



MEMO

Date: July 9, 2018

To: Board of Commissioners

From: Bonnie Waninger, Executive Director

Re: Bylaw Update

☒ **Establish a Bylaw Update Advisory Committee to recommend changes, if any, to CVRPC's organizational bylaws.**

Issue

CVRPC has developed policy and practices that expand on the bylaws or may be edging toward operating outside the scope of the organization's bylaws. Bylaws must reflect the current business and decision-making structure of an organization and be in alignment with its Articles of Incorporation. If action is taken outside the permissible scope of authority set forth in its bylaws, the organization risks unintentional consequences or challenges. Policy tweaking to "fix" areas where bylaws are unclear or no longer match the way an organization wants or needs to operate is not uncommon. It is considered a sign that the bylaws may need to be updated.

A Bylaws Committee is charged with reviewing the organization's bylaws and current practices to ensure that they are synchronized. The Bylaws Committee assesses why practices have evolved and recommends changes to either the organization's practices or the bylaws. It can also be used to review current best practices and governance trends and make recommendations on those CVRPC should consider adopting.

Recommended Process

- The Board of Commissioners establishes a bylaw review committee and appoints Commissioners representing a diversity of opinions.
- The Committee identifies issues to be addressed, discusses and vets ideas, and prepares a set of changes for Commission review.
- The Board of Commissioner provides input on the direction taken for addressing changes.

- The Committee revises language as needed, and addresses any new issues that have emerged.
- The Board of Commissioners discuss the language until final language is crafted.
- The bylaw adoption process is initiated.

Background

CVRPC last updated its bylaws in 2017 to authorize activities permitted under 24 V.S.A. §4345(16)(B) [permit borrowing money and incur indebtedness for office space, a revolving loan fund or a line of credit]. Prior to that, the bylaws had not been updated since 2010.

Commissioners have mentioned the following issues should be considered during a bylaw updates:

Committees

- Authorize Alternates to participate on committees, and consider if any limitations should apply. Ex. Commissioner and Alternate from the same municipality cannot serve on the same committee.
- Add Project Review, Town Plan Review, Regional Plan and/or TAC as Standing Committees.
- Define how committee appointments happen and what happens when interest exceeds available seats.
- Specify when the new Executive Committee takes office.
- Reconsider duties for the Draft Regional Plan Review. For example, make it a standing committee that recommends Regional Plan updates, directs the Commission's 5-year and annual work program (which should be based in the Regional Plan), and comments on Federal and State policy and plans on behalf of the Commission.
- Consider whether some or all Committees should be authorized to act on behalf of the Commission as long as actions are within the policy set by the Commission.
- Modify the Committee appointment process to simplify.
- Define Standing Committee duties and refer to Rules of Procedures or incorporate standard Committee Rules of Procedure into the bylaws and allow membership to be set separately for advisory committees.

Other

- Add remaining 2016 statutory changes from optional duties.
- Revisit the Annual Meeting month.
- Under Terms of Office, address that vacancies for officers "shall" be filled at the next meeting.
- Discuss adjustment to Appropriations to include a policy of adding a cost of living adjustment annually while permitting larger updates as needed.
- Establish term limits for officers and/or committee participation to assist with growing leadership.