided for in the motion or resolution establishing the committee, be an ex-officio member of all committees, and perform such other duties as these Bylaws provide or the Board may prescribe.
3. **Vice Chair.** The Vice Chair shall preside at meetings of the Board in the absence of the physical on-site presence of the Chair and shall perform such other duties as the Board of Road Commissioners may prescribe.
4. **Members.** The Members shall perform such other duties as the Board may prescribe. Any new Member of the Board appointed shall take the oath of office as their first order of business.

**ARTICLE III  
MEETINGS OF THE BOARD OF COUNTY ROAD COMMISSIONERS**

1. **Organizational Meeting.** At a regular meeting of the Board held in December of each year, the Chair shall call the meeting to order then shall call the roll of all appointed Road Commissioners. If the Chair is then completing his or her two (2) year term, and a quorum is found to be present, the Board shall proceed to elect one of the Road Commissioners, appointed and serving, as Chair to serve for the following two (2) years, with the term beginning January 1<sup>st</sup> of the coming year and ending the December 31<sup>st</sup> two (2) years thereafter (the "Following Term"). The Commissioner receiving majority vote of the Members, appointed and serving, shall be the Chair of the Board for the Following Term. The Vice Chair shall be nominated and elected by the Board at the same meeting, in the same manner as and following, the Chair of the Board. Except as required by law, the Officers of the Board shall have only the authority, duties and responsibilities delegated by the Board, in accordance with the Bylaws of the Board.


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2. **Regular Meetings.** The Board shall meet on a regular basis at times determined by the Board. Regular meetings may be cancelled in advance by consent of the Board. Regular meetings will ordinarily be held on the first and third Tuesdays at 1:00 p.m. of each calendar month in the Board meeting room at the Road Commission, 555 N. Zeeb Road, Ann Arbor, Michigan, 48103, but may be held at such other times and places as the Board may determine. Notices of the regular meetings shall comply with the requirements of the Michigan Open Meetings Act, as amended, and these Bylaws.
  
3. **Notice of Regular Meetings.** Notice of the dates, times and places of all scheduled regular meetings of the Board during the upcoming calendar year shall be posted within ten (10) days after the first meeting of the Board in each calendar year. This notice shall indicate that the meetings are to be of the Board of County Road Commissioners of the County of Washtenaw, and shall state the address, telephone number and website of the Road Commission. The notice shall be posted in a conspicuous location in the lobby of the Road Commission administrative office located at 555 N. Zeeb Road, Ann Arbor, Michigan 48103, and on the Road Commission website.
  
4. **Change in Regular Meetings.** If there is a change in the schedule of regular meetings of the Board, there will be posted, within three (3) days after the meeting at which the change is made, a public notice stating the new dates, times and places of its regular meetings. For a rescheduled regular meeting, a public notice stating the date, time and place of the meeting shall be posted at least 18 hours before the meeting in a prominent and conspicuous place at both the lobby of the Road Commission administrative office located at 555 N. Zeeb Road, Ann Arbor, Michigan 48103, and on the Road Commission website, on either the homepage or on a separate webpage dedicated to public notices for non-regularly scheduled public meetings and accessible via a prominent and conspicuous link on the website's homepage that clearly describes its purpose for public notification of those non-regularly scheduled public meetings (the "**18-Hour Rule**"). A meeting of the Board that is recessed for more than 36 hours shall be reconvened only after public notice that is equivalent to that required under subsection 3 has been posted.
  
5. **Special Meetings.** If the Board determines that consideration of a matter should not wait until the next regular meeting of the Board, then the Board may schedule and convene a special meeting of the Board, provided the public notice of the subject of the item(s) to be considered, date, time and place of the special meeting shall be made pursuant to the 18-Hour Rule.
  
6. **Emergency Session.** Nothing in this Article shall bar the Board from meeting in emergency session in the event of a severe and imminent threat to the health, safety or welfare of the public, when the two-thirds of the Board decides that delay would be detrimental to efforts to lessen or respond to the threat. Notice of the emergency session shall be given pursuant to the 18-Hour Rule, or paper copies of the public notice for the emergency session shall be made available to the public at the emergency session. The notice shall include an explanation of the reasons that the Board cannot comply with the 18-hour Rule. The explanation shall be specific to the circumstances that necessitated the

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emergency session, and the use of generalized explanations such as “an imminent threat to the health of the public” or “a danger to public welfare and safety” does not meet the explanation requirements of this subsection. Within 48 hours after an emergency session conducted without notice pursuant to the 18-Hour Rule, the Board shall send official correspondence to the Board of County Commissioners of the County of Washtenaw, informing the commission that an emergency session with less than 18 hours' public notice has taken place.

7. **Working Sessions.** The purpose of a Working Session shall be to permit in-depth, informal discussion of Commissioner concerns, Board goals, significant programmatic and financial matters, and conceptual and informational presentations by the Managing Director.
8. **Meeting Agendas.** The agenda for regular Board meetings shall be prepared under the direction of the Managing Director, with the concurrence of the Chair, and emailed, mailed or personally delivered to the Road Commissioners at least 72 hours before the meeting. At a regular meeting, the Board may consider and act on any matter which may come before it, whether or not the matter is included on the prepared agenda.
9. **Participation By Members in Meeting by Videoconference or Similar Equipment.** A Member of the Board may participate in any meeting of the Board by videoconference or similar communications equipment through which all persons participating in the meeting can hear and see each other, provided that a quorum of Members is physically present at the site of the meeting, and either the Chair, Vice Chair or a Member appointed by the Chair to preside at the meeting, is physically present at the site of the meeting to conduct the meeting. Participation in a meeting pursuant to this section constitutes being “present” in person at the meeting for all purposes.
10. **Open Meetings.** All meetings of the Board shall be conducted in accordance with the Michigan Open Meetings Act (MCL 15.261 et seq.), as amended. All sessions or meetings of the Board shall be open to the public and shall be held in a place available to the general public. All decisions and deliberations of the Board constituting a quorum of its Members shall take place at a meeting open to the public, except as those permitted to be closed under Michigan law. All persons shall be permitted to attend any open meeting of the Board.
11. **Closed Meetings.** The Board may meet in closed session in accordance with Michigan law for the following purposes: personnel evaluation, collective bargaining, real property transaction, litigation, legal advice and counsel, and to consider material exempt from discussion or disclosure by state or federal statute.

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12. **Order of Business of Regular Meetings.** The business of all regular meetings of the Board shall be transacted as far as practicable, in the following order.

- a. Call to Order/Pledge of Allegiance
- b. Approval of Agenda
- c. Acceptance of Minutes
- d. Public Comment
- e. Commissioner and Staff Follow-Up to Public Comment
- f. New Business
- g. Unfinished Business
- h. Reports
- i. Adjournment

13. **Addressing the Meeting.** In order to provide a free flow of information between the public and the Board, and at the same time assure the integrity of agenda and orderly scheduled meetings, the provisions of these Bylaws will govern citizen participation during the public meetings. Any person in attendance at a meeting of the Board (either physically or by telecommunications) shall be permitted to address the meeting subject to the following rules.


14. **Addressing the Meeting: Members of the Community.** Members of the community who wish to address the Board may do so: (1) in written communication; and/or (2) by appearing (either physically or by telecommunications) at a regular meeting, and, at a time designated in the agenda, speaking directly to the Board.

- a. **Written Communication.** Letters and other forms of written communication should be addressed to the Board Secretary in care of the Washtenaw County Road Commission. Letters and other forms of written communication will be presented to the Board by the Board Secretary when the Board next meets.
- b. **Appearance in Person or By Telecommunications.** Members of the community who wish to speak directly to the Board at a regular meeting will be afforded the opportunity to do so at a designated point in the regular agenda. A member of the community addressing the Board will be requested to identify him/herself by name and to indicate the capacity in which he/she is speaking, i.e., whether as a private interested citizen or as the representative of an interest group or other organization. The Chair of the Board retains the right to establish time limits to govern the length of an individual presentation, and to proscribe disorderly conduct

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pursuant to Article III, Section 20 of these Bylaws. Further, in those instances where similar presentations of fact or opinion are made by many citizens, the Chair retains the right to move the meeting forward to the next item of business when the Chair is satisfied that individual presentations are repetitious or cumulative. When members of the community wish to address the Board via telecommunications, the Chair shall have the right to limit all such telecommunications to sound only, without video appearance.

15. **Addressing the Meeting: Members of the Road Commission Staff.** Presentations by members of the Road Commission staff will be governed by the same procedure established above for members of the community, except that staff making reports requested by the Managing Director or the Board may be given the opportunity to speak as part of the Managing Director’s report.
  
16. **Written Material.** Any person may submit written material, regardless of length, to the Board for consideration, whether or not in connection with an address by the person to the Board. All such written material shall be delivered to the Board Secretary personally, email or by mail, at the Washtenaw County Road Commission, 555 N. Zeeb Road, Ann Arbor, Michigan 48103.
  
17. **Exclusion from Meetings.** No person shall be excluded from a meeting of the Board except for a breach of the peace actually committed at the meeting.
  
18. **Rules of Procedure.** The business of each regular meeting shall be conducted under Robert’s Rules of Order as modified by the Bylaws of the Board.
  
19. **Voting.** Every Member who shall be present, including the Chair, when a motion is last stated by the Chair, and no other, shall vote for or against the motion unless the Member has a conflict of interest in which case the Member shall not vote.
  - a. **Roll Call Vote.** Roll call vote shall be taken when called for by any Member of the Board, and on board actions to adopt ordinances, resolutions, the appointment or election of officers, and any action: (a) appropriating money; or (b) involving a financial liability on the part of the Road Commission; or (c) a matter being voted on by a Board Member participating remotely pursuant to Article III, Section 9.
  
  - b. **Votes Required.** Procedural and other questions arising at a meeting of the Road Commissioners, except for those decisions required by statute or by these Bylaws to have a higher majority, shall be decided by a majority of the Members present.
  
20. **Disorderly Conduct.** The Chair may call to order any person who is being disorderly by speaking longer than the allotted time or otherwise disrupting the meeting. Such person shall therefore be seated until the Chair shall have determined whether the person is in order. If a person shall be called out of order, he or she shall not be permitted to speak further at the same meeting except upon special leave by the board. No person shall be

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removed from a public meeting except for an actual breach of the peace committed at the meeting.

21. **Suspension.** No rule of the Board shall be suspended, amended or rescinded, without the concurrence of a majority of the Members appointed and serving.
22. **Chair’s Right to Participate in Debate.** The Chair may participate in debate in the same manner as any other Member without relinquishing the Chair, on any matter before the Board, unless a majority of the Members present request that he/she relinquish the Chair to participate in debate on a particular matter.
23. **Minutes.** The Board shall cause to be prepared and kept a full and complete written record of every meeting of the Board, including the date, time, place, Members present and the manner in which present (in person or teleconference), Members absent, any decisions made at an open meeting, and the purpose or purposes for which a closed session is held. The minutes shall include all roll call votes taken at the meeting. All motions and resolutions shall be fully recorded, whether they are approved or not, and the names of those who make the motions, those who seconded the motions and the votes of the Road Commissioners on each such motion shall be recorded. If the Board votes unanimously, it is sufficient to record the fact; provided that every vote or resolution appropriating money or involving a pecuniary liability on the part of the Road Commission shall be taken by calling the ayes and nays, and the names of those voting respectively for and against shall be recorded by the Board Secretary.
24. **Preparation and Mailing of Minutes.** Minutes of the meetings shall be prepared by the Board Secretary under the direction of the Managing Director and emailed, mailed or personally delivered to the Members of the Board at least 72 hours before the next regular meeting.
25. **Availability of Minutes to the Public.** Minutes of meetings (except closed sessions) shall be public records open to public inspection and shall be available at the Road Commission administrative office and posted to the Road Commission website. Proposed minutes shall be available for inspection not later than eight (8) business days after the meeting to which the minutes refer, and approved minutes shall be available for public inspection not later than five (5) business days after the minutes are approved by the Board.
26. **Responsibility of the Secretary to the Board.** The secretary to the Board shall be responsible for posting all notices required for all meetings, preparing agenda, and keeping minutes as provided in these bylaws.

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**ARTICLE IV  
FISCAL AFFAIRS**

1. **Fiscal Year.** The fiscal year of the Road Commission shall be from January 1 to December 31, inclusive.
2. **Final Budget.** The Board shall adopt a final budget for the ensuing fiscal year on or before its first regular meeting in December of each year.
3. **Budgetary Control.** The administration shall operate within approved budget allotments. No budget allotment shall be deemed a mandate to spend. The Managing Director shall approve all expenditures beyond line item allotments within budgetary limitations. Expenditures in excess of approved budgetary limitations must be approved by the Board.
4. **Accounting Procedures and Reports.** The administration shall be charged with the responsibility of following accepted and statutory accounting procedures per Act 51 of 1951, as amended. The administration shall provide the Board with such interim fiscal reports as the Board, from time to time, may require.
5. **Certified Public Accountants.** At its organizational meeting or otherwise by resolution, the Board shall appoint a firm of certified public accountants to serve at the pleasure of the Board. All accounts of the Road Commission shall be audited once each year and at such times as the Board may determine. A copy of the audit shall be filed as required by statute, and another copy shall be made available at the Road Commission administrative office for public examination.

**ARTICLE V  
ADMINISTRATION**

1. **Managing Director.** The chief executive officer of the Road Commission shall be designated Managing Director. The Managing Director of the Road Commission shall administer the affairs of the Road Commission. His or her administration shall conform to the adopted policies of the Board.
2. **Legal Counsel.** At its organizational meeting or otherwise by resolution, the Board shall appoint outside legal counsel to serve at the pleasure of the Board.
3. **Policies.** The Board shall adopt written policies governing the operation of the Road Commission and the employment of all personnel. Such policies shall be recommended by the Managing Director and shall include appropriate classification of personnel, terms of employment and compensation schedules. The Managing Director shall keep the Board fully advised as the need or desirability of any changes in these policies.



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4. **Delegation of Authority.** The Board may by resolution delegate to the Managing Director such of its authority as is permitted by law, including the authority to select and employ personnel; pay claims and demands against the Road Commission; purchase, lease, or otherwise acquire personal property; invest funds; and accept contributions, capital grants, gifts, donations, service or other financial assistance on behalf of the Road Commission.

**ARTICLE VI  
REPEAL OR AMENDMENT OF BY-LAWS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board; provided that any such change shall be presented for action at any meeting only after the proposed change has been presented as an agenda item at a prior meeting of the Board or the proposed change has been distributed to all Members of the Board at least seven (7) days prior to the date that action is to be taken. At any meeting of the Board where all Members are present, the Board may, by unanimous consent, vote to suspend these notice requirements.

Adopted: September 15, 2020