



Article I: Name

The name of this entity will be the Duluth-Superior Metropolitan Interstate Council and hereinafter will be referred to as the MIC.

Article II: Purpose & Responsibilities

The MIC, created under Joint Agreement and acting under the authority of the Arrowhead Regional Development Commission (ARDC) and Northwest Regional Planning Commission (NWRPC), is the body responsible for making transportation policy decisions and directing transportation planning for the Duluth, (MN) – Superior (WI) metropolitan area.

The purpose of the Duluth-Superior Metropolitan Interstate Council will be to promote, coordinate, implement and encourage the planning of infrastructure systems embracing all modes of transportation in a manner that efficiently maximizes the safety and mobility of people and goods through the urbanized area.

The responsibilities of the MIC include:

- Carrying out a cooperative, continuous, and comprehensive planning process for making infrastructure investment decisions in the Duluth-Superior metropolitan area with program oversight from the Federal Highway Administration, Federal Transit Administration, and the Minnesota and Wisconsin Departments of Transportation.
- Preparing and maintaining a long-range multi-modal transportation plan.
- Preparing and implementing an annual work program.
- Preparing a transportation improvement program (TIP) to provide for infrastructure investments to meet transportation needs.
- Other duties, as required, to comply with federal and state regulations.

The MIC reflects and recognizes the responsibilities and concerns for the citizens and local units of government within the Duluth (MN) and Superior (WI) Metropolitan Planning Area and within the Arrowhead Regional Development Commission (ARDC) in Minnesota and the Northwest Regional Planning Commission (NWRPC) in Wisconsin.

Article III: Duties and Functions

The MIC will have the following powers to perform its duties and functions:

1. To undertake program responsibilities as specified in the annual work programs adopted by MIC policy board and submitted for approval by the NWRPC and ARDC boards as required by the Regional Development Act of Minnesota and the Regional Planning Commission Law of Wisconsin.
2. To perform the state grant review and coordinating function for NWRPC and ARDC for the Duluth-Superior Area pursuant to the designations held by ARDC and NWRPC under the Minnesota Intergovernmental Review of Federal Programs Process and the Wisconsin Federal Grant and Development Review Process.
3. To carry out a continuing, comprehensive and cooperative (3-C) transportation planning process for the defined metropolitan planning area in accordance with the current Memorandums of Understanding (MOUs) between ARDC, NWRPC, MnDOT, WisDOT and the Duluth Transit Authority.
4. To review and comment upon all policies and plans provided to the MIC by local units of government that have jurisdiction in the metropolitan area.
5. To establish advisory committees as required.
6. To confirm the appointment of the Director, Deputy Director and consultants.

Article IV: Membership

The membership of the MIC will consist of 18 Policy Board members, nine of whom are to be residents of Minnesota and nine of whom are to be residents of Wisconsin. Each member (or their appointed alternate) will be entitled to one full vote. No eligible voting member will have more than one vote. Two-thirds of the membership will be local elected officials or their alternates.

Membership from Minnesota will be as follows:

City of Duluth (citizen representative selected by the Mayor)	1
Duluth Transit Authority (selected by the DTA Board)	1
City of Duluth (selected from the City Council)	2
St. Louis County (selected from the Board of Commissioners)	1
City of Proctor (Mayor or City Councilor)	1
City of Hermantown (Mayor or City Councilor)	1
Suburban St. Louis County Townships (appointed by the St. Louis County Township Officers Association)	1
City of Rice Lake (Mayor or City Councilor)	1

Membership from Wisconsin will be as follows:

City of Superior (selected from the City Council)	3
City of Superior (citizen representative selected by the Mayor)	1
Douglas County (selected from the Board of Supervisors)	4
Douglas County (citizen representative appointed by the Board Chair)	1

Membership will be effective upon receipt of a letter of appointment from the appointing official. The decision to designate an alternate is at the discretion of the jurisdiction. The letter of appointment will also include the name of the designated alternate who will serve in the absence of the voting member.

Additionally, any duly designated alternate will announce to the Council at commencement of the meeting his/her name and representative capacity and may vote upon matters properly coming before the Council.

Article V: Term of Office

The term of office will be for two years with no limit on the number of re-appointments, except when the local units of government elect to change representatives.

Resignations from the MIC Policy Board will be submitted in writing to the Director of the MIC. Any vacancies on the Council are to be filled by the appointing authority of the resigned member.

The unexcused absence of a voting member or designated alternate at three or more consecutive meetings will result in the loss of voting rights as determined by the co-chairs. Restoration of voting rights will require a "letter of intent" to participate in future meetings. If, within one month of the third absence, no "letter of intent" is received, the co-chairs will institute proceedings for replacement of that member.

Article VI: Officers

The officers of this Council must be selected from duly appointed members nominated by a Subcommittee of the MIC.

The Council will elect as its officers a Minnesota Co-Chair, a Wisconsin Co-Chair and a Secretary to serve for a term of two years. Officers will be elected at the December meeting of the Council in even numbered years. Should a vacancy occur in the office of Co-Chair before the regularly scheduled election of officers, the position may be filled by the other Co-Chair or by the Secretary or through a special election.

The Co-Chair of the state in which the meeting is held (alternating between Minnesota and Wisconsin) will preside at the meeting, or in his/her absence the other state Co-Chair or the Secretary will preside. In the absence of the Co-Chairs and the Secretary, a Chair pro-tem will be named.

The Co-Chairs appoint all sub-committees and perform such other duties as may be imposed. One of the MIC officers on the Minnesota side also accepts the added responsibility of serving on the ARDC Board and Commission as representatives of the MIC.

Article VII: Meetings

Meetings of the Council will be held on the call of the Chair, upon request of the MIC or by the Director of Metropolitan Planning or by written request of the number of members equal to a quorum. No less than ten meetings will be held annually.

The MIC staff secretary will provide the Council members with meeting notices and agendas to be mailed not less than one week before each meeting, will keep the minutes of the meetings and a calendar of all matters referred to sub-committees and others, will report action or non-action of same at each regular meeting, and will perform such other duties as may be requested.

The MIC Director will be responsible for drawing up an agenda of the business to be transacted at any regular or special meeting of this Council. Any new business, proposal, or resolution which a Council member wishes to place before the Council must be communicated to the MIC Director by telephone or in writing at least ten (10) days before the date of the next regularly scheduled meeting and three (3) days before any special meeting. Amendments may be made to the agenda if a majority of those present agree to consider such business.

Roberts Revised Rules of Order will govern the order and procedure of the meeting of this Council and the authority thereof in all matters not otherwise governed by these bylaws.

Article VIII: Quorum

A majority (10 members) of the total voting membership of the MIC will constitute a quorum for the purpose of voting on any of the business of the Council.

Article IX: Voting

Any act or other business of this Council may be enacted, constituted or approved by a majority of the votes of this Council present at any duly called meeting.

Article X: Staff

The staff serving the MIC will be made up of individuals selected from the staffs of the ARDC and the NWRPC.

The staff responsible for metropolitan planning will include a full time Director who will be an employee of ARDC. The staff will also include a Deputy Director who will be an employee of NWRPC. Appointment of each agency's full-time professional staff will be conducted by the executive director of the respective agency.

Article XI: Advisory Committees

The MIC hereby establishes a Transportation Advisory Committee (TAC), Harbor Technical Advisory Committee (HTAC) and Bicycle and Pedestrian Advisory Committee (BPAC), made up of technical transportation, harbor representatives and bike and ped representatives to advise the MIC on transportation and harbor matters. Further advisory committees shall be appointed by the Chair and act for the MIC in matters assigned to them by the MIC. All technical matters should be reviewed by the respective TAC before formal action is taken by the MIC.

Article XII: Bylaws

A 2/3 majority (12 members) of the MIC Policy Board will be required to amend these Bylaws. Approval of the amendments by the MIC Policy Board will be obtained before the amendment is effective.

These bylaws will be reviewed every three to five years to keep the bylaws current.