

BYLAWS
OF
MILWAUKEE AREA-RACINE-KENOSHA
PASSENGER RAIL COMMISSION
Adopted December ___, 2025

ARTICLE I.
NAME AND PURPOSE

- Section 1.1 Name. The name of this Commission shall be the “MARK Passenger Rail Commission,” hereinafter referred in this document as the “Commission.”
- Section 1.2 Creation. The Commission is an intergovernmental commission created by contract by and among municipalities under Wis. Stat. § 66.0301 and subject to that certain MARK Passenger Rail Commission Intergovernmental Agreement dated October 30th and any amendments thereto (the “Intergovernmental Agreement”).
- Section 1.3 Purpose. The purpose of the Commission is to advance the public interest by pursuing the development, implementation, and provision of passenger rail service to serve the Milwaukee Area-Racine-Kenosha Corridor (the “MARK Rail Corridor”), including the following activities:
- (a) Identify the public benefits of passenger rail that would connect the MARK Rail Corridor to the Chicago metropolitan area and the statewide and national passenger rail network.
 - (b) Identify, support, and facilitate the elements necessary to implement passenger rail service, including public-private partnerships, sponsors, operators, funding opportunities, relationships among governments and stakeholders, feasibility studies, engineering studies, environmental studies, and the like.
 - (c) Identify and pursue opportunities for, and manage administration of, grants and other sources of funding available to advance passenger rail service.
 - (d) Pursue opportunities for transit-oriented development and other community-related benefits to ensure the fullest possible economic benefits from service implementation.
 - (e) Foster cooperation among Wisconsin and Illinois governments, agencies, and other entities related to the development and implementation of passenger rail service; determine the long-term role of the Commission and

coordinate public involvement, including any legislative or other action that might be needed; and participate in determining the appropriate project roles for the Commission, state departments of transportation, counties and municipalities, private partners, real estate developers, and advocacy or educational organizations.

- (f) Identify and recommend, as necessary, actions relating to zoning, environmental, safety, and other regulatory-related requirements.
- (g) Participate in current and future planning and project implementation processes, including WisDOT's passenger rail projects proceeding through the FRA's CID Program, Wisconsin and Illinois State Rail Plans, and metropolitan planning organization-led regional land use and transportation plans.

Section 1.4 Bylaws. As required by the Intergovernmental Agreement, the Commission has adopted these Bylaws to govern (a) the conduct and procedure of Commission meetings, (b) the powers and duties of Commission officers and personnel, and (c) the procedures and requirements for reviewing, processing, and approving any application for membership to the Commission. Subject to the terms and conditions herein, these Bylaws shall continue in full force and effect for such time as the Commission remains in effect.

Section 1.5 Definitions. Any capitalized term used in these Bylaws shall have the meaning established under the Intergovernmental Agreement, except to the extent that such term is defined herein.

ARTICLE II. MEMBERSHIP

Section 2.1 Admission. The Commission may approve the admission of Members only in accordance with the following:

- (a) Admission of Founding Members. The Commission may not independently admit any entity as a Founding Member. The addition of any Member as a Founding Member requires a written amendment of the Intergovernmental Agreement duly approved by the governing body of each Founding Member.
- (b) Admission of Regular Members. The Commission may admit any Municipality as a Regular Member only if (1) the governing body of such Municipality has duly approved and executed the Intergovernmental Agreement in accordance with the terms thereof, including any amendments thereto, (2) the governing body of such Municipality has adopted a resolution in support of the Commission's objectives that is substantially in the form set forth in the Intergovernmental Agreement, and (3) the governing body of each Founding Member has approved the admission of such Municipality as a Regular Member.

Section 2.2 Procedures. Upon the satisfaction of the requirements under Section 2.1(a) or (b), the Commission shall, at its next regularly scheduled meeting or a special meeting called for such purpose, approve the admission of the Member and, at the discretion of the Commission, appoint the representative(s) of such Members to any committee.

ARTICLE III. MEETINGS

Section 3.1 Meetings and Notice.

- (a) Annual and Regular Meetings. The Commission may determine the date, time, and place of all annual and regular meetings of the Commission and any committees established by the Commission. The Commission shall meet annually to elect officers, establish a schedule of regular meetings for the year, adopt an annual budget, and conduct such additional business as the Commission deems appropriate.
- (b) Special Meetings. The Commission may hold special meetings at any time upon the call of the Chair. The Chair shall call a special meeting of the Commission upon the request of two or more Commissioners.
- (c) Public Notice. The Commission shall provide notice and ensure that every meeting of the Commission is conducted in accordance with applicable state law, including Wis. Stat. §§ 19.83 and 19.84 (the “Open Meetings Law”).

Section 3.2 Meeting Format. The Commission may determine whether any meeting of the Commission will be held in person, virtually, or a hybrid format in which Commissioners and/or the public have the option to attend the meeting in person or virtually. For virtual or hybrid meetings, the Commission shall include information on the meeting notice describing how the public may attend the meeting virtually.

Section 3.3 Quorum. A majority of the Commissioners shall constitute a quorum of the Commission. The Commission shall not meet nor transact any business unless a quorum is present. Notwithstanding the preceding, if a quorum of Commissioners is not present, a majority of the Commissioners then present may adjourn the meeting to another time without further notice.

ARTICLE IV. OFFICERS

Section 4.1 Principal Officers. The principal officers of the Commission shall be a Chair, Vice Chair, and Secretary/Treasurer. The Commission shall elect the Chair, Vice Chair, and Secretary/Treasurer from among the Commissioners. The Commission may elect other officers and assistant officers as the Commission deems necessary. No person may hold two or more offices of the Commission concurrently.

- Section 4.2 Terms. Once elected, each officer shall hold office for a one-year term, unless earlier removed by the Commission or departed due to death, disability, or resignation. There is no limit on the number of subsequent terms that any Commissioner may serve in any office.
- Section 4.3 Vacancy. In the event of any vacancy in the position of any officer other than the Chair, the Chair shall appoint a Commissioner to serve for the remainder of the term of such office prior to the next regularly scheduled Commission meeting after such vacancy occurs, subject to confirmation by the Commission. In the event of a vacancy of the Chair, the Vice Chair shall assume the role of Chair for the remainder of the term.
- Section 4.4 Chair. The Chair shall preside at all meetings of the Commission, except as otherwise provided in these Bylaws. All actions approved by the Commission for which documents must be executed shall be executed by the Chair on behalf of the Commission. The Chair's signature, attested to by the Secretary/Treasurer of the Commission, shall be binding as the signature of the Commission. The Chair shall exercise all power and perform all duties assigned by resolution or motion of the Commission. The Chair may make a motion and has the same voting rights and responsibilities as other Commissioners.
- Section 4.5 Vice Chair. The Vice Chair shall have such powers and duties as are assigned by resolution of the Commission, except as limited by these Bylaws. The Vice Chair shall perform the duties and have the powers of the Chair during the absence or incapacity of the Chair.
- Section 4.6 Secretary/Treasurer. The Secretary/Treasurer shall be responsible for keeping the records of the Commission, including the meeting minutes, and a record of the finances of the Commission. The Secretary/Treasurer shall have the responsibility to attest to the signature of the Chair as the signature of the Commission. The Secretary/Treasurer shall be the legal custodian of the Commission's records under the Wis. Stat. §§ 19.31 – 19.39 (the "Public Records Law"). The Secretary/Treasurer may designate another individual, including Commission staff or an appointed recording secretary, to perform clerical and administrative tasks associated with this office including but not limited to preparing and distributing meeting minutes and maintaining financial records of the Commission.

ARTICLE V. COMMITTEES

- Section 5.1 Committees. The Commission may establish standing or temporary committees and assign duties and responsibilities to such committees as the Commission deems appropriate. Except as determined by the Commission, the Chair shall appoint the members of all such committees, subject to the confirmation of the Commission, and may name the chairperson of such committees. Each committee shall be solely advisory and shall not have nor exercise any authority or powers of the Commission. Such committees shall at all times be subject to the direction and

control of the Commission and shall report to the Commission upon request or as otherwise specified in these Bylaws. The Commission may appoint any person to serve on any standing or temporary committee established by the Commission, including any member of the public. Except as provided by the Commission in writing, each person appointed to a committee is entitled to vote on any matter before that committee. The Chair may remove any committee member at any time and for any reason, with or without cause, subject to a majority vote of the Commission to override such removal.

- Section 5.2 Meetings and Actions of Committees. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, but if less than such majority is present at a meeting, a majority of the committee members present may adjourn the meeting from time to time without notice. The act of a majority of the voting members present at a committee meeting at which a quorum is present shall be the act of the committee unless the action of a greater number is required by the resolutions establishing such committee. Each committee shall keep regular minutes of their proceedings, cause them to be filed with the Commission records, and report the same to the Commission as required by the Commission.

ARTICLE VI. AMENDMENTS TO THE BYLAWS

- Section 6.1 General. The Commission may adopt new bylaws, or amend or repeal these Bylaws, only upon a majority vote of the Commission. The Commission shall provide at least seven (7) days' advance notice of the meeting at which the Commission will consider and possibly approve any such action. Such notice shall state the proposed amendment, repeal, or new bylaws to be considered.
- Section 6.2 Implied Amendments. Any action taken or authorized by the Commission in good faith, which would be inconsistent with these Bylaws, but is taken or authorized by a vote of not less than a majority vote of the Commission, shall be given the same effect as though the Commission temporarily amended or suspended the Bylaws only to the extent necessary to permit the specific action so authorized or taken.

ARTICLE VII. DISSOLUTION

- Section 7.1 Dissolution. Within thirty (30) days after the Founding Members authorize the dissolution of the Commission as provided under the Intergovernmental Agreement, the Commission shall meet to develop and adopt a plan for liquidating and distributing the assets of the Commission, to the extent such assets exist. Except as otherwise required by law, and subject to any requirements established in the Founding Members' resolutions authorizing such dissolution, the liquidation and distribution of assets shall occur in accordance with the following:

- (a) The Secretary/Treasurer shall prepare a true and accurate balance sheet and a complete and accurate report of the finances of the Commission, including all assets and liabilities, and shall provide such information to the Commission.
- (b) At the next regularly scheduled meeting or a special meeting called for such purpose, the Commission shall review any financial information provided by the Secretary/Treasurer. Based on such information, the Commission shall determine how to utilize and, if necessary, liquidate any assets to satisfy any debts or other obligations of the Commission.
- (c) After the Commission has paid or otherwise satisfied any debts or other obligations of the Commission, the Commission shall determine the proposed distribution of any remaining assets in proportion to the past financial contributions of such Members, which may include any mandatory or voluntary contributions, assessments, fees, or in-kind expenses borne or committed by such Member, and provide notice of the proposed distribution to the Members.
- (d) After considering any questions or comments received by the Members with respect to the proposed distribution of any remaining assets, the Commission shall, if necessary, modify the proposed distribution, and distribute such assets to the Members.
- (e) The Secretary/Treasurer shall provide each Member with complete copies of all records of the Commission maintained by the Secretary/Treasurer, including any meeting minutes and financial records.

ARTICLE VIII. MISCELLANEOUS

Section 8.1 Parliamentary Procedure. Except as otherwise determined by the Commission, meetings of the Commission and committees shall be governed by the rules contained in the most current edition of *Robert's Rules of Order Newly Revised* to the extent such rules are applicable and which are not inconsistent with these Bylaws, any special rule or order adopted by the Commission, or the Wisconsin Open Meetings Law.

Section 8.2 Order of Business. Except as otherwise determined by the Chair, the order of business at all annual and regular meetings of the Commission and of committees shall be as follows:

- (a) Call to Order
- (b) Approval of Agenda
- (c) Approval of Minutes of Preceding Meeting

- (d) Approval of Checks and Claims
- (e) Committee Reports
- (f) Business Items
- (g) Other Business
- (h) Adjournment

Section 8.3 Actions of the Commission. Any official action of the Commission shall be taken by resolution or motion by a recorded vote of the Commissioners present. A written record of all oral resolutions or motions will be made and reflected in the minutes of the meeting. The Chair may conduct voting on uncontested items by general consent by asking a question of the Commissioners as to whether there is any objection. If an objection is made, a formal vote must be taken. Except as otherwise provided in these Bylaws or applicable Wisconsin law, all actions of the Commission require a simple majority vote of the Commissioners present.