



**ARTICLES OF CONSTITUTION AND BYLAWS**  
of the  
**CENTRAL VERMONT REGIONAL PLANNING COMMISSION**

**ARTICLE I. NAME AND ADDRESS**

The name of this organization shall be the Central Vermont Regional Planning Commission. The regional area with which this Commission shall be concerned and serve shall be those parts of Orange and Washington Counties embraced within the boundaries of the following municipal corporations: Barre Town , City of Barre, Berlin, Cabot, Calais, Duxbury, East Montpelier, Fayston, Marshfield, Middlesex, City of Montpelier, Moretown, Northfield, Orange, Plainfield, Roxbury, Waitsfield, Warren, Washington, Waterbury, Williamstown, Woodbury, and Worcester. The principal address of this Commission shall be the address of its offices.

**ARTICLE II. POWERS AND PURPOSES**

The legal basis and powers of this Commission are stipulated in the Vermont Municipal and Regional Planning and Development Act, 24 V.S.A. Chapter 117, and such other laws as may be enacted by the General Assembly of the State of Vermont.

The mission and purpose of the Central Vermont Regional Planning Commission is to assist Central Vermont municipalities in providing effective local government and to work cooperatively with them to address regional issues. The Commission shall coordinate and assist in efforts to promote the health, safety and general welfare of the people of Central Vermont through development and planning activities affecting physical, natural, and human resources. In all efforts, the Commission shall foster the wise expenditure of public funds and resources necessary for the efficient delivery of governmental and community services.

**ARTICLE III. MEMBERS, REPRESENTATION, AND VOTING**

**SECTION 3.1 MEMBERSHIP**

All municipalities within the Central Vermont Region are members of this Commission. However, a participating member in the Commission is further defined as a municipality that regularly sends a

representative to the Commission's meetings, and pays their annual assessment by October 1 of each year.

### SECTION 3.2 COMMISSIONERS

The Commissioners of this Commission shall consist of one person from each of the participating town or city municipal corporations within the regional area designated in Article I hereof which have agreed to accept the conditions imposed by this Commission for such participant membership.

Commissioners shall be subject to the following conditions of appointment and tenure:

a. he/she shall be appointed by the legislative body of the municipality or its agent, or elected by the voters, as allowed by Statute. No Commissioner may vote or otherwise formally serve until such appointment has been certified in writing to the Commission by the appointing legislative body.

b. such Commissioners, so appointed, shall serve for a term of one year or until a successor shall have been appointed, provided, however, that a Commissioner may be appointed to succeed himself;

c. in the event of the death, resignation, disqualification or removal of a Commissioner of this Commission, a successor shall be appointed forthwith as provided in Subsection 3.2a hereof;

d. an alternate Commissioner of this Commission may be appointed, as provided in Subsection 3.2a thereof, for the same term and subject to the same qualifications as a Commissioner and such alternate Commissioner, in the absence of the Commissioner at any meeting of this Commission, shall sit as the Commissioner and exercise all of the authority of the Commissioner in such meeting.

Said alternate shall not assume the office or committee chair of the regular commissioner nor participate on the Executive Committee in place of the regular commissioner.

e. it shall be the duty of each Commissioner to regularly report as to the activities of the Commission to the legislative body and the local planning commission of the town/city of his/her appointment.

### SECTION 3.4 VOTING AND QUORUMS

a. Each Commissioner shall have one vote in all actions taken by the Commission. except Commissioners of area wide citizen interest groups who, according to State Statute (Act 200) may

not vote on the adoption or amendments to municipal/town plans, the Regional Plan, or confirmation of any municipal planning process.

b. A quorum of Commissioners of this Commission for holding meetings and transacting business shall be a majority of the duly appointed municipal Commissioners. In the event of a tie vote on any matter before this Commission, including the vote of the Chairman, such motion, resolution, or action shall be considered as lost.

c. If, prior to any vote on any matter before the Commission, a Commissioner shall request time and opportunity to consult with the body which appointed him to this Commission prior to casting his vote on such matter, such vote shall be postponed unless such postponement results in violation of State statute requirements.

d. By order of the Commission, any vote may be taken by postal ballot prior to the next ensuing meeting of the Commission by mailing such votes to the Secretary of the Commission.

#### SECTION 3.5 CONFLICT OF INTEREST

Commissioners have an obligation to conduct the affairs of their office in such a manner as to instill public trust and confidence. As such, the Commission shall maintain a written policy on conflict of interest and code of conduct. A copy of said policy shall be provided to all Commissioners at the time of their appointment.

### **ARTICLE IV. MEETINGS**

#### SECTION 4.1 REGULAR MEETINGS

Regular meetings of the Commission shall be held on the second Tuesday of the month, or as may otherwise be determined by either the Executive Committee or the Commission. The time and place of the meetings shall serve the convenience of the greatest number of Commissioners and member towns, as determined by the Commission.

The monthly meeting that occurs in May shall be considered the Annual Meeting.

#### SECTION 4.2 ADDITIONAL MEETINGS

Additional meetings may be called by the Chairman, the Executive Committee, or by a majority vote of the Commission, at any time.

#### SECTION 4.3 NOTIFICATION OF MEETINGS

Notice of regular meetings of the Commission shall be mailed not less than five days prior to such meetings to all Commissioners, alternate Commissioners, Municipal Planning Commission Chairs, Chairs of Boards of Selectmen and Aldermen, Mayors, City/Town Managers, and municipal planners of all member municipalities.

Whenever possible, Commissioners and alternates shall receive advance written notification of any special or additional meetings.

#### SECTION 4.4 MINUTES

Minutes of all meetings of the Commission shall be kept and copies thereof shall be available to all Commissioners, member towns, and the general public.

#### SECTION 4.5 ROBERTS RULES OF ORDER

Roberts Rules of Order, Revised shall generally govern the proceedings of the Commission in all cases which are not otherwise specifically covered within these Bylaws or by any other special rules the Commission may adopt.

### **ARTICLE V FISCAL AND OPERATIONAL YEAR**

The fiscal and operational year of this Commission shall be from July 1 of one year to June 30 of the next.

### **ARTICLE VI. OFFICERS, EXECUTIVE COMMITTEE, AND STAFF**

#### SECTION 6.1 OFFICERS

The officers of the Commission shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer, all of whom shall be duly appointed Commissioners or alternates of member towns.

#### SECTION 6.2 COUNCIL OF REGIONAL COMMISSIONS REPRESENTATIVE

Annually, the Commission shall elect a representative to the Council of Regional Commissions who shall be a duly appointed Commissioner or alternate of a member town.

### SECTION 6.3 ELECTION OF OFFICERS

Officers shall be elected by the Commission from among the membership established in Article III, Section 3.1. A nominating committee, consisting of three Commissioners, shall be appointed by the Commission at the February meeting of each year. The nominating committee may nominate candidates for each office, and three additional Commissioners on the Executive Committee.

The Nominating Committee shall present an initial slate of candidates at the March meeting with a final slate of candidates at the April meeting of each year. Additional candidates may be nominated from the floor at the April meeting, at which time nominations will be closed.

A ballot, containing the final slate of candidates, shall be sent, not less than 10 days prior to the May meeting, to all Commissioners eligible to vote. The officers of the Commission and other elected officials shall be elected by receiving the most votes. The results of the ballot shall be ascertained and announced at the Annual Meeting.

### SECTION 6.4 TERMS OF OFFICE

The terms of office of all officers and other elected officials shall be from Annual Meeting to Annual Meeting or until their successors have been elected and installed.

In the event that any office or other elected position is vacated, such vacancy shall be filled at the next regular Commission meeting. Officers so elected are to hold office only for the balance of the current year or until their successors are elected and installed.

Any officer may be removed from office for cause by a 2/3 vote of those present and voting. Any action for removal must be warned one month in advance of the Commission meeting at which such vote will be taken.

### SECTION 6.5 DUTIES OF OFFICERS AND COUNCIL OF REGIONAL COMMISSIONS REPRESENTATIVE

a. The CHAIR shall preside at all meetings of the Commission and the Executive Committee. The Chair shall perform such other duties as are normal or customary to the office, or which may be assigned by the Commission.

b. The VICE-CHAIR shall act as Chair in the absence or incapacity of the Chair, and shall perform such other duties as may be assigned by the Commission.

c. The SECRETARY shall perform all duties customary to that office, including the overseeing of the minutes of Commission meetings and such Committee meetings as the Chair may designate.

d. The TREASURER shall oversee all financial records of the Commission and perform such other duties as are normal and customary to the office.

e. The REPRESENTATIVE TO THE COUNCIL OF REGIONAL COMMISSIONS shall represent the Commission on the state-wide Council of Regional Commissions pursuant to 24 VSA 4305 and shall report to the Commission at least quarterly on the Council of Regional Commissions' activities.

The Commission shall establish and maintain a policy which further delineates the specific duties of officers.

#### SECTION 6.6 STAFF

a. The staff of the Commission shall include an Executive Director and any other administrative or technical staff determined necessary by the Commission. All personnel practices shall be in accordance with the Commission's Personnel Policies which shall be maintained and may be amended from time to time. Consultants and/or special project staff may be used to augment the regular staff when there is a need for special expertise or additional staff resources.

b. The staff through the Executive Director shall undertake such duties as the Commission or Executive Committee may assign.

c. It is the policy of the Commission that no person seeking employment or having business with the Commission shall be discriminated against for reasons of race, religion, color, familial status, sex, age or place of national origin.

#### SECTION 6.7 EXECUTIVE COMMITTEE

a. COMPOSITION The Executive Committee shall consist of seven Commissioners, including the four officers and three additional Commissioners who shall be elected at the Annual Meeting.

b. PURPOSE The Executive Committee shall facilitate the general operation of the Commission by acting on behalf of the Commission. Decisions or actions by the Executive Committee are subject to rescission or amendment by the Commission. The Executive Committee shall distribute minutes of its meetings for review by Commissioners.

c. **POWERS AND DUTIES** The powers and duties of the Executive Committee shall be to:

- 1) Carry out all decisions and instructions of the Commission.
- 2) Recommend to the Commission positions to be taken by the Commission, its committees, or staff.
- 3) Act on behalf of the Commission in the absence of a quorum of the Commission when time precludes the delay of decision or action until the next regular meeting of the Commission.
- 4) Execute other actions as outlined in a policy adopted by the Commission; said policy may be amended as the Commission so directs.

#### **SECTION 6.8 SPECIAL COMMITTEES**

The Commission may create such Committees as may be needed from time to time. Such Committees shall report to the Commission as it so directs.

#### **ARTICLE VII. SIGNATORY OF THE COMMISSION**

All contracts, checks, orders and other instruments which require the signature of the Commission shall be signed in the name of this Commission by such officers or agents as the Commission shall designate from time to time for that purpose.

#### **ARTICLE VIII. APPROPRIATIONS**

a. The Commission shall annually establish dues in accordance with a schedule and rate established by the Commission. The Commission shall notify in writing all municipalities within the region on or before November 15th of the sums it deems necessary to be received from said municipalities for the ensuing fiscal year.

b. Municipalities not appropriating funds in an amount equal to their annual dues shall not be entitled to services afforded to those municipal members that have appropriated such funds. Services to member municipalities not paying the annual dues shall be provided on the basis of a rate schedule approved by the Commission. Non-payment of the annual dues does not otherwise affect membership status. Unless directed otherwise by the Commission, prioritizing and scheduling the delivery of services to municipal members that have not paid their annual dues in full shall be at the discretion of the Executive Director.

- c. The Commission may receive and expend funds from any source.
- d. The Commission may borrow money and incur indebtedness for the purposes of purchasing or leasing property for office space, establish and administer a revolving loan fund, or establish a line of credit,

**ARTICLE IX. DISSOLUTION OF THE COMMISSION**

Upon the affirmative vote of all of the Commissioners of this Commission at an annual meeting of this Commission, provided notice of the proposal of dissolution at the meeting shall have been given in writing to each Commissioner of the Commission and each alternate Commissioner at least thirty days prior to such meeting, or when the number of participating towns and cities represented by Commissioners on this Commission shall be less than five, this Commission be dissolved and terminated.

**ARTICLE X. AMENDMENTS TO THESE ARTICLES OF CONSTITUTION AND BYLAWS**

A. A proposed amendment shall be placed on the agenda for any regularly scheduled meeting of the Commission by vote of the Commission or by vote of the Executive Committee.

B. The proposed amendment shall be discussed at the next regularly scheduled meeting of the Commission and may be amended at that meeting. The proposed amendment shall proceed only upon vote of the Commission.

C. The proposed amendment, as it may have been amended, shall be placed on the agenda for the next regular meeting of the Commission for final vote. No amendment to the proposed amendment shall be allowed at the Commission meeting during which the final vote is taken. The proposed amendment shall become effective upon affirmative vote of 60% of the municipal Commissioners. If a 60% affirmative vote is not attained, the proposed amendment fails.

***CERTIFICATE***

The foregoing Articles of Constitution and Bylaws were adopted by the affirmative vote of a majority of the duly appointed Commissioners of the Central Vermont Regional Planning Commission at a regularly noticed meeting thereof at which a quorum was present, which meeting was reconvened and held the 27th day of April, 1967 at East Montpelier, Vermont.



On May 27, 1980, the Central Vermont Regional Planning Commission, amended the Constitution and Bylaws adopted April 27, 1967. Those amendments have been incorporated into this document.

On January 10, 1989 the Central Vermont Regional Planning Commission amended the Constitution and Bylaws adopted April 27, 1967. Those amendments have been incorporated into this document.

On May 10, 1994 the Central Vermont Regional Planning Commission amended the Constitution and Bylaws adopted April 27, 1967. Those amendments have been incorporated into this document.

On November 11, 1997 the Central Vermont Regional Planning Commission amended the Constitution and Bylaws adopted April 27, 1967. Those amendments have been incorporated into this document.

On May 8, 2001 the Central Vermont Regional Planning Commission amended the Constitution and Bylaws adopted April 27, 1967. Those amendments have been incorporated into this document.

On April 13, 2010 the Central Vermont Regional Planning Commission amended the Constitution and Bylaws adopted April 27, 1967. Those amendments have been incorporated into this document.

On April 11, 2017 the Central Vermont Regional Planning Commission amended the Constitution and Bylaws adopted April 27, 1967 to authorize activities permitted under 24 V.S.A. §4345(16)(B) . Those amendments have been incorporated into this document.